



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

Annual Report 2012





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Corporate Information

BOARD OF DIRECTORS

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

Dato' Chan Tien Ghee
(Deputy Chairman)
Independent Non-Executive

Tan Thiam Chai
Executive Director

Chan Kien Sing
Non-Independent Non-Executive

Lim Meng Kwong
Non-Independent Non-Executive

Dickson Tan Yong Loong
Non-Independent Non-Executive

Datuk Robert Yong Kuen Loke
Independent Non-Executive

Heng Kiah Choong
Independent Non-Executive

Dato' Mohd Salleh Bin Ahmad
Independent Non-Executive

Datuk Lye Ek Seang
Independent Non-Executive

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

Ernst & Young
Chartered Accountants
Level 23A Menara Milenium
Jalan Damanlela
Pusat Bandar Damansara
50490 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
Hong Leong Bank Berhad
Bank Pembangunan Malaysia Berhad
CIMB Bank Berhad
United Overseas Bank (Malaysia) Berhad
OCBC Bank (M) Berhad

STOCK EXCHANGE LISTING

Main Market of Bursa Malaysia Securities Berhad

STOCK SHORT NAME

BJASSET (3239)

PLACE OF INCORPORATION AND DOMICILE

Malaysia

Profile Of Board Of Directors



YAM TUNKU DATO' SERI SHAHABUDDIN BIN TUNKU BESAR BURHANUDDIN

D.K, S.P.T.J., AO (Australia)

77 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 company within Malayan Banking Group. Currently he is the Executive Chairman and co-founder of Strateq Sdn Bhd (formerly known as Kompakar Inc Bhd) 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 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 also the Chairman of Axis Reit Managers Berhad and a Director of DHL Worldwide Express (M) Sdn Bhd, Jotun (M) Sdn Bhd, Vision Four Production Sdn Bhd and several private limited companies.

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

He was appointed to the Board as Deputy Chairman on 19 April 2012. He obtained his Bachelor of Arts Law degree from The University of Warwick, United Kingdom in 1983. He is a member of The Honorary Society of Grays Inn in London.

He was previously an Executive Director of Ipco International Limited, a company listed on the Singapore Stock Exchange and an Executive Director of Major Team Holdings Berhad. Prior to joining Major Team Holdings Berhad in March 2004, he was the Managing Director of Radio & General Engineering Sdn Bhd and a Director of Hitachi Elevator Engineering (M) Sdn Bhd.

Currently, he is the Managing Director of Central Malaysian Properties Sdn Bhd and also the Chairman of Cardiff City Football Club Ltd, a professional football club based in the Wales, United Kingdom. He is also the Chairman of 1Malaysia-Cardiff City Football Academy and also an advisor of Walton Berhad, a Canadian-based land banking company. He also holds various directorships in other private limited companies, among them, Holcim (Malaysia) Sdn Bhd, a Swiss-based cement company.



DATO' CHAN TIEN GHEE

51 years of age, Malaysian
Deputy Chairman

Independent Non-Executive

Profile Of Board Of Directors (cont'd)



TAN THIAM CHAI

53 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 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.

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 AmMerchant 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 and Berjaya Media Berhad. He is also the Managing Director of Sun Media Corporation Sdn Bhd and the Chief Executive Officer of 7-Eleven Malaysia Sdn Bhd and Berjaya Capital Berhad. He also sits on the boards of Berjaya Times Square Sdn Bhd, Berjaya Group Berhad, Intan Utilities Berhad, Berjaya Vacation Club Berhad, Berjaya Retail Berhad, International Lottery & Totalizator Systems Inc, United States of America and several other private limited companies.

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



CHAN KIEN SING

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



LIM MENG KWONG

59 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.

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 Certified Public Accountants of Singapore 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 in chartered accounting firms in London. 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.



**DATUK ROBERT YONG
KUEN LOKE**

60 years of age, Malaysian
Independent Non-Executive
Director



**DICKSON TAN
YONG LOONG**

31 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) 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 as Business Development Manager in 2005. He is presently the Deputy Managing Director of Dijaya Corporation Berhad ("Dijaya") and he is currently overseeing group corporate strategy, planning and risk management of the Dijaya 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 Tropicana Golf & Country Resort Berhad, TT Resources Berhad, Berjaya Corporation Berhad, Berjaya Land Berhad, Berjaya Sports Toto Berhad and Berjaya Times Square Sdn Bhd.

He is affiliated with certain non-profit organisations, including as a trustee of Dijaya 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.

Profile Of Board Of Directors (cont'd)

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.



HENG KIAH CHOONG

63 years of age, Malaysian
Independent Non-Executive
Director



**DATO' MOHD SALLEH
BIN AHMAD**

70 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.

He was appointed to the Board on 19 April 2012. He is the founding member of secretary 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 Sportsman of the Year" in 1998, founder and instructor of Persatuan Taekwondo (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 the Non-Independent Non-Executive Director and Audit Committee Member of Magna Prima Berhad from 16 July 2007 to 24 June 2009. He was also the 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 a Director of Minetech Resources Berhad and a Trustee of Dijaya Tropicana Foundation. He also sits on the Board of several other private limited companies involved in manufacturing, television program production and distribution, biotechnology and property development.



DATUK IYE EK SEANG

47 years of age, Malaysian
Independent Non-Executive
Director

Save as disclosed, none of the Directors have:

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



Media friends during the launch of Central Park, the new landscaped area with 40 retail outlets at 3rd Floor, BTS.



The newly opened Toast Box at Lower Ground Floor, BTS.

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 2012.

FINANCIAL RESULTS

For the financial year ended 30 June 2012, the Group registered a revenue of RM331.4 million and a pre-tax profit of RM201.3 million as compared to a revenue of RM354.0 million and a pre-tax profit of RM368.9 million reported in the previous year. The lower revenue was mainly attributed to the lower property sales in the year under review reported by its principal subsidiary, Berjaya Times Square Sdn. Bhd. ("BTSSB"). This was partly mitigated by the increase in rental revenue reported by BTSSB and the higher gaming revenue registered by Natural Avenue Sdn. Bhd. ("NASB") as a result of having two additional draws compared to the previous year.

The lower Group pre-tax profit was mainly due to a lower fair value adjustment of its investment properties. This was partly mitigated by the higher rental income from improved occupancy and rental rates reported by BTSSB as well as higher pre-tax profit reported by NASB arising from the lower prize pay-out in the year under review.

DIVIDEND

For the financial year ended 30 June 2012, the Board recommended a proposed final dividend of 2 sen per ordinary share of RM1.00 each less 25% income tax for the approval of shareholders at the forthcoming annual general meeting.

SIGNIFICANT CORPORATE DEVELOPMENTS

On 10 February 2012, BAssets had announced that offers made by its wholly-owned subsidiary, Pesaka Ikhlas (M) Sdn Bhd ("PISB"), to acquire several parcel of land with buildings erected thereon in Stulang Laut, Johor Bahru for a total cash consideration of RM385.00 million ("Offers") have been

accepted by the vendors namely, Atlan Technology Sdn Bhd ("ATSB"), Darul Metro Sdn Bhd ("DMSB") and Kelana Megah Sdn Bhd ("KMSB"). As the abovementioned land were leased/ will be leased by the Vendors (where applicable) from the Majlis Bandaraya Johor Bahru ("MBJB")/the relevant authority, the said exercise will now comprise the proposed acquisitions of the lease interests in the land instead of the land.

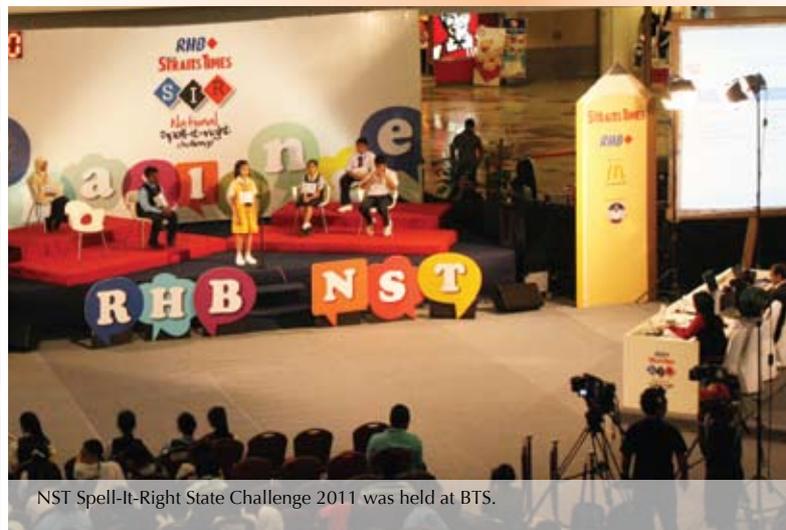
PISB had entered into three (3) conditional sale and purchase agreements for the following:

- i) The proposed acquisition by PISB from ATSB of its remaining lease interest in a parcel of vacant land measuring about 4.899 acres (or about 213,400 square feet) held under title H.S. (D) 19350, PTB 10710, Bandar Johor Bahru, Daerah Johor Bahru, Negeri Johor for a cash consideration of RM32.01 million;
- ii) The proposed acquisition by PISB from DMSB of its remaining lease interest in six (6) parcels of land measuring in total about 14.122 acres (or about 615,154 square feet) held under H.S (D) 19348, PTB 10707, PTB 20380, PTB 20438, PTB 20006, PTD 146378 and PTD 148062, Bandar Johor Bahru, Daerah Johor Bahru, Negeri Johor with an integrated commercial development known as "The Zon Johor Bahru" erected thereon for a cash consideration of RM325.00 million; and
- iii) The proposed acquisition by PISB from KMSB its intended lease interest in a parcel of land measuring about 4.285 acres (or about 186,655 square feet) under Lot No. PTB 20379, Bandar Johor Bahru, Daerah Johor Bahru, Negeri Johor for a total cash consideration of RM27.99 million.

Chairman's Statement (cont'd)



Hong Kong duo singers, Twins during their 10th Anniversary Album Tour.



NST Spell-It-Right State Challenge 2011 was held at BTS.

ATSB is a subsidiary of Atlan Holdings Bhd ("AHB"), a company listed on the Main Market of Bursa Malaysia Securities Berhad whereas DMSB and KMSB are subsidiary companies of Duty Free International Limited, a company listed on the Catalist Board of Singapore Exchange Securities Trading Limited, which in turn is a subsidiary of AHB.

The Zon Johor Bahru is a gazetted Free Commercial Zone pursuant to Section 39(1) of the Free Zones Act, 1990. It comprised of a 12-level hotel, a 5-level shopping complex (podium block), an international ferry terminal and a custom and immigration checkpoint cum office building.

The proposals are pending the approvals of the relevant authorities.

PROPERTY INVESTMENT AND DEVELOPMENT

For the financial year under review, the BTSSB Group registered a revenue of RM99.8 million and net profit of RM147.4 million as compared to a revenue of RM132.8 million and net profit of RM276.9 million respectively in the previous financial year. The decrease in revenue was mainly due to lower property sales whilst the net profit was lower due to lower fair value adjustment on its investment properties. The decline in net profit was partly mitigated by the increase in rental revenue of 25% to RM68 million from RM54.4 million due to improved occupancy and higher rental rates charged.

Consistent efforts in marketing, promotion and leasing had resulted in a boost in confidence among retailers and event organisers. As such, more shops were opened resulting in an increase in rental revenue while the variety of events drew a high number of visitors to Berjaya Times Square ("BTS").

True to its vision of being the leading inner-city shopping complex in the heart of Kuala Lumpur, BTS provides an encompassing lifestyle-cum-entertainment experience which caters to the middle and mass markets.

Acknowledged as Malaysia's largest building ever built in a single phase with a gross built-up area measuring 7.5 million square feet, BTS has demonstrated a steady increase in footfall, events and improved financial performance since its opening nine years ago on 29 September 2003.

Averaging 2.5 million visitors a month, the 12-level shopping complex adjacent to two 46-storey towers of service suites which measures approximately 3.5 million square feet houses:

- The Berjaya Times Square Theme Park which is Malaysia's largest indoor theme park with 14 major rides and attractions;
- The 2-level IT Centre covering approximately 68,000 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 on the 10th Floor;
- 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;
- Central Park, the latest shopping district on 3rd Floor Central consisting of 40 lifestyle boutiques and notable lifestyle brands in a landscaped area measuring 5,000 square feet;
- Over 1,000 units of retail, food and beverage and service outlets;
- A 5-storey basement and multilevel annexed car park; and
- The first glass lifts installed in an existing building which serves 11 floors.



CIMB Nicol David KL Open Squash 2012.



Holika Holika, a Korean brand offering a variety of cosmetic products at 1st Floor, BTS.

A milestone in itself, **Central Park** drew inspiration from its eponymous twin in New York and boasts a landscaped composition reminiscent of its twin in the Big Apple. The landscaped area boasts 40 retail outlets which command some of the highest rental or sale prices in the country.

The launch of **Central Park** saw members of traditional and new media turn up to support the privately-hosted event which included an interesting tour of BTS that highlighted its ever-changing landscape and unique traits.

The exciting array of young and fresh names in fashion available in BTS include giant retailers **Sinma** and **Black Queen** who are famous for providing quality accessories at affordable prices and a collection of quirky and trend-setting retailers such as **Holika Holika**, **Hush Puppies**, **Hyaku Land**, **Leather Avenue** and **Tamiko**, among others.

BTS also boasts an impressive list of food and beverage power houses such as **Arthur's Hokkaido Mille Crepe Cake**, **Boost Juice Bar**, **Dragonfly Pastry**, **Hui Lau Shan**, **Meet Fresh**, **Nando's**, **Sakae Sushi**, and **Toast Box**. Besides Taste of Asia at Lower Ground Floor, Lifestyle Food Channel makes its mark at 4th Floor Central with a wide array of food choices at affordable prices.

Complementing BTS' education components is the **Amber Chia Academy** which is the brainchild of Amber Chia, a Malaysian international acclaimed model and actress. Her rise to fame has yielded a wealth of knowledge of the glamorous profession which is shared in the Academy's syllabus.

BTS' latest tenants - **Reiss** and **Skin Tologist** - provide packages which cater for head-to-toe pampering.

The financial year glittered with artistes and celebrities, both local and foreign, as BTS became the favoured venue for music album and movie launches.

The crowd thronged the shopping complex during promo tours for pretty duo **TWINS'** 10th Anniversary Album Tour, Hong Kong canto-pop talent, Vincy Chan for her meet and greet session with the fans, and evergreen bilingual singer William So's Promo Tour during its Malaysian leg.

Local Chinese movie, **Nasi Lemak 2.0**, directed and starred by the controversial Wee Meng Chee (Namewee) and a host of Malaysian heavy weight celebrities including Adibah Noor, Afdlin Shauki, David Arumugam, and Reshmonu held its promotional tour at the Lower Ground Concourse in August 2011, while Asian productions, **Perfect Rivals** and **It's a Great Great World**, also hosted their meet-and-greet sessions of their casts in BTS.

Die-hard fans of Hong Kong movies were in for a treat as the cast from **Magic To Win** came to town to meet their fans. Besides that, Malaysian's pop darling Dato' Siti Nurhaliza binti Tarudin launched her eponymous skincare line **SimplySiti**, at BTS.

Returning events to BTS were the CIMB KL Open Squash Championships, NST Spell-It-Right, AND1 3x3 Basketball, Astro Battleground, and RHB-The Star Mighty Minds.

BTS added another feature to its cap when it won the SMEs BestBrands™ Award 2011 in the Shopping Mall category.

GAMING

The financial year ended 30 June 2012 was a record year in terms of financial performance in NASB's 18 years of operation.

For the financial year under review, NASB registered a pre-tax profit of RM24.34 million, an increase of 15.3% from RM21.11 million in the previous year. The higher profit was mainly attributed to lower prize payout and higher lottery sales. Revenue grew 4.7% to RM231.58 million from RM221.20 million a year ago as a result of improved customer service and continuous sales promotion throughout the year.

Chairman's Statement (cont'd)



CashSweep live draw at NASB's Kuching Regional office.



NASB's Charity Event 2012 held at Miri in conjunction with the Chinese New Year.

Customer service satisfaction is one of NASB's core focus areas, thus Refresher Clinics for its ticketing clerks were held during the year as part of the on-going customer service improvement exercise.

NASB organizes promotional and public relations activities from time to time at specific sales outlets to boost its customers' confidence in its CASHSWEEP products. Members of the public are encouraged to witness the CASHSWEEP live draws at NASB's Draw Hall in its Kuching Regional Office.

CORPORATE SOCIAL RESPONSIBILITY ("CSR")

During the year under review, BTS shared the spirit of Raya with 40 underprivileged children from Kompleks Anak Yatim Darul Kifayah to participate in a number of entertaining events prior to breaking fast at Berjaya Times Square Hotel. The fun-filled day began with a trip to Berjaya Times Square Theme Park where the children were entertained by Professor Cosmo and Oort. The children then practised their archery skills at Stars Archery, Malaysia's largest, leading archery range operator before adjourning to Berjaya Times Square Hotel ("BTSH") for a memorable pastry making class under the tutelage of Chef Siti Khadijah. They were then treated to a sumptuous Buka Puasa Dinner sponsored by BTSH. BTS presented the children with duit raya and a RM1,000 gift voucher to the children's home.

On 25 February 2012, BTS was the venue sponsor for Berjaya Founder's Day, an annual event organised by the Berjaya Corporation Group of Companies ("BCorp Group") carried out in honour of its founder, Tan Sri Dato' Seri Vincent Tan ("TSVT"). At this year's event, TSVT and the BCorp Group contributed a total of RM11.6 million to 61 non-profit and charitable organizations.

BTS was also the venue sponsor for several charity and community events such as the International Pencak Silat Championship Deputy Prime Minister's Cup 2011, LONPAC GO Green, Let's Hunt, World Vision - We See Change

Campaign Launch, YBs Can Jump 3 on 3 Basketball, Thailand Flood Relief Fundraising Event, Kempen Pencegahan Kebakaran 2012, Bangkit Charity Event, Consumer Claims Tribunal, Police Walkabout Programme, "Share Our Roads" Campaign - Ride of Silence and World No Tobacco Day.

NASB's CSR programmes included the contribution of an annual sum of RM300,000 to Sarawak Turf & Equestrian Club Kidney Foundation to assist the poor who are suffering from renal failure to undergo dialysis at various dialysis centres in Kuching, Sibu and Miri.

NASB also hosted the Annual CASHSWEEP Charity event in Miri in conjunction with the Chinese New Year, where approximately 700 residents from 20 charitable organizations throughout the state of Sarawak benefited from the distribution of donations and angpows. This annual event is held on rotation in Kuching, Sibu and Miri each Chinese New Year.

In support of local sports and culture, NASB contributed to the Kuching Festival CASHSWEEP Martial Arts Display. NASB was also the main sponsor for the event which aims to promote greater understanding among the multi-racial population, particularly youths on the diversity of Sarawak's culture and to cultivate goodwill and the spirit of unity.

In addition, NASB also participated in the annual event in the Padawan suburb which is densely populated by the local natives and Chinese. As the Dayaks of Kampung Anah Rais are valuable CASHSWEEP customers, NASB showed their appreciation for the continuous support by sponsoring food for the traditional Gawai celebration.

NASB also sponsored the "KGS Team Matchplay Championship" organized by Kelab Golf Sarawak ("KGS"). Not only did the NASB team participate in the competition, it also emerged as champion at the end of the 4-weekend game.



The older children from Kompleks Anak Yatim Darul Kifayah were treated to a few games at Stars Archery, 5th Floor, BTS.



NASB's Charity Event 2012 held at Miri in conjunction with the Chinese New Year.

FUTURE OUTLOOK

The Malaysian government has launched an inclusive Economic Transformation Plan (ETP) to drive Malaysia into a high-income nation by 2020. With the implementation of the ETP, Malaysia's economy is likely to remain resilient with the domestic sector continuing to drive growth in Malaysia.

The retail industry is expected to be challenging as new malls and shops emerge in the market. Malaysians have also become increasingly discerning on the quality of goods as well as the facilities and services provided at the malls or shops. On the other hand, the tourism industry recorded an increase of international tourists into the country which will help boost the economy of the country.

Against this backdrop, BTS remains committed to maintain its appeal as one of the choice retail centres and will continue to focus on creating more exciting events and activities that will generate high publicity returns and also attract more shoppers and visitors. BTS continues to strive to enhance its property value as the tenants at the mall enjoy higher sales volume.

The gaming business under NASB is expected to be resilient and see growth as it continues with its aggressive promotional and public relation activities to further improve general public confidence in its products.

The Board of Directors envisage that the operating performance of the Group for the financial year ending 30 June 2013 will be satisfactory. The Directors also expect the gaming business operated by NASB and the property investment operated by BTSSB to maintain its market share and occupancy rates respectively.

APPRECIATION

Tan Sri Dato' Tan Chee Sing had stepped down as Deputy Chairman of the Company with effect from 19 April 2012. The Board wishes to express their thanks and sincere appreciation for his past contributions towards the Group.

I would like to welcome Dato' Chan Tien Ghee who joined the Board as Deputy Chairman, and Mr Dickson Tan Yong Loong and Datuk Lye Ek Seang who joined the Board as Non Independent Non-Executive Director and Independent Non-Executive Director respectively on 19 April 2012.

I wish to thank the management, employees and agents for their dedication, commitment and perseverance. To our customers, business associates, financiers, shareholders, retailers and regulatory authorities, we are grateful for your continuous support and co-operation.

To my fellow colleagues on the Board, I thank you for your dedication and support; and I look forward to your continued active participation in the Board.

