

BERJAYA

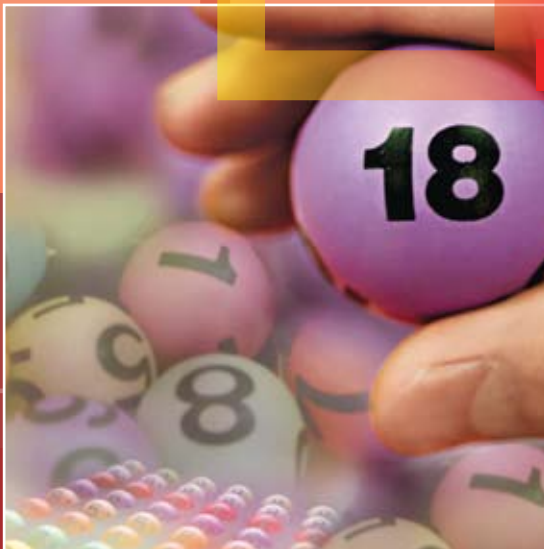
BERJAYA SPORTS TOTO BERHAD

(Company No. 9109-K)

برجاي سפורتس توتو برحد

成功多多博彩有限公司

**ANNUAL
REPORT
2015**





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

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

OUR MISSION AND VISION

To generate consistently profitable returns for our shareholders from investments in core business activities:

- By providing direction, financial resources and management support for each operating unit;
- Through establishing a major market presence for each activity;
- Through dynamic and innovative management, teamwork and a commitment to excellence.

CONTENTS

01	Corporate Profile	39	Audit Committee Report
02	Corporate Information	43	Financial Statements
03	Profile of Directors	145	List of Major Properties
07	Chairman's Statement	145	Material Contracts
20	Group Financial Summary	145	Additional Information
22	Group Financial Highlights	146	Recurrent Related Party Transactions of a Revenue or Trading Nature
23	Management Discussion & Analysis	148	Statement of Directors' Shareholdings
27	Corporate Structure	150	Statistics on Shareholdings
28	Statement on Corporate Governance	153	Notice of Annual General Meeting Form of Proxy
37	Statement on Risk Management and Internal Control		



A customer service staff attending to a Toto customer.



A Toto draw in progress.

CORPORATE PROFILE

Berjaya Sports Toto Berhad ("BToto") was incorporated in 1969 as Unilite Electrical Industries Berhad. The Company changed its name to Far East Asset Berhad in 1987. On 31 October 1992, the Company completed its acquisition of the entire issued and paid-up share capital of 112,522,500 ordinary shares of 50 sen each in Sports Toto Malaysia Sdn Bhd ("Sports Toto") for a purchase consideration of RM600 million through an issue of RM390.97 million 9% nominal amount of RM1.00 Redeemable Convertible Unsecured Loan Stocks 1992/97 in the Company and the balance in cash of RM209.03 million. On 17 May 1993, the Company was renamed Berjaya Sports Toto Berhad.

The core businesses of the Group are:

- operation of Toto betting under Section 5 of the Pool Betting Act, 1967;
- leasing of online lottery equipment and provision of software support;
- manufacture and distribution of computerised lottery and voting systems; and
- motor retailing and provision of aftersales services.

The history of Sports Toto began in 1969 when it was incorporated to run the Toto betting business. It was essentially the Government's effort to raise funds to promote and develop sports, youth and cultural activities.

Sports Toto was privatised in 1985 when its then Chief Executive Officer, Tan Sri Dato' Seri Vincent Tan Chee Yioun, through his private company acquired 70% of the paid-up capital.

Sports Toto offers 7 games which are drawn 3 days a week.

Internationally, BToto operates in the Philippines through its subsidiary Berjaya Philippines Inc. ("BPI") which is listed on the Philippine Stock Exchange. Its wholly-owned subsidiary, Philippine Gaming Management Corporation, supplies and maintains a computerised online lottery system and software support to Philippine Charity Sweepstakes Office in Luzon Island, Philippines. BPI through Perdana Hotel Philippines Inc, runs and manages Berjaya Makati Hotel in Makati City, Metro Manila, Philippines.

In the United Kingdom, BPI's subsidiary, H.R. Owen Plc, operates a number of luxury vehicle dealerships in the prestige and specialist car market for both sales and aftersales, predominantly in London.

In the U.S.A., BToto's subsidiary, International Lottery & Totalizator Systems, Inc. provides computerised wagering equipment and systems to the online lottery and pari-mutuel racing industries worldwide and voting jurisdictions in the U.S.A.

The Group has a total employee strength of 1,394 as at 30 April 2015.

Sports Toto's financial growth over the past 29 years after its privatisation in 1985 is highlighted below:

	30.4.2015 (Million)		31.12.1985 (Million)		29 Years' Annualised Increase (%)
	RM	USD	RM	USD	
Revenue	3,232.2	911.8	76.0	21.3	143.2
Pre-tax Profit	477.2	134.6	5.0	1.4	325.7
Equity Funds	151.7	42.8	1.0	0.3	519.7
Total Assets	1,225.2	345.6	12.7	3.6	329.2

Exchange rate as at 30 April 2015 : USD1.00 : RM3.545



A H.R. Owen showroom in Pangbourne, West London.



A lotto sales counter at a shopping centre in Manila, Philippines.

CORPORATE INFORMATION

BOARD OF DIRECTORS

Chairman

Cheah Tek Kuang

Chief Executive Officer

Dato' Sri Robin Tan Yeong Ching

Executive Directors

Chan Kien Sing

Seow Swee Pin

Non Independent/Non-Executive Directors

Freddie Pang Hock Cheng

Dato' Dickson Tan Yong Loong

Independent/Non-Executive Directors

Datuk Robert Yong Kuen Loke

Dato' Oon Weng Boon

AUDIT COMMITTEE

Chairman/Independent Non-Executive Director

Cheah Tek Kuang

Independent/Non-Executive Directors

Datuk Robert Yong Kuen Loke

Dato' Oon Weng Boon

SECRETARIES

Su Swee Hong

(MAICSA No. 0776729)

Tham Lai Heng, Michelle

(MAICSA No. 7013702)

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

CIMB Bank Berhad

STOCK EXCHANGE LISTING

Bursa Malaysia Securities Berhad Main Market

STOCK SHORT NAME

BJTOTO (1562)

PLACE OF INCORPORATION AND DOMICILE

Malaysia

PROFILE OF DIRECTORS



CHEAH TEK KUANG

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

He was appointed to the Board on 25 July 2012 as the Chairman. He graduated with a Bachelor of Economics (Honours) degree from the University of Malaya and is a Fellow of the Institute of Bankers Malaysia. He was appointed the Justice of Peace by His Royal Majesty the Sultan of Selangor in 1999. He joined the AmBank Group in 1978 and he retired as the Group Managing Director on 1 April 2012.

Currently, he still continues to be active in the banking industry and serves as a Non-Executive Director of AmBank (M) Berhad, AmInvestment Bank Berhad and AmIslamic Bank Berhad. Prior to joining the AmBank Group, he was with Malaysian Industrial Development Authority.

He is presently a member of the Board of IOI Corporation Berhad and UMW Oil & Gas Corporation Berhad. He also holds directorships in Danajamin Nasional Berhad, Cagamas Holdings Bhd and Eco World International Bhd. He has also been appointed as a Governor of the Yayasan Bursa Malaysia with effect from 14 April 2015.

Cheah Tek Kuang is the Chairman of the Audit Committee, Remuneration Committee, Risk Management Committee and Nomination Committee of the Company.



DATO' SRI ROBIN TAN YEONG CHING

41 years of age, Malaysian
Chief Executive Officer
(Non-Independent)

He was appointed to the Board on 21 February 1998 as an Executive Director and subsequently, was appointed as the Chief Executive Officer of the Company on 21 December 2006. He graduated with a Bachelor of Social Science degree in Accounting/Law from the University of Southampton, United Kingdom, in 1995. He joined Berjaya Group Berhad in 1995 as an Executive and subsequently became the General Manager, Corporate Affairs in 1997.

Currently, he is the Chairman and Chief Executive Officer of Berjaya Corporation Berhad and an Executive Director of Sports Toto Malaysia Sdn Bhd. He is the Executive Chairman of Berjaya Food Berhad and the Chairman of Berjaya Media Berhad, Sun Media Corporation Sdn Bhd and Informatics Education Limited, Singapore. He is also a Director of Atlan Holdings Bhd, Berjaya Sampo Insurance Berhad, Berjaya Golf Resort Berhad and KDE Recreation Berhad. He also holds directorships in several other private limited companies in the Berjaya Corporation group of companies. He is also a Commission Member of the Companies Commission of Malaysia.

His cousin, Dato' Dickson Tan Yong Loong, is also a member of the Board while his father, Tan Sri Dato' Seri Vincent Tan Chee Yioun is a major shareholder of the Company.

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

PROFILE OF DIRECTORS



CHAN KIEN SING

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

He was appointed to the Board on 1 December 1992. He is a member of The Malaysian Institute of Certified Public Accountants and Malaysian Institute of Accountants. Having articulated with Messrs Peat Marwick Mitchell (now known as KPMG) from 1975 to 1981, he subsequently joined Arab-Malaysian Merchant Bank Berhad (now known as AmlInvestment Bank Berhad) specializing in corporate finance until 1989 when he joined Berjaya Group Berhad.

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



SEOW SWEE PIN

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

He was appointed to the Board on 17 December 2007 as an Executive Director. He is a member of the Malaysian Institute of Certified Public Accountants, the Malaysian Institute of Accountants and Certified Practising Accountants, Australia. He has extensive working experience in auditing, accounting, financial management and corporate finance. He worked with Messrs Ernst & Young from 1976 to 1984 and was appointed as an Audit Manager in 1982. Between 1984 and 1990, he held senior management positions in several major public listed groups including Group Financial Controller of Island & Peninsular Berhad, Group Chief Accountant of Sime Darby Berhad and Group Chief Accountant of Lion Corporation Berhad. He joined Berjaya Land Berhad as General Manager (Finance) in 1991. In 1994, he was appointed as General Manager (Finance & Operations) of Sports Toto Malaysia Sdn Bhd and was subsequently promoted to Senior General Manager in 1996.

Currently, he is also an Executive Director of Sports Toto Malaysia Sdn Bhd and Chairman of Philippine Gaming Management Corporation. He is also a Director of Berjaya Philippines Inc. and several other private limited companies.

Seow Swee Pin is a member of the Risk Management Committee of the Company.

PROFILE OF DIRECTORS



FREDDIE PANG HOCK CHENG

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

He was appointed to the Board on 1 December 1992. He began his career with a predecessor firm of Messrs Ernst & Young where he worked for seven years until 1982 during which he qualified for entry as a member of the Malaysian Institute of Certified Public Accountants. He is also a member of the Malaysian Institute of Accountants. Thereafter, he joined the Corporate Advisory Department of Malaysian International Merchant Bankers Berhad where he was actively involved in a wide variety of corporate exercises in an advisory capacity until his departure in 1990. He joined Berjaya Group of companies in October 1990 until his recent retirement as an Executive Director on 31 March 2015 and is currently a Non-Independent Non-Executive Director of the Company.

He is also the Chairman of Intan Utilities Berhad, a Director of Berjaya Corporation Berhad and he also holds directorships in several other private limited companies.



DATO' DICKSON TAN YONG LOONG

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

He was appointed to the Board on 15 March 2011. He graduated with a Bachelor of Science (Honours) degree in Business Management from King's College, University of London, United Kingdom, in 2002. He obtained a Master of Science in Internal Auditing and Management from Cass Business School, City University, United Kingdom, in 2003.

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

He also holds directorships in Tropicana Golf & Country Resort Berhad, Berjaya Corporation Berhad, Berjaya Land Berhad and Berjaya Assets Berhad.

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

His cousin, Dato' Sri Robin Tan Yeong Ching, is also a member of the Board while his uncle, Tan Sri Dato' Seri Vincent Tan Chee Yioun is a major shareholder of the Company.

PROFILE OF DIRECTORS



DATUK ROBERT YONG KUEN LOKE

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

He was appointed to the Board on 1 December 1992. He is a Fellow member of The Institute of Chartered Accountants in England and Wales and a member of The Institute of Singapore Chartered Accountants and the Malaysian Institute of Accountants. He is also a Council Member of the Malaysian Institute of Certified Public Accountants and presently serves as a member of its Executive Committee. He has many years of working experience in the fields of accounting, audit, treasury and financial management. He started his career in London in 1973 and worked 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 Assets Berhad.

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

Save as disclosed, none of the Directors have:-

- 1. Any family relationship with any Director and/or major shareholder of the Company;*
- 2. Any conflict of interest with the Company; and*
- 3. Any convictions for offences within the past 10 years other than traffic offences.*



DATO' OON WENG BOON

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

He was appointed to the Board on 27 February 2014 as an Independent Non-Executive Director. He graduated with a Bachelor of Science (Hons) degree in Physics from University of Science Malaysia. Upon graduation, he started his career in real estate at Henry Butcher Lim & Long (North) Sdn Bhd in 1994 and was with them for six years as Marketing Manager. During his tenure at Henry Butcher, he had gained solid foundation and knowledge in the property industry that are exclusive and localized according to various geographical areas. Geared with vast hands-on experience, Dato' Oon went into property development in 2001.

Dato' Oon founded Island LandCap Properties Group Sdn Bhd and Island LandCap Construction Sdn Bhd in 2001 and is presently the Executive Chairman and Chief Executive Officer of the companies respectively (or "ILCP Group"). ILCP Group is principally involved in property development and construction. As Executive Chairman and Chief Executive Officer of the said companies, he is actively involved in all aspects of management and operations of the ILCP Group to ensure higher and sustainable growth are achieved continuously so as to meet the long-term goals of the Group.

Dato' Oon is also a Vice President (2012-2015) for Penang Chinese Chamber of Commerce ("PCCC") and Advisor to PCCC, Young Entrepreneur Section (2012-2015). At the national level, Dato' Oon has been appointed as Advisor to the Associated Chinese Chambers of Commerce and Industry of Malaysia (ACCCIM), Young Entrepreneurs Committee (2013-2015).

Dato' Oon Weng Boon is a member of the Audit Committee, Nomination Committee, Remuneration Committee and Risk Management Committee of the Company.

CHAIRMAN'S STATEMENT

On behalf of the Board of Directors of Berjaya Sports Toto Berhad ("BToto"), I am pleased to present to you the Annual Report and Audited Financial Statements for the financial year ended 30 April 2015.

FINANCIAL RESULTS

For the financial year under review, the Group registered an increase in revenue of 21.8% to RM5.29 billion from RM4.34 billion in the previous financial year mainly due to the consolidation of H.R. Owen Plc's ("H.R. Owen") 12-month revenue contribution in the financial year under review, compared to only 6 months' results consolidated in the previous financial year. Group pre-tax profit increased by 4.8% to RM534.0 million from RM509.7 million in the previous financial year, mainly attributed to the refund of RM18 million stamp duty pursuant to the rescission of the share purchase agreement following the aborted listing of Sports Toto Malaysia Trust on the Singapore Exchange Securities Trading Limited.

DIVIDEND

For the financial year ended 30 April 2015, BToto had declared and paid four interim dividends of an aggregate of 21.5 sen single tier exempt dividend. The total dividend distribution for the financial year ended 30 April 2015 was approximately RM289.3 million, representing about 80.0% of the attributable profit of the Group for the financial year ended 30 April 2015.

SIGNIFICANT CORPORATE DEVELOPMENTS

1. On 5 January 2015, BToto announced that its subsidiary, International Lottery & Totalizator Systems, Inc. ("ILTS"),

merged with its wholly-owned subsidiary, Delaware International Lottery & Totalizator Systems, Inc. ("ILTS Delaware"). As a result of the merger, ILTS Delaware is the surviving corporation and changed its name to International Lottery & Totalizator Systems, Inc. ("ILTS"). Following the merger and the completion of a reverse stock split of the common stock of ILTS, Berjaya Lottery Management (HK) Limited, a wholly-owned subsidiary of BToto, became the sole shareholder of ILTS.

2. On 17 August 2015, BToto announced that Berjaya Philippines Inc.'s ("BPI") wholly-owned subsidiary, Philippine Gaming Management Corporation ("PGMC"), entered into a Supplemental and Status Quo Agreement with the Philippine Charity Sweepstakes Office ("PCSO") for maintaining the status quo of PGMC's leasing of online lottery equipment and provision of software support to PCSO for a period of three years from 22 August 2015 to 21 August 2018.

REVIEW OF OPERATIONS

Malaysia

Despite the continued challenging economic and regulatory environment, BToto's principal subsidiary, Sports Toto Malaysia Sdn Bhd ("Sports Toto"), continued to remain the market leader among all the Number Forecast Operators ("NFO") in the country in terms of total revenue for the financial year under review.



A Sports Toto outlet.



ILTS' point-of-sale terminals.

CHAIRMAN'S STATEMENT



The reception lobby of Berjaya Makati Hotel, Metro Manila.

During the financial year under review, the highest jackpot winning among the games offered was Supreme Toto 6/58's RM40.6 million, followed by Power Toto 6/55's RM25.7 million. A popular Jackpot game among betting customers, Toto 4D Jackpot recorded the most frequent winnings. Its first prize (Jackpot 1) of RM19.1 million was the highest among the 11 first prizes won in its category during the financial year under review.

Game enhancements introduced in May 2014 featuring "i-Perm" play in Toto 5D, "i-System" play in Toto 4D Jackpot and "EZ-Bet System" play in Lotto games have yielded increased fun and winning chances with more combinations, making it more affordable for customers. New features including roll-bet types in Toto 4D, repeat bet for Toto 4D i-Perm and Toto 5D i-Perm, multiple draws for 2D bar code replay and other enhanced promotional features were introduced in November 2014.

Sports Toto launched a new Lotto game, Grand Toto 6/63, in March 2015 replacing Mega Toto 6/52. The Grand Toto 6/63 is similar to its counterparts within the Lotto range, except that it has a bigger matrix of 63 numbers and offers four bigger prize groups with its Jackpot (first prize) starting at an attractive upfront amount of RM15 million. It is envisaged that the new Lotto game would refresh and bring about more excitement and fun to boost and sustain customers' interest over a longer term.

As part of its continued initiatives to enhance customer experience and information flow, digital signages were installed strategically on a pilot basis at selected sale outlets. Introduction of a mobile website with more user-friendly features was made in May 2015, in addition to its existing mobile application.



A H.R. Owen showroom in Berkshire, England.

In line with the implementation of the Malaysian Goods & Services Tax ("GST") effective 1 April 2015, Sports Toto successfully embraced GST in its business and operating systems including all its sale outlets' point-of-sale systems ('POS') nationwide.

The Philippines

BPI's main subsidiaries comprise PGMC, H.R. Owen and Perdana Hotel Philippines Inc. ("PHPI").

PGMC which operates the business of leasing online lottery equipment and providing software support to PCSO had a total of 4,347 lottery terminals installed at 3,948 outlets in the Luzon Island as of 30 April 2015. PCSO introduced a new Lotto game, UltraLotto 6/58, in February 2015 with the aim of generating more excitement and fun within the Lotto categories, thus attracting more customers.

H.R. Owen, a luxury motor retailer, operates a number of vehicle franchises in the prestige and specialist car market for both sales and aftersales, predominantly in London, UK. During the financial year under review, H.R. Owen completed its acquisition of the Bentley business in Hertfordshire to enhance its brand representation and operational synergies.

PHPI operates the Berjaya Manila Hotel located in Makati City, Metro Manila. For the financial year under review, its hotel room occupancy rate improved from an average of 58% to 66%, compared to the previous financial year. The hotel also underwent a series of preventive maintenance and refurbishment exercises to further enhance its image and product quality.



Outdoor advertising for a new Papa John's outlet in PJ Banawe, Quezon City, Metro Manila.

Its associated company, Berjaya Pizza Philippines Inc. ("BPPPI"), which is the franchisee for Papa John's Pizza, expanded its operations to 18 restaurant-based pizza stores in Metro Manila in the financial year under review compared to 16 restaurants in the previous financial year. Its revenue increased to Peso197.2 million for the financial year under review compared to Peso188.0 million in the previous financial year due to an increase in the number of stores within Metro Manila. Loss after tax decreased to Peso116.6 million compared to Peso139.0 million in the previous financial year mainly due to lower operating expenses.

Its other associated company, Berjaya Auto Philippines ("BAP"), a distributor for Mazda brand vehicles in the Philippines, reported a higher revenue of Peso3.5 billion compared to Peso2.4 billion in the previous financial year. The increase of 45.3% was due to a higher volume of units sold. Profit after tax increased to Peso231.4 million compared to Peso110.5 million in the previous financial year mainly due to the increase in revenue.

The United States of America

For the financial year under review, its voting business segment, Unisyn Voting Solutions, Inc. ("Unisyn"), a wholly-owned subsidiary of ILTS, recorded a higher revenue as it secured additional sales of its OpenElect® voting system and products ("OpenElect® Suites") in the states of Arizona, Indiana, Iowa, Kansas, Missouri, Tennessee, Utah and Virginia. Unisyn currently has more than 3,200 OpenElect®



A Mazda showroom in North Edsa, Quezon City, Metro Manila.

voting systems and products installed and used in the elections of over 10,000 precincts in 110 counties throughout Arizona, Indiana, Iowa, Kansas, Missouri, Tennessee, Utah and Virginia in the U.S.

Unisyn is one of the few companies which have received the 2005 Voluntary Voting System Guidelines Certification of the U.S. Election Assistance Commission ("EAC") for its OpenElect® Suites. The OpenElect® Suites had received additional federal certification upgrades from the EAC, as well as state certifications from Missouri, Iowa, Virginia, Indiana, Tennessee, Ohio, Kansas, Arizona and Utah. Unisyn continues with its certification processes in selected states to support its sales and marketing activities. Unisyn also provides technical election support to Los Angeles County, the largest voting jurisdiction in the U.S. with a voting age population of more than 5.5 million.

The OpenElect® Suites include OpenElect® Voting Optical Scan, OpenElect® Optical Voting Interface, OpenElect® Central Scan and the OpenElect® Central Suite.

ILTS is a leading supplier of lottery systems with installations worldwide. ILTS offers the entire spectrum of lottery products and services including gaming system software, agent terminals, data communications, consulting, training, facilities management and maintenance support. After more than 3 decades of operations, ILTS has provided lottery systems with installations worldwide to more than 28 customers in more than 22 countries on 6 continents and delivered more than 65,000 wagering terminals.

CHAIRMAN'S STATEMENT

CORPORATE SOCIAL RESPONSIBILITY ("CSR")

Embracing CSR and putting it into action has been part of Sports Toto's commitment all these years. Community services and sports continued to be the main areas in which the company focuses on in fulfilling its social responsibility.

The company's programmes lend support to people from all walks of life. The CSR initiatives undertaken bring benefits to the underprivileged and marginalized groups which are in line with its objective of Giving Something Back to Society.

Community

Festive occasions are the best of times to reach out and spread cheer to the less fortunate groups.

The annual Sports Toto Chinese New Year Ang Pow Donation Campaign which marked its 27th anniversary this year is one of the biggest festive donation campaigns in the country which benefitted more than 17,000 needy senior citizens in 45 cities and towns throughout the country.

The company also shared festive cheer during Hari Raya, Deepavali and Christmas by giving cash and in kind as well as bringing fun activities to the less fortunate groups.

During the Ramadhan month, Sports Toto organised goodwill visits to the paediatric wards of government hospitals in Kuala Kubu Bharu and Sungai Buloh, and shared the Hari Raya cheer with approximately 100 patients by contributing cash as well as mini hampers comprising stationery, books and soft toys.

The Deepavali celebrations saw Sports Toto bringing Deepavali cheer to 600 less fortunate and needy families in Brinchang, Cameron Highlands and Kajang, Selangor. The recipients were overjoyed as they walked away with festive goodies such as rice, hampers and "ang pows".

In conjunction with the joyful Christmas season, Sports Toto took the opportunity to reach out to the Orang Asli community in the remote part of Raub, Pahang. More than 600 indigenous folks received Christmas goodies and were treated to a sumptuous buffet lunch.



Deputy Finance Minister II Datuk Chua Tee Yong (3rd from right) launched the 27th Sports Toto Chinese New Year Ang Pow Donation Campaign. B Toto CEO Dato' Sri Robin Tan (2nd from right) and Executive Director Mr Vincent Seow (1st from right) were present.



Hari Raya goodwill visit to the paediatric ward of a government hospital.



Sharing festive cheer with the needy during Deepavali.



Christmas joy for the Orang Asli community in Raub, Pahang.

The company also sponsored "101 Charity TCM Clinic Program" that offered free medical check-up services and health talks to over 1,000 people.

Poverty has always been a major social issue in today's society. Thus, Sports Toto collaborated with NTV7 for the fifth consecutive year in the production of a 13-episode charity-themed TV programme - "Helping Hands Season 5" which provided 13 impoverished families with necessary home improvements, medical provisions and other necessities to improve their living conditions. To date,



"Helping Hands Season 5" charity-themed TV programme.

Sports Toto has helped to alleviate the living conditions of 65 poverty-stricken families and heighten social awareness of their plights through the TV show.

In the Philippines, BPI in collaboration with Gawad Kalinga Community Development Inc. ("GKCDI"), donated 30 houses in Brgy. Sagasa, Esperanza, Sultan Kudarat, as well as another 30 houses in Brgy. Mahayahay, Kitcharao, Agusan Del Norte to reach out and support the reconstruction of housing units for the poor and needy families.

Under the same initiative, BPI contributed 200 houses in Camaman-an and 100 houses in Bugo, Cagayan de Oro City, Mindanao, which was part of the Peso100 million BPI donated to GKCDI for the building of homes in areas hit by Typhoon Sendong in 2011.

Currently, there are 12 Berjaya-GK villages in various locations across the Philippines and so far, 820 homes have been built in Cagayan de Oro, Compostela Valley, Basilan, Cavite, Davao City, Agusan del Norte, Masbate, Southern Leyte, Lanao del Norte, Bukidon, Sultan Kudarat, Surigao del Norte, Bulacan and Nueva Ecija.

Sports Toto also lent a helping hand to the flood victims in Bosnia by donating RM50,000 cash to theSun-Mercy Malaysia Bosnia Flood Disaster Relief Fund when the country was hit by Cyclone Tamara in May 2014.

Besides these initiatives, there were numerous other community-related CSR initiatives that Sports Toto was involved in either through collaborations with Berjaya Cares Foundation or various non-profit organisations.



Lending disaster relief assistance.

CHAIRMAN'S STATEMENT

Sports

Sports Toto has always been supportive in promoting sports for the good of the community and the country at large. Sports remain as one of the main areas in which the company strives to fulfil its social responsibility. During the financial year under review, Sports Toto supported many sporting events such as the Asean Basketball League 2014, Penang Bridge International Marathon 2014, Kenny Rogers Chicken Run 2014, Run For Your Lives Malaysia 2014, TARCian Run 2015, 204KM KL-Maran Big Walk 2014, Ambank City Day Run 2015, Seremban Half Marathon 2014, Milo-FTKLAA Walk Circuit 2014, 42nd Penang PESTA International Bowling Championship 2014, Sports Toto-FTKLAA Cross Country Run 2015, Jasmine Cup Youth Basketball Tournament 2015, 8th Malaysia Independent Chinese Secondary Schools Ball Games Championship 2014 and Kuching Festival 2014.

In a continuous effort to support the national sports development, Sports Toto joined hands with the Olympic Council of Malaysia (OCM) in recognising Malaysian athletes through the OCM-Sports Toto Outstanding Athletes of the Games Award 2014. The awards were presented to outstanding gold medalists who had made the country

proud by delivering high standards of performance at the 20th Commonwealth Games 2014 in Glasgow, UK and the 17th Asian Games in Incheon, South Korea. A total of 17 gold medallists from the 20th Commonwealth Games 2014 as well as 8 gold medalists from the 17th Asian Games were awarded for their individual and team achievements.

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

Education

Education is fundamental to human capital growth and development. Sports Toto believes that children are the future, and regardless of their backgrounds, deserve to have a happy childhood and be given access to education.

In view of the need for educational and learning opportunities in the community, Sports Toto embarked on the third "Reading My Companion" learning programme for 10 micro-sized Chinese primary schools in the rural areas of Selangor and Negri Sembilan to inculcate reading as a pastime of choice among the rural children.



OCM-Sports Toto Outstanding Athletes of the Games Award 2014.



Sports Toto - FTKLAA Cross Country Run 2015.



Reaching out to the rural students through the "Reading My Companion" project.



Children overjoyed with the storybooks received.



Tan Sri Vincent Tan with the children at Berjaya GK Village in Camaman-an, Cagayan De Oro City, Philippines.