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

23 October 2012

主席报告



Nasi Lemak 2.0 的粉丝和演员阵容在成功时代广场进行宣传。



Tan Sri Haji Ismail bin Haji Omar 派发 Police Walkabout 计划的礼物袋。

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 2012 年 6 月 30 日之财政年度的年度报告及财务报告。

财务业绩

在截至 2012 年 6 月 30 日的财政年度，本集团取得 RM3 亿 3 千 1 百 40 万的营业额及 RM2 亿零 1 百 30 万的扣税前盈利，相比之下，前一年的营业额及扣税前盈利分别是 RM3 亿 5 千 4 百万及 RM3 亿 6 千 8 百 90 万。营业额减少的主要原因是主要子公司成功时代广场私人有限公司(“BTSSB”) 在受检讨的财政年度取得较低产业销售额。这项落差由于 BTSSB 的租金收益增加和 Natural Avenue 私人有限公司(“NASB”) 比前一年举行多两次开彩取得更高的博彩业务收益而局部减轻。

集团扣税前盈利较低主要是因为其投资产业面对较低的公允价值调整。然而，这项盈利落差因为出租率改善使到租金收入增加，BTSSB 呈报的租金率及 NASB 在受检讨的财政年度赔出较低的彩金后取得更高扣税前盈利而局部减轻。

股息

在截至 2012 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 分扣 25% 所得税的年终股息，并将在来届股东年度大会上寻求股东批准。

重大企业发展

在 2012 年 2 月 10 日，成功资产宣布其独资子公司 Pesaka Ikhlas (马) 私人有限公司(“PISB”) 提出之以现金共 RM3 亿 8 千 5 百万代价收购新山 Stulang Laut 数幅地段连同建筑物的献议(“献议”)，已获得卖方 Atlan Technology 私人有限公司(“ATSB”)，Darul Metro 私人有限公司(“DMSB”) 和 Kelana Megah 私人有限公司(“KMSB”) 接受。由于上述地段是由各卖方(适宜者) 租赁或将向新山市议会(“MBJB”) / 相关监管当局租赁，这项提案现仅将包涵拟议收购有关地段的租赁权益，而非地段本身的拥有权。

PISB 已签署三(3)项涉及以下的附条件买卖协议：

- i) 由 PISB 拟议以 RM3 千 2 百零 1 万现金代价向 ATSB 收购其地契号码 H.S. (D) 19350, PTB 10710, Bandar Johor Bahru, Daerah Johor Bahru, Negeri Johor 之一幅大约 4.899 英亩(或大约 213,400 方尺) 空置地段的剩余租赁利益；
- ii) 由 PISB 拟议以 RM3 亿 2 千 5 百万现金代价向 DMSB 收购其地契号码 H.S (D) 19348, PTB 10707, PTB 20380, PTB 20438, PTB 20006, PTD 146378 和 PTD 148062, Bandar Johor Bahru, Daerah Johor Bahru, Negeri Johor 之六(6)幅总面积 14.122 英亩(或大约 615,154 方尺) 地段的剩余租赁利益，这些地段已建立一项称为 “The Zon Johor Bahru” 的综合商业发展计划；以及
- iii) 由 PISB 拟议以 RM2 千 7 百 99 万总共现金代价向 KMSB 收购其在地段号码 PTB 20379, Bandar Johor Bahru, Daerah Johor Bahru, Negeri Johor 之一幅大约 4.285 英亩(或大约 186,655 方尺) 地段的有意租赁权益。

ATSB 是马来西亚证券交易所之主板挂牌 Atlan 控股有限公司(“AHB”) 的子公司，DMSB 和 KMSB 则是在新加坡证券交易所的“创业板”挂牌之 Duty Free International Limited 的子公司，后者也是 AHB 的子公司。

The Zon Johor Bahru 已根据 1990 年自由贸易区法令之第 39(1) 条文而在宪报上被公布为自由商业区。它是由一栋 12 层酒店，一栋 5 层购物中心(墩楼)，一个国际渡轮码头和一栋关税及移民检查站处兼办公楼组成。

上述建议仍然有待各有关当局批准。



SimplySiti 巡回展。



位于成功时代广场底层的 Taste of Asia 呈献种类繁多的本地和国际美食。

产业投资和发展

在受检讨的财政年度，BTSSB集团取得RM9千9百80万营业额和RM1亿4千7百40万净盈利，相比之下，前一财政时期的营业额和净盈利分别是RM1亿3千2百80万和RM2亿7千6百90万。营业额减少主要是因为产业销售额降低和其投资产业面对较低的公平价值调整。盈利的落差因为出租率改善和租金调高而租金收入增加25%，租金收入即从RM5千4百40万增至RM6千8百万，而得以缓和。

锲而不舍的营销，促销和租赁努力以加强了零售商和活动主办机构的信心。因此，更多商店的开张带来了更高的租金收益，多样化的活动也吸引了更多访客前来成功时代广场。

作为吉隆坡市中心顶尖的城内购物广场，成功时代广场迎合中层阶级和大众市场而提供包罗万有的生活姿彩兼娱乐体验。

备受认同为马来西亚有史以来最具规模在单个阶段内建竣的建筑物，成功时代广场的总建筑面积高达7百50万方尺，自从在9年前，即2003年9月29日开张以来，它已缔造稳健的客流量和活动增长，以及更出色的财务表现。

该每月平均迎来2百50万访客的12层购物广场与两座46层服务型套房塔楼相邻，面积约为3百50万方尺，这广场内有：

- 成功时代广场主题乐园，即马来西亚最大型的室内主题乐园，拥有14种主要游乐设施和景点；
- 面积大约68,000方尺的双层资讯科技中心，迎合所有现代化数码生活方式需求；
- 拥有9个银幕的 Golden Screen Cinemas (GSC)；
- 位于第10层，拥有555个座位的 GSC Maxx，即马来西亚最具规模的数码电影院；
- Ampang Superbowl - 即国内最具规模的保龄球场之一，拥有48条球道；
- Cold Storage 超级市场；

- 位于 Lower Ground 层的 Taste of Asia 美食中心，以及位于4楼中区的 Lifestyle Food Channel；
- 1st Avenue，即本市其中一家首创的主题零售区域，面积广达25,000方尺；
- Central Park，即位于3楼中区的最新购物区域，该面积5,000方尺的景观优雅地区共有40家服装和著名品牌商店；
- 超过1,000单位的零售，饮食和服务商店；
- 一座5层地下室和多层附属停车场；
- 安装于现有建筑物内，涵盖11层楼的第一部玻璃升降梯。

Central Park 本身就是一个里程碑，其灵感是来自同名的纽约中央公园，美不胜收的景致令人不禁想起外号大苹果之纽约市的中央公园。该造景优美的区域拥有40个零售商店，其租金或售价乃是国内最高的之一。

在**Central Park** 的推介私人盛会吸引了许多传统和新媒体代表出席，其中包括有趣的成功时代广场介绍之旅，以介绍其瞬息万变景致和独有特征。

已进驻成功时代广场的一系列年轻时尚品牌包括著名大规模零售商 **Sinma** 和 **Black Queen**，它们皆以引进价格实惠的优质饰件著称，另外还有新奇和引领潮流的零售商如 **Holika Holika**, **Hush Puppies**, **Hyaku Land**, **Leather Avenue** 及 **Tamiko** 等等。

成功时代广场也少不了阵容鼎盛的食品品牌如 **Arthur's Hokkaido Mille Crepe Cake**, **Boost Juice Bar**, **Dragonfly Pastry**, 许留山, **Meet Fresh**, **Nando's**, **Sakae Sushi**, 以及 **Toast Box**。除了 Lower Ground 层的 Taste of Asia 之外，4楼中区的 **Lifestyle Food Channel** 也凭着价格实惠的各种美食令人留下深刻印象。

成功时代广场的教育事业获得名模谢丽萍所开设的 **Amber Chia Academy** 助益，她是一位享誉国际的马来西亚模特儿和演员。她迅速成名和在这个令人羡慕的专业里积累了丰富的知识，并可通过该学院的课程纲要而与学生分享。

主席报告



NASB 赞助 KGS 团队比洞锦标赛并夺得冠军。



NASB 颁奖给卓越的代理和售票员工。

成功时代广场的最新租户 - **Reiss** 和 **Skin Tologist** - 为顾客呈献无微不至的美容护理。

本财政年不乏星光熠熠的本地及海外艺人和名人莅临，使到成功时代广场成为发布新歌专辑和电影的热门场所。

漂亮二人组合 **TWINS** 宣传十周年纪念专辑之旅，香港粤语流行曲新秀泳儿的签唱会，以及常青双语歌手苏永康宣传之旅的马来西亚站，皆吸引大量粉丝涌至该购物广场。

由争论性之黄明志执导兼主演的本地中文电影 **Nasi Lemak 2.0**，众多马来西亚重量级名人，包括 Adibah Noor, Afdlin Shauki, David Arumugam, 以及 Reshmonu，皆于 2011年8月在 Lower Ground Concourse 展开巡回宣传活动，而亚洲制作电影的美好冤家和大世界也安排其演员阵容在成功时代广场举行见面会。

香港电影的忠实影迷因为开心魔法的演员前来首都都会见他们而乐开怀。此外，马来西亚流行天后拿督 Siti Nurhaliza binti Tarudin 也在成功时代广场推介了她的同名护肤系列 **SimplySiti**。

再次于成功时代广场举行的活动包括 CIMB 吉隆坡壁球公开赛，NST Spell-It-Right 拼字比赛，AND1 3x3 篮球赛，Astro Battleground，以及 RHB-The Star Mighty Minds。

成功时代广场也光荣锦上添花，即赢得 2011 年中小企业最佳品牌奖的购物广场组奖。

博彩

截至 2012 年 6 月 30 日的财政年度 NASB 的营运业绩缔造了 18 年来的新纪录。

在受检讨的财政年度，NASB 取得 RM2 千 4 百 34 万的扣税前盈利，比前一年的 RM2 千 1 百 11 万增长了 15.3%。盈利增长主要可归功于赔出较低的彩金和彩票营业额增加。营业额则由一年前的 RM2 亿 2 千 1 百 20 万增长 4.7% 而达到 RM2 亿 3 千 1 百 58 万，这是因为顾客服务改善和全年不断展开促销活动。

顾客服务满意度乃是 NASB 最专注的领域之一，因此，在本年度为其售票员工开办的进修学习班乃是现有的顾客服务提升活动之一。

NASB 更不时在特定的销售分店举办促销和公共关系活动，以加强顾客对其 CASHSWEEP 产品的信心。该公司鼓励公众人士见证在其古晋区域办事处之开彩厅举行的 CASHSWEEP 现场开彩。

企业社会责任

在受检讨的年度，成功时代广场与来自 Kompleks Anak Yatim Darul Kifayah 之 40 名弱势儿童分享了开斋节的喜悦，即于开斋之前在成功时代广场酒店为他们安排各种娱乐节目。该乐趣无穷的一天始于成功时代广场主题乐园之旅，小朋友们欣赏了 Professor Cosmo and Ooort 的表演。接着，他们进入马来西亚最具规模，顶尖的射箭场，即 Stars Archery 练习射箭技艺，然后一起前往成功时代广场酒店参加由 Chef Siti Khadijah 主持的令人难忘糕点焙制班。他们更享受了由成功时代广场酒店赞助的丰富开斋节晚餐。成功时代广场也派发 duit raya 和捐赠 RM1,000 礼物赠券给该儿童中心。

在 2012 年 2 月 25 日，成功时代广场成为举办成功创办人日活动的场地，这是一项以成功集团创办人丹斯里拿督斯里陈志远的名义推行的年度活动。在今年的盛会上，丹斯里拿督斯里陈志远和成功集团总共捐赠 RM1 千 1 百 60 万给 61 家非盈利和慈善组织。

成功时代广场也热心赞助会场以举办多项慈善和社区活动，例如 2011 年副首相杯国际 Pencak 马来武术锦标赛，LONPAC GO Green, Let's Hunt, 世界宣明会的“童路有你，共享改变”系列活动的推介礼，YBs Can Jump 三人篮球赛，泰国水患赈灾募款活动，2012 年预防火灾运动，Bangkit 慈善活动，消费者索赔仲裁庭，Police Walkabout 计划，“Share Our Roads” 运动 - Ride of Silence，以及世界无烟日。



NASB 每年捐献 RM30 万给 STEC 肾脏基金。



NASB 赞助古晋节 CASHSWEEP 武术表演。

NASB的企业社会责任计划包括每年捐献RM30万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清贫人士，让他们在古晋，诗巫和美里多家洗肾中心接受洗肾治疗。

NASB也配合农历新年而举办年度的CASHSWEEP慈善活动，砂拉越州各地有大约700名来自20个慈善组织的居民获赠捐款和红包。该活动是于农历新年轮流在古晋，诗巫和美里举行。

为了发扬本地体育和文化活动，NASB捐助了“古晋节CASHSWEEP武术表演”。NASB也是该盛会的主要赞助机构，其宗旨在于促进多元种族，尤其是青年人对砂拉越多元文化的了解，以及发扬亲善和团结精神。

此外，NASB也参与Padawan郊区的年度盛会，后者是一个土著和华裔人口稠密的地区。由于Kampung Anah Rais的达雅族是CASHSWEEP产品的重要顾客，NASB为传统达雅节赞助食物以酬谢他们的持续支持。

NASB也赞助了由砂拉越高尔夫球俱乐部(“KGS”)主办的“KGS团队比洞锦标赛”。NASB不仅派队参赛，更在这项连续在4个周末举行的比赛中勇夺冠军。

未来展望

马来西亚政府已推行包容性的经济转型计划(ETP)，以带动我国在2020年成为一个高收入国家。经济转型计划的落实可确保马来西亚的经济保持具有弹性，而国内领域将继续推动马来西亚的成长。

随着诸多新广场和商店的崛起，预料零售业将面对挑战。马来西亚人对产品素质和各广场商店所提供的设施和服务已日益讲究。另一方面，旅游业的数据显示有更多外国游客前来我国观光，这将有助促进我国的经济。

在这种情况下，成功时代广场将致力维持它作为首选零售中心的吸引力，并继续专注于举办更多能取得高宣传回报和吸引更多购物人士及访客的项目和活动。成功时代广场将继续致力提升其产业价值，而其租户则可获享更高的营业额。

NASB旗下的博彩业务预料将保持弹力好取得成长，这是因为它将继续大力展开宣传和公共关系活动，以进一步加强公众人士对其产品的信心。

董事部预期本集团可在截至2013年6月30日之财政年度取得令人满意的营运表现。董事部也期望由NASB经营的博彩业务和由BTSSB经营的产业投资业务各别可以维持其市场份额和出租率。

感谢

Tan Sri Dato' Danny Tan Chee Sing 已卸任为本公司的副主席，由2012年4月19日起生效。董事部谨此感谢和真诚表扬他在过去为本集团作出的贡献。

我也欢迎分别在2012年4月19日加入董事部担任副主席的Dato' Chan Tien Ghee，以及担任非独立非执行董事的Dickson Tan Yong Loong先生和独立非执行董事的Datuk Lye Ek Seang。

我谨代表董事部真诚地向管理层，所有员工和代理们的献身精神，承诺和辛勤努力致谢。我也在此感谢本公司顾客，来往商家，融资机构，股东，零售商和监管当局的持续支持与合作。

对于诸位董事同仁，我感谢他们的献身精神和支持，并希望大家踊跃参与董事部的活动。

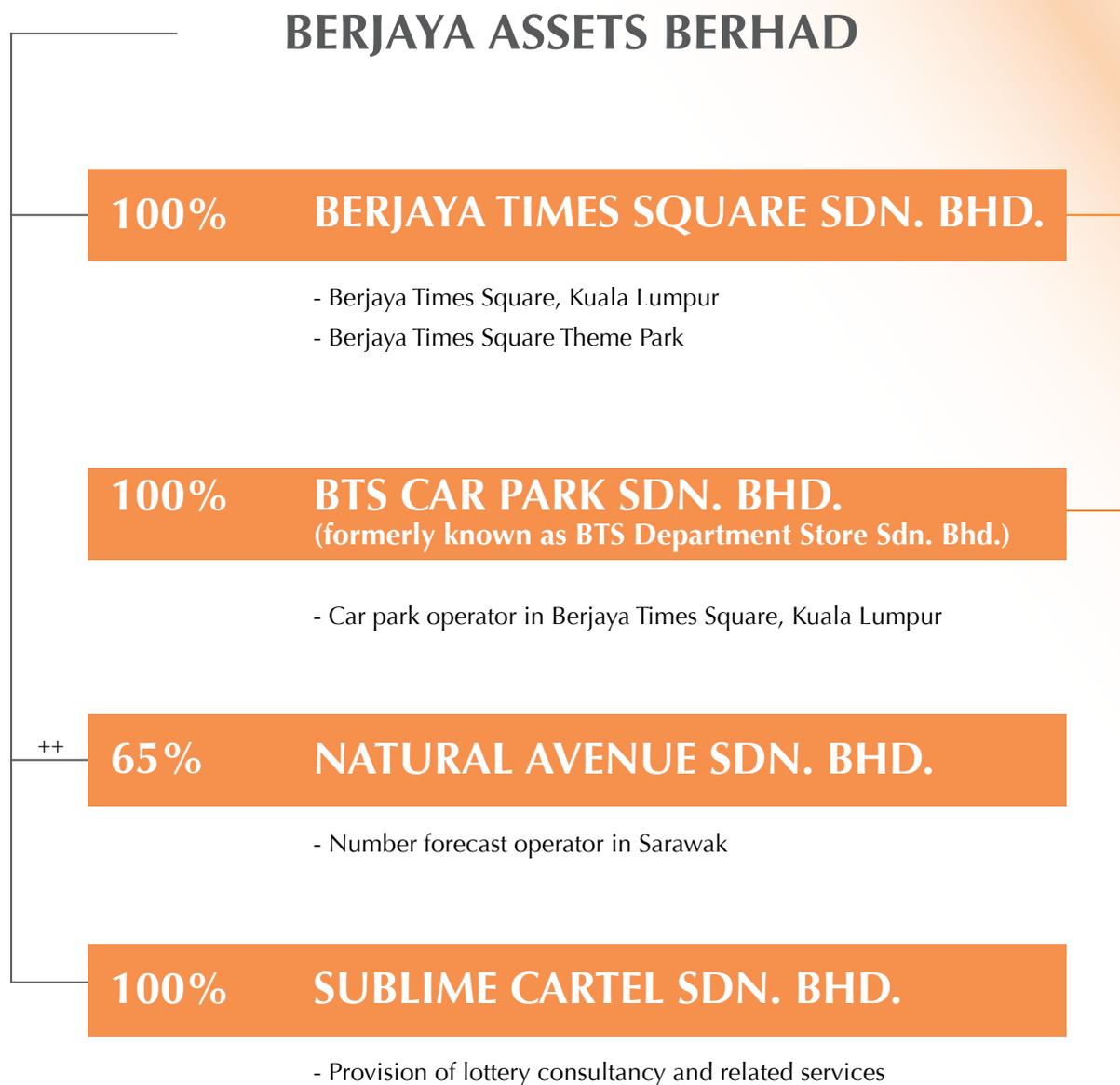
**YAM Tunku Dato' Seri Shahabuddin
Bin Tunku Besar Burhanuddin**

主席

2012年10月23日

Corporate Structure

of main operating companies as at 30 September 2012



++ Combined Interest

Group Financial Highlights

Description	12 months ended 30 June 2012 RM'000	12 months ended 30 June 2011 RM'000	14 months ended 30 June 2010 RM'000	12 months ended 30 April 2009 RM'000	12 months ended 30 April 2008 RM'000
Revenue	331,370	354,000	371,584	332,449	310,016
Profit Before Tax	201,309	368,886	314,912	40,153	36,004
Profit For The Year/Period	167,635	295,937	240,979	14,615	3,847
Profit/(Loss) Attributable To Equity Holders Of The Parent	161,701	290,646	235,673	8,197	(2,050)
Share Capital	1,113,042	1,113,042	1,113,042	1,113,042	1,113,042
Reserves	806,311	727,647	354,515	128,842	120,645
Equity Funds	1,919,353	1,840,689	1,477,557	1,241,884	1,233,687
Non-controlling Interests	3,647	5,013	3,747	3,466	3,078
Total Equity	1,923,000	1,845,702	1,481,304	1,245,350	1,236,765
Deferred Tax Liabilities	270,901	245,814	178,145	111,048	92,812
Long Term Liabilities	370,943	331,055	369,320	406,439	459,869
Current Liabilities	104,930	103,314	126,109	185,707	199,445
Total Liabilities	746,774	680,183	673,574	703,194	752,126
Total Equity And Liabilities	2,669,774	2,525,885	2,154,878	1,948,544	1,988,891
Property, Plant & Equipment	169,269	179,869	176,222	193,767	210,925
Investment Properties	1,878,996	1,791,850	1,607,000	1,380,000	1,314,491
Associated Company	-	-	-	-	-
Jointly Controlled Entities	4,940	5,999	5,478	8,194	7,149
Investments	137,147	177,206	1,000	1,000	47,485
Derivative Asset	104	166	-	-	-
Goodwill	140,636	140,609	140,609	140,609	140,609
Other Intangible Asset	18,669	19,770	20,871	22,155	23,256
Total Non-Current Assets	2,349,761	2,315,469	1,951,180	1,745,725	1,743,915
Current Assets	320,013	210,416	203,698	202,819	244,976
Total Assets	2,669,774	2,525,885	2,154,878	1,948,544	1,988,891
Net Assets Per Share (RM)	1.72	1.65	1.33	1.12	1.11
Earnings/(Loss) Per Share (Sen)	14.53	26.11	21.17	0.74	(0.22)
Gross Dividend Rate (Sen)	2.00	4.00	2.00	-	-

Note:

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

摘要	截至 6月30日 的12个月 2012 RM'000	截至 6月30日 的12个月 2011 RM'000	截至 6月30日 的14个月 2010 RM'000	截至 4月30日 的12个月 2009 RM'000	截至 4月30日 的12个月 2008 RM'000
营业额	331,370	354,000	371,584	332,449	310,016
税前盈利	201,309	368,886	314,912	40,153	36,004
全年/期益	167,635	295,937	240,979	14,615	3,847
可分配予 股东的盈利/(亏损)	161,701	290,646	235,673	8,197	(2,050)
股本	1,113,042	1,113,042	1,113,042	1,113,042	1,113,042
储备金	806,311	727,647	354,515	128,842	120,645
股东基金	1,919,353	1,840,689	1,477,557	1,241,884	1,233,687
非控股股东权益	3,647	5,013	3,747	3,466	3,078
股东权益总额	1,923,000	1,845,702	1,481,304	1,245,350	1,236,765
递延课税	270,901	245,814	178,145	111,048	92,812
长期债务	370,943	331,055	369,320	406,439	459,869
流动债务	104,930	103,314	126,109	185,707	199,445
债务总额	746,774	680,183	673,574	703,194	752,126
股东权益及债务总额	2,669,774	2,525,885	2,154,878	1,948,544	1,988,891
固定资产	169,269	179,869	176,222	193,767	210,925
投资产业	1,878,996	1,791,850	1,607,000	1,380,000	1,314,491
联号公司	-	-	-	-	-
联号控制的实体	4,940	5,999	5,478	8,194	7,149
投资	137,147	177,206	1,000	1,000	47,485
衍生资产	104	166	-	-	-
商誉	140,636	140,609	140,609	140,609	140,609
其他无形资产	18,669	19,770	20,871	22,155	23,256
流动环资产总额	2,349,761	2,315,469	1,951,180	1,745,725	1,743,915
流动资产	320,013	210,416	203,698	202,819	244,976
资产总额	2,669,774	2,525,885	2,154,878	1,948,544	1,988,891
每股净资产(RM)	1.72	1.65	1.33	1.12	1.11
(亏损)/每股收益(Sen)	14.53	26.11	21.17	0.74	(0.22)
毛股息率(Sen)	2.00	4.00	2.00	-	-

注:

若有发行额外股票，每股收益/(亏损)将按加权平均股额计算。

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. In this context, the Board constantly strives to ensure that the Company adheres and complies with the principles and best practices of the Malaysian Code of Corporate Governance (“the Code”).

The Board is pleased to present to the shareholders the following statement on corporate governance and the extent of compliance with the best practices of the Code throughout the financial year ended 30 June 2012.

(A) DIRECTORS

(i) The Board

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

- (a) Overseeing the conduct of the Company’s business to evaluate whether the business is being properly managed;
- (b) Identifying principal risks to ensure the implementation of appropriate systems to manage these risks;
- (c) Maintaining shareholders and investors relations of the Company; and
- (d) 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 meets regularly on a quarterly basis with additional meetings being convened as necessary. During the financial year ended 30 June 2012, the Board met four (4) 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 [#]	4/4
Tan Sri Dato’ Tan Chee Sing ¹	3/3*
Dato’ Chan Tien Ghee ^{2#}	1/1*
Tan Thiam Chai	4/4
Chan Kien Sing	4/4
Lim Meng Kwong	4/4
Datuk Robert Yong Kuen Loke [#]	3/4
Heng Kiah Choong [#]	4/4
Dato’ Mohd Salleh Bin Ahmad [#]	4/4
Ng Su Onn ³	-/-*
Dickson Tan Yong Loong ⁴	1/1*
Datuk Lye Ek Seang ^{5#}	1/1*

¹ Tan Sri Dato’ Tan Chee Sing has resigned as a Director and Deputy Chairman of the Company on 19 April 2012.