Part of the game offerings by Sports Toto at Berjaya Founder's Day 2015.

Popular Entertainment & Culture

During the financial year under review, Sports Toto continued to bring exciting entertainment to the local communities by organising various interactive and live performances. The Show Time roadshows were held in various parts of the country and Sarawak was the last stop to wrap up the season. The Astro Hua Hee Karaoke Competition 2014 brought great excitement to the Hokkien karaoke enthusiasts. The company also organized the inaugural Sabah Talent Star 2014. It was a platform for Sabahans to show off all kinds of talents.

In the promotion of culture and arts, Sports Toto supported Pesta Tanglong Muar 2014, Penang Chingay Parade 2014, Nine Emperor God Festival, Hungry Ghost Festival and Muar Chinese New Year Street Show.

Workplace

As part of staff welfare, Sports Toto's Sports Club has been actively organizing a variety of recreational and sports activities such as educational visits, family day outings, birthday celebrations and festive get-togethers, bowling tournaments, badminton championships, ping pong and darts competitions.

Group Synergy

At the group level, Sports Toto hosted synergy lunch

meetings as platforms for the exchange of ideas and discussions of cross-marketing opportunities among the subsidiaries under Berjaya Corporation Berhad.

The company has also been very supportive of all the CSR initiatives driven at the Berjaya Corporation group level.

During the 5th Berjaya Founder's Day ("BFD2015") which was held on 28 March 2015 at Berjaya Times Square Kuala Lumpur, Sports Toto was involved in organising and managing more than 30 game stalls and fun activities for the family day carnival for all Berjaya staff and their family members. The involvement of over 40 Sports Toto staff volunteers manning the game booths was in line with the BFD2015 theme i.e. "Let's Go - Plant a Seed of Love". It was a call to action for all Berjaya staff and members of the public, especially the youth, to volunteer their time and efforts towards worthy causes.

The highlight of the event was the contribution of RM20.08 million to 79 charitable organizations by Berjaya Group's founder, Tan Sri Dato' Seri Vincent Tan Chee Yioun, Better Malaysia Foundation and Berjaya Cares Foundation.

In conjunction with this celebration, a public donation campaign was also carried out nationwide at all Sports Toto outlets and the proceeds were channeled to Berjaya Cares Foundation for its charitable causes.

CHAIRMAN'S STATEMENT



Toto draw proceedings in full view of the public.

FUTURE OUTLOOK AND PROSPECTS

The country's economic growth is projected to moderate to 4.5% - 5.5% in the calendar year 2015 largely due to the impact of weaker demand and slump in prices of oil and other commodities.

The GST implementation which took effect on 1 April 2015 has brought about weaker retail spending, as inflationary pressure has weakened consumer sentiment during this adjustment period that the consumers are experiencing.

Operating in the current economic environment while bracing on-going competition in the NFO sector, Sports Toto remains cautiously optimistic of sustaining its performance while the company continues to work towards offering enhanced game features and better customer experience.

In the Philippines, BPI through the operations of PGMC, will continue to work closely with the Philippine Charity Sweepstakes Office to monitor sales, marketing and promotion of all its games. BPI's 72%-owned subsidiary, H.R. Owen, a luxury motor franchise in the prestige and specialist car market in the United Kingdom, is expected to complement BPI's business growth over time. BPI's other investment in PHPI is also expected to generate higher revenue from its rooms, food and beverage, and banquet sales resulting from refurbished facilities and renovated rooms.

With rising costs weighing down on domestic consumer spending and the implementation of the Malaysian Goods & Services Tax with effect from 1 April 2015, the Directors

expect the NFO business to be challenging in the financial year ending 30 April 2016. However, it is expected that the Group would maintain its market share in the NFO sector.

APPRECIATION

On behalf of the Board, I would like to express our sincere thanks and appreciation to Mr Freddie Pang Hock Cheng who retired as an Executive Director of BToto with effect from 31 March 2015 for his past contribution and support for more than 20 years. Mr Pang continues to be a member of the Board and has been redesignated as a Non-Independent & Non-Executive Director of BToto with effect from 1 April 2015.

We would also like to put on record our heartfelt appreciation to the management, employees and agents for their work commitment and dedication throughout the year. We are also very thankful to our customers, shareholders, business associates, financiers, analysts, members of the media, government authorities and other stakeholders who have rendered great support, cooperation and assistance to us.

I personally would take this opportunity to thank my fellow colleagues on the Board for their active participation and contribution in the Board and look forward to their continued support.

CHEAH TEK KUANG

Chairman

28 August 2015

本人谨代表成功多多博彩有限公司（“成功多多博彩”）董事部，欣然向各位提呈截至2015年4月30日财政年的年度报告及经审计财务报告。

业绩

在检讨中的财政年，本集团录得的营收由上一财政年的43亿4000万令吉增长21.8%至52亿9000万令吉，主要是因为本集团在检讨中的财政年中，纳入了H.R. Owen公司（“H.R. Owen”）的12个月营收贡献。相较上一财政年，本集团仅纳入H.R. Owen的6个月营收贡献。本集团税前盈利由上一财政年的5亿970万令吉增长4.8%至5亿3400万令吉，主要基于一笔总值1800万令吉的印花税退款。这笔款项是因为多多博彩马来西亚信托在新加坡股票交易所挂牌上市的计划取消后，而撤销股票买卖协议所收到的印花税退款。

股息

成功多多博彩已在截至2015年4月30日的财政年四度宣布和派发中期股息，单层次免税股息的总额为21.5仙。在截至2015年4月30日的财政年中所派发的股息总额达至大约2亿8930万令吉，相等于本集团在截至2015年4月30日的财政年中，可分派盈利的大约80%。

各项重大企业发展

1. 在2015年1月5日，成功多多博彩宣布，旗下子公司国际博彩与赛马测彩系统有限公司(International Lottery & Totalizator Systems, Inc.) (“ILTS”)与其全资子公司特拉华国际博彩与赛马测彩系统有限公司(Delaware International Lottery & Totalizator Systems, Inc.) (“ILTS Delaware”)进行合并。合并完成后，ILTS Delaware 为一家存续企业，并更改公司名称至国际博彩与赛马测彩系统有限公司(International Lottery & Totalizator Systems, Inc.) (“ILTS”)。

随着企业合并以及ILTS针对其普通股进行倒置拆股的计划完成后，成功多多博彩旗下全资子公司成功博彩管理(香港)有限公司(Berjaya Lottery Management (HK) Limited)成为了ILTS的唯一股东。

2. 在2015年8月17日，成功多多博彩宣布，菲律宾成功股份有限公司(Berjaya Philippines Inc.) (“BPI”) 旗下全资子公司菲律宾博彩管理公司(Philippine Gaming Management Corporation) (“PGMC”) 与菲律宾慈善大彩办事处(Philippine Charity Sweepstakes Office) (“PCSO”) 签署了一项附加与现状协议，将PCSO向PGMC租赁线上博彩配备和获提供软件支援服务的合约期维持在3年，即从2015年8月22日开始至2018年8月21日。

营业检讨

马来西亚

尽管经济和监管环境仍深具挑战，成功多多博彩旗下主要子公司多多博彩马来西亚私人有限公司(“多多博彩”)在检讨中的财政年，凭营收总额持续成为国内领先的测字业者。

在检讨中的财政年，好运多多六合彩(6/58)游戏曾派出一笔总值4060万令吉的积宝奖金，是所有数字游戏中派出的最高奖金数额，紧接着的是至尊多多六合彩(6/55)游戏所派出一笔总值2570万令吉积宝奖金。向来备受客户追捧的多多万字积宝游戏是派出最多份奖金的游戏。多多万字积宝游戏在检讨中的财政年中共派出11份积宝首奖奖金，而当中数额最高的一份奖金是1910万令吉。



多多博彩在2015年3月19日推介鸿运多多六合彩(6/63)游戏以取代无敌多多六合彩(6/52)游戏。



多多博彩销售站。



受惠单位出席在2015年成功集团创办人日举行的一场模拟支票移交仪式。

多多博彩在2014年5月推介的游戏升级版包括了多多十万字(5D)游戏的全保玩法、多多万字积宝游戏的i-系统玩法和乐多游戏的EZ-Bet系统玩法,让客户们以更低的投注金额获得更多赢奖机会与乐趣。多多博彩也在2014年11月推介了新投注特色,包括了多多万字游戏的roll-bet玩法、多多万字(4D)全保和多多十万字(5D)全保的自动重买功能、终端机凭旧彩票的投注号码并选定预先投注开奖期数自动列印出新彩票,以及其他获提升的促销式功能。

多多博彩在2015年3月推出一项新乐多游戏——鸿运多多六合彩(6/63),以取代无敌多多六合彩(6/52)。鸿运多多六合彩(6/63)与其他乐多游戏相似,不同之处在于它拥有更多可投选号码(即数字1至63),并提供更高奖金数额的4个奖项类别,以及总值1500万令吉的最低积宝(首奖)奖金,极具吸引力。这项新乐多游戏预料将缔造新鲜感并为客户们带来更多投注乐趣,以在长期内提升并维持客户们对公司旗下数字游戏的兴趣。

作为欲提升客户体验和传达讯息举措的一部分,本公司以试验方式在特定销售站策略性地安装数码告示牌。除了现有的手机应用程序之外,本公司也在2015年5月推介了其手机版网站,并提供更多具用户亲和性的功能。

配合大马政府在2015年4月1日正式落实商品与服务税(“消费税”)的举措,多多博彩成功将消费税引入其业务和运作系统中,包括在全国各地销售站的销售点管理系统(“POS”)。

菲律宾

BPI旗下主要子公司为PGMC、H.R. Owen以及Perdana Hotel Philippines Inc.(“PHPI”)。

经营线上博彩配备租赁业务以及为PCSO提供软件支援服务的PGMC在截至2015年4月30日为止,已在位于吕宋岛的3948家销售站安装了4347台彩票终端机。PCSO在2015年2月推介了一项新乐多游戏——UltraLotto 6/58,旨在其乐多系列游戏中缔造更多惊喜与乐趣,进而吸引更多客户。

豪华轿车经销商 H.R. Owen 主要在英国伦敦以特许经营模式销售豪华与特殊轿车品牌汽车,并提供售后服务。在检讨中的财政年,H.R. Owen 已完成收购宾利汽车(Bentley)在赫特福德郡的业务,以提升其品牌地位和营运上的协作。

PHPI 在马尼拉大都会的马卡迪市经营成功马尼拉酒店。在检讨中的财政年,其酒店客房平均入住率由上一财政年的58%增至66%。该酒店也进行了一系列的预防性维修和翻新工程,以改善其形象和产品素质。

其联号公司菲律宾成功比萨公司(Berjaya Pizza Philippines Inc.) (“BPPI”)是Papa John's 比萨在菲律宾的特许经营权持有者。在检讨中的财政年,该公司在马尼拉大都会增设新比萨餐厅以扩充业务,即从上一财政年的16家餐厅增至18家餐厅。由于在马尼拉大都会的餐厅数量有所增加,其营收在检讨中的财政年中从上一财政年的1亿8800万比索增至1亿9720万比索。其税后亏损也从上一财政年的1亿3900万比索减至1亿1660万比索,主要是因为营运开销降低。

其另一家联号公司菲律宾成功汽车(Berjaya Auto Philippines) (“BAP”)是马自达汽车在菲律宾的经销商。比较上一财政年的24亿比索,该公司在检讨中的财政年录得更高的营收,即35亿比索。该公司的营收取得45.3%的增长,主要是因为销量提高。基于营收的提高,其税后盈利也从上一财政年的1亿1050万比索增至2亿3140万比索。

美国

在检讨中的财政年,其投票业务,ILTS 旗下独资子公司Unisyn 投票解决方案公司(Unisyn Voting Solutions, Inc.) (“Unisyn”)录得更高的营收,因为该公司在亚利桑那州、印第安纳州、爱荷华州、堪萨斯州、密苏里州、田纳西州、犹他州和维基尼亚州成功为其OpenElect®投票系统与产品(“OpenElect®配套”)取得额外的销售业绩。目前,美国亚利桑那、印第安纳、爱荷华、堪萨斯、密苏里、田纳西、犹他和维基尼亚8个州内的110个郡,共有逾1万个地区在选举中已安装并使用超过3200个OpenElect®投票系统与产品。

Unisyn是少数公司中，凭其OpenElect®配套而获得由美国选举援助委员会("EAC")所颁发的2005年自愿投票系统指南证书。其OpenElect®配套分别获颁来自EAC的额外升级版联邦认证，以及密苏里州、爱荷华州、维基尼亚州、印第安纳州、田纳西州、俄亥俄州、堪萨斯州、亚利桑那州和犹他州所颁发的州级认证。Unisyn持续在特定州属争取认证，以支援其行销活动。Unisyn也为美国最大并且拥有逾550万符合投票年龄人口的选区——洛杉矶郡提供技术支援。

OpenElect®配套包括了OpenElect®投票光学扫描、OpenElect®光学投票介面、OpenElect®中央扫描及OpenElect®中央配套。

ILTS是一家国际领先博彩系统安装与供应商。ILTS提供一应俱全的博彩产品和服务，包括游戏系统软件、代理终端机、数据通讯、咨询、培训、设备管理和维修支援。经营业务有逾30年之久的ILTS已为来自全球6大洲22个国家逾28名客户供应并安装博彩系统，更交付了逾6万5000台投注终端机。

企业社会责任

多多博彩多年来皆不遗余力地秉持并落实其企业社会责任理念。本公司在履行企业社会责任的当儿也持续专注服务社群，以及为体坛尽绵力。

本公司的企业社会责任计划为来自社会各阶层的人士伸出了援手。在“回馈社会”的宗旨下，本公司所推动的企业社会责任举措造福了许多弱势和被边缘化的群体。

社群

佳节时期向来是接触弱势群体并为他们带来欢乐的最佳时机。

一年一度的“多多博彩华人新年施赠贫老”活动在今年已迈入了第27个年头，亦是国内其中一项最具规模的佳节施赠贫老活动，并惠及超过1万7000位来自全国各地45个城镇的贫老。

本公司也在开斋节、屠妖节和圣诞节期间与弱势群体共享佳节欢乐。除了捐献善款和物品之外，本公司也为他们举办各类欢庆活动。

在斋戒月期间，多多博彩亲善探访位于新古毛和双溪毛糯的政府医院，并与儿童病房内的大约100名病童共享开斋节欢乐，并捐献善款和赠送装有文具、故事书和绒毛玩具的迷你礼包给病童们。

多多博彩在屠妖节期间分别在金马仑高原的布兰璋和雪兰莪州的加影，共为600户亟需家庭带来佳节欢乐。受惠家庭皆满心欢喜地接收佳节礼物如白米、礼包以及屠妖节“紫包”。

配合圣诞节庆典，多多博彩趁机前往彭亨州劳勿的偏远地区，探访当地的原住民。共有超过600名原住民获赠圣诞礼物，并享受一顿丰富的自助午餐。

本公司也赞助了“101慈善中医义诊”活动，为超过1000位民众免费提供医药检查服务和举办健康讲座。

贫穷向来是当今社会所面对的一大问题。有鉴于此，多多博彩在本财政年第5度与NTV7携手合作，制作了长达13集以慈善为主题的电视节目——《檐下温情》第5季，为13户贫苦家庭翻修家园，并提供药物和其他日常用品，以改善他们的生活环境。迄今，多多博彩已通过这个节目改善了65户贫苦家庭的生活环境，并提高了民众对贫苦人士的关注与了解。

在菲律宾，菲律宾成功股份有限公司("BPI")与Gawad Kalinga社区发展机构("GKCDI")携手合作，在Brgy. Sagasa、Esperanza、Sultan Kudarat 3地捐赠了30间房屋，另外也在Brgy. Mahayahay、Kitcharao、Agusan Del Norte 3地捐赠30间房屋，以协助并支援为亟需家庭进行的重建家园计划。

BPI也在相同的举措下，分别在Camaman-an及棉兰老岛Cagayan de Oro市的Bugong捐赠了200及100间房屋。这2项捐款是来自BPI给GKCDI的1亿比索善款，以在该地区重建于2011年被台风Sendong破坏的房屋。



第27届“多多博彩华人新年施赠贫老”活动。



多多博彩赞助2014年檳城大桥国际马拉松。

目前，菲律宾国内各地共有12个成功-GK村。迄今，Cagayan de Oro、Compostela Valley、Basilan、Cavite、Davao City、Agusan del Norte、Masbate、Southern Leyte、Lanao del Norte、Bukidnon、Sultan Kudarat、Surigao del Norte、Bulacan和Nueva Ecija 14个地区共建有820间房屋。

多多博彩也捐献了5万令吉现金给《太阳报》-大马医药援助协会(Mercy Malaysia)波斯尼亚洪灾援助基金，以援助不幸受洪灾影响的波斯尼亚人民。该国在2014年5月遭受气旋塔玛拉(Tamara)肆虐。

除了上述举措之外，多多博彩也通过与成功关怀基金会或多个非营利机构合作，参与支持其他多类社群相关的企业社会责任举措。

体育

多多博彩向来大力支持并推广体育活动，以期惠及社区及国家。本公司在努力不懈地履行社会责任的同时，依然着重支持体育活动。在检讨中的财政年，多多博彩支持了多类体育活动，例如2014年东南亚职业篮球联赛、2014年檳城大桥国际马拉松、2014年肯尼亚罗杰斯烤鸡欢乐竞跑赛、2014年大马Run For Your Lives“活尸路跑”活动、2015年拉曼学院越野赛、2014年204公里吉隆坡-马兰竞走赛、2015年大马银行吉隆坡竞跑赛、2014年芙蓉半程马拉松、2014年美禄-联邦直辖区吉隆坡田径协会竞走比赛、2014年第42届檳城同乐会国际保龄球锦标赛、2015年多多博彩-联邦直辖区吉隆坡田径协会越野赛、2015年茉莉杯青少年篮球赛、2014年第8届马来西亚华文独中球类锦标赛以及2014年古晋节。

为了继续支持国家体坛发展，多多博彩与马来西亚奥运理事会(OCM)携手合作，举办“2014年大马奥理会-多多博彩杰出运动

员奖”颁奖礼，以表扬我国杰出运动员。此项殊荣是颁发给那些在英国格拉斯哥第20届共和联邦运动会和韩国仁川第17届亚洲运动会上，展现了高水准表现及为国争光的杰出金牌得主。共有17位2014年第20届共和联邦运动会金牌得主和8位第17届亚洲运动会的金牌得主凭个人和团体成就，而获颁上述奖项。

此外，多多博彩也每年大力资助国家体育理事会。

教育

教育是人力资本成长与发展的根基。多多博彩相信，儿童是国家未来的主人翁，因此每一位来自任何背景的孩童应当享有快乐的童年以及接受教育的机会。

鉴于每个社区应当拥有教育和学习机会的必要性，多多博彩在雪兰莪和森美兰州内郊区的10所微型华文小学推行第3届“多多阅读，获益良多”助学计划，以启发郊区小学生培养阅读的兴趣，并把阅读当作闲暇时最佳的习惯。

文娱

在检讨中的财政年，多多博彩继续通过举办多项互动式的现场表演，为本地社区呈献精彩的娱乐节目。“欢乐多多”音乐会已在全国各地举行了一系列的路演活动，最后一站则在砂拉越州进行，为此路演活动划下了完美句点。2014年Astro《欢喜来卡拉》歌唱大赛为福建歌曲发烧友带来无限欢乐。本公司也首次举办2014年沙巴才艺大赛，它是一个让多才多艺的沙巴民众发挥才华的平台。

在发扬文化和艺术方面，多多博彩也赞助2014年麻坡灯笼佳节、2014年檳城青艺大旗鼓游行、九皇爷诞、孟兰普渡盛会和麻坡贪食街新春嘉年华。

职场

为了照顾员工的福利，多多博彩体育俱乐部向来积极举办各类休闲与体育活动，例如教学团、家庭日出游、生日庆祝会和佳节聚会、保龄球锦标赛、羽毛球比赛、乒乓以及飞镖比赛。

集团协作

在集团层面上，多多博彩多次主办集团协会会议餐叙，作为一个让成功机构有限公司旗下各子公司之间交换点子和互相探讨行销机会的平台。

本公司向来也十分支持由成功机构推行的所有企业社会责任举措。

第5届成功集团创办人日在2015年3月28日假吉隆坡成功时代广场举行，而多多博彩在这场家庭嘉年华中协助筹备并管理超过30个游戏摊位和欢乐活动，供集团员工及家属玩乐。共有超过40位多多博彩志愿员工协助打理这些游戏摊位，以响应第5届成功集团创办人日的主题——“一起来吧！散播爱心幼苗”，旨在鼓励所有成功集团员工和民众尤其是青少年，大家齐来奉献时间和精力为慈善献力。

该盛会的压轴环节是成功集团创办人丹斯里拿督斯里陈志远、更美好马来西亚基金会及成功关怀基金会，共捐献2008万令吉给79家慈善机构。

配合这项庆祝活动，所有多多博彩的销售站展开了一项全国性公众募款活动，所筹获的善款皆注入成功关怀基金会以推行慈善活动。

未来展望与前景

我国经济成长在2015年预料放缓至4.5%至5.5%之间，这主要基于来自需求减弱的冲击以及原油和其他原产品价格的下滑。

在2015年4月1日实施的消费税导致零售消费疲弱，因为通货膨胀的压力在适应期的当儿削弱了消费者的购兴。



多多博彩赞助一年一度的2014年古晋节。

多多博彩在目前的经济环境下营运的当儿，还须持续面对来自领域的竞争。有鉴于此，本公司在维持业绩表现方面依然保持谨慎乐观，同时也将继续推出更好的游戏特色并提升客户体验。

在菲律宾，BPI将继续透过PGMC与菲律宾慈善大彩办事处(“PCSO”)密切合作，以监督其所有游戏的销售、行销和促销活动。BPI持有72%股份的子公司H.R. Owen (英国豪华和特殊轿车品牌的特许经销商)预料将逐渐辅助BPI的业务成长。BPI在PHPI的其他投资项目预料也将在翻修设备和装修客房的工程中，通过其客房、餐饮以及宴会销售而录得更高的营收。

由于成本的上升已打击到本地消费情绪，加上消费税已经从2015年4月1日起落实，董事部预料测字业务将在截至2016年4月30日的财政年中面对挑战。无论如何，本集团预期可维持在测字市场的市占率。

感谢

本人谨代表董事部，向已在2015年3月31日卸任为成功多多博彩执行董事的彭福清先生，在过去逾20年间为本集团作出的贡献和支持，致上真诚和衷心的感谢及深切感激。彭先生仍然是董事部成员，并从2015年4月1日起改任成功多多博彩的非独立非执行董事。

我们也深深感谢管理层、员工和代理们一整年来的献身精神和敬业乐业态度。我们也向所有给予鼎力支持、合作和协助的顾客、股东、来往商家、融资机构、分析员、媒体朋友、政府监管单位和其他单位致上诚挚的谢意。

本人也借此机会感谢诸位董事部成员的积极参与和为董事部作出贡献，并冀望他们继续给予支持。

谢德光

主席

2015年8月28日



多多博彩赞助旨在援助亟需人士的“101慈善中医义诊”活动。

GROUP FINANCIAL SUMMARY

Description	2015 USD'000	2015 RM'000	2014 RM'000	2013 RM'000
Revenue	1,491,779	5,288,356	4,340,839	3,628,362
Profit Before Tax	150,638	534,012	509,722	569,526
Profit For The Year	105,304	373,304	343,696	403,506
Non-Controlling Interests	(3,299)	(11,694)	(14,990)	(12,421)
Profit Attributable To Owners of the Parent	102,005	361,610	328,706	391,085
Share Capital	38,111	135,103	135,103	135,103
Share Premium	-	-	-	-
Reserves	161,948	574,106	505,263	467,969
Equity Funds	200,059	709,209	640,366	603,072
Treasury Shares	(6,971)	(24,712)	(11,860)	(32,907)
Net Equity Funds	193,088	684,497	628,506	570,165
Non-Controlling Interests	20,048	71,070	75,129	43,049
Total Equity	213,136	755,567	703,635	613,214
Other Non-Current Liabilities	1,514	5,369	4,898	3,333
Borrowings	139,633	495,000	400,000	400,000
Deferred Tax Liabilities	1,034	3,664	4,765	364
Current Liabilities	279,294	990,098	1,039,428	526,159
Total Equity And Liabilities	634,611	2,249,698	2,152,726	1,543,070
Property, Plant and Equipment	46,961	166,478	165,398	121,864
Intangible Assets	215,446	763,756	754,049	644,485
Investments	62,342	221,003	194,396	165,803
Deferred Tax Assets	6,683	23,692	16,991	18,417
Current Assets	303,179	1,074,769	1,021,892	592,501
Total Assets	634,611	2,249,698	2,152,726	1,543,070
Net Assets Per Share (Cents/Sen)	14.36	50.91	46.62	42.45
Net Earnings Per Share (Cents/Sen)	7.58	26.86	24.66	29.43
Dividend Rate Per Share (Cents/Sen)	6.06	21.50	26.50 **	28 **
Net Dividend Amount (USD'000/RM'000)	81,594	289,250	352,348 ^	372,912 ##

Notes:

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

Exchange rate as at 30 April 2015 : USD1.00 : RM3.545

** This figure included a share dividend of 9.5 sen per share.

* This figure included a share dividend of 30.5 sen per share.

^ The dividend amount included share dividend based on treasury shares book cost of RM124.7 million.

The dividend amount included share dividend based on treasury shares book cost of RM126.0 million.

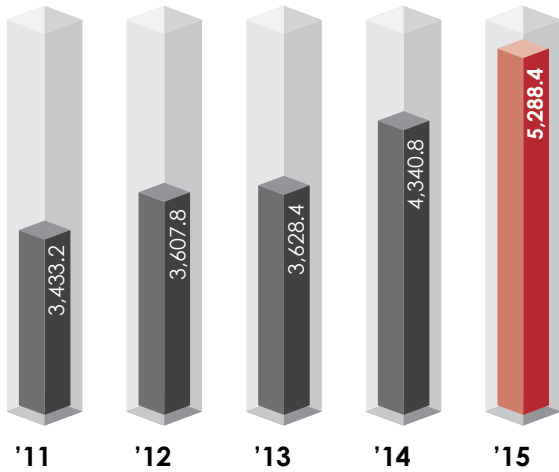
The dividend amount included share dividend based on treasury shares book cost of RM383.3 million.

GROUP FINANCIAL SUMMARY

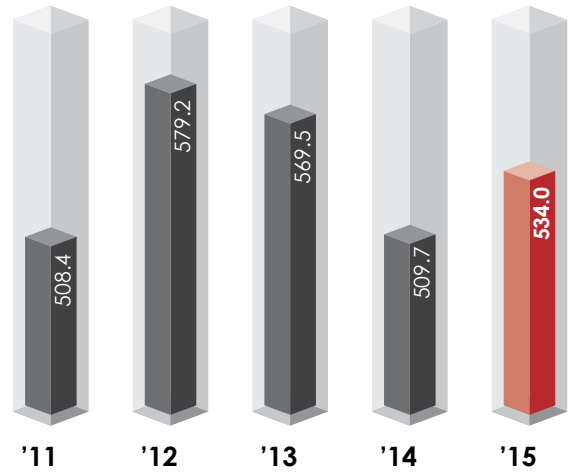
2012 RM'000	2011 RM'000	2010 RM'000	2009 RM'000	2008 RM'000	2007 RM'000	2006 RM'000
3,607,754	3,433,216	3,392,810	3,695,686	3,277,797	3,035,288	2,938,322
579,150	508,402	548,188	585,544	502,627	545,332	571,914
415,685	357,441	388,478	422,016	358,749	382,526	467,314
(10,209)	(7,680)	(4,974)	(8,462)	(10,086)	(6,839)	(2,789)
405,476	349,761	383,504	413,554	348,663	375,687	464,525
135,103	135,103	135,103	135,103	135,103	135,103	675,515
-	-	-	207,431	207,431	207,431	336,904
464,715	380,301	371,715	546,512	394,241	356,990	463,891
599,818	515,404	506,818	889,046	736,775	699,524	1,476,310
(120,295)	(57,341)	(57,341)	(406,099)	(406,099)	(281,239)	(238,427)
479,523	458,063	449,477	482,947	330,676	418,285	1,237,883
31,399	23,723	15,074	15,959	23,244	10,179	10,306
510,922	481,786	464,551	498,906	353,920	428,464	1,248,189
2,597	2,423	39,715	38,455	35,996	47,413	34,679
550,000	550,000	305,000	124,247	262,686	360,000	472,500
380	326	2,129	1,710	2,473	3,400	2,378
364,159	412,729	420,189	451,156	369,113	373,958	325,332
1,428,058	1,447,264	1,231,584	1,114,474	1,024,188	1,213,235	2,083,078
131,139	135,900	96,701	101,067	97,653	92,132	72,224
643,857	642,757	643,986	618,358	618,425	617,810	607,995
136,755	113,759	100,921	86,534	86,779	81,427	67,542
12,718	9,776	9,674	5,214	858	1,468	969
503,589	545,072	380,302	303,301	220,473	420,398	1,334,348
1,428,058	1,447,264	1,231,584	1,114,474	1,024,188	1,213,235	2,083,078
36.25	34.25	33.61	38.45	26.33	32.66	95.6
30.37	26.15	29.02	32.93	27.60	29.05	37.9
27	21	57.50 *	29	35	45	51
359,406	280,875	728,954 #	316,669	325,974	421,079	467,360