² Dato’ Chan Tien Ghee has been appointed as an Independent Non-Executive Director and Deputy Chairman of the Company on 19 April 2012.

³ Ng Su Onn has retired as a Director of the Company during the Company’s Annual General Meeting held on 22 November 2011.

⁴ Dickson Tan Yong Loong has been appointed as a Non-Independent Non-Executive Director of the Company on 19 April 2012.

⁵ Datuk Lye Ek Seang has been appointed as an Independent Non-Executive Director of the Company on 19 April 2012.

[#] Denotes Independent Non-Executive Director.

* Reflects the attendance and the number of meetings held during the period the Director held office.

Statement On Corporate Governance (cont'd)

(ii) Board Composition

The Board currently has ten (10) members, with six of them being Independent Directors and comprising the Chairman (Independent Non-Executive), one (1) Executive Director, three (3) Non-Independent Non-Executive Directors and five (5) Independent Non-Executive Directors. A brief profile of each Director is contained on pages 2 to 5.

The Board is satisfied with its current composition which comprises members with diverse mix of skills, competence, knowledge, background and expertise in discharging their responsibilities and duties in managing the Group's business affairs.

The Independent Non-Executive Directors of the Company are independent of Management and are able to exercise independent judgment and play a pivotal role in the provision of independent view, advice and judgment to ensure a balanced and unbiased decision making process and act in the best interest of the Company.

(iii) Supply of Information

All the Board members have full and timely access to all information within the Group. They are provided with the relevant agenda and Board papers in sufficient time prior to Board Meetings to enable the Directors to obtain further clarifications or explanations, if any, to facilitate informed decision making. The Board papers include reports on financial, operational and corporate developments of the Group. The Senior Management team of the subsidiaries are invited to attend Board meetings to provide presentations and detailed explanations on matters that have been tabled.

The Directors also have individual and independent access to the advice and services of the Company Secretaries in ensuring the effective functioning of the Board. The Directors may also seek advice from the Management on issues under their respective purview. In addition, the Board may seek independent professional advice, where necessary, at the expense of the Company on specific issues to enable the Board to discharge its duties in relation to the matters being deliberated.

(iv) Appointment to the Board / Board Effectiveness Evaluation

The Nomination Committee currently comprises three (3) members, all of which are Independent Non-Executive Directors. The members are as follows:-

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

The Committee is empowered by its terms of reference and its primary function is to recommend to the Board, candidates for directorships of the Company and the members of the Board Committees.

The Committee will review the required mix of skills and experience of the Directors of the Board, in determining the appropriate Board balance and size of the non-executive participation.

The Committee is also tasked under its Terms of Reference to carry out the necessary evaluation of the effectiveness of the Board and Board Committees on an annual basis. The Board evaluation comprises an Individual (self & peer) Assessment and a Board and Board Committees Assessment. The assessment of the Board and Board Committees is based on specific criteria, covering areas such as the Board composition and structure, Board operations and roles and responsibilities of the Board. For Individual (self & peer) Assessment, the assessment criteria include contribution to interaction, quality of input, understanding of role and assessment of Chairman's role.

(v) Directors' Training

The Directors recognised that continuing education and lifelong learning are critical for them and they will continue to evaluate and determine their training needs to equip themselves with the skills and knowledge on the relevant new laws and regulations and changing business environment to best serve the interest of the Company. All Directors have attended the Mandatory Accreditation Programme and the Continuing Education Programme conducted by various course leaders.

Details of the training programmes attended by the current Directors during the financial year ended 30 June 2012 were as follows:

Director	Seminars / Conferences / Forum
YAM Tunku Dato' Seri Shahabuddin Bin Tunku Besar Burhanuddin	<ul style="list-style-type: none"> - Update of Corporate Governance Blueprint 2011 - Bursatra's Half Day Governance Programme - Corporate Governance Blueprint and Malaysian Code of Corporate Governance 2012 - Bursatra Half Day Course - Governance Programme & Bursatra - Case Studies on Fraud Detection & Prevention - A Necessity, Not a Choice
Dato' Chan Tien Ghee	<ul style="list-style-type: none"> - Dato' Chan Tien Ghee was unable to attend any training programme during the year partly due to his recent appointment to the Board in April 2012 but more so due to his recent extensive overseas travel being the Chairman of the Cardiff Football Club in Wales, UK. <p>However, he had kept himself abreast with the latest issues as he read extensively and he is on advisory boards in Asia and north America. He also has regular discussions with the management of the Company.</p>
Tan Thiam Chai	<ul style="list-style-type: none"> - Seminar on International Reporting Standards Convergence in 2012 - Sustainability: Taking Corporate Governance a Step Further - Challenges Faced by Accountants as Independent Directors - Advocacy Sessions on Disclosure for CEOs and CFOs - Preparing your first Malaysian Financial Reporting Standards quarterly report - Role of the Audit Committee in Assuring Audit Quality
Chan Kien Sing	<ul style="list-style-type: none"> - MIA-AFA Conference 2011 - Advocacy Sessions on Disclosure for CEOs and CFOs - New Malaysian Financial Reporting Standards
Lim Meng Kwong	<ul style="list-style-type: none"> - MACD - Professionalism in Directorship Programme - Bursatra Half Day Seminar - Malaysia Code On Corporate Governance 2012 - Bursatra's Half Day Governance Programme - Corporate Governance Blueprint and Malaysian Code of Corporate Governance 2012 - Bursatra Half Day Course - Governance Programme & Bursatra - Case Studies on Fraud Detection & Prevention - A Necessity, Not a Choice
Datuk Robert Yong Kuen Loke	<ul style="list-style-type: none"> - Seminars on Role of Independent Directors and Corporate Governance - MICPA Seminar - Malaysian Economic Transformation Program - Changes to Financial Reporting Standards
Heng Kiah Choong	<ul style="list-style-type: none"> - Role of the Audit Committee in Assuring Audit Quality - Bursatra's Half Day Governance Programme - Corporate Governance Blueprint and Malaysian Code of Corporate Governance 2012
Dato' Mohd Salleh Bin Ahmad	<ul style="list-style-type: none"> - Role of the Audit Committee in Assuring Audit Quality - Bursatra's Half Day Governance Programme - Corporate Governance Blueprint and Malaysian Code of Corporate Governance 2012

Statement On Corporate Governance (cont'd)

Director	Seminars / Conferences / Forum
Datuk Lye Ek Seang	<ul style="list-style-type: none"> - Transfer Pricing Update Training by Ernst & Young - Malaysian Code of Corporate Governance 2012 - Challenges on Public Listed Companies and their Boards by KPMG
Dickson Tan Yong Loong	<ul style="list-style-type: none"> - Dickson Tan Yong Loong has attended the Global Gaming Expo held on 7 June 2011 in Macau and another one held on 4 October 2011 in Las Vegas, USA. <p>Further as a member of the Malaysian Institute of Management (MIM) and the Kuala Lumpur Business Club (KLBC), Dickson Tan Yong Loong has updated himself with the latest financial, management and economic issues.</p>

(vi) Re-election of Directors

All Directors are required to submit themselves for re-election at least once in every three years. New Directors appointed since the last Annual General Meeting ("AGM") will retire at the forthcoming AGM and be eligible for re-election. Pursuant to Section 129(6) of the Companies Act, 1965, Directors who are over seventy (70) years of age are required to submit themselves for re-appointment at the AGM.

(B) DIRECTORS' REMUNERATION

(i) Remuneration Committee

The Remuneration Committee currently comprises three (3) members, all of which are Independent Non-Executive Directors. The members are as follows:-

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

Heng Kiah Choong
Independent Non-Executive

Dato' Mohd Salleh Bin Ahmad
Independent Non-Executive

The Remuneration Committee is entrusted with responsibilities to set up the policy framework and to recommend to the Board on all elements of the remuneration package of the executive directors. The determination of remuneration packages of non-executives directors, including the non-executive Chairman, is a matter for the Board as a whole with the Directors concerned abstaining from deliberation and voting on decision in respect of his individual remuneration.

The fees payable to the Directors will be recommended by the Board for approval by shareholders at the AGM.

(ii) Details of the Directors' Remuneration

The aggregate Directors' remuneration paid or payable to the Directors in office at the end of the financial year by the Company and the Group categorised into appropriate components for the financial year ended 30 June 2012 are as follows:

	← RM'000 →				Total
	Fees	Salaries and Other Emoluments	Bonus	Benefits-in-kind	
Executive	10	137	20	-	167
Non-Executive	142	15	-	-	157
	152	152	20	-	324

The number of Directors of the Company in office at the end of the financial year and whose total remuneration from the Group falling within the respective bands are as follows:

Range of Remuneration (RM)	Executive Director	Non-Executive Director(s)
1 - 50,000	-	7
150,001 - 200,000	1	-
	1	7

(C) RELATIONS WITH SHAREHOLDERS AND INVESTORS

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 the Bursa Securities during the year. Such information may also be obtained from the Company's website at <http://www.berjaya.com>.

The AGM remains the principal forum for communication and dialogue with shareholders. Shareholders are encouraged to attend and participate at the Company's AGM where the Board members, senior management and Auditors in attendance will clarify any questions or issues in relation to the Company's performance, operations or any other concerns or expectation.

The Board has appointed Dato' Mohd Salleh Bin Ahmad as the Senior Non-Executive Director to whom shareholders' concerns may be conveyed.

(D) ACCOUNTABILITY AND AUDIT

(i) Financial Reporting

The Board is responsible for presenting a clear, balanced and comprehensive assessment of the Group's financial position, performance and prospects, primarily through the Annual Report and quarterly financial statements.

The Directors are also responsible for ensuring the annual financial statements are prepared in accordance with the provisions of the Companies Act, 1965 and the applicable Financial Reporting Standards in Malaysia.

A statement by the Directors of their responsibilities in the preparation of financial statements is set out in the ensuing section.

(ii) 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:

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

The Directors are responsible for keeping 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.

Statement On Corporate Governance (cont'd)

(iii) Internal Control

The Board of Directors has overall responsibility for maintaining a sound system of internal control, which provides reasonable assessment of effective and efficient operations, internal financial controls and compliance with laws and regulations as well as with internal procedures and guidelines. A Statement on Internal Control of the Group is set out on page 24 of the Annual Report.

(iv) Relationship With Auditors

Through the Audit and Risk Management Committee, the Company has established a transparent and appropriate relationship with auditors, both internal and external. From time to time, the auditors highlight to the Audit and Risk Management Committee and the Board on matters that require the Board's attention.

In addition, the external auditors were invited to attend the Company's AGM in order to address clarifications sought pertaining to the Audited Financial Statements by shareholders.

(E) COMPLIANCE WITH THE CODE

The Board is satisfied that the Company has, in all material aspects, complied with the best practices of the Code during the financial year ended 30 June 2012.

Statement On Internal Control

Responsibility

The Board of Directors of Berjaya Assets Berhad recognises that it is responsible for the Group's system of internal control and for reviewing its adequacy and integrity. The Board's responsibility in relation to the system of internal control extends to all subsidiaries of the Group. The system of internal control of the Group is designed to manage rather than eliminate the risk of failure to achieve business objectives and thus only provide reasonable but not absolute assurance against material misstatement or loss.

The Board's primary objective and direction in managing the Group's business risks are focused on the achievement of the Group's business objectives. The Board, throughout the financial year under review, has identified, evaluated and managed the significant risks being faced by the Group through the monitoring of the Group's performance and profitability at its Board meetings.

The Board entrusts the Audit and Risk Management Committee with the overall responsibility to regularly review and monitor risk management activities of the Group and to approve appropriate risk management procedures and measurement methodologies.

Management Style and Control Consciousness

The Group's main focus is on property investment and development, operated by Berjaya Times Square Sdn Bhd's Group as well as gaming business operated by Natural Avenue Sdn Bhd.

Whilst the Board maintains full direction over appropriate strategic, financial and compliance issues, it has delegated to its management team the responsibility of managing the Group's day-to-day operations and also the implementation of the system of internal control within an established framework.

The management of the respective core businesses formulates their business plans, which include the strategies and goals and an assessment of its current position and future prospects for the Board's review. The Board also receives regular updates on the Group's performance from management at Board meetings.

The key features of the framework, which encompasses the Group's system of internal control, include:

- Segregation of duties
- Clear reporting line
- Structured limit of authority
- Monitoring mechanisms (reports & meetings)
- Trained personnel
- Formal operating and draw procedures
- Physical security and Systems access controls
- Surprise checks on agents
- Quarterly comparison of operating companies' actual financial performance with budget
- Independent assurance on the system of internal control from internal audit visits

Assurance Mechanism

The Board had tasked the Audit and Risk Management Committee, in its Terms of Reference, with the duty of reviewing and monitoring the effectiveness of the Group's system of internal control. The Board then reviewed the minutes of the Audit and Risk Management Committee's meetings. Internal audit reviews of the Group are provided by an affiliated company, Berjaya Land Berhad. The Internal Auditors will report directly to the Audit and Risk Management Committee. The Audit and Risk Management Committee has reviewed the internal audit reports for several major subsidiary companies of the Group during the financial year. The report of the Audit and Risk Management Committee is set out on pages 25 to 28 of the Annual Report.

The Board is committed towards operating a sound system of internal control and recognises that the system must continuously evolve to support the type of business and size of operations of the Group. As such, the Board will, when necessary, put in place appropriate action plans to rectify any potential weaknesses or further enhance the system of internal control.

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 2012.

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 five (5) meetings during the financial year ended 30 June 2012. The details of attendance of the members are as follows:

Name	Attendance
Heng Kiah Choong	5/5
Chan Kien Sing	5/5
Dato' Mohd Salleh Bin Ahmad	5/5

The General Manager of Group Internal Audit and the General Manager of Group Accounts and Budgets, the Senior General Manager of Finance 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 2012 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 management responses and their follow-up actions pertaining to the audit findings in order to ensure that appropriate action was taken by Management on the recommendations of the Internal Auditor;
4. Reviewed the risk management report of operating subsidiaries;
5. Reviewed and discussed the external auditors' audit report and management responses thereof;
6. Reviewed the Statement on Internal Control, Statement on Corporate Governance and audited financial statements of the Group prior to submission to the Board for their consideration and approval;
7. Reported to the Board on its activities and significant findings and results; and
8. Reviewed the related party transactions and the shareholders' circulars in relation to recurrent related party transactions.

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.

The activities undertaken by the Internal Audit Division during the financial year ended 30 June 2012 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 Audit and Risk Management Committee and the respective operations management.
6. Followed up review to ensure that the agreed internal audit recommendations are effectively implemented.
7. Presented internal audit reports to the Audit and Risk Management Committee for review.

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

The cost incurred for the Internal Audit function in respect of the financial year ended 30 June 2012 was approximately RM164,000.

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.

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.

Audit And Risk Management Committee Report (cont'd)

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 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;
- (h) To do the following in relation to the internal audit function:
 - review the adequacy of scope, functions, competency and resources of the internal audit department and that it has the necessary authority to carry out its work;
 - review internal audit programme;
 - ensure coordination of external audit with internal audit;
 - consider the major findings of internal audit investigations and management's response, and ensure that appropriate actions are taken on the recommendations of the internal audit function;
 - review any appraisal or assessment of the performance of the staff of the internal audit function;
 - approve any appointment or termination of senior staff member of the internal audit function;
 - inform itself of resignations of internal audit staff members and provide the resigning staff member an opportunity to submit his/her reason for resignation;

- 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 and Risk Management 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).

Financial Statements

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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 2012.

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) investment holding;
- (v) property investment and development; and
- (vi) operation of theme park.

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

RESULTS

	Group RM'000	Company RM'000
Profit for the year	167,635	22,057
Attributable to:		
Equity holders of the Parent	161,701	22,057
Non-controlling interests	5,934	-
	<u>167,635</u>	<u>22,057</u>

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

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

DIVIDENDS

Since 30 June 2011, the Company had on 16 January 2012, paid a final dividend of 4 sen per ordinary share of RM1.00 on 1,113,041,559 ordinary shares with voting rights less 25% income tax in respect of the financial year ended 30 June 2011, amounting to approximately RM33.391 million.

On 28 August 2012, the Board recommended a final dividend of 2 sen less 25% income tax in respect of the current financial year ended 30 June 2012 on 1,113,041,559 ordinary shares of RM1.00 each (net 1.50 sen per ordinary share of RM1.00) amounting to approximately RM16.696 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 2013.

Directors' Report (cont'd.)

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	
Chan Kien Sing	
Lim Meng Kwong	
Datuk Robert Yong Kuen Loke	
Heng Kiah Choong	
Dato' Mohd Salleh Bin Ahmad	
Dato' Chan Tien Ghee	(Appointed on 19 April 2012)
Dickson Tan Yong Loong	(Appointed on 19 April 2012)
Datuk Lye Ek Seang	(Appointed on 19 April 2012)
Tan Sri Dato' Tan Chee Sing	(Resigned on 19 April 2012)
Ng Su Onn	(Retired on 22 November 2011)

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 28 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 36.

DIRECTORS' INTERESTS IN SHARES

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

The Company

Berjaya Assets Berhad	No. of Ordinary Shares of RM1.00 each			
	At date of appointment	Acquired	Disposed	At 30.6.2012
Dato' Chan Tien Ghee	250,000	-	-	250,000

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

SIGNIFICANT EVENT DURING THE FINANCIAL YEAR

Significant event during the financial year is disclosed in Note 41.

OTHER STATUTORY INFORMATION

- (a) Before the statements of financial position, income statements and statements of 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 all known bad debts had been written off and that adequate provision had been made for doubtful debts; and

OTHER STATUTORY INFORMATION (CONT'D.)

- (ii) to ensure that any current assets which were unlikely to realise its value as shown in the accounting records in the ordinary course of business had been written down to an amount which 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) the amount written off for bad debts or the amount of the 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, Ernst & Young, retire at the forthcoming Annual General Meeting and do not wish to seek re-appointment.

Signed on behalf of the Board in accordance with a resolution of the directors dated 23 October 2012.

TAN THIAM CHAI

CHAN KIEN SING

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 36 to 98 are drawn up in accordance with Financial Reporting Standards and the Companies Act, 1965 in Malaysia so as to give a true and fair view of the state of affairs of the Group and of the Company as at 30 June 2012 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 43 to the financial statements on page 99 have been prepared in accordance with the Guidance on Special Matter No.1, Determination of Realised and Unrealised Profits or Losses in the Context of Disclosures Pursuant to Bursa Malaysia Securities Berhad Listing Requirements, as issued by the Malaysian Institute of Accountants.

Signed on behalf of the Board in accordance with a resolution of the directors dated 23 October 2012.

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 36 to 99 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 23 October 2012.

TAN THIAM CHAI

Before me,

KAPT (B) AFFANDI BIN AHMAD (W602)

Commissioner for Oaths
Kuala Lumpur

INDEPENDENT AUDITORS' REPORT TO THE MEMBERS OF BERJAYA ASSETS BERHAD (Incorporated in Malaysia)

Report on the financial statements

We have audited the financial statements of Berjaya Assets Berhad, which comprise the statements of financial position as at 30 June 2012 of the Group and of the Company, and the income statements, statements of comprehensive income, statements of changes in equity and statements of cash flows, of the Group and of the Company for the year then ended, and a summary of significant accounting policies and other explanatory notes, as set out on pages 36 to 98 .

Directors' responsibility for the financial statements

The directors of the Company are responsible for the preparation of financial statements that give a true and fair view in accordance with Financial Reporting Standards and the Companies Act, 1965 in Malaysia and for such internal control as the directors determine are 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 about whether the financial statements are free from material misstatement.

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

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

Opinion

In our opinion, the financial statements have been properly drawn up in accordance with Financial Reporting Standards and the Companies Act, 1965 in Malaysia so as to give a true and fair view of the financial position of the Group and of the Company as at 30 June 2012 and of their financial performance and cash flows of the Group and of the Company for the year then ended.

Report on other legal and regulatory requirements

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

- (a) In our opinion, the accounting and other records and the registers required by the Act to be kept by the Company and its subsidiaries of which we have acted as auditors have been properly kept in accordance with the provisions of the Act.
- (b) We have considered the financial statements and the auditors' reports of all the subsidiaries of which we have not acted as auditors, which are indicated in Note 42 to the financial statements, being the financial statements that have been included in the consolidated financial statements.
- (c) We are satisfied that the financial statements of the subsidiaries that have been consolidated with the financial statements of the Company are in form and content appropriate and proper for the purposes of the preparation of the consolidated financial statements and we have received satisfactory information and explanations required by us for those purposes.
- (d) The auditors' reports on the financial statements of the subsidiaries were not subject to any qualification material to the consolidated financial statements and did not include any comment required to be made under Section 174(3) of the Act.

INDEPENDENT AUDITORS' REPORT TO THE MEMBERS OF BERJAYA ASSETS BERHAD (Incorporated in Malaysia) (cont'd.)

Other reporting responsibilities

The supplementary information set out in Note 43 to the financial statements on page 99 is disclosed to meet the requirements of Bursa Malaysia Securities Berhad. 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 Disclosures Pursuant to Bursa Malaysia Securities Berhad Listing Requirements, as issued by the Malaysian Institute of Accountants ("MIA Guidance") and the directive of Bursa Malaysia Securities Berhad. In our opinion, the supplementary information is prepared in all material respects, in accordance with the MIA Guidance and the directive of Bursa Malaysia Securities Berhad.

Other matters

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

ERNST & YOUNG
AF: 0039
Chartered Accountants

Kuala Lumpur, Malaysia
23 October 2012

TEOH SOO HOCK
No. 2477/10/13(J)
Chartered Accountant

STATEMENTS OF FINANCIAL POSITION AS AT 30 JUNE 2012

	Note	Group		Company	
		2012 RM'000	2011 RM'000	2012 RM'000	2011 RM'000
NON-CURRENT ASSETS					
Property, plant and equipment	3	169,269	179,869	23	8
Investment properties	4	1,878,996	1,791,850	-	-
Subsidiary companies	5	-	-	1,406,547	1,406,547
Associated company	6	-	-	-	-
Jointly controlled entities	7	4,940	5,999	-	-
Other investments	8	137,147	177,206	1,882	2,359
Derivative asset	9	104	166	-	-
Intangible assets	10	159,305	160,379	-	-
		2,349,761	2,315,469	1,408,452	1,408,914
CURRENT ASSETS					
Inventories	11	200,054	106,052	-	-
Receivables	12	72,287	43,903	64,293	54,966
Tax recoverable		1,072	1,222	1,070	4,246
Cash and bank balances	13	46,600	59,239	1,191	2,736
		320,013	210,416	66,554	61,948
TOTAL ASSETS		2,669,774	2,525,885	1,475,006	1,470,862
EQUITY					
Share capital	14	1,113,042	1,113,042	1,113,042	1,113,042
Share premium	15	258,985	258,985	258,985	258,985
Available-for-sale reserve	16	50,180	99,828	900	1,579
Foreign currency translation reserves		2	-	-	-
Retained earnings	17	497,144	368,834	76,489	87,823
Equity funds		1,919,353	1,840,689	1,449,416	1,461,429
Non-controlling interests		3,647	5,013	-	-
Total Equity		1,923,000	1,845,702	1,449,416	1,461,429
NON-CURRENT LIABILITIES					
Bank borrowings	18	198,083	311,397	-	-
Senior bonds	19	157,980	-	-	-
Hire purchase liabilities	20	222	3,090	-	-
Long term liabilities	21	14,658	16,568	-	-
Deferred tax liabilities	22	270,901	245,814	3	3,002
		641,844	576,869	3	3,002
CURRENT LIABILITIES					
Payables	23	70,781	49,150	25,587	6,431
Bank borrowings	18	29,558	51,364	-	-
Hire purchase liabilities	20	2,688	2,526	-	-
Tax payable		1,903	274	-	-
		104,930	103,314	25,587	6,431
Total Liabilities		746,774	680,183	25,590	9,433
TOTAL EQUITY AND LIABILITIES		2,669,774	2,525,885	1,475,006	1,470,862

The accompanying accounting policies and explanatory notes form an integral part of the financial statements.