GROUP FINANCIAL HIGHLIGHTS

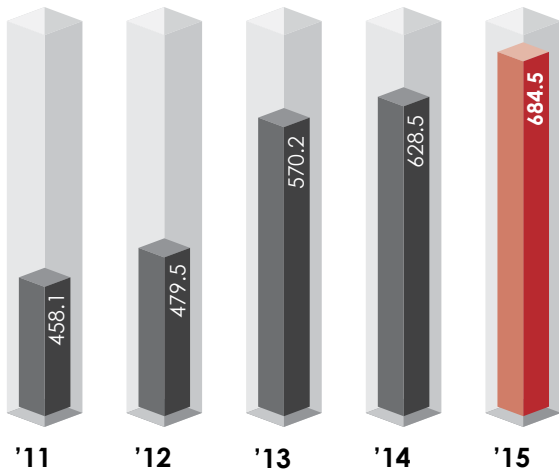
Revenue (RM' Million)



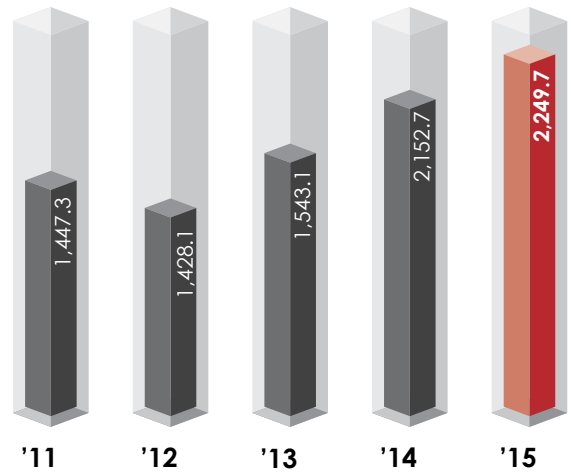
Profit Before Tax (RM' Million)



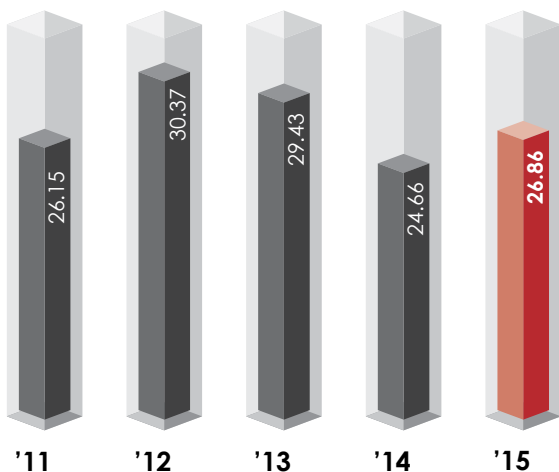
Net Equity Funds (RM' Million)



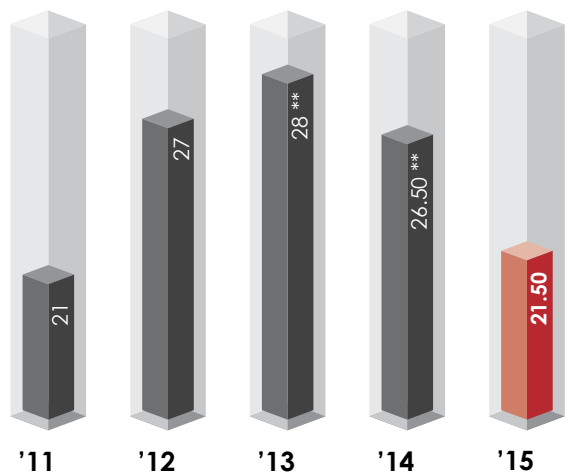
Total Assets (RM' Million)



Net Earnings Per Share (Sen)



Dividend Rate (Sen)



** This figure included a share dividend of 9.5 sen per share.

MANAGEMENT DISCUSSION & ANALYSIS

Overview

Berjaya Sports Toto Berhad ("BToto") is principally engaged in the operations of Toto betting, leasing of online lottery equipment, and the manufacture and distribution of computerised lottery and voting systems. BToto's other business segments include the operation of a hotel and luxury motor retailing.

BToto has four main operating subsidiary companies namely Sports Toto Malaysia Sdn Bhd, Berjaya Philippines Inc., International Lottery & Totalizator Systems, Inc. and H.R. Owen Plc.

MALAYSIA

Sports Toto Malaysia Sdn Bhd ("Sports Toto"), the principal operating subsidiary of BToto, has approximately 680 outlets operating throughout the country, offering 7 games namely Toto 4D and Toto 4D Jackpot, Toto 5D, Toto 6D, Power Toto 6/55, Supreme Toto 6/58 and Grand Toto 6/63 which are drawn three days a week. Grand Toto 6/63 was introduced on 19 March 2015 to replace Mega Toto 6/52.

Revenue

For the financial year ended 30 April 2015, Sports Toto recorded revenue of RM3.23 billion compared to the previous year's revenue of RM3.38 billion. The decrease of 4.3% in revenue was attributable to the challenging economic and regulatory environment coupled with fewer draws during the financial year under review. Despite this, Sports Toto continued to remain as the market leader among all the Number Forecast Operators ("NFO") in the country in terms of total revenue for the financial year under review.

Profit Before Tax

Pre-tax profit decreased by 4.0% to RM477.2 million compared to RM497.3 million in the previous financial year. The lower profit before tax was mainly due to higher operating expenses which was mitigated by a lower prize payout in the financial year under review.

Profit After Tax

Profit after tax recorded a decrease of 6.5% to RM338.1 million compared to RM361.6 million in the previous financial year. The marginally lower profit after tax margin of 10.5% compared to 10.7% in the previous financial year was mainly due to a marginally higher effective tax at 29.2% compared to the previous financial year's 27.3%.

Capital Investment

No major capital investment was incurred during the financial year under review as major replacement and upgrading of the central computer as well as the online lottery terminals at all the outlets nationwide were incurred and completed in the previous two financial years.

Prospects

With rising costs weighing down on domestic consumer spending and the implementation of the Malaysian Goods & Services Tax with effect from 1 April 2015, the Directors expect the NFO business to be challenging in the financial year ending 30 April 2016. However, it is expected that the Group would maintain its market share in the NFO sector.

MANAGEMENT DISCUSSION & ANALYSIS

THE PHILIPPINES

BToto operates in the Philippines through its subsidiary Berjaya Philippines Inc. ("BPI") which is listed on the Philippine Stock Exchange. BPI's major investments include a wholly-owned subsidiary, Philippine Gaming Management Corporation ("PGMC"), which operates the business of leasing online lottery equipment and providing software support to the Philippine Charity Sweepstakes Office ("PCSO"), a Philippine government agency responsible for lotteries and sweepstakes in the Luzon Region; 72.0% equity interest in H.R. Owen Plc ("H.R. Owen"), a luxury motor retailer, which operates a number of vehicle dealerships in the prestige and specialist car market for both sales and aftersales, predominantly in London, UK; and the wholly-owned Perdana Hotel Philippines Inc. ("PHPI") which operates Berjaya Manila Hotel in Makati City, Metro Manila.

Revenue

BPI group recorded a 111.9% increase in revenue to Peso26.47 billion from Peso12.49 billion in the previous financial year. The increase was primarily due to the consolidation of a 12-month revenue contribution from H.R. Owen in the financial year under review, compared to a 6-month contribution in the previous financial year.

PGMC recorded a revenue of Peso1.61 billion, a decrease of 6.5% from Peso1.72 billion in the previous financial year due to lower lease rental income earned as a result of a decrease in sales by PCSO during the financial year under review. It is envisaged that the new lotto game, UltraLotto 6/58 which was introduced by PCSO in February 2015, would generate more excitement and fun within the lotto categories to attract more betting customers and sales.

BPI's other subsidiary, PHPI which operates Berjaya Makati Hotel in Makati City, recorded an increased revenue of Peso143.5 million compared to Peso139.6 million in the previous financial year. The increase of 2.8% in revenue was mainly due to an increase in room occupancy rate compared to the previous financial year.

Profit Before Tax

BPI group recorded profit before tax of Peso1.24 billion, a decrease of Peso225.1 million or 15.4% compared to the previous financial year despite an increase in revenue, mainly due to higher operating expenses in the financial year under review.

PGMC's pre-tax profit decreased by 6.3% to Peso958.7 million compared to Peso1.02 billion in the previous financial year mainly due to a lower lease rental income earned during the financial year under review.

PHPI recorded pre-tax profit of Peso3.2 million compared to pre-tax loss of Peso2.5 million in the previous financial year, mainly due to higher room occupancy rate during the financial year under review.

Profit After Tax

BPI group's profit after tax decreased by 15.9% to Peso951.0 million, compared to Peso1.13 billion in the previous financial year. The effective tax rate for the financial year under review was slightly higher at 23.2% compared to 22.7% in the previous financial year.

Capital Investment

During the financial year under review, there was no major capital investment except for H.R. Owen's acquisition of luxury and prestige car dealership in certain marques with its showrooms in London, UK to enhance its brand representation and operational synergies.

Prospects

The Philippines registered an economic growth of 6.1% in 2014 fuelled by sustained private consumption, investment and recovery in exports despite natural calamities that hit the country during 2014. The economic outlook is expected to be sustainable based on buoyant private consumption and investment.

For the online lottery leasing segment, PCSO is expected to introduce new games which would bring about more excitement and fun to the betting customers and contribute towards increased sales.

For the hotel segment, it will continue to re-align strategies to manage competition and increase hotel room occupancy rate. The declaration of 'Visit the Philippines Year 2015' and unveiling of more promotional events by the Department of Tourism would help to improve the competitiveness of the tourism industry and stimulate higher tourist arrivals, and boost hotel occupancy levels and revenue stream.

THE UNITED STATES OF AMERICA

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

Revenue

ILTS recorded revenue for the financial year under review of USD7.1 million compared to USD22.7 million in the previous financial year. The significantly lower revenue was primarily due to the completion of the lottery product and hardware component sales in the previous financial year.

Profit Before Tax

ILTS reported pre-tax loss of USD1.2 million compared to pre-tax profit of USD4.9 million in the previous financial year primarily due to decreased sales volume.

Prospects

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

One of ILTS's corporate strategies is to pursue growth through strategic alliances to gain access to new and tactically important geographies and business opportunities, and to capitalise on existing business relationships.

MANAGEMENT DISCUSSION & ANALYSIS

UNITED KINGDOM

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

Revenue

H.R. Owen recorded revenue of £349.8 million in the financial year under review compared to £144.0 million in the comparative six-month period ended 30 April 2014, due to the increase in the number of new and pre-owned prestige cars as well as service hours sold during the financial year under review.

H.R. Owen sold a total of 971 new cars in the financial year under review compared to 407 cars sold in the comparative six-month period ended 30 April 2014. For pre-owned cars, 1,311 units were sold in the financial year under review compared to 601 units sold in the comparative six-month period ended 30 April 2014.

Profit Before Tax

H.R. Owen's pre-tax profit for the financial year ended 30 April 2015 was £4.0 million compared to £2.4 million in the comparative six-month period ended 30 April 2014, mainly due to higher revenue arising from higher number of prestige cars and service hours sold which was offset by higher operating expenses during the financial year under review.

Prospects

Trading has started strongly this year and should continue throughout the remainder of 2015. The trading results for the coming year ending 30 April 2016 would likely exceed those for the year ended 30 April 2015.

BTOTO AS A GROUP

Liquidity and Financial Resources

BToto generally has been financing its operations through internally-generated funds. The Group retained strong cash flows with total cash and cash equivalents of RM427.3 million as at 30 April 2015 (2014: RM489.6 million).

The current ratio of the Group in the financial year under review was at 1.09 times (2014: 0.98 times). The increase was due to the full settlement of certain bank borrowings during the financial year ended 30 April 2015.