INCOME STATEMENTS

FOR THE YEAR ENDED 30 JUNE 2012

	Note	Group		Company	
		2012 RM'000	2011 RM'000	2012 RM'000	2011 RM'000
Revenue	24	331,370	354,000	23,046	25,029
Cost of sales	25	(194,139)	(210,653)	-	-
Gross profit		137,231	143,347	23,046	25,029
Fair value adjustment on investment properties	4	82,265	243,607	-	-
Other income	26	70,754	67,969	1,105	777
Distribution and marketing expenses		(4,596)	(4,293)	-	-
Administrative expenses		(58,395)	(54,592)	(1,616)	(1,209)
Other expenses	29	(2,166)	(997)	(6)	-
Operating profit		225,093	395,041	22,529	24,597
Finance costs	30	(24,598)	(27,311)	(282)	(163)
Share of results of jointly controlled entities		814	1,156	-	-
Profit before tax	31	201,309	368,886	22,247	24,434
Income tax expense	32	(33,674)	(72,949)	(190)	(3,233)
Profit for the year		167,635	295,937	22,057	21,201
Attributable to:					
Equity holders of the Parent		161,701	290,646	22,057	21,201
Non-controlling interests		5,934	5,291	-	-
		167,635	295,937	22,057	21,201
Earnings per share attributable to equity holders of the Parent (sen)					
Basic	33	14.53	26.11		
Net dividend per share (sen)					
Final dividend	34			1.50	3.00

The accompanying accounting policies and explanatory notes form an integral part of the financial statements.

STATEMENTS OF COMPREHENSIVE INCOME FOR THE YEAR ENDED 30 JUNE 2012

	Group		Company	
	2012 RM'000	2011 RM'000	2012 RM'000	2011 RM'000
Profit for the year	167,635	295,937	22,057	21,201
Other comprehensive income:				
Net (loss)/gain on fair value changes of available-for-sale investments	(49,648)	6,091	(679)	189
Currency translation difference	2	-	-	-
Income tax relating to components of other comprehensive income	-	-	-	-
	117,989	302,028	21,378	21,390
Attributable to:				
- Equity holders of the Parent	112,055	296,737	21,378	21,390
- Non-controlling interests	5,934	5,291	-	-
	117,989	302,028	21,378	21,390

The accompanying accounting policies and explanatory notes form an integral part of the financial statements.

CONSOLIDATED STATEMENT OF CHANGES IN EQUITY

FOR THE YEAR ENDED 30 JUNE 2012

	Attributable to the equity holders of the Parent						Total equity RM'000
	Share capital RM'000	Share premium RM'000	Available-for-sale reserve RM'000	Foreign currency translation reserves RM'000	Retained earnings RM'000	Equity funds RM'000	
At 1 July 2011	1,113,042	258,985	99,828	-	368,834	1,840,689	1,845,702
Total comprehensive income	-	-	(49,648)	2	161,701	112,055	117,989
Transactions with owners:							
Non-controlling interests arising from additional subscription of shares in a subsidiary company	-	-	-	-	-	-	400
Dividends (Note 34)	-	-	-	-	(33,391)	(33,391)	(33,391)
Dividends paid to non-controlling interests	-	-	-	-	-	-	(7,700)
At 30 June 2012	1,113,042	258,985	50,180	2	497,144	1,919,353	1,923,000
At 1 July 2010	1,113,042	258,985	93,737	-	94,884	1,560,648	1,564,395
Total comprehensive income	-	-	6,091	-	290,646	296,737	302,028
Transactions with owners:							
Dividends (Note 34)	-	-	-	-	(16,696)	(16,696)	(16,696)
Dividends paid to non-controlling interests	-	-	-	-	-	-	(4,025)
At 30 June 2011	1,113,042	258,985	99,828	-	368,834	1,840,689	1,845,702

The accompanying accounting policies and explanatory notes form an integral part of the financial statements.

STATEMENT OF CHANGES IN EQUITY FOR THE YEAR ENDED 30 JUNE 2012

	← Non-distributable →			Distributable	
	Share capital RM'000	Share premium RM'000	Available- for-sale Reserve RM'000	Retained earnings RM'000	Total RM'000
At 1 July 2011	1,113,042	258,985	1,579	87,823	1,461,429
Total comprehensive income	-	-	(679)	22,057	21,378
Transaction with owners:					
Dividends (Note 34)	-	-	-	(33,391)	(33,391)
At 30 June 2012	1,113,042	258,985	900	76,489	1,449,416
At 1 July 2010	1,113,042	258,985	1,390	83,318	1,456,735
Total comprehensive income	-	-	189	21,201	21,390
Transaction with owners:					
Dividends (Note 34)	-	-	-	(16,696)	(16,696)
At 30 June 2011	1,113,042	258,985	1,579	87,823	1,461,429

The accompanying accounting policies and explanatory notes form an integral part of the financial statements.

CONSOLIDATED STATEMENT OF CASH FLOWS

FOR THE YEAR ENDED 30 JUNE 2012

	Note	2012 RM'000	2011 RM'000
CASH FLOWS FROM OPERATING ACTIVITIES			
Receipts from customers		338,496	388,105
Payments to suppliers, prize winners and other operating expenses		(202,792)	(223,829)
Payments for pool betting duties, gaming tax, royalties and other government contributions		(45,699)	(42,871)
Tax refund		3	196
Payment of taxes		(6,811)	(4,810)
Other receipts		411	368
Net cash generated from operating activities		83,608	117,159
CASH FLOWS FROM INVESTING ACTIVITIES			
Proceeds from disposal of property, plant and equipment		126	8
Acquisitions of property, plant and equipment	(a)	(1,655)	(3,911)
Acquisitions of properties		(111,754)	(35,658)
Sale of other investments		11,262	6,563
Sale of properties		100,665	116,703
Acquisition of investment in a jointly controlled entity		-	(1,240)
Acquisition of other investments		(19,428)	(44,270)
Interest received		1,322	1,281
Dividends received		4,102	3,307
Deposits paid in relation to proposed acquisition of properties		(40,185)	(29,173)
Net cash (used in)/generated from investing activities		(55,545)	13,610
CASH FLOWS FROM FINANCING ACTIVITIES			
Issuance of share capital to non-controlling interests		400	-
Issuance of Senior Bonds		160,000	-
Drawdown of borrowings and loans		9,930	370,000
Repayment of borrowings and loans		(150,482)	(436,580)
Interest paid		(22,185)	(25,924)
Payment of hire purchase liabilities		(2,706)	(2,479)
Dividends paid to shareholders of the Company		(33,391)	(16,696)
Dividends paid to non-controlling interests		(7,700)	(4,025)
Net cash used in financing activities		(46,134)	(115,704)
NET (DECREASE)/INCREASE IN CASH AND CASH EQUIVALENTS		(18,071)	15,065
OPENING CASH AND CASH EQUIVALENTS		56,043	40,978
CLOSING CASH AND CASH EQUIVALENTS	(b)	37,972	56,043

**CONSOLIDATED STATEMENT OF CASH FLOWS
FOR THE YEAR ENDED 30 JUNE 2012 (cont'd.)**

(a) The additions in property, plant and equipment were acquired by way of:

	2012 RM'000	2011 RM'000
Cash	1,655	3,911
Hire purchase arrangements	-	8,000
Prepayments made in the previous financial year	-	3,887
	1,655	15,798

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

	2012 RM'000	2011 RM'000
Deposits with licensed banks (Note 13)	27,929	32,398
Cash on hand and at banks (Note 13)	18,671	26,841
Bank overdraft (Note 18)	(8,628)	(3,196)
	37,972	56,043

The accompanying accounting policies and explanatory notes form an integral part of the financial statements.

STATEMENT OF CASH FLOWS

FOR THE YEAR ENDED 30 JUNE 2012

	Note	2012 RM'000	2011 RM'000
CASH FLOWS FROM OPERATING ACTIVITIES			
Payments for operating expenses		(1,020)	(392)
Payment of taxes		(13)	(42)
Net cash used in operating activities		(1,033)	(434)
CASH FLOWS FROM INVESTING ACTIVITIES			
Sale of other investments		-	81
Acquisition of other investments		(208)	-
Acquisition of property, plant and equipment	(a)	(24)	(12)
Interest received		1,105	759
Dividends received		31,321	12,241
Deposits paid in relation to proposed acquisition of properties		(196)	(173)
Net cash generated from investing activities		31,998	12,896
CASH FLOWS FROM FINANCING ACTIVITIES			
Interest paid		(282)	(163)
Inter-company repayments		1,163	6,165
Dividends paid to shareholders of the Company		(33,391)	(16,696)
Net cash used in financing activities		(32,510)	(10,694)
NET (DECREASE)/INCREASE IN CASH AND CASH EQUIVALENTS		(1,545)	1,768
OPENING CASH AND CASH EQUIVALENTS		2,736	968
CLOSING CASH AND CASH EQUIVALENTS	(b)	1,191	2,736

(a) The additions in property, plant and equipment were acquired by way of:

Cash

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

Deposits with licensed banks (Note 13)

Cash on hand and at banks (Note 13)

	2012 RM'000	2011 RM'000
Cash	24	12
Deposits with licensed banks (Note 13)	1,150	2,554
Cash on hand and at banks (Note 13)	41	182
	1,191	2,736

The accompanying accounting policies and explanatory notes form an integral part of the financial statements.

1. CORPORATE INFORMATION

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) investment holding;
- (v) property investment and development; and
- (vi) operation of theme park.

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

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

The financial statements were authorised for issue by the Board of Directors in accordance with a resolution of the directors on 23 October 2012.

2. SIGNIFICANT ACCOUNTING POLICIES

2.1 Basis of Preparation

The financial statements of the Group and of the Company have been prepared on a historical cost basis unless otherwise indicated in the accounting policies below and comply with Financial Reporting Standards ("FRSs") and the Companies Act, 1965 in Malaysia. At the beginning of the current financial year, the Group and the Company adopted new FRSs, Amendments to FRSs and Interpretations which are mandatory as described fully in Note 2.3.

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

2.2 Summary of Significant Accounting Policies

(a) Subsidiary Companies and Basis of Consolidation

The consolidated financial statements incorporate the financial statements of the Company and all its subsidiary companies as at the reporting date. The financial statements of the subsidiary companies are prepared for the same reporting date as the Company.

Subsidiary companies are those entities controlled by the Company. Control exists when the Company has the power, directly or indirectly, to govern the financial and operating policies of an entity so as to obtain benefits from its activities. The existence and effects of potential voting rights that are currently exercisable or convertible are considered when assessing whether the Group has such power over another entity.

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

Under the acquisition method of accounting, the results of subsidiary companies acquired during the financial year are included in the consolidated financial statements from the effective date of acquisition. The acquisition method of accounting involves allocating the cost of acquisition to the fair value of the assets acquired and liabilities assumed at the date of acquisition. 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. The cost of an acquisition is measured as the aggregate of the fair values, at the date of exchange, of assets given, liabilities assumed, and equity instruments issued. Any costs directly attributable to the acquisition is recognised immediately in the income statement.

NOTES TO THE FINANCIAL STATEMENTS

30 JUNE 2012 (cont'd.)

2. SIGNIFICANT ACCOUNTING POLICIES (CONT'D.)

2.2 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 income statement. Similarly, when control over a subsidiary company is lost, any interest retained is measured at fair value and the corresponding gain or loss is recognised in the income statement.

Any excess of the sum of the fair value of the consideration transferred in the business combination, the amount of any non-controlling interest in the acquiree, and the fair value of any Group's previously held equity interest in the acquiree (herein after referred to as cost of business combination), over the net amount of the fair value of identifiable assets acquired and liabilities assumed is recognised as goodwill.

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 income statement.

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. Intra-group balances, transactions, income and expenses are eliminated in full.

Non-controlling interests represent the equity in a subsidiary company 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. Profit or loss and each component of other comprehensive income are attributed to the Group and to the non-controlling interests even if this results in the non-controlling interests recording a deficit balance.

Changes in the parent's ownership interest in a subsidiary company that do not result in loss of control, are accounted for as equity transactions. The carrying amounts of the controlling and non-controlling interests are adjusted to reflect the changes in their relative interests in the subsidiary company. 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.

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

(b) Associated Companies

Associated companies are companies in which the Group has a long term equity interest and where it exercises significant influence over its financial and operating policies through Board representation.

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

Under the equity method of accounting, the Group's investment in associated companies is carried in the consolidated statement of financial position at cost adjusted for the Group's share of post-acquisition changes in net assets of the associated companies less impairment losses. The Group's share of comprehensive income of associated companies acquired or disposed of during the financial year, is included in the consolidated income statement from the date that significant influence effectively commences until the date that significant influence effectively ceases, as appropriate.

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

2. SIGNIFICANT ACCOUNTING POLICIES (CONT'D.)

2.2 Summary of Significant Accounting Policies (cont'd.)

(b) Associated Companies (cont'd.)

Goodwill relating to an associated company is 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 associate's identifiable assets acquired and liabilities assumed over the cost of investment is excluded from the carrying amount of the investment and is instead included as income in the determination of the Group's share of associated company's profit and loss in the period in which the investment is acquired.

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

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

(c) Jointly Controlled Entities

A jointly controlled entity is a joint venture that involves the establishment of a corporation, partnership or another entity in which the Group has joint control over its economic activity established under a contractual arrangement.

Investment in jointly controlled entities are accounted for in the consolidated financial statements by the equity method of accounting as described in Note 2.2 (b).

(d) 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.

(e) 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 income statement 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.

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%
Short term leasehold land and buildings	Over 50 years
Plant, machinery and equipment	10% - 20%
Computer equipment	10% - 20%
Renovation and signage	10% - 33.3%
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.

NOTES TO THE FINANCIAL STATEMENTS

30 JUNE 2012 (cont'd.)

2. SIGNIFICANT ACCOUNTING POLICIES (CONT'D.)

2.2 Summary of Significant Accounting Policies (cont'd.)

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

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

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

(f) 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 income statement 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 income statement 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 income statement. 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 income statement.

(g) 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.

Finished goods and souvenirs are stated at the lower of cost and net realisable value. Cost of finished goods and souvenirs comprise of invoiced value of the goods purchased plus incidental expenses. 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.

Net realisable value represents the estimated selling price less all estimated costs to completion and costs to be incurred in marketing, selling and distribution.

(h) 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.

2. SIGNIFICANT ACCOUNTING POLICIES (CONT'D.)

2.2 Summary of Significant Accounting Policies (cont'd.)

(h) Provisions (cont'd.)

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

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

(i) 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 income statement. 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 income statement 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 2.2 (w)(vi).

(j) 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.

(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.

NOTES TO THE FINANCIAL STATEMENTS

30 JUNE 2012 (cont'd.)

2. SIGNIFICANT ACCOUNTING POLICIES (CONT'D.)

2.2 Summary of Significant Accounting Policies (cont'd.)

(j) Intangible Assets (cont'd.)

(ii) Other Intangible Asset (cont'd.)

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.

(k) Income Tax

(i) Current Tax

Current tax assets and liabilities are measured at the amount expected to be recovered from or paid to the taxation authorities. The tax rates and tax laws used to compute the amount are those that are enacted or substantively enacted by the reporting date.

Current taxes are recognised in the income statement except to the extent that the tax relates to items recognised outside the income statement 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 jointly controlled entities, 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 differences 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 jointly controlled entities, 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 assets 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.

2. SIGNIFICANT ACCOUNTING POLICIES (CONT'D.)**2.2 Summary of Significant Accounting Policies (cont'd.)****(k) Income Tax (cont'd.)****(ii) Deferred Tax (cont'd.)**

Deferred tax assets and liabilities are measured at the tax rates that are expected to apply to the year when the asset is realised or the liability is settled, based on tax rates and tax laws that have been enacted or substantively enacted at the reporting date.

Deferred tax relating to items recognised outside the income statement is recognised outside the income statement. 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 that 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.

(l) 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 income statement as incurred. As required by law, companies in Malaysia make such contributions to the Employees Provident Fund ("EPF").

(m) 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.

NOTES TO THE FINANCIAL STATEMENTS

30 JUNE 2012 (cont'd.)

2. SIGNIFICANT ACCOUNTING POLICIES (CONT'D.)

2.2 Summary of Significant Accounting Policies (cont'd.)

(m) Impairment of Non-Financial Assets (cont'd.)

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.

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

(n) 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.

2. SIGNIFICANT ACCOUNTING POLICIES (CONT'D.)**2.2 Summary of Significant Accounting Policies (cont'd.)****(n) Foreign Currencies (cont'd.)****(ii) Foreign Currency Transactions (cont'd.)**

Exchange differences arising on the settlement of monetary items, and on the translation of monetary items, are included in the income statement 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 income statement.

Exchange differences arising on monetary items that form part of the Company's net investment in foreign operations are recognised in the income statement 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 income statement 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 income statement and statement of 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	2012 RM	2011 RM
1 Sterling Pound	GBP	4.960	4.863
1 Singapore Dollar	SGD	2.497	2.456
1 United States Dollar	USD	3.197	3.027

(o) 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.

NOTES TO THE FINANCIAL STATEMENTS

30 JUNE 2012 (cont'd.)

2. SIGNIFICANT ACCOUNTING POLICIES (CONT'D.)

2.2 Summary of Significant Accounting Policies (cont'd.)

(o) Financial Assets (cont'd.)

(i) Financial Assets at Fair Value Through Profit or Loss

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

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

Subsequent to initial recognition, financial assets at fair value through profit or loss are measured at fair value. Any gains or losses arising from changes in fair value are recognised in the income statement. 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 income statement 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.

(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 income statement 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 income statement 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.

2. SIGNIFICANT ACCOUNTING POLICIES (CONT'D.)

2.2 Summary of Significant Accounting Policies (cont'd.)

(o) Financial Assets (cont'd.)

(iv) Available-For-Sale Financial Assets (cont'd.)

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

Dividends from an available-for-sale equity instrument are recognised in the income statement when the Group and the Company's right to receive payment is established.

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

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

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

(p) 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 income statement.

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 income statement.

NOTES TO THE FINANCIAL STATEMENTS

30 JUNE 2012 (cont'd.)

2. SIGNIFICANT ACCOUNTING POLICIES (CONT'D.)

2.2 Summary of Significant Accounting Policies (cont'd.)

(p) Impairment of Financial Assets (cont'd.)

(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 income statement, is transferred from equity to the income statement.

Impairment losses on available-for-sale equity investments are not reversed in the income statement 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 income statement 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 income statement.

(q) Cash and Cash Equivalents

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.

(r) 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 FRS 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 income statement. 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.

2. SIGNIFICANT ACCOUNTING POLICIES (CONT'D.)

2.2 Summary of Significant Accounting Policies (cont'd.)

(r) Financial Liabilities (cont'd.)

(ii) Other Financial Liabilities (cont'd.)

For other financial liabilities, gains and losses are recognised in the income statement 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 income statement.

(s) 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 income statement 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 income statement.

(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 income statement in the period in which they are incurred.

(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/s not wholly within the control of the Group or of 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.

NOTES TO THE FINANCIAL STATEMENTS

30 JUNE 2012 (cont'd.)

2. SIGNIFICANT ACCOUNTING POLICIES (CONT'D.)

2.2 Summary of Significant Accounting Policies (cont'd.)

(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 jointly controlled entities 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.

(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) 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.

2. SIGNIFICANT ACCOUNTING POLICIES (CONT'D.)

2.2 Summary of Significant Accounting Policies (cont'd.)

(x) Segment Information (cont'd.)

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.

2.3 Changes in Accounting Policies

On 1 July 2011, the Group and the Company adopted the following new FRSs, Amendments to FRSs, IC Interpretations and Amendments to IC Interpretations:

Amendments to FRS 1 Limited Exemption for First-time Adopters
Amendments to FRS 1 Additional Exemptions for First-time Adopters
Amendments to FRS 2 Group Cash-settled Share-based Payment Transactions
Amendments to FRS 7 Improving Disclosures about Financial Instruments
Improvements to FRSs Issued in 2010
TR 3 Guidance on Disclosures of Transition to IFRSs
TR i-4 Shariah Compliant Sale Contracts

IC Interpretation 4 Determining whether an Agreement contains a Lease
IC Interpretation 18 Transfers of Assets from Customers
IC Interpretation 19 Extinguishing Financial Liabilities with Equity Instruments

Amendments to IC Interpretation 9 Reassessment of Embedded Derivatives
Amendments to IC Interpretation 14 Prepayments of a Minimum Funding Requirement
Amendments to IC Interpretation 15 Agreements for the Construction of Real Estate

Adoption of the above new FRSs, Amendments to FRSs, IC Interpretations and Amendments to IC Interpretations did not have any effect on the financial performance or position of the Group and of the Company except for those discussed below:

Amendments to FRS 7 Improving Disclosures about Financial Instruments

The amended standard requires enhanced disclosure about fair value measurement and liquidity risk. Fair value measurements related to items recorded at fair value are to be disclosed source of inputs using a three level fair value hierarchy (Level 1, Level 2 and Level 3), by class, for all financial instruments recognised at fair value. A reconciliation between the beginning and ending balance for Level 3 fair value measurements is required. Any significant transfers between levels of the fair value hierarchy and the reasons for the transfers need to be disclosed. The amendments also clarify the requirements for liquidity risks disclosures with respect to derivative transactions and assets used for liquidity management. The fair value measurement disclosures are presented in Note 38(b). The liquidity risk disclosures are not significantly impacted by the amendments and are presented in Note 39(b).

2.4 Malaysian Financial Reporting Standards

On 19 November 2011, the Malaysian Accounting Standards Board ("MASB") issued a new MASB approved accounting framework, the Malaysian Financial Reporting Standards ("MFRS Framework").

NOTES TO THE FINANCIAL STATEMENTS

30 JUNE 2012 (cont'd.)

2. SIGNIFICANT ACCOUNTING POLICIES (CONT'D.)

2.4 Malaysian Financial Reporting Standards (cont'd.)

The MFRS Framework is to be applied by all Entities Other Than Private Entities for annual periods beginning on or after 1 January 2012, with the exception of entities that are within the scope of MFRS 141: Agriculture and IC Interpretation 15: Agreements for Construction of Real Estate, including its parent, significant investor and venturer.

The Group will be required to prepare the financial statements using the MFRS Framework in its first MFRS financial statements for the year ending 30 June 2013. In presenting its first MFRS financial statements, the Group will be required to restate the comparative financial statements to amounts reflecting the application of MFRS Framework. The majority of the adjustments required on transition will be made, retrospectively, against opening retained earnings.

The Group expects to be in a position to fully comply with the requirements of the MFRS Framework for the financial year ending 30 June 2013.

2.5 Significant Accounting Estimates and Judgements

The preparation of the Group's financial statements requires management to make judgements, estimates and assumptions that affect the reported amounts of revenue, expenses, assets and liabilities, and the disclosure of contingent liabilities at the reporting date. However, uncertainty about these assumptions and estimates could result in outcomes that could require a material adjustment to the carrying amount of the asset or liability affected in the future.

(a) Critical Judgements Made in Applying Accounting Policies

The following are the judgements made by management in the process of applying the Group's accounting policies that have the most significant effect on the amounts recognised in the financial statements.

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

The Group has developed certain criteria based on FRS 140 in making judgement whether a property qualifies as an investment property. Investment property is a property held to earn rentals or for capital appreciation or both.

Some properties comprise a portion that is held to earn rentals or for capital appreciation and another portion that is held for use in the production or supply of goods or services or for administrative purposes. If these portions could be sold separately (or leased out separately under a finance lease), the Group would account for the portions separately. If the portions could not be sold separately, the property is an investment property only if an insignificant portion is held for use in the production or supply of goods or services or for administrative purposes.

Judgement 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.

2. SIGNIFICANT ACCOUNTING POLICIES (CONT'D.)

2.5 Significant Accounting Estimates and Judgements (cont'd.)

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

(iii) Impairment of available-for-sale investments (cont'd.)

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 or more.

For the financial year ended 30 June 2012, the amount of impairment loss recognised for available-for-sale investments was RM1,942,000 (2011 : RMNil).

(iv) 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 2012, 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

The key assumptions concerning the future and other key sources of estimation uncertainty at the reporting date, that have a significant risk of causing a material adjustment to the carrying amounts of assets and liabilities within the next financial year are discussed below:

(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 10.

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

During the current financial year, the Group has recognised impairment losses in respect of its property, plant and equipment. 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 amount of property, plant and equipment of the Group is disclosed in Note 3.

(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 5 to 10 years. These are common life expectancies applied in the industry.

NOTES TO THE FINANCIAL STATEMENTS

30 JUNE 2012 (cont'd.)

2. SIGNIFICANT ACCOUNTING POLICIES (CONT'D.)

2.5 Significant Accounting Estimates and Judgements (cont'd.)

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

(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 12.

(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 32.

(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 22.

(vii) Revaluation of investment properties

The Group carries its investment properties at fair value, with changes in fair values being recognised in the income statement. 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 and Comparison 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 9.

(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 RM2,832,000) 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. 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 23.

3 PROPERTY, PLANT AND EQUIPMENT

GROUP	30 June 2012					Net carrying amount at 30.6.2012
	Net carrying amount at 1.7.2011	Additions	Disposals	Write off	Depreciation	RM'000
	RM'000	RM'000	RM'000	RM'000	RM'000	RM'000
Freehold building	148,636	-	-	-	(3,474)	145,162
Short term leasehold land and buildings	4,233	-	-	-	(102)	4,131
Plant, machinery and equipment	239	11	-	-	(237)	13
Computer equipment	9,403	179	-	-	(1,218)	8,364
Renovation and signage	5,148	886	-	-	(2,251)	3,783
Furniture, fittings and office equipment	1,630	155	(77)	(7)	(472)	1,229
First aid and theme park equipment	8,668	103	-	(1)	(3,853)	4,917
Cinema fixtures, fittings and equipment	389	-	-	-	(167)	222
Motor vehicles	1,251	174	(6)	-	(345)	1,074
Others	272	147	-	-	(45)	374
	179,869	1,655	(83)	(8)	(12,164)	169,269

GROUP	30 June 2011					Net carrying amount at 30.6.2011
	Net carrying amount at 1.7.2010	Additions	Disposals	Write off	Depreciation	RM'000
	RM'000	RM'000	RM'000	RM'000	RM'000	RM'000
Freehold building	152,110	-	-	-	(3,474)	148,636
Short term leasehold land and buildings	4,334	-	-	-	(101)	4,233
Plant, machinery and equipment	940	-	-	-	(701)	239
Computer equipment	920	9,686	-	-	(1,203)	9,403
Renovation and signage	2,436	4,203	-	-	(1,491)	5,148
Furniture, fittings and office equipment	2,133	366	(6)	(310)	(553)	1,630
First aid and theme park equipment	12,493	16	-	(1)	(3,840)	8,668
Cinema fixtures, fittings and equipment	-	500	-	-	(111)	389
Motor vehicles	811	760	-	-	(320)	1,251
Others	45	267	(2)	-	(38)	272
	176,222	15,798	(8)	(311)	(11,832)	179,869

NOTES TO THE FINANCIAL STATEMENTS
30 JUNE 2012 (cont'd.)**3 PROPERTY, PLANT AND EQUIPMENT (CONT'D.)****GROUP****30 June 2012**

	Cost RM'000	Accumulated depreciation RM'000	Accumulated impairment losses RM'000	Net carrying amount RM'000
Freehold building	173,715	28,553	-	145,162
Short term leasehold land and buildings	5,074	943	-	4,131
Plant, machinery and equipment	7,356	7,343	-	13
Computer equipment	14,209	5,845	-	8,364
Renovation and signage	9,534	5,751	-	3,783
Furniture, fittings and office equipment	5,096	3,800	67	1,229
First aid and theme park equipment	38,580	33,663	-	4,917
Cinema fixtures, fittings and equipment	22,276	11,636	10,418	222
Motor vehicles	2,949	1,875	-	1,074
Others	914	540	-	374
	279,703	99,949	10,485	169,269

30 June 2011

Freehold building	173,715	25,079	-	148,636
Short term leasehold land and buildings	5,074	841	-	4,233
Plant, machinery and equipment	7,345	7,106	-	239
Computer equipment	14,030	4,627	-	9,403
Renovation and signage	8,648	3,500	-	5,148
Furniture, fittings and office equipment	5,025	3,328	67	1,630
First aid and theme park equipment	38,478	29,810	-	8,668
Cinema fixtures, fittings and equipment	22,276	11,469	10,418	389
Motor vehicles	2,781	1,530	-	1,251
Others	767	495	-	272
	278,139	87,785	10,485	179,869

(a) The net carrying amount of property, plant and equipment held under hire purchase arrangements are as follows:

	Group	
	2012 RM'000	2011 RM'000
Motor vehicles	15	51
Computer equipment	7,350	8,268
	7,365	8,319

3 PROPERTY, PLANT AND EQUIPMENT (CONT'D.)

- (b) 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 18 and 19 are as follows:

	Group	
	2012 RM'000	2011 RM'000
Freehold building	145,162	148,636
Short term leasehold land and buildings	-	4,233
Plant, machinery and equipment	-	6
Computer equipment	352	9,395
Renovation and signage	3,190	5,148
Furniture, fittings and office equipment	1,229	1,630
Cinema fixtures, fittings and equipment	222	389
Motor vehicles	571	1,169
Others	-	272
	150,726	170,878

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

	Group	
	2012 RM'000	2011 RM'000
At cost:		
Plant, machinery and equipment	7,238	-
Furniture, fittings and office equipment	1,354	1,125
Computers	1,968	1,810
Renovation	766	284
First aid equipment	73	73
Motor vehicles	402	386
Others	342	-
	12,143	3,678

COMPANY

	Net carrying amount at 1.7.2011 / 1.7.2010 RM'000	Additions RM'000	Depreciation RM'000	Net carrying amount at 30.6.2012 / 30.6.2011 RM'000
At 30 June 2012				
Computer equipment	8	24	(9)	23
At 30 June 2011				
Computer equipment	-	12	(4)	8

NOTES TO THE FINANCIAL STATEMENTS

30 JUNE 2012 (cont'd.)

3 PROPERTY, PLANT AND EQUIPMENT (CONT'D.)

COMPANY	Cost RM'000	Accumulated depreciation RM'000	Net carrying amount RM'000
At 30 June 2012			
Computer equipment	48	25	23
At 30 June 2011			
Computer equipment	24	16	8

4 INVESTMENT PROPERTIES

	Group	
	2012 RM'000	2011 RM'000
At fair value :		
At 1 July 2011/2010	1,791,850	1,607,000
Fair value adjustment	82,265	243,607
Additions during the year	45,318	1,850
Disposals during the year	(40,437)	(60,607)
At 30 June 2012/2011	1,878,996	1,791,850

Investment properties amounting to RM1,837,366,000 (2011: RM1,790,000,000) have been pledged to financial institutions for credit facilities as referred to in Notes 18 and 19.

The fair value of the investment properties is measured on 30 June 2012 by an independent professional valuer by reference to open market value using the Investment, Discounted Cash Flow and Comparison Methods.

5 SUBSIDIARY COMPANIES

	Company	
	2012 RM'000	2011 RM'000
Unquoted shares at cost	1,406,547	1,406,547

The Group's effective equity interest in the subsidiary companies, their respective principal activities and countries of incorporation are shown in Note 42.

During the financial year, the Group and its subsidiary company, Berjaya Times Square Sdn Bhd:

- acquired 100% equity interest in Sapphire Transform Sdn Bhd for a total consideration of RM2.00;
- subscribed additional 599,998 new ordinary shares of RM1.00 each representing 60% of the equity interest in Danau Laris Sdn Bhd for a total consideration of RM599,998 whilst the non-controlling interest subscribed for 400,000 new ordinary shares of RM1.00 each for a total consideration of RM400,000;
- acquired 100% equity interest in BTS Cultural Centre Sdn Bhd (formerly known as Popular Earnings Sdn Bhd) for a total consideration of RM2.00;
- acquired 100% equity interest in Pesaka Ikhlas (M) Sdn Bhd for a total consideration of RM2.00; and

5 SUBSIDIARY COMPANIES (CONT'D.)

- (e) the incorporation of two wholly-owned subsidiaries, BTS (Cayman) Limited (in the Cayman Islands) and Cardiff Asset Limited (in the United Kingdom).

The above mentioned acquisitions and incorporation of subsidiaries did not have any material impact to the financial statements at the dates of acquisition and incorporation.

6 ASSOCIATED COMPANY

	Group	
	2012 RM'000	2011 RM'000
Unquoted shares at cost	530	530
Share of post acquisition reserves	(30)	(30)
	500	500
Less: Accumulated impairment losses	(500)	(500)
	-	-

The Group's share of losses in the associated company has been accounted for to the extent of its investment cost.

The details of the associated company are set out in Note 42.

7 JOINTLY CONTROLLED ENTITIES

	Group	
	2012 RM'000	2011 RM'000
Unquoted shares at cost	3,740	3,740
Share of post acquisition reserves	1,200	2,259
	4,940	5,999

The Group's share of profit after tax of the jointly controlled entities which have been recognised in the financial statements amounted to RM814,000 (2011 : RM1,156,000).

The Group received a net dividend income amounting to RM1,873,000 (2011 : RM1,875,000) from a certain jointly controlled entity.

Details of the jointly controlled entities are as follows

Name of Jointly Controlled Entity	Paid-up Capital	Effective interest		Principal Activity
		2012 %	2011 %	
Berjaya - GSC Sdn Bhd	RM5,000,000	50	50	Cinema operations
Cardiff City (House of Sport) Limited	GBP500,000 (approximately RM2,480,000)	50	50	Development and running of a sports and leisure academy

NOTES TO THE FINANCIAL STATEMENTS

30 JUNE 2012 (cont'd.)

7 JOINTLY CONTROLLED ENTITIES (CONT'D.)

The aggregate amounts of each of the current assets, non-current assets, current liabilities, non-current liability, income and expenses related to the Group's interest in the jointly controlled entities are as follows:

	Group	
	2012 RM'000	2011 RM'000
Assets and Liabilities		
Current assets	3,752	3,651
Non-current assets	7,773	8,558
Total assets	11,525	12,209
Current liabilities	1,958	2,200
Non-current liability	4,627	4,010
Total liabilities	6,585	6,210
Results		
Revenue	6,160	5,897
Expenses, including finance costs and income tax expense	(5,346)	(4,741)

8 OTHER INVESTMENTS

	Group		Company	
	2012 RM'000	2011 RM'000	2012 RM'000	2011 RM'000
Quoted shares in Malaysia at fair value	121,239	165,182	1,677	2,359
Quoted loan stocks in Malaysia at fair value	9,075	7,426	165	-
Quoted warrants in Malaysia at fair value	2,184	-	40	-
Unquoted loan stocks outside Malaysia at fair value	3,628	3,565	-	-
Malaysian Government Securities at cost	1,021	1,033	-	-
Total investments	137,147	177,206	1,882	2,359
Market value of:				
- Malaysian Government Securities	1,038	1,050	-	-

As at 30 June 2012, 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 Dijaya Corporation Berhad with a net carrying amount of RM65,365,000 (2011 : RM90,638,000), RM53,088,000 (2011 : RM64,550,000), RM1,086,000 (2011 : RM1,070,000) and RM11,400,000 (2011 : RM15,500,000) respectively.

Certain quoted shares of the Group with fair value of RM99,062,000 (2011 : RM112,258,000) have been pledged to financial institutions for credit facilities granted to certain of its subsidiary companies.

In the previous financial year, quoted loan stocks in Malaysia designated as available-for-sale equity investments comprised investments in 0% Irredeemable Convertible Unsecured Loan Stocks 2005/2015 issued by an affiliated company, BCorp ("0% BCorp ICULS").

During the financial year, the Group subscribed for additional approximately 11 million BCorp shares of RM1.00 each by converting the 0% BCorp ICULS at the rate of one RM0.50 nominal value of 0% BCorp ICULS plus RM0.50 in cash for one RM1.00 ordinary share of BCorp.

At 30 June 2012, quoted loan stocks in Malaysia designated as available-for-sale equity investments comprised 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.

8 OTHER INVESTMENTS (CONT'D.)

The main features of 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 RM1.00 ordinary share of 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 comprised investment in 3% RCULS issued by a jointly controlled entity, 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 the 3% RCULS are converted or any interim dividend declared prior to the date of conversion of the 3% RCULS; and
- (c) The interest on the 3% RCULS is payable semi-annually in arrears.

The Group also recognised an impairment loss amounting to RM1,942,000 (2011 : RMNil) of certain quoted shares 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 is 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.

9 DERIVATIVE ASSET

	Group	
	2012 RM'000	2011 RM'000
At 1 July 2011/2010	166	-
Changes in fair value during the year	(62)	166
At 30 June 2012/2011	104	166

This represents the exchange feature which is a separated embedded derivative contained in the unquoted 3% RCULS as disclosed in Note 8. The 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.

NOTES TO THE FINANCIAL STATEMENTS

30 JUNE 2012 (cont'd.)

10 INTANGIBLE ASSETS

Group

	Goodwill on consolidation RM'000	Rights RM'000	Total RM'000
Cost			
At 1 July 2011/2010	199,928	28,243	228,171
Arising from acquisition of a subsidiary company	27	-	27
At 30 June 2012/2011	199,955	28,243	228,198
Accumulated amortisation and impairment losses			
At 1 July 2010	59,319	7,372	66,691
Amortisation (Note 31)	-	1,101	1,101
At 30 June 2011	59,319	8,473	67,792
Amortisation (Note 31)	-	1,101	1,101
At 30 June 2012	59,319	9,574	68,893
Net carrying value			
At 30 June 2012	140,636	18,669	159,305
At 30 June 2011	140,609	19,770	160,379

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

Goodwill of RM140,609,000 (2011 : RM140,609,000) and RM27,000 (2011 : RMNil) 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 the 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 margin and growth rate

The basis used to determine the value assigned to the budgeted gross margins and growth rate is the average gross margins and average growth rate achieved in the years before the budgeted year and increased for expected efficiency improvements.

(ii) Discount rate

The discount rate used is pre-tax and reflects specific risks relating to the Company.

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.

11 INVENTORIES

	Group	
	2012 RM'000	2011 RM'000
At cost :		
Finished goods	194	20
Ticket inventories and souvenirs	446	564
Gaming equipment	228	468
	868	1,052
At net realisable value :		
Properties held for sale	199,186	105,000
	200,054	106,052

The cost of inventories recognised as an expense during the financial year in the Group amounted to RM1,250,000 (2011 : RM24,936,000).

Properties held for sale is pledged to financial institutions for bank borrowings as referred to in Note 18.

During every financial year, the Group carries out the impairment test based on the assessment of lower of its cost and net realisable value of its inventories as at the reporting date. In the previous financial year, the review led to the recognition of :

- (i) a write-back of impairment for properties held for sale RM823,000 as disclosed in Note 26. The net realisable value of the properties held for sale were determined by an independent professional valuer by reference to open market value using the Investment, Discounted Cash Flow and Comparison Methods; and
- (ii) a write-off of inventories amounting to RM329,000 due to obsolescence as disclosed in Note 29.

12 RECEIVABLES

	Group		Company	
	2012 RM'000	2011 RM'000	2012 RM'000	2011 RM'000
Current:				
Trade receivables				
Third parties (Note a)	30,632	14,405	-	-
Less: Allowance for impairment	(7,974)	(10,161)	-	-
Trade receivables, net	22,658	4,244	-	-

NOTES TO THE FINANCIAL STATEMENTS

30 JUNE 2012 (cont'd.)

12 RECEIVABLES (CONT'D.)

	Group		Company	
	2012 RM'000	2011 RM'000	2012 RM'000	2011 RM'000
Current (cont'd.):				
Other receivables (Note b)				
Sundry receivables	3,617	4,744	147	-
Deposits	1,038	912	-	-
Amount due from affiliated companies	1,189	1,414	-	-
Amount due from a jointly controlled entity	164	42	-	-
Amount due from subsidiary companies	-	-	63,736	45,755
	6,008	7,112	63,883	45,755
Less: Allowance for impairment	-	(259)	-	-
	6,008	6,853	63,883	45,755
Other current assets (Note c)				
Deposits for acquisition of assets	40,358	29,173	369	173
Dividend receivable	-	375	-	9,000
Prepayments	3,263	3,258	41	38
	43,621	32,806	410	9,211
Total current receivables	72,287	43,903	64,293	54,966

(a) Trade receivables

The Group's trade receivables are non-interest bearing with credit term ranging from 7 to 30 (2011 : 7 to 30) days. They are recognised at their original invoice amounts which represent their fair values on initial recognition.

(i) Ageing analysis of trade receivables

The ageing analysis of trade receivables is as follows:

	Group	
	2012 RM'000	2011 RM'000
Neither past due nor impaired	2,615	3,296
1 to 30 days past due not impaired	24	215
31 to 60 days past due not impaired	17,492	412
61 to 90 days past due not impaired	214	78
91 to 120 days past due not impaired	1	35
More than 120 days past due not impaired	2,312	208
	20,043	948
Impaired	7,974	10,161
	30,632	14,405

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.

12 RECEIVABLES (CONT'D.)

(a) Trade receivables (cont'd.)

(i) Ageing analysis of trade receivables (cont'd.)

Receivables that are past due but not impaired

The Group has trade receivables amounting to RM20,043,000 (2011: RM948,000) 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.

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	
	2012 RM'000	2011 RM'000
Trade receivables - nominal amounts	7,974	10,161
Less: Allowance for impairment	(7,974)	(10,161)
	-	-

Movement in allowance accounts:

	Group	
	2012 RM'000	2011 RM'000
At 1 July 2011/2010	10,161	15,730
Charge for the year (Note 31)	1,522	744
Reversal of impairment loss (Note 31)	(3,709)	(6,313)
At 30 June 2012/2011	7,974	10,161

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 warrant the consideration of additional impairment losses on a collective basis.

(b) Other receivables

In the previous financial year, the Group provided an allowance of RM259,000 being impairment in respect of an insurance claim.

The amounts due from subsidiaries, affiliated companies and a jointly controlled entity are unsecured, interest bearing and repayable on demand.

(c) Other current assets

This relates mainly to the deposits paid in respect of acquisition of several parcels of land as referred to in Note 41 and retail lots. The acquisition of retail lots was completed subsequent to the financial year end.

NOTES TO THE FINANCIAL STATEMENTS

30 JUNE 2012 (cont'd.)

13 CASH AND BANK BALANCES

	Group		Company	
	2012 RM'000	2011 RM'000	2012 RM'000	2011 RM'000
Deposits with licensed banks	27,929	32,398	1,150	2,554
Cash on hand and at banks	18,671	26,841	41	182
	46,600	59,239	1,191	2,736

Deposits with licensed banks of the Group amounting to RM16,000 (2011 : RM16,000) are pledged to bank for bank guarantee facilities granted to certain subsidiary company of the Group.

Included in cash on hand and at banks of the Group is RM14,241,550 (2011 : RM9,859,000) pledged for credit facilities granted to subsidiary companies of the Group.

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	
	2012 %	2011 %	2012 Days	2011 Days
Licensed banks	2.00 - 3.10	2.00 - 3.00	1 - 31	1 - 31

14 SHARE CAPITAL

	Group and Company			
	Ordinary shares ← of RM1.00 each → No. of shares		Amount	
	2012 '000	2011 '000	2012 RM'000	2011 RM'000
Authorised:				
At 1 July 2011/2010 and at 30 June 2012/2011	5,000,000	5,000,000	5,000,000	5,000,000
Issued and fully paid:				
At 1 July 2011/2010 and at 30 June 2012/2011	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 at the reporting date, all Warrants issued remain unexercised.

15 SHARE PREMIUM

At 1 July 2011/2010 and at 30 June 2012/2011

Group and Company	
2012 RM'000	2011 RM'000
258,985	258,985

16 AVAILABLE-FOR-SALE RESERVE

At 1 July 2011/2010
Changes in fair values of available-
for-sale financial assets during the year
At 30 June 2012/2011

	Group		Company	
	2012 RM'000	2011 RM'000	2012 RM'000	2011 RM'000
At 1 July 2011/2010	99,828	93,737	1,579	1,390
Changes in fair values of available- for-sale financial assets during the year	(49,648)	6,091	(679)	189
At 30 June 2012/2011	50,180	99,828	900	1,579

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.

17 RETAINED EARNINGS

At 1 July 2011/2010
Total comprehensive income for the year
Dividends (Note 34)
At 30 June 2012/2011

	Group		Company	
	2012 RM'000	2011 RM'000	2012 RM'000	2011 RM'000
At 1 July 2011/2010	368,834	94,884	87,823	83,318
Total comprehensive income for the year	161,701	290,646	22,057	21,201
Dividends (Note 34)	(33,391)	(16,696)	(33,391)	(16,696)
At 30 June 2012/2011	497,144	368,834	76,489	87,823

In the past, Malaysian companies adopted the full imputation system. The Finance Act 2007, which was gazetted on 28 December 2007, has introduced a single tier system. Under the single tier system, companies shall not be entitled to deduct tax on dividend paid, credited or distributed to its shareholders and such dividends will be exempted from tax in the hands of the shareholders.

Companies with Section 108 balance which do not opt for single tier system are allowed to use the credit balance for purpose of dividend distribution during the transitional period of 6 years until 31 December 2013. However, the Section 108 balance allowed for the purpose of dividend distribution is to be locked-in as at 31 December 2007 in accordance with Section 39 of the Finance Act 2007.

Companies have an irrevocable option either to continue to frank dividends under limited circumstances or to disregard the Section 108 balance and pay dividends under the single tier system.

The Company did not elect for the irrevocable option to disregard the Section 108 balance.