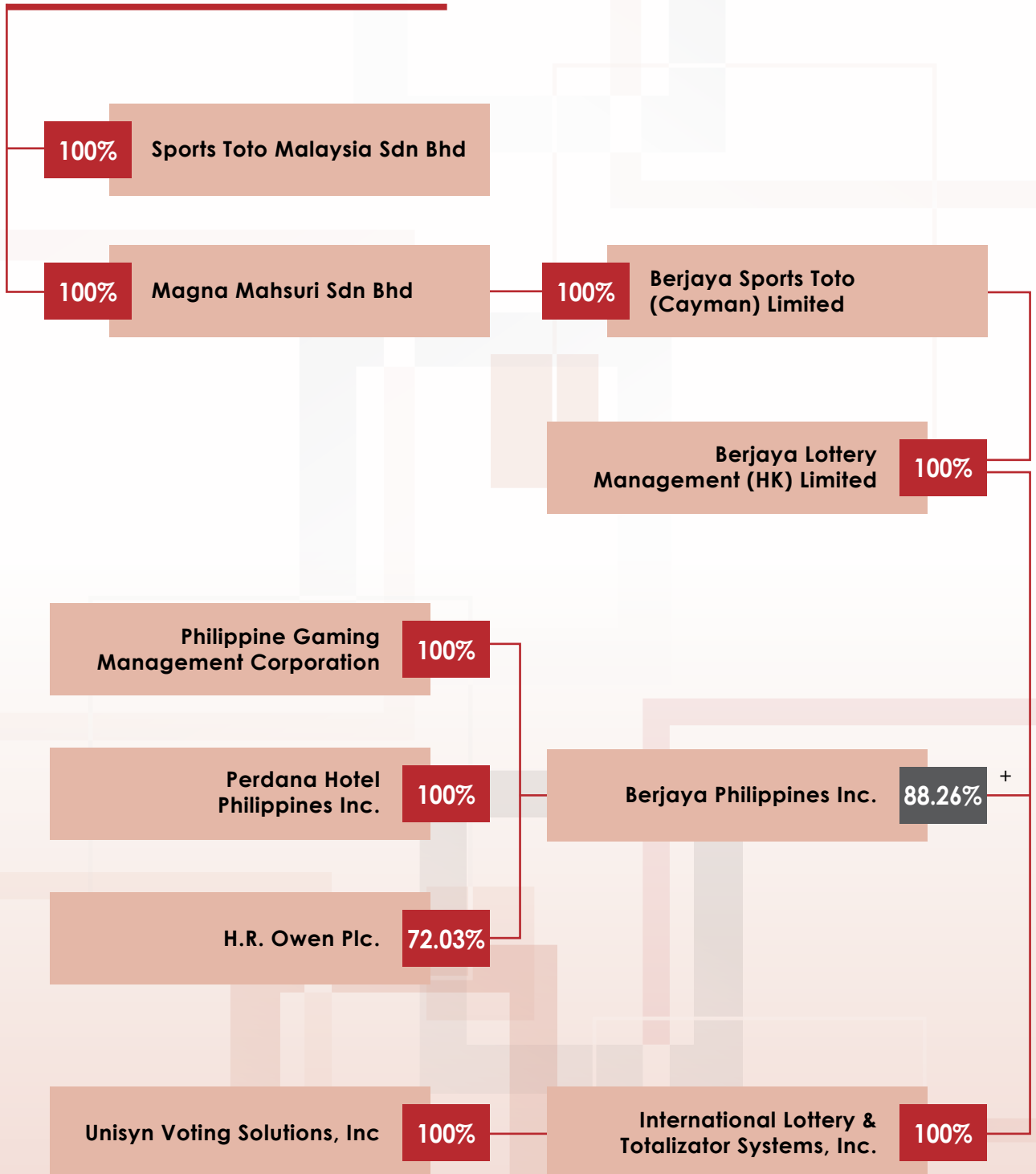
BToto's total indebtedness as at 30 April 2015 was RM697.0 million, consisting of borrowings and hire purchase payables (2014: RM735.9 million consisting of borrowings and hire purchase payables). The MTNs valued at RM200.0 million which were due subsequent to the financial year end have been refinanced in June 2015.

The Group's gearing ratio was 1.02 times in the financial year under review compared to 1.17 times in the previous financial year. The lower gearing ratio in the financial year under review was attributable to repayment of bank borrowings during the financial year under review as well as higher equity as at 30 April 2015.

CORPORATE STRUCTURE

of Main Subsidiary Companies
as at 5 September 2015

BERJAYA SPORTS TOTO BERHAD



■ Listed Company

+ Combined Interest

STATEMENT ON CORPORATE GOVERNANCE

The Board of Directors ("Board") of Berjaya Sports Toto Berhad ("the Company") recognises the importance of adopting good corporate governance throughout the Group as a fundamental part of discharging its responsibilities to protect and enhance shareholders' value and the financial performance of the Group. The Group will continue to endeavour to apply the recommendations of the Malaysian Code on Corporate Governance 2012 ("MCCG 2012") in its effort to observe high standards of transparency, accountability and integrity.

The Board is pleased to provide the following statement which outlined how the Group had applied the principles and recommendations as set out in the MCCG 2012 throughout the financial year ended 30 April 2015.

(A) PRINCIPLE 1: ESTABLISH CLEAR ROLES AND RESPONSIBILITIES

Board Composition and Balance

The Board has eight (8) members, comprising three Independent Non-Executive Directors (including the Chairman), the Chief Executive officer, two Executive Directors and two Non-Independent Non-Executive Directors. This composition fulfils the requirements mandated by the Main Market Listing Requirements of Bursa Malaysia Securities Berhad ("Bursa Securities") which stipulate that at least two (2) Directors or one-third of the Board, whichever is higher must be independent.

The Board is satisfied with its current composition which comprises balanced mix of skills, knowledge and experience in the business, professional and management fields and which are relevant to enable the Board to carry out its responsibilities in an effective and competent manner.

The Board recognises the importance and contribution of its Independent Directors. They represent the element of objectivity, impartiality and independent judgement of the Board. This ensures that there is adequate check and balance at the Board level. The three (3) independent Directors of the Company provide the Board with vast and varied exposure, expertise and broad business and commercial experience.

The positions of Chairman and Chief Executive Officer are held by two different individuals. The distinct and separate roles of the Chairman and Chief Executive Officer, with a clear division of responsibilities, ensure a balance of power and authority, such that no one individual has unfettered powers of decision-making.

The Chairman is primarily responsible for the leadership of the Board and ensures effectiveness of the Board and standards of conduct. He has authority over the agenda for each Board meeting to ensure that all Directors are provided with relevant information on a timely basis. The general agenda may include minutes of previous meetings of the Board and its sub-committees, quarterly financial results of the Group, issues requiring the Board's deliberation and approval, reports or briefings on operational and financial issues of major subsidiaries and other ad-hoc reportings.

The Chief Executive Officer has overall responsibility for the Group's business operations, organisational effectiveness and the implementation of Board policies and decisions.

Mr Cheah Tek Kuang has been identified as the Senior Independent Non-Executive Director of the Board to whom concerns may be conveyed.

The qualifications and experience of each of the Directors are set out in the Directors' profile on page 3 to page 6 of the Annual Report.

STATEMENT ON CORPORATE GOVERNANCE

Roles and Responsibilities of the Board

The Board has overall responsibility for the proper conduct of the Company's business and the strategic direction of the Group. The Board has formally adopted a Board Charter that clearly sets out the roles and responsibilities of the Board and the management to ensure accountability. The Board Charter is also available on the Company's website at www.berjaya.com and will be subject to review annually by the Board to ensure that it remains consistent with the Board's objectives and responsibilities.

The Board has adopted, amongst others, the following major responsibilities to facilitate the Board in discharging its fiduciary duties:-

- Reviewing and adopting strategic plans and policies for the Company and the Group;
- Overseeing and monitoring the conduct of the businesses and financial performance and major capital commitments of the Company and the Group;
- Identifying principal risks of the business and ensuring the implementation of appropriate systems to manage these risks;
- Establishing a succession plan for the Company and the Group including the remuneration and compensation policy thereof;
- Overseeing the development and implementation of a shareholder communication policy for the Company;
- Reviewing the adequacy and integrity of the internal control systems and management information of the Company and the Group.

Directors' Code of Conduct/Ethics

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

Corporate's strategy to promote sustainability

The Board views the commitment to sustainability and environmental, social and governance performance as part of its broader responsibility to clients, shareholders and the communities in which it operates. A detailed report on the Company's approach to sustainability activities for the financial year under review appears in the Corporate Social Responsibility Statement of this Annual Report.

Supply of Information

All Directors have unrestricted and timely access to information concerning the Company and the Group's business and affairs necessary for the discharge of their responsibilities. The Board papers and reports which include the Group's performance and major operational, financial and corporate information are distributed to the Directors in sufficient time prior to Board Meetings to enable Directors to obtain further clarifications and/or explanations, where necessary, in order to be properly briefed before the meeting.

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

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

STATEMENT ON CORPORATE GOVERNANCE

Board Meetings

The Board meets regularly on a quarterly basis with additional meetings being convened when necessary. During the financial year ended 30 April 2015, the Board met five (5) times and the record of attendance of each Director is set out below:-

Directors	Attendance
Cheah Tek Kuang *	5/5
Dato' Sri Robin Tan Yeong Ching	5/5
Chan Kien Sing	5/5
Freddie Pang Hock Cheng	4/5
Seow Swee Pin	5/5
Dato' Dickson Tan Yong Loong	5/5
Datuk Robert Yong Kuen Loke *	4/5
Dato' Oon Weng Boon *	5/5

* Denotes Independent Non-Executive Directors

In the intervals between Board meetings, any matters requiring urgent Board decisions or approvals will be sought via circular resolutions of the Directors and these are supported with all the relevant information and explanations required for an informed decision to be made.

(B) PRINCIPLE 2: STRENGTHEN COMPOSITION

1. Nomination Committee

The Nomination Committee of the Company consists of exclusively Independent Non-Executive Directors. Its composition is as follows:-

Cheah Tek Kuang	- Chairman/Independent Non-Executive (Senior Independent Director)
Datuk Robert Yong Kuen Loke	- Independent/Non-Executive
Dato' Oon Weng Boon	- Independent/Non-Executive

The Nomination Committee meets as and when required, and at least once a year. The Nomination Committee met once during the financial year ended 30 April 2015.

The Nomination Committee's responsibilities include, amongst others, reviewing the Board composition and making recommendations to the Board for appointments of new Directors (including gender considerations) by evaluating and assessing the suitability of candidates as Board members or Board Committee members. In making these recommendations, due consideration is given to the required mix of skills, knowledge, expertise and experience, professionalism and integrity that the proposed Directors shall bring to the Board.

The Nomination Committee also assesses the effectiveness of the Board as a whole, the Board Committees and the contribution of each individual Director, including Independent Non-Executive Directors, as well as the Chief Executive Officer on an annual basis. All assessments and evaluation carried out by the Nomination Committee in discharging its duties were also properly documented.

In respect of the assessment for the financial year ended 30 April 2015, the Board was satisfied that the Board and Board Committees have discharged their duties and responsibilities effectively. The Board was also satisfied that the Board composition in terms of size, the balance between executive, non-executive and independent Directors and mix of skills and experience was adequate.

STATEMENT ON CORPORATE GOVERNANCE

The Board noted the recommendation of MCCG 2012 on boardroom diversity. Selection of candidates to join the Board is dependent on the necessary skills, knowledge and experience. The ultimate decision will be based on merit and contributions the candidate can bring to the Board. The current Board composition has no female board members.

Re-elections of Directors

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

The Company's Articles of Association provides that a Director appointed during the year is required to retire and seek election by shareholders at the following AGM immediately after their appointment. The Articles also requires that one-third of the Directors including the Managing Director, if any, to retire by rotation and seek re-election at each AGM and that each Director shall submit himself for re-election once every three years.

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

2. Remuneration Committee

The Remuneration Committee of the Company comprises a majority of non-executive Directors and its composition is as follows:-

Cheah Tek Kuang	- Chairman / Independent Non-Executive
Dato' Sri Robin Tan Yeong Ching	- Non-Independent Executive
Dato' Oon Weng Boon	- Independent Non-Executive

The primary function of the Remuneration Committee is 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-executive 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 Annual General Meeting.

Details of the Directors' Remuneration

The aggregate Directors' remuneration paid or payable to the Directors in office during the financial year by the Company and the Group categorised into appropriate components for the financial year ended 30 April 2015 are as follows:-

	Executive	Non-Executive	Total
	RM'000		
Fees	-	135	135
Benefits-in-kind	60	37	97
Salaries and other emoluments	6,587	770	7,357
Bonus	1,641	83	1,724
	8,288	1,025	9,313

STATEMENT ON CORPORATE GOVERNANCE

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

Range of Remuneration	Number of Directors	
	Executive	Non-Executive
RM1 – RM50,000	-	1
RM100,001 – RM150,000	-	1
RM200,001 – RM250,000	-	1
RM600,001 – RM650,000	-	1
RM1,100,001 – RM1,150,000	1	-
RM1,200,001 – RM1,250,000	1	-
RM1,400,001 – RM1,450,000	1	-
RM4,500,001 – RM4,550,000	1	-
	4	4

(C) PRINCIPLE 3: REINFORCE INDEPENDENCE

Assessment of Independent Directors

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

The Board through the Nomination Committee assessed the Independent Directors on an annual basis with a view to ensure that the Independent Directors bring independent and objective judgement to the Board deliberations. The Board has adopted the same criteria used in the definition of "Independent Directors" as prescribed in Chapter 1 of the Bursa Securities Listing Requirements ("LR") in its assessment of the Independent Directors.

The current three (3) Independent Non-Executive Directors have fulfilled the criteria of "independence" as prescribed under Chapter 1 of the Listing Requirements of Bursa Securities. The Board had assessed and concluded that the three (3) Independent Non-Executive Directors of the Company remain objective and independent.

Tenure of Independent Directors

The Company does not have term limits for its Independent Directors as the Board believes that continued contribution provides benefits to the Board and the Company as a whole. The calibre, qualification, experience and personal qualities, particularly of the Director's integrity and objectivity in discharging his responsibilities in the best interest of the Company predominantly determines the ability of a Director to serve effectively as an Independent Director.

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

The Nomination Committee also noted that pursuant to Recommendation 3.3 of the MCCG 2012, the Board may provide justifications and seek shareholders' approval in the event there is intention to retain a Director who has served a cumulative term of nine (9) years as an Independent Director

Currently, none of the Independent Directors had served the Board of the Company for a cumulative term of nine (9) years.

STATEMENT ON CORPORATE GOVERNANCE

(D) PRINCIPLE 4: FOSTER COMMITMENT

Recommendation 4.1 of the MCCG 2012 recommends that the Board should set out the expectations on time commitment for its members and protocols for accepting new directorships. Each Director is required to notify the Chairman of the Board prior to accepting directorships outside the Group. Similarly, the Chairman of the Board shall also do likewise before taking up any additional appointment of directorships. The notification will also include an approximate indication of time that will be spent by the Directors on the new directorships.

Directors' Training

All the Directors had attended the Mandatory Accreditation Programme as prescribed by Bursa Malaysia Securities Berhad ("Bursa Securities").

The Directors are mindful that they should continually attend seminars and courses to keep themselves abreast with the latest economic and corporate developments as well as new regulations and statutory requirements.

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

The Board is also updated by the Company Secretaries on the latest update/amendments on the Listing Requirements of Bursa Securities and other regulatory requirements relating to the discharge of the Directors' duties and responsibilities.