As at 30 June 2012, the Company has Section 108 balance amounting to RM27,698,000 (2011 : RM38,829,000) available to frank future cash dividends and tax exempt account amounting to RM30,791,000 (2011 : RM30,791,000) available for the payment of future tax exempt dividends, subject to the agreement with the Inland Revenue Board and the availability of profits.

NOTES TO THE FINANCIAL STATEMENTS
30 JUNE 2012 (cont'd.)**18 BANK BORROWINGS****Short term borrowings**

Secured:

Term loans

Revolving credit facility

Margin account

Bank overdraft

Long term borrowings

Secured:

Term loans

Revolving credit facility

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

More than 5 years

	Group	
	2012 RM'000	2011 RM'000
Short term borrowings		
Secured:		
Term loans	2,000	41,168
Revolving credit facility	9,000	7,000
Margin account	9,930	-
Bank overdraft	8,628	3,196
	29,558	51,364
Long term borrowings		
Secured:		
Term loans	190,083	298,397
Revolving credit facility	8,000	13,000
	198,083	311,397
Total borrowings		
Secured:		
Term loans	192,083	339,565
Revolving credit facility	17,000	20,000
Margin account	9,930	-
Bank overdraft	8,628	3,196
	227,641	362,761
Maturity of borrowings		
Not later than 1 year	29,558	51,364
Later than 1 year and not later than 2 years	18,755	64,491
Later than 2 years and not later than 5 years	59,673	187,025
More than 5 years	119,655	59,881
	227,641	362,761

The interest rates per annum for borrowings are as follows:

Term loans

Revolving credit facility

Margin account

Bank overdraft

	Group	
	2012 %	2011 %
Term loans	3.75 to 6.60	3.75 to 6.60
Revolving credit facility	5.71 to 5.74	5.38 to 5.75
Margin account	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 and future rental 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;

18 BANK BORROWINGS (CONT'D.)

- (iv) a guarantee from a director of BTSSB and major shareholder of the Company, Tan Sri Dato' Seri Vincent Tan Chee Yioon;
- (v) quoted shares of the Group; and
- (vi) corporate guarantee by the Company.

19 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 of the following series ("Senior Bonds"):

Series	Maturity	Interest rate p.a (%)	Group		
			2012 Nominal value RM'000	2012 At amortised cost RM'000	2011 At amortised cost RM'000
1	1 June 2017	5.75	40,000	39,497	-
2	1 June 2018	5.85	40,000	39,495	-
3	31 May 2019	6.00	80,000	78,988	-
			160,000	157,980	-

The Senior Bonds are secured by:

- (a) 5 levels of basement car park and 13 levels of annexe car park located at Berjaya Times Square, No.1 Jalan Imbi, Kuala Lumpur;
- (b) legal assignment of the put option agreement entered into by the subsidiary 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
- (c) corporate guarantees by the Company and BTSSB.

20 HIRE PURCHASE LIABILITIES

Minimum lease payments:

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

Less: Future finance charges

Present value of hire purchase liabilities

Present value of hire purchase liabilities:

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	
	2012 RM'000	2011 RM'000
	3,049	3,070
	252	3,049
	-	252
	3,301	6,371
	(391)	(755)
	2,910	5,616
	2,688	2,526
	222	2,840
	-	250
	2,910	5,616

NOTES TO THE FINANCIAL STATEMENTS

30 JUNE 2012 (cont'd.)

20 HIRE PURCHASE LIABILITIES (CONT'D.)

Analysed as:

Due within 12 months

Due after 12 months

	Group	
	2012 RM'000	2011 RM'000
Due within 12 months	2,688	2,526
Due after 12 months	222	3,090
	2,910	5,616

The hire purchase liabilities bear interest rates from 4.50% to 6.50% (2011 : 4.50% to 6.50%) per annum.

21 LONG TERM LIABILITIES

Rental deposits

Other deferred income (Note a)

	Group	
	2012 RM'000	2011 RM'000
Rental deposits	12,622	14,552
Other deferred income (Note a)	2,036	2,016
	14,658	16,568

(a) 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.

22 DEFERRED TAX

At 1 July 2011/2010

Recognised in the income statement (Note 32)

At 30 June 2012/2011

	Group		Company	
	2012 RM'000	2011 RM'000	2012 RM'000	2011 RM'000
At 1 July 2011/2010	245,814	178,145	3,002	-
Recognised in the income statement (Note 32)	25,087	67,669	(2,999)	3,002
At 30 June 2012/2011	270,901	245,814	3	3,002

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

At 1 July 2011

Recognised in the income statement

At 30 June 2012

At 1 July 2010

Recognised in the income statement

At 30 June 2011

	Property, plant and equipment and investment properties RM'000	Accelerated capital allowances RM'000	Total RM'000
	At 1 July 2011	254,883	79,918
Recognised in the income statement	15,416	(2,486)	12,930
At 30 June 2012	270,299	77,432	347,731
At 1 July 2010	201,532	78,701	280,233
Recognised in the income statement	53,351	1,217	54,568
At 30 June 2011	254,883	79,918	334,801

22 DEFERRED TAX (CONT'D.)

Deferred Tax Assets of the Group

	Tax losses and unabsorbed capital allowances RM'000	Unutilised investment tax allowance RM'000	Others RM'000	Total RM'000
At 1 July 2011	(86,787)	(2,771)	571	(88,987)
Recognised in the income statement	12,176	-	(19)	12,157
At 30 June 2012	(74,611)	(2,771)	552	(76,830)
At 1 July 2010	(99,693)	(2,771)	376	(102,088)
Recognised in the income statement	12,906	-	195	13,101
At 30 June 2011	(86,787)	(2,771)	571	(88,987)

Deferred Tax Liabilities of the Company

	Property, plant and equipment RM'000	Receivables RM'000	Total RM'000
At 1 July 2011	2	3,000	3,002
Recognised in the income statement	1	(3,000)	(2,999)
At 30 June 2012	3	-	3
At 1 July 2010	-	-	-
Recognised in the income statement	2	3,000	3,002
At 30 June 2011	2	3,000	3,002

Deferred tax assets have not been recognised in respect of the following items:

	Group	
	2012 RM'000	2011 RM'000
Unused tax losses	33,257	33,153
Unabsorbed capital allowances	38,354	39,786
Other deductible temporary differences	119,163	119,130
	190,774	192,069

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.

NOTES TO THE FINANCIAL STATEMENTS
30 JUNE 2012 (cont'd.)**23 PAYABLES**

	Group		Company	
	2012 RM'000	2011 RM'000	2012 RM'000	2011 RM'000
Trade payables	13,873	13,548	-	-
Provision for liquidated ascertained damages	644	867	-	-
Refundable deposits	42,175	19,747	-	-
Other payables and accruals	13,513	14,594	347	335
Amount due to affiliated companies	576	394	201	17
Amount due to subsidiary companies	-	-	25,039	6,079
	70,781	49,150	25,587	6,431

Provision for liquidated 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 2.2(h).

The normal trade credit term granted to the Group and to the Company ranges from 15 to 90 days (2011 : 15 to 90 days).

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

24 REVENUE

The main categories of revenue are as follows:

Group	2012 RM'000	2011 RM'000
Sale of properties	2,746	49,042
Sale of theme park tickets	13,714	12,605
Sale of fruits, beverages and related services	-	936
Rental income from investment properties	83,334	70,221
Gaming ticket sales less gaming tax	231,549	217,206
Gaming terminal sales	27	3,990
	331,370	354,000

Company	2012 RM'000	2011 RM'000
Gross dividends from subsidiary companies	22,296	24,228
Gross dividends from an affiliated company	25	76
Management fees from subsidiary companies	725	725
	23,046	25,029

25 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.

26 OTHER INCOME

	Group		Company	
	2012 RM'000	2011 RM'000	2012 RM'000	2011 RM'000
Dividend income from:				
- available-for-sale investments quoted in Malaysia	2,001	4,785	-	-
Interest income:				
- fixed and other deposits	1,322	904	63	66
- subsidiary companies	-	-	1,042	693
- others	119	42	-	-
Gain on disposal of quoted investments	3,314	1,894	-	18
Write-back of impairment for properties held for sale	-	823	-	-
Gain on disposal of investment properties	60,228	56,096	-	-
Finance income - loans and receivables and other liabilities at amortised costs	869	755	-	-
Miscellaneous	2,901	2,670	-	-
	70,754	67,969	1,105	777

27 STAFF COSTS

	Group		Company	
	2012 RM'000	2011 RM'000	2012 RM'000	2011 RM'000
Wages and salaries	9,095	8,510	270	234
Bonus	1,525	1,349	56	52
EPF contributions	1,174	1,115	39	34
Social security organisation contributions	289	116	1	1
Short term accumulating compensated absences	132	(96)	2	2
Other staff related expenses	289	672	-	-
	12,504	11,666	368	323

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

NOTES TO THE FINANCIAL STATEMENTS

30 JUNE 2012 (cont'd.)

28 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	
	2012 RM'000	2011 RM'000	2012 RM'000	2011 RM'000
Directors of the Company				
Executive:				
Fees	10	4	-	-
Salary and other emoluments	396	143	238	-
	406	147	238	-
Non-Executive:				
Fees	142	130	132	120
Other emoluments	15	12	15	12
	157	142	147	132
Directors of the subsidiary companies				
Fees	110	116	-	-
Other emoluments	457	301	-	-
	567	417	-	-
Total	1,130	706	385	132

29 OTHER EXPENSES

	Group		Company	
	2012 RM'000	2011 RM'000	2012 RM'000	2011 RM'000
Net fair value loss on available-for-sale quoted investments	1,942	-	6	-
Inventories written off	-	329	-	-
Impairment loss on other receivables	-	259	-	-
Miscellaneous	224	409	-	-
	2,166	997	6	-

30 FINANCE COSTS

	Group		Company	
	2012 RM'000	2011 RM'000	2012 RM'000	2011 RM'000
Interest expense:				
- borrowings	22,716	25,610	-	-
- hire purchase liabilities	364	339	-	-
- subsidiary companies	-	-	282	163
- loan related expenses	34	53	-	-
- unwinding of discount and charge out of deferred transaction costs	1,484	1,309	-	-
	24,598	27,311	282	163

31 PROFIT BEFORE TAX

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

Direct operating expenses of investment properties:

- revenue generating during the year

- non-revenue generating during the year

Gaming royalty

Depreciation of property,
plant and equipment (Note 3)

Directors' remuneration (Note 28):

- fees

- salary and other emoluments

Auditors' remuneration:

- statutory audit

- under provision in prior years

- other services

Loss on foreign exchange - unrealised

Amortisation of other intangible assets (Note 10)

Reversal of impairment loss on receivables

Impairment loss on receivables

Operating leases:

- lease payments for buildings

Staff costs (Note 27)

Gain on disposal of property, plant and equipment

Property, plant and equipment written off

	Group		Company	
	2012 RM'000	2011 RM'000	2012 RM'000	2011 RM'000
- revenue generating during the year	6,551	6,217	-	-
- non-revenue generating during the year	918	1,380	-	-
Gaming royalty	1,259	1,181	-	-
Depreciation of property, plant and equipment (Note 3)	12,164	11,832	9	4
Directors' remuneration (Note 28):				
- fees	262	250	132	120
- salary and other emoluments	868	456	253	12
Auditors' remuneration:				
- statutory audit	158	153	35	35
- under provision in prior years	27	16	-	5
- other services	79	67	30	35
Loss on foreign exchange - unrealised	147	-	-	-
Amortisation of other intangible assets (Note 10)	1,101	1,101	-	-
Reversal of impairment loss on receivables	(3,709)	(6,313)	-	-
Impairment loss on receivables	1,522	744	-	-
Operating leases:				
- lease payments for buildings	64	71	-	-
Staff costs (Note 27)	12,504	11,666	368	323
Gain on disposal of property, plant and equipment	(43)	-	-	-
Property, plant and equipment written off	8	311	-	-

32 INCOME TAX EXPENSE

Current income tax:

Malaysian income tax

Under/(Over) provision in prior years

Deferred tax (Note 22):

Relating to origination and
reversal of temporary differences

Under provision in prior years

Total income tax expense

	Group		Company	
	2012 RM'000	2011 RM'000	2012 RM'000	2011 RM'000
Malaysian income tax	7,765	5,310	3,181	215
Under/(Over) provision in prior years	822	(30)	8	16
	8,587	5,280	3,189	231
Relating to origination and reversal of temporary differences	24,914	67,266	(2,999)	3,002
Under provision in prior years	173	403	-	-
	25,087	67,669	(2,999)	3,002
Total income tax expense	33,674	72,949	190	3,233

Domestic income tax is calculated at the Malaysian statutory tax rate of 25% (2011 : 25%) of the estimated assessable profit for the year.

NOTES TO THE FINANCIAL STATEMENTS

30 JUNE 2012 (cont'd.)

32 INCOME TAX EXPENSE (CONT'D.)

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	
	2012 RM'000	2011 RM'000	2012 RM'000	2011 RM'000
Profit before tax	201,309	368,886	22,247	24,434
Taxation at Malaysian statutory tax rate of 25%	50,327	92,222	5,562	6,109
Effect of expenses not deductible for tax purposes	3,468	4,060	200	189
Effect of income not subject to tax	(20,793)	(24,231)	(5,580)	(3,081)
Effect of utilisation of previously unrecognised unutilised investment allowances and unabsorbed capital allowances	(359)	-	-	-
Deferred tax assets not recognised during the year	51	662	-	-
Deferred tax assets recognised for other temporary differences	(15)	(115)	-	-
Effect of utilisation of previously unrecognised tax losses	-	(22)	-	-
Under provision of deferred tax expense in prior years	173	403	-	-
Under/(Over) provision of tax expense in prior years	822	(30)	8	16
Income tax expense for the year	33,674	72,949	190	3,233

33 EARNINGS PER SHARE

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

	2012 RM'000	2011 RM'000
	Profit attributable to ordinary equity holders of the Parent	161,701
Weighted average number of ordinary shares in issue ('000)	1,113,042	1,113,042
	Sen	Sen
Basic earnings per share	14.53	26.11

No diluted earnings per share is presented for the financial year as the computation based on the outstanding Warrants 2008/2018 (as disclosed in Note 14) would have an antidilutive effect.

34 DIVIDENDS

Declared in respect of:

Financial year ended 30 June 2012

- Final dividend of 2 sen less 25% income tax

Financial year ended 30 June 2011

- Final dividend of 4 sen less 25% income tax

Company			
2012 Net dividend per share Sen	2012 Net dividend RM'000	2011 Net dividend per share Sen	2011 Net dividend RM'000
1.50	16,696	-	-
-	-	3.00	33,391*
1.50	16,696	3.00	33,391

* This was paid on 16 January 2012.

On 28 August 2012, the Board recommended a final dividend of 2 sen less 25% income tax in respect of the current financial year ended 30 June 2012 on 1,113,041,559 ordinary shares of RM1.00 each (net 1.50 sen per ordinary share of RM1.00) amounting to RM16,696,000, 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 2013.

35 COMMITMENTS

(a) Other Commitments

Capital expenditure approved and contracted for

Group	
2012 RM'000	2011 RM'000
378,046	18,414

(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	
2012 RM'000	2011 RM'000
64	64
192	205
68	137
324	406

The Group has entered into non-cancellable operating lease agreements which represent rental payable for the use of building. Leases are negotiated for a period of 10 years and rentals fixed for between 3 and 5 years.

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

Future minimum rental receivable:

Not later than 1 year

Later than 1 year and not later than 5 years

Group	
2012 RM'000	2011 RM'000
44,936	47,141
30,689	37,480
75,625	84,621

NOTES TO THE FINANCIAL STATEMENTS

30 JUNE 2012 (cont'd.)

35 COMMITMENTS (CONT'D.)

(c) Non-Cancellable Operating Lease Commitments - Group as Lessor (cont'd.)

The Group entered into commercial property leases on its investment properties portfolio consisting of commercial space. These leases have non-cancellable lease terms of between 6 months and 3 years (2011 : 6 months and 3 years). The future minimum rental receivables are pledged to financial institutions for credit facilities as referred to in Notes 18 and 19.

36 SIGNIFICANT RELATED PARTY TRANSACTIONS

	Note	Group		Company	
		2012 RM'000	2011 RM'000	2012 RM'000	2011 RM'000
Management fees charged to subsidiary companies		-	-	(725)	(725)
Management fees charged by					
- Berjaya Land Berhad	a	240	240	240	240
Rental income, service charges and other related income charged to:					
- A jointly controlled entity	j	(1,398)	(1,281)	-	-
- Berjaya Starbucks Coffee Company Sdn Bhd	a	(443)	(430)	-	-
- Berjaya Roasters (M) Sdn Bhd	i	(584)	(578)	-	-
- Berjaya Registration Services Sdn Bhd	a	(382)	(361)	-	-
- Budi Impian Sdn Bhd	a	(285)	(302)	-	-
- Berjaya Higher Education Sdn Bhd	a	(1,144)	(1,044)	-	-
- Berjaya Krispy Kreme Doughnuts Sdn Bhd	a	(100)	(100)	-	-
- Berjaya Papa John's Pizza Sdn Bhd (formerly known as Berjaya Pizza Company Sdn Bhd)	a	(290)	(84)	-	-
- KUB-Berjaya Enviro Sdn Bhd	a	(205)	(206)	-	-
- Cosway (M) Sdn Bhd	a	(406)	(468)	-	-
- Berjaya Vacation Club Berhad	a	-	(281)	-	-
- Berjaya Land Berhad	a	(379)	(378)	-	-
- Berjaya Books Sdn Bhd	a	(150)	(274)	-	-
- Berjaya Resort Management Services Sdn Bhd	a	(472)	(119)	-	-
- Mantra Design Sdn Bhd	a	(42)	(41)	-	-
- Wen Berjaya Sdn Bhd	a	(234)	(246)	-	-
- Berjaya Hills Berhad	a	(67)	(44)	-	-
- Academy of Nursing (M) Sdn Bhd	a	(652)	(452)	-	-
- Sports Toto Computer Sdn Bhd	a	(52)	(56)	-	-
- Informatics Education Malaysia Sdn Bhd	a	-	(51)	-	-
- Ascot Sports Sdn Bhd	h	(415)	(416)	-	-
- 7-Eleven Malaysia Sdn Bhd	b	(683)	(680)	-	-
- U Mobile Sdn Bhd ("UMSB")	c	(1,510)	(1,604)	-	-
- TT Resources Food & Services Sdn Bhd	g	(261)	(286)	-	-
- MOL AccessPortal Sdn Bhd	f	(357)	(331)	-	-
		(10,511)	(10,113)	-	-

36 SIGNIFICANT RELATED PARTY TRANSACTIONS (CONT'D.)

	Note	Group		Company	
		2012 RM'000	2011 RM'000	2012 RM'000	2011 RM'000
Parking charges charged to:					
- Berjaya Land Berhad	a	(115)	(115)	-	-
- Berjaya Resort Management Services Sdn Bhd	a	(34)	(37)	-	-
- Inter-Pacific Securities Sdn Bhd	a	(159)	(164)	-	-
- Prime Credit Leasing Sdn Bhd	a	(5)	(4)	-	-
- KUB-Berjaya Enviro Sdn Bhd	a	(34)	(30)	-	-
- Berjaya Starbucks Coffee Company Sdn Bhd	a	(47)	(49)	-	-
- Berjaya Roasters (M) Sdn Bhd	i	(37)	(32)	-	-
- Berjaya Books Sdn Bhd	a	-	(2)	-	-
- Sports Toto Malaysia Sdn Bhd	a	(376)	(364)	-	-
- UMSB	c	(350)	(304)	-	-
		(1,157)	(1,101)	-	-
Promotion, advertisement and publishing expenses charged by Sun Media Corporation Sdn Bhd	e	75	70	39	33
Receipt of share registration services and related expenses charged by Berjaya Registration Services Sdn Bhd	a	45	43	45	43
IT consultancy, management and maintenance services charged by Qinetics Solutions Sdn Bhd	d	2	1	-	-
Procurement of computerised lottery system and related services from International Lottery & Totalizator Systems, Inc	a	438	5,954	-	-

The nature of the related party relationships are as follows:

- (a) Subsidiary company / associated 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 and Chief Executive Officer of BCorp. Hence, Tan Sri Vincent Tan, DRT and RTYS are persons connected with each other.
- (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. Tan Sri Dato' Tan Chee Sing ("TSDT"), the father of Dickson Tan Yong Loong ("DTYL") and a brother of Tan Sri Vincent Tan is also a deemed substantial shareholder of UMSB. Hence, TSDT is a person connected with Tan Sri Vincent Tan and DTYL.
- (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 of BMedia.

NOTES TO THE FINANCIAL STATEMENTS

30 JUNE 2012 (cont'd.)

36 SIGNIFICANT RELATED PARTY TRANSACTIONS (CONT'D.)

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

- (f) A wholly owned subsidiary company of MOL Global Pte Ltd ("M-Global"), Tan Sri Vincent Tan and MOL are major shareholders of M-Global.
- (g) Wholly owned subsidiary company of TT Resources Berhad. TSDT is the Executive Chairman and major shareholder of TT Resources Berhad, while DTYL is a Director of TT Resources Berhad.
- (h) A company in which Tan Sri Vincent Tan and DRT have interests.
- (i) A 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.
- (j) A jointly controlled entity, Berjaya - GSC Sdn Bhd.

The compensation of the key management personnel who are directors of the Group are disclosed in Note 28.

37 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;
- (iii) recreation; and
- (iv) trading and others.

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

Management 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.

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, write down of inventories, impairment of receivables and unrealised loss on foreign exchange.

Business segments:

	2012			2011		
	External RM'000	Inter- segment RM'000	Total RM'000	External RM'000	Inter- segment RM'000	Total RM'000
Revenue						
Gaming and related activities	231,576	-	231,576	221,196	-	221,196
Property development and property investment	86,080	-	86,080	119,263	-	119,263
Recreation	13,714	-	13,714	13,541	-	13,541
Trading and others	-	4,404	4,404	-	4,131	4,131
Inter-segment eliminations	-	(4,404)	(4,404)	-	(4,131)	(4,131)
	331,370	-	331,370	354,000	-	354,000

37 SEGMENT INFORMATION (CONT'D.)

Business segments (cont'd.):

Results

Gaming and related activities
Property development and property investment
Recreation
Trading and others

Unallocated corporate expenses

Fair value adjustment on investment properties

Other income

- gaming and related activities
- property development and property investment
- recreation
- trading and others
- unallocated

Other expenses

- gaming and related activities
- property development and property investment
- recreation
- trading and others
- unallocated

Operating profit

Finance costs

Share of results of jointly controlled entities

Profit before tax

Income tax expense

Profit for the year

Non-controlling interests

Profit attributable to equity holders of the Parent

	2012 RM'000	2011 RM'000
Gaming and related activities	28,850	26,272
Property development and property investment	52,785	66,348
Recreation	(3,917)	(4,993)
Trading and others	(1,655)	(2,169)
	76,063	85,458
Unallocated corporate expenses	(1,823)	(996)
	74,240	84,462
Fair value adjustment on investment properties	82,265	243,607
Other income		
- gaming and related activities	857	835
- property development and property investment	65,264	63,173
- recreation	43	231
- trading and others	4,502	3,570
- unallocated	88	160
	70,754	67,969
Other expenses		
- gaming and related activities	(77)	(757)
- property development and property investment	(1,089)	-
- recreation	(147)	-
- trading and others	(847)	-
- unallocated	(6)	(240)
	(2,166)	(997)
Operating profit	225,093	395,041
Finance costs	(24,598)	(27,311)
Share of results of jointly controlled entities	814	1,156
Profit before tax	201,309	368,886
Income tax expense	(33,674)	(72,949)
Profit for the year	167,635	295,937
Non-controlling interests	(5,934)	(5,291)
Profit attributable to equity holders of the Parent	161,701	290,646

NOTES TO THE FINANCIAL STATEMENTS

30 JUNE 2012 (cont'd.)

37 SEGMENT INFORMATION (CONT'D.)

Business segments (cont'd.):

	2012		2011	
	Assets RM'000	Liabilities RM'000	Assets RM'000	Liabilities RM'000
Assets and liabilities				
Gaming and related activities	165,442	15,757	170,716	13,822
Property development and property investment	2,148,491	82,283	1,987,357	47,466
Recreation	148,141	3,547	154,533	4,183
Trading and others	18,758	1,185	20,536	153
Segment assets/liabilities	2,480,832	102,772	2,333,142	65,624
Investment in jointly controlled entities	4,940	-	5,999	-
Unallocated corporate assets/liabilities	184,002	644,002	186,744	614,559
Consolidated assets/liabilities	2,669,774	746,774	2,525,885	680,183

	2012			2011		
	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
Other information						
Gaming and related activities	428	1,487	-	9,896	1,493	588
Property development and property investment	829	2,919	1,530	5,273	2,171	961
Recreation	386	7,515	147	617	7,442	94
Trading and others	12	1,344	-	-	1,823	-
Unallocated	-	-	-	12	4	-
	1,655	13,265	1,677	15,798	12,933	1,643

	2012 RM'000	2011 RM'000
Impairment losses		
Property development and property investment	1,089	-
Trading and others	847	-
Unallocated	6	-
	1,942	-

38 FINANCIAL INSTRUMENTS

Certain comparative figures in respect of fair value hierarchy have not been presented for 30 June 2011 by virtue of the exemption given in the Paragraph 44G of FRS 7.