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

Director	Title of Programmes/ Seminars/Courses/ Forums
Cheah Tek Kuang	<ul style="list-style-type: none"> - International Atomic Energy Agency (IAEA) International Conference on Human Resource Development for Nuclear Power Programmes: Building and Sustaining Capacity - Roundtable Discussion on Financial Reporting - FIDE Forum - Board Strategic Leadership in Managing Cybersecurity Risk in Financial Institutions - Program Leadership Series by YB En Khairy bin Jamaluddin - Goods and Services Tax and Personal Data Protection Act 2010 by PricewaterCoopers - 6th Annual Nuclear Power Asia Conference and Exhibition 2015 by World Nuclear Association - FIDE Forum - Financial Services in Turbulent Times: A Dialogue with Tan Sri Lee See-Yan - MICG - Governance, Director Duties & Regulatory Updates Seminar 2015 - MIA/IIAM - Audit Committee Conference 2015 - BMB - Invest Malaysia 2015
Dato' Sri Robin Tan Yeong Ching	<ul style="list-style-type: none"> - Forbes Asia Forum - The Next Tycoons - A Generation Emerges - Customised Advocacy Session For Directors by Bursa Malaysia Securities Berhad
Chan Kien Sing	<ul style="list-style-type: none"> - Customised Advocacy Session For Directors by Bursa Malaysia Securities Berhad - MIA Conference 2014 - CEO Forum 2014 - Perdana Leadership Foundation - Advocacy Session on Corporate Disclosure by Bursa Malaysia Securities Berhad

STATEMENT ON CORPORATE GOVERNANCE

Director	Title of Programmes/ Seminars/Courses/ Forums
Seow Swee Pin	<ul style="list-style-type: none"> - ASEAN Corporate Governance Scorecard - World Lottery Summit 2014, Rome - Corporate Governance Seminar, Philippines
Freddie Pang Hock Cheng	<ul style="list-style-type: none"> - Customised Advocacy Session For Directors by Bursa Malaysia Securities Berhad - Invest Malaysia 2015 – Asean's Multinational Marketplace
Dato' Dickson Tan Yong Loong	<ul style="list-style-type: none"> - In-house training conducted by PriceWaterhouseCoopers Taxation Services Sdn Bhd which covered the topic on GST Implementation.
Datuk Robert Yong Kuen Loke	<ul style="list-style-type: none"> - Customised Advocacy Session for Directors by Bursa Malaysia Securities Berhad - Key Amendments to Listing Requirements
Dato' Oon Weng Boon	<ul style="list-style-type: none"> - Seminar on Roles & Functions of Bank Negara Malaysia - Mandatory Accreditation Programme - Advocacy Sessions on Corporate Disclosure for Director of Listed Issuers - Customised Advocacy Session for Directors by Bursa Malaysia Securities Berhad

(E) PRINCIPLE 5: UPHOLD INTEGRITY IN FINANCIAL REPORTING

i. Financial Reporting

The Audit Committee is tasked to assist the Board in ensuring that the financial statements comply with the provisions of the Companies Act, 1965 and the applicable Financial Reporting Standards in Malaysia.

In presenting the annual audited financial statements to the shareholders, the Board takes responsibility to present a balanced and meaningful assessment of the Group's financial performance and prospects and ensure that the financial statements reviewed and recommended by the Audit Committee for Board's approval are prepared in accordance with the provisions of the Companies Act, 1965 and the applicable Financial Reporting Standards so as to present a true and fair view of the state of affairs of the Group.

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

ii. Statement of Directors' Responsibility in respect of the Financial Statements

Company Law requires the Directors to prepare financial statements for each financial year 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 for that period. In preparing those financial statements, the Directors are required to:-

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

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 which will 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 hence for taking reasonable steps for the prevention and detection of fraud and other irregularities.

iii. Relationship with the auditors

Through the Audit Committee, the Company has established a transparent and appropriate relationship with the Group's auditors, both internal and external. From time to time, the auditors highlight to the Audit Committee and the Board on matters that require the Board's attention, including the latest amendments to the Financial Reporting Standards and its implementation thereof.

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.

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

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

The Audit Committee also reviewed the provision of non-audit services rendered to the Group by the Company's auditors or a firm affiliated to the auditors' firm and noted that the total amount of fees paid for non-audit services for the financial year ended 30 April 2015 amounted to RM110,000.

(F) PRINCIPLE 6: RECOGNISE AND MANAGE RISKS

The Board is responsible for the Group's risk management framework and system of internal control and for reviewing their adequacy and integrity. While acknowledging their responsibility for the system of internal control, the Directors are aware that such a system is designed to manage rather than eliminate risks and therefore cannot provide an absolute assurance against material misstatement or loss.

To assist the Board in maintaining a sound system of internal control for the purposes of safeguarding shareholders' investments and the Group's assets, the Group has in place, an adequately resourced internal audit department. The activities of this department which reports regularly to the Audit Committee provide the Board with much of the assurance it requires regarding the adequacy and integrity of the system of internal control. As proper risk management is a significant component of a sound system of internal control, the Group has also put in place risk management process to help the Board in identifying, evaluating and managing risks. The implementation and maintenance of the risk management process is carried out by the Risk Management Committee of the Group.

A Statement on Risk Management and Internal Control of the Group which provides an overview of the state of internal controls within the Group is set out on page 37 and page 38 of the Annual Report.

(G) PRINCIPLE 7: ENSURE TIMELY AND HIGH QUALITY DISCLOSURE

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

The Company continues to recognise the importance of transparency and accountability to its shareholders and investors. The Board endeavours to keep its shareholders and investors informed of its progress through a comprehensive annual report and financial statements, circulars to shareholders, quarterly financial reports, periodic press releases and the various announcements made during the year. These will enable the shareholders, investors and members of the public to have an overview of the Group's performance and operations.

The Group also maintains a corporate website at www.berjaya.com whereby shareholders as well as members of the public may access for the latest information on the Group. Alternatively, they may obtain the Company's latest announcements via the website of Bursa Malaysia Securities Berhad at www.bursamalaysia.com.

STATEMENT ON CORPORATE GOVERNANCE

The Chief Executive Officer, Executive Directors and senior Management have periodical dialogues and briefings with existing and prospective investors and the analysts to enhance understanding of the Group's objectives and provide insight on the latest developments in the Group.

(H) PRINCIPLE 8: STRENGTHEN RELATIONSHIPS BETWEEN COMPANY AND SHAREHOLDERS

The Company's Annual General Meeting ("AGM") remains the principal forum for dialogue with private and institutional shareholders and aims to ensure that the AGM provides an important opportunity for effective communication with and constructive feedback from the shareholders. At each AGM, the Board presents the progress and performance of the Company's businesses and shareholders are encouraged to participate in the proceedings and question and answer session and thereafter to vote on all resolutions.

The Chairman as well as the CEO will respond to shareholders' questions at the AGM. The Notice and agenda of AGM together with Form of Proxy are given to shareholders at least twenty-one days before the AGM, which gives sufficient time to prepare themselves to attend the AGM or to appoint a proxy to attend and vote on their behalf. Each item of special business included in the Notice of AGM is accompanied by an explanatory statement for the proposed resolution to facilitate the full understanding and evaluation of issues involved.

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

Poll voting

In line with the MCGG 2012, all the resolutions passed by the shareholders at the previous AGM held on 20 October 2014 were voted by way of a poll. The shareholders were briefed on the voting procedures by the Share Registrar while the results of the poll were verified and announced by the independent scrutineer, Ernst & Young.

Dialogue between the Company and shareholders

The Company strives to maintain an open transparent channel of communication with its shareholders, institutional investors, analysts and the public at large with the objective of providing as clear and complete picture of the Group's performance and financial position as possible. The provision of timely information is principally important to the shareholders and investors for informed decision making. However, whilst the Company endeavours to provide as much information as possible to its shareholders, it is mindful of the legal and regulatory framework governing the release of material and price-sensitive information.

The various channels of communications are through the quarterly announcements on financial results to Bursa Securities, relevant announcements and circulars, when necessary, AGM and also the Group's website.

COMPLIANCE WITH THE MCGG 2012

The Board is satisfied that the Company has, in all material aspects, complied with the principles and recommendations of the MCGG 2012 that were in place during the financial year ended 30 April 2015.

STATEMENT ON RISK MANAGEMENT AND INTERNAL CONTROL

RESPONSIBILITY

The Board of Directors of Berjaya Sports Toto Berhad ("BTOTO" or "the Group") recognises that it is responsible for the Group's system of internal control and for reviewing its adequacy and integrity. Notwithstanding that, in view of the limitations that are inherent in any system of internal control, the Group's system can only provide reasonable but not absolute assurance against material misstatement or loss, as it is designed to manage rather than eliminate the risk of failure to achieve business objectives.

The Board's primary objective and direction in managing the Group's principal business risks are to enhance the Group's ability to achieve its business objectives. In order to achieve these objectives, the Board has identified, evaluated and managed the significant risks being faced by the Group by monitoring the Group's performance and profitability at its Board meetings.

A Risk Management Committee ("RMC") has been established by the Company with the intention to further enhance the Group's system of internal control and be in line with the Malaysian Code of Corporate Governance. The RMC together with the audit committee are entrusted to ensure more effective and efficient identification, evaluation, management and reporting of the Group's risks. During the financial year ended 30 April 2015, the RMC held 4 meetings to review the reports tabled by the Risk Management Working Committee ("RMWC") consisting of all heads of departments of the principal subsidiary company. The RMC had evaluated and monitored the progress of any risk factors and internal control matters relating to the operations raised by the RMWC. The current members of the RMC are Mr. Cheah Tek Kuang (Chairman), Dato' Oon Weng Boon, Datuk Robert Yong Kuen Loke and Seow Swee Pin.

The RMC terms of reference include, inter alia:

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

The Board has received assurance from the Chief Executive Officer and the Executive Director that the Group's risk management and internal control system are operating adequately and effectively, in all material aspects.

ASSURANCE MECHANISM

The Board has assigned the Audit Committee ("AC") with the duty of reviewing and monitoring the effectiveness of the Group's system of internal control. The AC receives assurance reports from the internal auditors on findings from their visits to the operating units, as well as from the external auditors on areas for improvement identified during the course of their statutory audit. The Board reviews the minutes of the AC's meetings. The Audit Committee Report is set out on pages 39 to 42 of the Annual Report.

STATEMENT ON RISK MANAGEMENT AND INTERNAL CONTROL

MANAGEMENT STYLE AND CONTROL CONSCIOUSNESS

The management of the Group as a whole is assigned to the Chief Executive Officer and the Executive Directors. The Executive Directors and management practised 'close to operations' policy and have various scheduled management meetings as well as carry out regular review of financial and operations reports. These provide the platform for timely identification of the Group's risks and systems to manage risks. The Chief Executive Officer and the Executive Directors update the Board on any significant matters which require the latter's attention.

The management of the Group's individual operating units is assigned to local management who are accountable for the conduct and performance of their businesses within the agreed business strategy. At Sports Toto Malaysia Sdn Bhd, the Group's principal subsidiary company, operations are divided into regions and areas due to the dispersed locations of agents' outlets. Regional and area offices are staffed by experienced personnel to ensure that the operations of the outlets are well controlled and in line with the operating procedures. Similarly, the overseas operations are being managed by experienced personnel in their respective country offices. Regular reporting on performance of their businesses is provided to the Executive Directors of BTOTO who are assigned to manage the respective overseas operations. In addition, the Executive Directors in charge also made field visits to these overseas operations as well as to conduct periodic performance review meetings with the management personnel, thus ensuring the business plans and targets are met.

INTERNAL AUDIT FUNCTION

The Board recognises that effective monitoring on a continuous basis is a vital component of a sound internal control system. In this respect, the internal auditors provide the AC with independent and objective reports on the state of internal controls of the operating units within the Group to assist the AC in monitoring and assessing the effectiveness of the internal control system. Observations from internal audits are presented to the AC together with management's responses and proposed action plans for its review. The action plans are then followed up during subsequent internal audits with implementation status reported to the AC.

The internal audit function of the gaming segment is principally carried out by the Internal Audit Department of Sports Toto Malaysia Sdn Bhd, the principal operating subsidiary of the Group; while the internal audit function of the other overseas business segments shall be outsourced to Group Internal Audit Division of Berjaya Corporation Berhad, which reports directly to the AC.

KEY FEATURES OF THE INTERNAL CONTROL SYSTEM

Some key features of BTOTO's system of internal control include:

- Clear organisation structure with defined reporting lines;
- Capable workforce with clear job descriptions, and continuous training efforts;
- Monitoring mechanisms in the form of financial and operations reports, and scheduled management meetings;
- Formal employee appraisal system which enables appraisal of employees and rewarding employees based on performance;
- Formal operating and draw procedures which set out the expected standards for its operations;
- Surprise checks on agents to ensure compliance with the Group's policies and procedures;
- Physical security and systems access controls;
- Independent assurance on the system of internal control from regular internal audit visits;
- Business continuity planning; and
- Succession planning to ensure that key positions in the Group are always being held by capable employees who are well aware of the Group's risks, and operating policies and procedures.

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

The Board through RMC and AC regularly receives and reviews reports on internal control, which include highlights on significant risks affecting the Group. The system of internal control was satisfactory and has not resulted in any material losses, contingencies or uncertainties that would require disclosure in the Company's Annual Report.

AUDIT COMMITTEE REPORT

The Board of Directors of Berjaya Sports Toto Berhad ("BToto") is pleased to present the report of the Audit Committee for the financial year ended 30 April 2015.

AUDIT COMMITTEE MEMBERS AND MEETING ATTENDANCES

The members of the Audit Committee comprise the following:-

Cheah Tek Kuang - Chairman/Independent/ Non-Executive Director

Datuk Robert Yong Kuen Loke - Independent/ Non-Executive Director

Dato' Oon Weng Boon - Independent/ Non-Executive Director

The Audit Committee held five (5) meetings during the financial year ended 30 April 2015. The details of attendance of the Audit Committee members are as follows:-

Name	Attendance
Cheah Tek Kuang	5/5
Datuk Robert Yong Kuen Loke	4/5
Dato' Oon Weng Boon	5/5

The Senior Manager of Internal Audit of Sports Toto Malaysia Sdn Bhd and the Head of Group Accounts and Budgets were also invited to attend the audit committee meetings. The external auditors were also invited to attend three (3) of these meetings. The Audit Committee also met with the external auditors without the presence of executive Board members and the Management.

SUMMARY OF ACTIVITIES OF THE AUDIT COMMITTEE

During the financial year ended 30 April 2015, the activities undertaken by the Audit Committee 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 and discussed the external auditors' audit report and areas of concern in the management letter thereof;
4. Assessed the adequacy and effectiveness of the system of internal control and accounting control procedures and the weaknesses of the Group's principal operating subsidiary by reviewing the various internal audit reports and management's responses thereto and ensuring significant findings are adequately addressed by management;
5. Reviewed and recommended for Board's approval, Audited Financial Statements of the Company;
6. Reviewed and recommended for Board's approval, the Statement on Corporate Governance, the Statement on Risk Management and Internal Control and the Audit Committee Report for inclusion in the Annual Report;
7. Reviewed the Internal Audit Plan for financial year 2015;
8. Reviewed the shareholders' circulars in relation to the recurrent related party transactions;
9. Reported to the Board on its activities and significant findings and results.