38 FINANCIAL INSTRUMENTS (CONT'D.)

(a) Classification of financial instruments

Financial assets and financial liabilities are measured on an ongoing basis either at fair value or at amortised cost. The principal accounting policies in Note 2.2 describe how the classes of financial instruments are measured, and how income and expense, including fair value gains and losses, are recognised. The following table analyses the financial assets and liabilities in the statements of financial position by the class of financial instruments to which they are assigned, and therefore by the measurement basis:

Group 2012	Note	Fair value	Loans	Held-to-	Available-	Total
		through profit or loss RM'000	and receivables RM'000	maturity investments RM'000	for-sale RM'000	
Financial assets						
Other investments	8	-	-	1,021	136,126	137,147
Derivative asset	9	104	-	-	-	104
Receivables	12	-	28,666	-	-	28,666
Deposits	13	-	27,929	-	-	27,929
Cash and bank balances	13	-	18,671	-	-	18,671
Total financial assets		104	75,266	1,021	136,126	212,517

Group 2012	Note	Total at amortised cost RM'000
		Financial liabilities
Long term borrowings	18	198,083
Senior Bonds	19	157,980
Hire purchase liabilities	20	2,910
Long term liabilities	21	12,622
Payables	23	70,781
Short term borrowings	18	29,558
Total financial liabilities		471,934

Group 2011	Note	Fair value	Loans	Held-to-	Available-	Total
		through profit or loss RM'000	and receivables RM'000	maturity investments RM'000	for-sale RM'000	
Financial assets						
Other investments	8	-	-	1,033	176,173	177,206
Derivative asset	9	166	-	-	-	166
Receivables	12	-	11,097	-	-	11,097
Deposits	13	-	32,398	-	-	32,398
Cash and bank balances	13	-	26,841	-	-	26,841
Total financial assets		166	70,336	1,033	176,173	247,708

NOTES TO THE FINANCIAL STATEMENTS
30 JUNE 2012 (cont'd.)

38 FINANCIAL INSTRUMENTS (CONT'D.)

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

Group 2011	Note	Total at amortised cost RM'000
Financial liabilities		
Long term borrowings	18	311,397
Hire purchase liabilities	20	5,616
Long term liabilities	21	14,552
Payables	23	49,150
Short term borrowings	18	51,364
Total financial liabilities		<u>432,079</u>

Company 2012	Note	Loans and receivables RM'000	Available- for-sale RM'000	Total RM'000
Financial assets				
Other investments	8	-	1,882	1,882
Receivables	12	63,883	-	63,883
Deposits	13	1,150	-	1,150
Cash and bank balances	13	41	-	41
Total financial assets		<u>65,074</u>	<u>1,882</u>	<u>66,956</u>

Company 2012	Note	Total at amortised cost RM'000
Financial liabilities		
Payables	23	<u>25,587</u>

Company 2011	Note	Loans and receivables RM'000	Available- for-sale RM'000	Total RM'000
Financial assets				
Other investments	8	-	2,359	2,359
Receivables	12	45,755	-	45,755
Deposits	13	2,554	-	2,554
Cash and bank balances	13	182	-	182
Total financial assets		<u>48,491</u>	<u>2,359</u>	<u>50,850</u>

Company 2011	Note	Total at amortised cost RM'000
Financial liabilities		
Payables	23	<u>6,431</u>

38 FINANCIAL INSTRUMENTS (CONT'D.)

(b) Fair values

(i) Financial instruments that are measured at fair value

The carrying amounts of financial assets and liabilities of the Group and of the Company as at the reporting date approximated their fair values except for the following:

	Note	2012 Group		2011 Group	
		Carrying Amount RM'000	Fair Value RM'000	Carrying Amount RM'000	Fair Value RM'000
Financial Assets					
Other investments					
- Quoted government securities	8	1,021	1,038	1,033	1,050

The information of the fair value of Malaysian Government Securities determined by reference to their published market closing prices at reporting date are disclosed in its respective note.

The Group and the Company use the following hierarchy for determining the fair value of all financial instruments carried at fair value:

Level 1

Quoted market prices in an active market.

Level 2

Valuation inputs (other than Level 1 input) that are based on observable market data for the asset or liability, whether directly or indirectly.

Level 3

Valuation inputs that are not based on observable market data.

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
2012 Group				
<u>Financial assets</u>				
Other investments	132,498	-	3,628	136,126
Derivative asset	-	-	104	104
	132,498	-	3,732	136,230
Company				
<u>Financial assets</u>				
Other investments	1,882	-	-	1,882

NOTES TO THE FINANCIAL STATEMENTS

30 JUNE 2012 (cont'd.)

38 FINANCIAL INSTRUMENTS (CONT'D.)

(b) Fair values (cont'd.)

(i) Financial instruments that are measured at fair value (cont'd.)

The following table reconciles the Group's Level 3 fair value measurements from 1 July 2011 to 30 June 2012:

	2012 RM'000
<u>Financial assets</u>	
At 1 July 2011	3,731
Fair value changes recognised during the year	(62)
Exchange differences	63
At 30 June 2012	3,732

(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	12
Payables	23
Bank borrowings	18
Hire purchase liabilities	20

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.

The fair value of quoted equity instruments are determined by reference to their published market bid prices at reporting date.

39 FINANCIAL RISK MANAGEMENT OBJECTIVES 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 interest rate, liquidity, credit and foreign currency risks. 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 interest-bearing debts are mainly term loans, Senior Bonds, revolving credit facility, margin account and amounts due to affiliated companies. Senior Bonds amounting to RM160 million and term loan amounting to RM8 million (2011 : RM10 million) are obtained at fixed rate and the remaining balance of the term loan are obtained at floating rate.

39 FINANCIAL RISK MANAGEMENT OBJECTIVES AND POLICIES (CONT'D.)

(a) Market Risk (cont'd.)

(i) Interest Rate Risk (cont'd.)

Interest rate risk exposure is managed by negotiations with the lenders to derive favourable terms, which are mutually agreeable. The information on maturity dates and effective interest rates of financial assets and liabilities are disclosed in their respective notes.

At the reporting date, the interest rate profile of the interest-bearing financial instruments is as follows:

	Group		Company	
	2012 RM'000	2011 RM'000	2012 RM'000	2011 RM'000
<u>Fixed rate instruments</u>				
Financial assets	3,628	3,565	-	-
Financial liabilities	168,890	15,616	-	-
	Group		Company	
	2012 RM'000	2011 RM'000	2012 RM'000	2011 RM'000
<u>Floating rate instruments</u>				
Financial assets	29,282	33,854	64,886	48,309
Financial liabilities	220,217	350,155	25,039	6,079

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 income statement.

Sensitivity analysis for floating rate instruments

A change of 25 basis points in interest rates at the reporting date would result in the profit before tax of the Group and of the Company to be (lower)/higher by (RM477,000) and RM100,000 (2011 : (RM791,000) and RM106,000) 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 liabilities of the Group that are denominated in foreign currencies are as follows:

	Group	
	2012 RM'000	2011 RM'000
Other payables		
- United States Dollar	2,832	2,669
- Euro	14	14
	2,846	2,683

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

NOTES TO THE FINANCIAL STATEMENTS
30 JUNE 2012 (cont'd.)**39 FINANCIAL RISK MANAGEMENT OBJECTIVES AND POLICIES (CONT'D.)****(a) Market Risk (cont'd.)****(iii) Market price risk**

Market price risk is the risk that the fair value or future cash flows of the Group's financial instruments will fluctuate because of changes in market prices (other than interest or exchange rates).

The Group is exposed to equity price risk arising from its investments in quoted equity instruments. The quoted equity instruments in Malaysia are listed on Bursa Securities. These instruments are designated as available-for-sale financial assets. The Group does not have exposure to commodity price risk. To manage its market price risk arising from investments in quoted equity instruments, the Group diversifies and manages its portfolio in accordance with established guidelines and policies.

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 RM1,290,000 (2011: RM1,726,000) 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
2012				
<u>Financial liabilities</u>				
Payables	70,781	-	-	70,781
Rental deposits	-	14,658	-	14,658
Senior bonds	9,440	77,571	131,353	218,364
Hire purchase liabilities	3,049	252	-	3,301
Loans and borrowings *	35,953	198,361	-	234,314
	<u>119,223</u>	<u>290,842</u>	<u>131,353</u>	<u>541,418</u>
2011				
<u>Financial liabilities</u>				
Payables	49,150	-	-	49,150
Rental deposits	-	16,568	-	16,568
Hire purchase liabilities	3,070	3,301	-	6,371
Loans and borrowings *	74,232	305,978	62,228	442,438
	<u>126,452</u>	<u>325,847</u>	<u>62,228</u>	<u>514,527</u>

* Loans and borrowings exclude bank overdrafts included in bank borrowings as disclosed in Note 18.

39 FINANCIAL RISK MANAGEMENT OBJECTIVES 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.

Credit risk is controlled by the application of credit approvals, limits and monitoring procedures. Credit risk is minimised and monitored by limiting the Group's association to business partners with high creditworthiness. Trade and other receivables are monitored on an ongoing basis via Group management reporting procedures to reduce the Group's exposure to bad debts.

The Group does not have any significant exposure to any individual customer or counterparty nor does it have any major concentration of credit risk related to any financial instruments.

40 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. This financial management function is carried out by the Group's Treasury Division. No changes were made in the objectives, policies or processes during the financial year ended 30 June 2012 and 2011.

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 at 30 June 2012 and 30 June 2011 were as follows:

	Note	Group	
		2012 RM'000	2011 RM'000
Short term borrowings	18	29,558	51,364
Long term borrowings	18	198,083	311,397
Senior Bonds	19	157,980	-
Hire purchase liabilities	20	2,910	5,616
Total debt		388,531	368,377
Total equity		1,923,000	1,845,702
Gearing ratio (%)		20	20

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

41 SIGNIFICANT EVENT DURING THE FINANCIAL YEAR

On 10 February 2012, the Company announced that offers made by its 100% owned subsidiary, Pesaka Ikhlas (M) Sdn Bhd ("PISB") to acquire lease interests several parcels of land with buildings erected thereon in Stulang Laut, Johor Bahru for a total cash consideration of RM385.0 million have been accepted by the vendors, namely, Atlan Technology Sdn Bhd ("ATSB"), Darul Metro Sdn Bhd ("DMSB") and Kelana Megah Sdn Bhd ("KMSB"), collectively referred to as Vendors.

PISB had entered into 3 conditional sale and purchase agreements for the following:

- the proposed acquisition by PISB from ATSB of its remaining lease interest in a parcel of vacant land measuring about 4.899 acres held under title H.S.(D) 19350, PTB 10710, Bandar Johor Bahru, Daerah Johor Bahru, Negeri Johor for a cash consideration of RM32.01 million ("ATSB SPA");

NOTES TO THE FINANCIAL STATEMENTS

30 JUNE 2012 (cont'd.)

41 SIGNIFICANT EVENT DURING THE FINANCIAL YEAR (CONT'D.)

- (b) the proposed acquisition by PISB from DMSB of its remaining lease interest in 6 parcels of land measuring about 14.122 acres held under title H.S.(D) 19348, PTB 10707, PTB 20380, PTB 20438, PTB 20006, PTD 146378 and PTD 148062, Bandar Johor Bahru, Daerah Johor Bahru, Negeri Johor with an integrated commercial development known as "The Zon Johor Bahru" erected thereon for a cash consideration of RM325.01 million ("DMSB SPA"); and
- (c) the proposed acquisition by PISB from KMSB of its intended lease interest in a parcel of vacant land measuring about 4.285 acres held under Lot No. PTB 20379, Bandar Johor Bahru, Daerah Johor Bahru, Negeri Johor for a cash consideration of RM27.99 million ("KMSB SPA"),

collectively known as "Proposals".

ATSB is a subsidiary of Atlan Holdings Bhd ("AHB"), a company listed on Bursa Malaysia, whereas KMSB and DMSB are subsidiary companies of Duty Free International Limited ("DFIL"), a company listed on the Singapore Exchange Securities Trading Limited. DFIL is in turn a subsidiary of AHB.

The Zon Johor Bahru is a gazetted Free Commercial Zone pursuant to Section 39(1) of the Free Zones Act, 1990. It comprises of a 12-level hotel, a 5-level shopping complex (podium block), an international ferry terminal and a custom and immigration checkpoint cum office building.

Conditions of the Proposals are as follows:

- (a) The Proposals are subject to the approvals of the Johor State Government and Majlis Bandaraya Johor Bahru.
- (b) The KMSB SPA is conditional upon the completion of DMSB SPA.
- (c) The proposed acquisitions from KMSB and DMSB are conditional upon the approval of the shareholders of DFIL.
- (d) The Proposals are subject to the consents of the lenders of AHB, DFIL and/or its related companies, where applicable.

42 SUBSIDIARY AND ASSOCIATED COMPANIES

Name of Company	Country of Incorporation	Principal Activities	Equity Interest Held	
			2012 %	2011 %
Subsidiary Companies				
Sublime Cartel Sdn Bhd	Malaysia	Provision of lottery consultancy and related services	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
* Natural Avenue Sdn Bhd	Malaysia	Number forecast lotteries in Sarawak	65	65
Rentas Padu Sdn Bhd	Malaysia	Investment holding	100	100
# Sempurna Bahagia Sdn Bhd	Malaysia	Investment holding	100	100
Berjaya Times Square Sdn Bhd	Malaysia	Property investment, property development and investment holding	100	100
Sapphire Transform Sdn Bhd	Malaysia	Property investment	100	-

42 SUBSIDIARY AND ASSOCIATED COMPANIES (CONT'D.)

Name of Company	Country of Incorporation	Principal Activities	Equity Interest Held	
			2012 %	2011 %
Subsidiary Companies (cont'd.)				
^ Berjaya Assets Pte Ltd	Singapore	Investment holding	100	100
^ BTS (Cayman) Limited	Cayman Islands	Investment holding	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
Subsidiary of Rentas Padu Sdn Bhd				
Tropicfair Sdn Bhd	Malaysia	Investment holding	100	100
Subsidiaries of Berjaya Times Square Sdn Bhd				
Berjaya TS Management Sdn Bhd	Malaysia	Dormant	100	100
Berjaya Times Square Theme Park Sdn Bhd	Malaysia	Operation of theme park	100	100
TS Service Suites Sdn Bhd	Malaysia	Dormant	100	100
BTS Car Park Sdn Bhd (formerly known as BTS Department Store Sdn Bhd)	Malaysia	Property investment	100	100
Shasta Supermarket Sdn Bhd	Malaysia	Dormant	100	100
10th Avenue Food Mall Sdn Bhd	Malaysia	Ceased operations	100	100
Danau Laris Sdn Bhd	Malaysia	Dormant	60	100
BTS Cultural Centre Sdn Bhd (formerly known as Popular Earnings Sdn Bhd)	Malaysia	Dormant	100	-
Pesaka Ikhlas (M) Sdn Bhd	Malaysia	Property investment	100	-
Subsidiary of BTS (Cayman) Limited				
^ Cardiff Asset Limited	United Kingdom	Property investment	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 Ernst & Young or a member firm of Ernst & Young Global

NOTES TO THE FINANCIAL STATEMENTS

30 JUNE 2012 (cont'd.)

43 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	
	2012 RM'000	2011 RM'000	2012 RM'000	2011 RM'000
Realised earnings	531,265	467,076	76,489	87,823
Unrealised earnings	385,002	321,275	-	-
Total retained earnings	916,267	788,351	76,489	87,823
Less: Consolidation adjustments	(419,123)	(419,517)	-	-
Retained earnings as per financial statements	497,144	368,834	76,489	87,823

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 Disclosures Pursuant to Bursa Malaysia Securities Berhad Listing Requirements, issued by the Malaysian Institute of Accountants.

LIST OF PROPERTIES AS AT 30 JUNE 2012

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	Approximately 39,591 sq meter	Shopping-cum- leisure mall	<9 years	8.7.1994	2,181,348
No. Geran 56068, Lot 2000, Section 52, Town and District of Kuala Lumpur (No. 1, Jalan Imbi, Kuala Lumpur)	Freehold	Approximately 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	2,250
No. Geran 49297, Lot 52, Seksyen 94, Bandar Kuala Lumpur, Wilayah Persekutuan	Freehold	1,694 sq meter	Bungalow	>40 years	31.12.2011	6,750
Lot G-09, G-09B, G-10, G-11 and G-12 Ground Floor, Berjaya Times Square, Jalan Imbi Kuala Lumpur	Freehold	2,843 sq feet	Retail lots for rent	<9 years	28.6.2012	31,146
Lot 8189 & 8190, Town East, Jalan Pending, 93450 Kuching, Sarawak	Leasehold 60 years expiring on 11.5.2048	245 sq meter	4-storey shop house/office building	23 years	13.7.1996	638
No. 273 & 274, Lot 2545 & 2546 Centraland Commercial Park, Off Jalan Rock 93200 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	17 years	31.8.2002	3,493

OTHER INFORMATION

MATERIAL CONTRACTS

Other than as disclosed in Notes 12, 18, 19, 23, 28, 35, 36 and 41 of the financial statements for the financial year ended 30 June 2012 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 2012 amounted to RM79,000.

RECURRENT RELATED PARTY TRANSACTIONS OF REVENUE OR TRADING NATURE FOR THE FINANCIAL YEAR ENDED 30 JUNE 2012

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	General marketing charges payable.	240
Berjaya Registration Services ("BRegistration")	BAssets	Receipt of share registration services.	45
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, No. 1 Jalan Imbi, Kuala Lumpur.	150
BCorporation and its subsidiary companies	BTSSB	Parking charges receivable.	290
Wen Berjaya Sdn Bhd	BTSSB	Rental income receivable for renting of café at Lots 03-75A & 03-89, 3rd Floor and office at Lot 07-24, 7th Floor Berjaya Times Square, No.1 Jalan Imbi, Kuala Lumpur.	234
Inter-Pacific Trading Sdn Bhd	BAssets Group	Purchase of stationery products and printing services.	40
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, Berjaya Times Square, No. 1 Jalan Imbi, Kuala Lumpur.	1,144
BRegistration	BTSSB	Rental income receivable for renting of shopplot at Lot 06-01, 6th Floor and office at Lot 10-02A, 10th Floor, Berjaya Times Square, No. 1 Jalan Imbi, Kuala Lumpur.	382
Prime Credit Leasing Sdn Bhd	BAssets Group	Receipt of leasing and hire purchase facilities.	43
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.	67
Berjaya Krispy Kreme Doughnuts Sdn Bhd	BTSSB	Rental income receivable for renting of café at Lot G-30, Ground Floor, office at Lots 09-19, 09-20 & 09-21, 9th Floor and Berjaya Times Square, No. 1 Jalan Imbi, Kuala Lumpur.	100
Berjaya Papa John's Pizza Sdn Bhd (formerly known as Berjaya Pizza Company Sdn Bhd)	BTSSB	Rental income receivable for renting of shoplots at Lots G-07 & G-07A, Ground Floor, storage space at Lot 06-70B, 6th Floor and office at Lots 09-16, 09-17 & 09-18, 9th Floor and , Berjaya Times Square, No. 1 Jalan Imbi, Kuala Lumpur.	290
Academy of Nursing (M) Sdn Bhd	BTSSB	Rental income receivable for renting of shoplots at Lots 09-23, 09-24 & 09-25, 9th Floor and office at Lots 10-11, 10-12 & 10-12A, 10th Floor, Lot 11-02A, 11th Floor Berjaya Times Square, No. 1 Jalan Imbi, Kuala Lumpur.	652
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.	205
RU Café Sdn Bhd	BTSSB	Rental income receivable for renting of office at Lots G-09, 09B & 09E, Ground Floor, Berjaya Times Square, No. 1 Jalan Imbi, Kuala Lumpur.	-
Kimia Suchi Marketing Sdn Bhd	BAssets Group	Purchase of cleaning chemical products.	1
Cosway (M) Sdn Bhd	BTSSB	Rental income receivable for renting of shoplots at LG-12 & LG-20, Lower Ground Floor, Berjaya Times Square, No. 1 Jalan Imbi, Kuala Lumpur.	406

**RECURRENT RELATED PARTY
TRANSACTIONS OF REVENUE OR TRADING NATURE
FOR THE FINANCIAL YEAR ENDED 30 JUNE 2012 (cont'd.)**

Berjaya Assets Berhad ("BAssets") Group with the following Related Parties	BAssets and/or its subsidiary companies	Nature of transactions	Amount transacted RM'000
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
Budi Impian Sdn Bhd	BTSSB	Rental income receivable for renting of shoplots at Lots LG-73, 74 & 74A, Lower Ground Floor, Lots 08-47, 08-48 & 08-49, 8th Floor, Berjaya Times Square, No. 1 Jalan Imbi, Kuala Lumpur.	285
BLand	BTSSB	Rental income receivable for renting of office at Lots 02-17 & 02-34, 2nd Floor, Berjaya Times Square, No. 1 Jalan Imbi, Kuala Lumpur.	379
BLand and its subsidiary companies	BTSSB	Parking charges receivable.	170
Mantra Design Sdn Bhd	BTSSB	Rental income receivable for renting of shoplots at Lots 09-14 & 09-15, 9th Floor, Berjaya Times Square, No. 1 Jalan Imbi, Kuala Lumpur.	42
Marvel Fresh Sdn Bhd	BTSSB	Rental income receivable for renting of storage space at G-37, Ground Floor, Berjaya Times Square, No. 1 Jalan Imbi, Kuala Lumpur.	38
Berjaya Resort Management Sdn Bhd	BTSSB	Rental income receivable for renting of office at Lots 08-77A, 08-90, 08-91 & 08-96, 8th Floor, Berjaya Times Square, No. 1 Jalan Imbi, Kuala Lumpur.	472
Berjaya Guard Services Sdn Bhd	Berjaya Times Square Theme Park Sdn Bhd and BTSSB	Receipt of security guard services.	278
Berjaya Sports Toto Berhad ("BToto") and/or its unlisted subsidiary companies:-			
BToto, Sports Toto Malaysia Sdn Bhd and Sports Toto Computer Sdn Bhd ("STCSB")	BTSSB	Parking charges receivable.	376
STCSB	BTSSB	Rental income receivable for renting of office at Lots 09-88, 09-89 & 09-90, 9th Floor, Berjaya Times Square, No. 1 Jalan Imbi, Kuala Lumpur.	52
International Lottery & Totalizator Systems, Inc	Natural Avenue Sdn Bhd	Procurement of computerised lottery system and related services.	438
Berjaya Media Berhad ("BMedia") and/or its unlisted subsidiary company:-			
Sun Media Corporation Sdn Bhd	BAssets Group	Procurement of promotion, advertising and publishing services.	75
Berjaya Food Berhad ("BFood") and/or its unlisted subsidiary company:-			
Berjaya Roasters (M) Sdn Bhd		Parking charges receivable.	37
		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, No. 1 Jalan Imbi, Kuala Lumpur.	584
Other related parties:-			
Dunia Prestasi Auto Sdn Bhd (a)	BAssets Group	Purchase of motor vehicles, component parts and other related products and services.	5
U Mobile Sdn Bhd ("UMSB") (b)	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, No. 1 Jalan Imbi, Kuala Lumpur.	1,510

RECURRENT RELATED PARTY TRANSACTIONS OF REVENUE OR TRADING NATURE FOR THE FINANCIAL YEAR ENDED 30 JUNE 2012 (cont'd.)

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:-			
TT Resources Food & Services Sdn Bhd (c)	BTSSB	Rental income receivable for renting of shoplots at Lots LG-18C & LG-24 and storage space at Lot LG-75, Lower Ground Floor, Berjaya Times Square, No. 1 Jalan Imbi, Kuala Lumpur.	261
Qinetics Solutions Sdn Bhd (d)	BTSSB	Receipt of IT consultancy and management services.	2
7-Eleven Malaysia Sdn Bhd (e)	BTSSB	Rental income receivable for renting of shoplots at Lot LG-57A, Lower Ground Floor, Lots 01-16, 01-22 & 01-48, 1st Floor, Lot 03-96C, 3rd Floor, Lot 05-92, 5th Floor and storage space at Lots 01-72A, 1st Floor and Lot 05-75A, 5th Floor Berjaya Times Square, No. 1 Jalan Imbi, Kuala Lumpur.	683
Ascot Sports Sdn Bhd ("Ascot") (f)	BTSSB	Rental income receivable for renting of office at Lots 10-01 & 10-01A, 10th Floor, Berjaya Times Square, No. 1 Jalan Imbi, Kuala Lumpur.	415
Berjaya Starbucks Coffee Company Sdn Bhd ("BStarbucks") (g)	BTSSB	Rental income receivable for renting of café at Lot G-09C, Ground Floor, walkway area, Lot 03-101B, 3rd Floor and office at Lot 10-02, 10th Floor Berjaya Times Square, No. 1 Jalan Imbi, Kuala Lumpur.	443
MOL AccessPortal Sdn Bhd ("MOL AccessPortal") (h)	BTSSB	Rental income receivable for renting of office at Lot 07-01, 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, Berjaya Times Square, No. 1 Jalan Imbi, Kuala Lumpur.	357
BStarbucks (g) MOL AccessPortal (h) UMSB (d) Intan Utilities Berhad ("Intan") (e) Roda Indah Sdn Bhd (i) Wilayah Motor Sdn Bhd (i) GPS Tech Solutions Sdn Bhd (j) Ascot (f)	BTSSB	Parking charges receivable.	382
Grand Total			11,813

Notes:

- A company in which BCorporation and Tan Sri Dato' Seri Vincent Tan Chee YOUNG ("TSVT") have substantial interests. TSVT is also a major shareholder of both BAssets and BCorporation. His sons, Dato' Robin Tan Yeong Ching ("DRT") and Rayvin Tan Yeong Sheik ("RTYS") are also directors and shareholder of BCorporation.
- Deemed a related party by virtue of TSVT's direct and deemed interests in UMSB. Tan Sri Dato' Tan Chee Sing ("TSDT"), the father of Dickson Tan Yong Loong ("DTYL") and a brother of TSVT is also deemed a substantial shareholder of UMSB. Hence, TSDT is a person connected to TSVT and DTYL.
- Wholly-owned subsidiary company of TT Resources Berhad. TSDT is the Executive Chairman and major shareholder of TT Resources Berhad, while DTYL is a Director of TT Resources Berhad.
- 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.
- Subsidiary company of Berjaya Retail Berhad ("BRetail") which in turn is a wholly-owned subsidiary company of Premier Merchandise Sdn Bhd, a wholly-owned subsidiary company of Intan. TSVT is a major shareholder of Intan.
- A company in which TSVT and DRT have interests. DRT and RTYS are directors of Ascot.
- An associated company of BCorporation.
- A wholly-owned subsidiary company of MOL Global Pte Ltd ("M-Global"). TSVT and MOL are major shareholders of M-Global.
- Wholly-owned subsidiary companies of B&B Enterprise Sdn Bhd ("B&B"). TSVT is a major shareholder of B&B.
- A company in which TSVT has interests.

ANALYSIS OF SHAREHOLDINGS

Size of Shareholdings	No. of Shareholders	%	No. of Shares	%
less than 100	507	15.42	14,429	0.00
100 - 1,000	378	11.50	208,890	0.02
1,001 - 10,000	1,472	44.77	7,739,194	0.70
10,001 - 100,000	699	21.26	24,199,814	2.17
100,001 - 55,652,077	229	6.96	805,079,232	72.33
55,652,078* and above	3	0.09	275,800,000	24.78
Total	3,288	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 12 OCTOBER 2012

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 (CB-Goup 4)	136,000,000	12.22
2	Maybank Nominees (Tempatan) Sdn Bhd Maybank International (L) Ltd, Labuan For Tan Sri Dato' Seri Vincent Tan Chee Yioun (211034)	78,000,000	7.01
3	Amsec Nominees (Tempatan) Sdn Bhd Pledged Securities Account - Ambank (M) Berhad For Tan Sri Dato' Seri Vincent Tan Chee Yioun	61,800,000	5.55
4	Berjaya Sampo Insurance Berhad	55,292,500	4.97
5	AIBB Nominees (Tempatan) Sdn Bhd Exempt An For Export - Import Bank Of Malaysia Berhad	55,000,000	4.94
6	Kenanga Nominees (Tempatan) Sdn Bhd Pledged Securities Account For Tan Sri Dato' Seri Vincent Tan Chee Yioun	53,000,000	4.76
7	Berjaya VTCY Sdn Bhd	41,482,246	3.73
8	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
9	Alliancegroup Nominees (Tempatan) Sdn Bhd Pledged Securities Account For Tan Sri Dato' Seri Vincent Tan Chee Yioun (8087489)	36,000,000	3.23
10	MIDF Amanah Investment Nominees (Tempatan) Sdn Bhd Pledged Securities Account For Tan Sri Dato' Seri Vincent Tan Chee Yioun (MGN-VTC0001M)	30,000,000	2.69
11	Amsec Nominees (Tempatan) Sdn Bhd Pledged Securities Account - Ambank (M) Berhad For Tan Sri Dato' Seri Vincent Tan Chee Yioun	30,000,000	2.69
12	Cartaban Nominees (Tempatan) Sdn Bhd Raiffeisen Bank International For Portal Access Sdn Bhd	29,800,000	2.68

Statistics On Shareholdings As At 12 October 2012 (cont'd.)

LIST OF THIRTY (30) LARGEST SHAREHOLDERS AS AT 12 OCTOBER 2012 (CONT'D)

No.	Name of Shareholders	No. of Shares	%
13	Maybank Securities Nominees (Tempatan) Sdn Bhd Pledged Securities Account For Hotel Resort Enterprise Sdn. Bhd.	25,699,300	2.31
14	Tan Sri Dato' Seri Vincent Tan Chee Yioun	25,247,500	2.27
15	Inter-Pacific Equity Nominees (Tempatan) Sdn Bhd Tan Sri Dato' Tan Kok Ping	25,000,000	2.25
16	OSK Nominees (Tempatan) Sdn Bhd Pledged Securities Account For Hotel Resort Enterprise Sdn Bhd	20,507,600	1.84
17	Amsec Nominees (Tempatan) Sdn Bhd Pledged Securities Account - Ambank (M) Berhad For Tan Sri Dato' Seri Vincent Tan Chee Yioun	20,000,000	1.80
18	Scotia Nominees (Tempatan) Sdn Bhd Pledged Securities Account For Dato' Dr Tengku Rethwan Bin Tengku Mansor	16,250,000	1.46
19	Inter-Pacific Equity Nominees (Tempatan) Sdn Bhd Pledged Securities Account For Fabulous Channel Sdn Bhd (AF0010)	16,000,000	1.44
20	Malaysia Nominees (Tempatan) Sendirian Berhad Pledged Securities Account For Tan Sri Dato' Seri Vincent Tan Chee Yioun (CB-Goup 4)	15,000,000	1.35
21	Ambilan Imej Sdn Bhd	13,536,527	1.22
22	Nada Embun Sdn Bhd	12,531,543	1.13
23	TA Nominees (Tempatan) Sdn Bhd Pledged Securities Account For Bong Yam Keng	12,303,700	1.10
24	OSK Nominees (Tempatan) Sdn Bhd Pledged Securities Account For Warisan Jutamas Sdn. Bhd.	12,000,000	1.08
25	Inter-Pacific Equity Nominees (Tempatan) Sdn Bhd Pledged Securities Account For Arsam Bin Damis (AA0023)	11,900,000	1.07
26	Berjaya Land Berhad	11,034,135	0.99
27	Magna Mahsuri Sdn Bhd	10,936,251	0.98
28	OSK Nominees (Tempatan) Sdn Bhd Pledged Securities Account For Tan Sri Dato' Seri Vincent Tan Chee Yioun	10,500,000	0.94
29	EB Nominees (Tempatan) Sendirian Berhad Pledged Securities Account For Berjaya Land Bhd (BBB)	10,030,000	0.90
30	CIMB Group Nominees (Tempatan) Sdn Bhd Pledged Securities Account For Tan Sri Dato' Seri Vincent Tan Chee Yioun (49877 PDZM)	10,000,000	0.90
		921,851,302	82.82

ANALYSIS OF WARRANT HOLDINGS

Size of Warrant Holdings	No. of Warrant Holders	%	No. of Warrants	%
less than 100	2	0.64	29	0.00
100 - 1,000	34	10.90	23,947	0.01
1,001 - 10,000	164	52.56	728,544	0.17
10,001 - 100,000	79	25.32	2,783,276	0.67
100,001 - 20,799,117	31	9.94	81,369,650	19.56
20,799,118* and above	2	0.64	331,076,902	79.59
Total	312	100.00	415,982,348	100.00

NOTE:

Denotes 5% of the Warrants outstanding.

LIST OF THIRTY (30) LARGEST WARRANT HOLDERS AS AT 12 OCTOBER 2012

No.	Name of Warrant Holders	No. of Warrants	%
1	Tan Sri Dato' Seri Vincent Tan Chee Yioun	304,076,902	73.10
2	RHB Capital Nominees (Tempatan) Sdn Bhd Pledged Securities Account For Portal Access Sdn Bhd (BLand)	27,000,000	6.49
3	Inter-Pacific Equity Nominees (Tempatan) Sdn Bhd Inter-Pacific Management Sdn Bhd For Permata Dayu Sdn Bhd	14,000,000	3.37
4	RHB Capital Nominees (Tempatan) Sdn Bhd Pledged Securities Account For Berjaya Land Bhd (681124)	13,000,000	3.13
5	BTS Hotel Sdn Bhd	10,211,506	2.45
6	Inter-Pacific Equity Nominees (Tempatan) Sdn Bhd Inter-Pacific Capital Sdn Bhd (A/C 83)	7,000,000	1.68
7	Dato' Dr Tengku Rethwan Bin Tengku Mansor	6,500,000	1.56
8	Nada Embun Sdn Bhd	5,012,616	1.21
9	Magna Mahsuri Sdn Bhd	4,374,500	1.05
10	Berjaya Capital Berhad	3,370,000	0.81
11	Berjaya Sompo Insurance Berhad	3,317,000	0.80
12	Inter-Pacific Equity Nominees (Tempatan) Sdn Bhd Pledged Securities Account For Arsam Bin Damis (AA0023)	3,000,000	0.72
13	Inter-Pacific Equity Nominees (Tempatan) Sdn Bhd Pledged Securities Account For Pantai Cemerlang Sdn Bhd	2,500,000	0.60
14	Immediate Capital Sdn Bhd	2,106,000	0.51

Statistics On Shareholdings As At 12 October 2012 (cont'd.)

LIST OF THIRTY (30) LARGEST WARRANT HOLDERS AS AT 12 OCTOBER 2012 (CONT'D)

No.	Name of Warrant Holders	No. of Warrants	%
15	Cimsec Nominees (Asing) Sdn Bhd Bank Of Singapore Ltd For Global Heights Group Ltd	1,309,000	0.31
16	Portal Access Sdn Bhd	741,460	0.18
17	JMP Holdings Sdn Bhd	717,028	0.17
18	Vecc-Men Holdings Sdn Bhd	717,028	0.17
19	Cimsec Nominees (Tempatan) Sdn Bhd CIMB Bank For Pek Kiam Kek (MM0606)	395,400	0.10
20	Cimsec Nominees (Tempatan) Sdn Bhd CIMB Bank For Yik Chee Lim (MY0055)	338,000	0.08
21	Cimsec Nominees (Tempatan) Sdn Bhd CIMB Bank For Thong Foong Tat (MY0878)	309,000	0.07
22	Berjaya Land Berhad	305,654	0.07
23	Ng Lee Lin	278,488	0.07
24	Inter-Pacific Equity Nominees (Tempatan) Sdn Bhd Pledged Securities Account For Fabulous Channel Sdn Bhd (AF0010)	250,000	0.06
25	Dato' Robin Tan Yeong Ching	243,340	0.06
26	Nerine Tan Sheik Ping	218,340	0.05
27	Cimsec Nominees (Tempatan) Sdn Bhd CIMB For Rayvin Tan Yeong Sheik (PB)	218,340	0.05
28	Teoh Cheng Hua	218,000	0.05
29	Mercsec Nominees (Tempatan) Sdn Bhd Pledged Securities Account For TNTT Reality Sdn Bhd	216,950	0.05
30	RHB Capital Nominees (Tempatan) Sdn Bhd Pledged Securities Account For Thong Foong Tat (KTN)	146,000	0.04
		412,090,552	99.06

Substantial Shareholders As At 12 October 2012

Name of Substantial Shareholders	No. of Ordinary Shares of RM1.00 each			
	Direct Interest	%	Deemed Interest	%
Tan Sri Dato' Seri Vincent Tan Chee Yioun	571,547,500	51.35	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:-

- (a) Deemed interested by virtue of his interest 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.
- (b) Deemed interested by virtue of its 100% interests in Portal Access Sdn Bhd, Immediate Capital Sdn Bhd, BTS Hotel Sdn Bhd (formerly known as Dian Kristal 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.
- (c) Deemed interested by virtue of its interests in Berjaya Land Berhad.
- (d) Deemed interested by virtue of its interests in Ambilan Imej Sdn Bhd, Inter-Pacific Capital Sdn Bhd and Berjaya Sampo Insurance Berhad.
- (e) Deemed interested by virtue of its interests in Berjaya Land Berhad and Berjaya Capital Berhad.
- (f) Deemed interested by virtue of its 100% interest in Teras Mewah Sdn Bhd and Juara Sejati Sdn Bhd.
- (g) Deemed interested by virtue of its 100% interest in Berjaya Group Berhad.

Statement Of Directors' Shareholdings As At 12 October 2012

	No. of Ordinary Shares of RM1.00 each			
	Direct Interest	%	Deemed Interest	%
1. Dato' Chan Tien Ghee	250,000	0.02	-	-

Save as disclosed, none of the other Directors of the Company had any interest in the shares and warrants of the Company or its related corporations as at 12th October 2012.

Notice Of Annual General Meeting

NOTICE IS HEREBY GIVEN THAT the Fifty-Second 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, 6 December 2012 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 2012 and the Directors' and Auditors' Reports thereon. **Resolution 1**
2. To approve the payment of a final dividend of 2 sen per ordinary share of RM1.00 each less 25% income tax in respect of the year ended 30 June 2012. **Resolution 2**
3. To approve the payment of Directors' fees amounting to RM132,000 for the year ended 30 June 2012. **Resolution 3**
4. To re-elect the following Directors who retire pursuant to Article 102 of the Company's Articles of Association:
 - a) Heng Kiah Choong **Resolution 4**
 - b) Lim Meng Kwong **Resolution 5**
5. To re-elect the following Directors who retires pursuant to Article 93 of the Company's Articles of Association:-
 - a) Dato' Chan Tien Ghee **Resolution 6**
 - b) Datuk Lye Ek Seang **Resolution 7**
 - c) Dickson Tan Yong Loong **Resolution 8**
6. 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 9**
7. 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 10**
8. To appoint Auditors pursuant to a Notice of Nomination received by the Company, a copy of which is annexed hereto and marked as "Appendix I", for the nomination of Messrs Deloitte KassimChan for appointment as the auditors of the Company and to consider and if thought fit, to pass the following Ordinary Resolution:-

"THAT Messrs Deloitte KassimChan be and are hereby appointed as the auditors of the Company in place of the retiring auditors, Messrs Ernst & Young and to hold office until the conclusion of the next Annual General Meeting and that the directors be authorised to fix their remuneration."

Resolution 11
9. As special business:
 - a) 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 12

(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 14 November 2012 ("Proposed Mandate") which are necessary for the day-to-day operations and/or in the ordinary course of business of the Company and its subsidiary companies on terms not more favourable to the related parties than those generally available to the public and are not detrimental to the minority shareholders of the Company and that such approval shall continue to be in force until:

- (a) the conclusion of the next Annual General Meeting ("AGM") of the Company following the forthcoming AGM at which the ordinary resolution for the Proposed Mandate will be passed, at which time it will lapse, unless by a resolution passed at a 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 resolution passed by the shareholders at 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 13

NOTICE OF DIVIDEND PAYMENT AND ENTITLEMENT DATE

NOTICE IS ALSO HEREBY GIVEN THAT the final dividend of 2 sen per ordinary share of RM1.00 each less 25% income tax in respect of the financial year ended 30 June 2012, if approved by the shareholders at the forthcoming Annual General Meeting, will be paid on 30 January 2013.

The entitlement date shall be fixed on 10 January 2013 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 10 January 2013 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

14 November 2012

Notice Of Annual General Meeting (cont'd.)

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 and the provisions of Section 149(1)(b) of the Companies Act, 1965 shall not apply to the Company.
2. A member of the Company who is an authorised nominee as defined under the Securities Industry (Central Depositories) Act, 1991 may appoint one (1) proxy in respect of each securities account.
3. The instrument appointing a proxy shall be in writing under the hand of the appointer or his attorney duly authorised in writing, or if such appointor is a corporation, under its common seal, or the hand of its officer or its duly authorised attorney.
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 29 November 2012 shall be regarded as members and entitled to attend, speak and vote at the Annual General Meeting.

(B) ORDINARY BUSINESS

1. Agenda 8
The auditors, Messrs Ernst & Young, would not be seeking for re-appointment as auditors of the Company at the forthcoming Annual General Meeting ("AGM") and would retire at the conclusion of the AGM.

The Company had received a notice from a shareholder pursuant to Section 172(11) of the Companies Act, 1965, for the nomination of Messrs Deloitte KassimChan who have given their consent to act, for appointment as the auditors of the Company at the forthcoming AGM.

The Directors confirmed that there were no disagreements with Messrs Ernst & Young on any accounting issues during the financial year ended 30 June 2012 and there were no other circumstances connected with the change of auditors that should be brought to the attention of the shareholders.

(C) SPECIAL BUSINESS

1. Resolution 12 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-First Annual General Meeting held on 22 November 2011 and which will lapse at the conclusion of the Fifty-Second 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 13 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 Ordinary Resolution 13 are set out in the Circular to Shareholders dated 14 November 2012 attached to the Annual Report.

Appendix 1 Notice of Nomination

Date: 1st November 2012

The Board of Directors
BERJAYA ASSETS BERHAD
Lot 13-01A Level 13 (East Wing)
Berjaya Times Square
No. 1 Jalan Imbi
55100 Kuala Lumpur

Dear Sirs

NOTICE PURSUANT TO SECTION 172(11) OF THE COMPANIES ACT 1965

I, Tan Sri Dato' Seri Vincent Tan Chee Yioun, being a shareholder of your company and entitled to attend and vote at the general meetings, hereby give notice that I wish to nominate Messrs Deloitte KassimChan as auditors in place of the retiring auditors, Messrs Ernst & Young, at your company's forthcoming Annual General Meeting and in connection therewith, to propose the following Ordinary Resolution:-

"THAT Messrs Deloitte KassimChan be and are hereby appointed as the auditors of the Company in place of the retiring auditors, Messrs Ernst & Young and to hold office until the conclusion of the next Annual General Meeting and that the directors be authorised to fix their remuneration."

Yours faithfully,

(signed)

TAN SRI DATO' SERI VINCENT TAN CHEE YIOUN

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-Second 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, 6 December 2012 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.		
RESOLUTION 3 - To approve payment of Directors' fees.		
RESOLUTION 4 - To re-elect Heng Kiah Choong as Director.		
RESOLUTION 5 - To re-elect Lim Meng Kwong as Director.		
RESOLUTION 6 - To re-elect Dato' Chan Tien Ghee as Director.		
RESOLUTION 7 - To re-elect Datuk Lye Ek Seang as Director.		
RESOLUTION 8 - To re-elect Dickson Tan Yong Loong as Director.		
RESOLUTION 9 - To re-appoint YAM Tunku Dato' Seri Shahabuddin Bin Tunku Besar Burhanuddin as Director.		
RESOLUTION 10 - To re-appoint Dato' Mohd Salleh Bin Ahmad as Director.		
RESOLUTION 11 - To appoint new auditors in place of the retiring auditors.		
RESOLUTION 12 - To approve authority to issue and allot shares.		
RESOLUTION 13 - To renew shareholders' mandate for Recurrent Related Party Transactions.		

No. of Shares Held

Signature of Shareholder(s)

Signed this _____ day of _____ 2012

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 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 may appoint one (1) proxy in respect of each securities account.
- The instrument appointing a proxy shall be in writing under the hand of the appointer or his attorney duly authorised in writing, or if such appointer is a corporation, 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 29 November 2012 shall be regarded as members and entitled to attend, speak and vote at the Annual General Meeting.

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Affix
Stamp

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:

Postal no. 08-23 (Lot no. 08-16)
Level 8, Berjaya Times Square
No. 1 Jalan Imbi
55100 Kuala Lumpur
Tel : 03-2144 9821
Fax : 03-2143 3055
www.timesquarekl.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

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