AUDIT COMMITTEE REPORT

SUMMARY OF ACTIVITIES OF THE INTERNAL AUDIT FUNCTION

The primary function of Internal Audit Department is to assist the Audit Committee in discharging its duties and responsibilities. Their role is to provide the 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 internal audit function was principally carried out by the Internal Audit Department of Sports Toto Malaysia Sdn Bhd ("STMSB"), the principal operating subsidiary of the Group which is involved in the gaming operations.

During the financial year ended 30 April 2015, the Internal Audit Department carried out various audit assignments on STMSB. The areas audited included branch audit of company's sales offices, audit of Head Office operating departments, and IT audit. Internal audit reports were issued to the Audit Committee and the STMSB management, incorporating audit recommendations and management's responses with regard to any audit findings on the weaknesses in the systems and controls of the operation. The Internal Audit Department also followed up with management on the implementation of the agreed audit recommendations.

The total cost incurred for the internal audit function of the Company for the financial year ended 30 April 2015 was RM671,702.

TERMS OF REFERENCE OF THE AUDIT COMMITTEE

1. Membership

The Committee shall be appointed by the Board from amongst the Directors and shall consist of not less than three (3) members, all of whom shall be non-executive Directors. The majority of the Committee Members shall be Independent Directors and at least one (1) member of the Committee must be a member of the Malaysian Institute of Accountants or possesses such other qualifications and/or experience as approved by the Bursa Malaysia Securities Berhad ("BMSB").

A quorum shall consist of two (2) members and a majority of the members present must be Independent Directors.

If a member of the audit 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 (3), the Board of Directors shall, within three (3) months of that event, appoint such number of new members as may be required to make up the minimum number of three (3) members.

2. Chairman

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

3. Secretary

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

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

4. Frequency of Meetings

Meetings shall be held not less than four (4) 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.

5. Authority

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

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

6. Duties

The duties of the Committee shall be:-

- (a) To review and recommend the appointment of external auditors, the audit fee and any questions of resignation or dismissal including the nomination of person or persons as external auditors;
- (b) To discuss with the external auditors where necessary, on the nature and scope of audit and to ensure coordination of audit where more than one (1) 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 Committee Report at the end of each financial year;
- (e) To discuss problems and reservations arising from the interim and final external audits, and any matters the external auditors may wish to discuss (in the absence of management, where necessary);
- (f) To review the external auditors' management letter and management's response;
- (g) To review any related party transaction and conflict of interest situation that may arise within the Company or Group including any transaction, procedure or course of conduct that raises questions of management integrity;

AUDIT COMMITTEE REPORT

(h) To do the following with regards to the internal audit function:-

- review the adequacy of scope, functions, competency and resources of the internal audit department and that it has the necessary authority to carry out its work;
- review internal audit programme;
- ensure coordination of external audit with internal audit;
- consider the major findings of internal audit investigations and management's response, and ensure that appropriate actions are taken on the recommendations of the internal audit function;
- to monitor related party transactions entered into by the Company and its subsidiaries, and to ensure that the Directors report such transactions annually to shareholders via the annual report;
- to review and monitor the effectiveness of internal control systems and to evaluate the systems with the external auditors;

(i) To carry out such other responsibilities, functions or assignments as may be defined jointly by the Audit Committee and the Board of Directors from time to time;

(j) In compliance with Paragraph 15.16 of the Main Market Listing Requirements of BMSB ("Main 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 Main Listing Requirements, the Committee must promptly report such matter to BMSB.



FINANCIAL STATEMENTS



- 44 Directors' Report
- 50 Statement by Directors
- 50 Statutory Declaration
- 51 Independent Auditors' Report
- 53 Statements of Financial Position
- 55 Statements of Profit or Loss
- 56 Statements of Other Comprehensive Income
- 57 Consolidated Statement of Changes in Equity
- 59 Statement of Changes in Equity
- 60 Consolidated Statement of Cash Flows
- 63 Statement of Cash Flows
- 64 Notes to the Financial Statements
- 144 Supplementary Information - Breakdown of Retained Earnings Into Realised and Unrealised

DIRECTORS' REPORT

The directors have pleasure in presenting their report together with the audited financial statements of the Group and of the Company for the financial year ended 30 April 2015.

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:

- operation of Toto betting under Section 5 of the Pool Betting Act, 1967;
- leasing of online lottery equipment and provision of software support;
- manufacture and distribution of computerised lottery and voting systems;
- property investment and development;
- operation of hotel;
- motor retailing and provision of aftersale services; and
- investment holding and others.

Details of the subsidiaries are disclosed in Note 4 to the financial statements.

There have been no significant changes in the nature of the above principal activities during the financial year except for dissolution of a subsidiary company as disclosed in Note 4 to the financial statements.

RESULTS

	Group RM'000	Company RM'000
Profit/(loss) for the year	373,304	(103,458)
Attributable to:		
Owners of the parent	361,610	(103,458)
Non-controlling interests	11,694	-
	373,304	(103,458)

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

In the opinion of the directors, the results 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 Notes 29, 30 and 44 to the financial statements.

DIVIDENDS

The amount of dividends paid by the Company since 30 April 2014 were as follows:

	RM'000
<u>In respect of the financial year ended 30 April 2014 as reported in the Directors' Report of that year:</u>	
Fourth interim single tier exempt dividend of 7 sen per share on 1,348,118,886 ordinary shares with voting rights, paid on 8 August 2014	94,368 #
<u>In respect of the financial year ended 30 April 2015:</u>	
First interim single tier exempt dividend of 5.5 sen per share on 1,348,118,886 ordinary shares with voting rights, paid on 16 October 2014	74,146
Second interim single tier exempt dividend of 6 sen per share on 1,344,394,100 ordinary shares with voting rights, paid on 13 February 2015	80,664
Third interim single tier exempt dividend of 5 sen per share on 1,344,394,100 ordinary shares with voting rights, paid on 28 April 2015	67,220
	222,030
The directors declared and approved on 18 June 2015:	
A fourth interim single tier exempt dividend of 5 sen per share on 1,344,394,100 ordinary shares with voting rights, paid on 6 August 2015 in respect of financial year ended 30 April 2015	67,220 *

This dividend was accounted for in the shareholders' equity as an appropriation of retained earnings in the financial year ended 30 April 2015.

* The financial statements for the current financial year do not reflect this dividend. This dividend will be accounted for in the shareholders' equity as an appropriation of retained earnings in the financial year ending 30 April 2016.

DIRECTORS

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

Cheah Tek Kuang
 Dato' Sri Robin Tan Yeong Ching
 Seow Swee Pin
 Chan Kien Sing
 Freddie Pang Hock Cheng
 Datuk Robert Yong Kuen Loke
 Dato' Dickson Tan Yong Loong
 Dato' Oon Weng Boon

DIRECTORS' REPORT

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 a benefit (other than benefits included in the aggregate amount of emoluments received or due and receivable by the directors or the fixed salary of a full time employee of the Company as shown in Note 28(a) to the financial statements) by reason of a contract made by the Company or a related corporation with any director or with a firm of which the director is a member, or with a company in which the director has a substantial financial interest except as disclosed in Note 38 to the financial statements.

DIRECTORS' INTERESTS

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

The Company

Berjaya Sports Toto Berhad

	Number of ordinary shares of RM0.10 each			
	At 1.5.14	Acquired	Disposed	At 30.4.15
Dato' Sri Robin Tan Yeong Ching	1,000,000	-	-	1,000,000
Chan Kien Sing	3,585	-	-	3,585
Freddie Pang Hock Cheng	407,937	-	-	407,937
	169,519 ^	-	-	169,519 ^
Seow Swee Pin	92,092	-	-	92,092
	7,844 ^	-	-	7,844 ^
Datuk Robert Yong Kuen Loke	122,790	-	-	122,790
Dato' Dickson Tan Yong Loong	-	13,200	-	13,200

Penultimate Holding Company

Berjaya Land Berhad

	Number of ordinary shares of RM0.50 each			
	At 1.5.14	Acquired	Disposed	At 30.4.15
Dato' Sri Robin Tan Yeong Ching	600,000	-	-	600,000
	56,600,000 *	-	-	56,600,000 *
Freddie Pang Hock Cheng	160,000	-	-	160,000
	4,000 ^	-	-	4,000 ^
Datuk Robert Yong Kuen Loke	360,808	-	-	360,808

DIRECTORS' INTERESTS (CONT'D)

Ultimate Holding Company
Berjaya Corporation Berhad

	Number of ordinary shares of RM1.00 each			
	At 1.5.14	Acquired	Disposed	At 30.4.15
Dato' Sri Robin Tan Yeong Ching	2,222,847	-	-	2,222,847
	599,416,995 *	-	-	599,416,995 *
	5,000 ^	-	-	5,000 ^
Chan Kien Sing	47,688	-	-	47,688
Freddie Pang Hock Cheng	217,388	-	-	217,388
	143,300 ^	-	-	143,300 ^
Datuk Robert Yong Kuen Loke	1,020,548	-	-	1,020,548

	Number of RM0.50 nominal value of 0% Irredeemable Convertible Unsecured Loan Stocks 2005/2015			
	At 1.5.14	Acquired	Converted	At 30.4.15
Dato' Sri Robin Tan Yeong Ching	12,401,200 *	-	-	12,401,200 *
Datuk Robert Yong Kuen Loke	741	-	-	741

	Number of RM1.00 nominal value of 5% Irredeemable Convertible Unsecured Loan Stocks 2012/2022			
	At 1.5.14	Acquired	Converted	At 30.4.15
Dato' Sri Robin Tan Yeong Ching	2,620,500	-	-	2,620,500
	87,029,000 *	-	-	87,029,000 *
	1,000 ^	-	-	1,000 ^
Chan Kien Sing	10,000	-	-	10,000
Freddie Pang Hock Cheng	40,000	-	-	40,000
	25,200 ^	-	-	25,200 ^
Datuk Robert Yong Kuen Loke	2,516,508	-	-	2,516,508

	Number of Warrants			
	At 1.5.14	Acquired	Converted	At 30.4.15
Dato' Sri Robin Tan Yeong Ching	2,620,500	-	-	2,620,500
	87,029,000 *	-	-	87,029,000 *
	1,000 ^	-	-	1,000 ^
Chan Kien Sing	10,000	-	-	10,000
Freddie Pang Hock Cheng	40,000	-	-	40,000
	25,200 ^	-	-	25,200 ^
Datuk Robert Yong Kuen Loke	170,108	-	-	170,108

DIRECTORS' REPORT

DIRECTORS' INTERESTS (CONT'D)

Related Company Berjaya Food Berhad

	Number of ordinary shares of RM0.50 each			
	At 1.5.14	Acquired	Disposed	At 30.4.15
Dato' Sri Robin Tan Yeong Ching	1,877,560	-	-	1,877,560

	Number of ordinary shares of RM0.50 each under the Employees' Share Option Scheme			
	At 1.5.14	Granted	Exercised	At 30.4.15
Dato' Sri Robin Tan Yeong Ching	211,740	-	-	211,740

* Denotes indirect interests.

^ Denotes indirect interests held pursuant to Section 134(12)(c) of the Companies Act, 1965.

Other than as disclosed above, none of the other directors in office at the end of the financial year had any interest in shares and debentures in the Company or its related corporations during the financial year.

SHARE CAPITAL AND TREASURY SHARES

The number and carrying amounts of treasury shares as at 30 April were as follows:

	Number of shares		Carrying amounts	
	2015 '000	2014 '000	2015 RM'000	2014 RM'000
Balance as at 1 May	2,911	7,840	11,860	32,907
Acquisition of additional treasury shares during the year	3,725	25,690	12,852	103,695
Distribution of treasury shares as share dividend during the year	-	(30,619)	-	(124,742)
Total treasury shares as at 30 April (Note 19)	6,636	2,911	24,712	11,860

As at 30 April 2015, the issued and paid up share capital of the Company with voting rights was 1,344,394,100 (2014 : 1,348,118,886) ordinary shares of RM0.10 each.

OTHER STATUTORY INFORMATION

- (a) Before the statements of financial position, statements of profit or loss and statements of other comprehensive income of the Group and of the Company were made out, the directors took reasonable steps:
- 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
 - to ensure that any current assets which were unlikely to realise their values 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.

OTHER STATUTORY INFORMATION (CONT'D)

- (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 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 or financial guarantee of the Group or of the Company which has arisen since the end of the financial year other than as disclosed in Note 36 to the financial statements.
- (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 as and when they fall due; and
 - (ii) no item, transaction or event of a material and unusual nature has arisen in the interval between the end of the financial year and the date of this report which is likely to affect substantially the results of the operations of the Group or of the Company for the financial year in which this report is made.

SIGNIFICANT EVENTS DURING THE FINANCIAL YEAR

The significant events during the financial year are as disclosed in Note 45 to the financial statements.

SUBSEQUENT EVENT AFTER THE FINANCIAL YEAR

The subsequent event after the financial year is disclosed in Note 46 to the financial statements.

AUDITORS

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

Signed on behalf of the Board in accordance with a resolution of the directors dated 20 August 2015

DATO' SRI ROBIN TAN YEONG CHING

SEOW SWEE PIN

STATEMENT BY DIRECTORS

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

We, DATO' SRI ROBIN TAN YEONG CHING and SEOW SWEE PIN, being two of the directors of BERJAYA SPORTS TOTO BERHAD, do hereby state that, in the opinion of the directors, the accompanying financial statements set out on pages 53 to 143 are drawn up in accordance with Malaysian Financial Reporting Standards, International Financial Reporting Standards and the requirements of the Companies Act, 1965 in Malaysia so as to give a true and fair view of the state of affairs of the Group and of the Company as at 30 April 2015 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 48 on page 144 to the financial statements have been prepared in accordance with Guidance on Special Matter No.1, Determination of Realised and Unrealised Profits or Losses in the Context of Disclosure Pursuant to Bursa Malaysia Securities Berhad Listing Requirements, as issued by the Malaysian Institute of Accountants.

Signed on behalf of the Board in accordance with a resolution of the directors dated 20 August 2015

DATO' SRI ROBIN TAN YEONG CHING

SEOW SWEE PIN

STATUTORY DECLARATION

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

I, SEOW SWEE PIN, being the director primarily responsible for the financial management of BERJAYA SPORTS TOTO BERHAD, do solemnly and sincerely declare that the accompanying financial statements set out on pages 53 to 144 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 }
SEOW SWEE PIN at Kuala Lumpur }
in the Federal Territory on 20 August 2015 }

SEOW SWEE PIN

Before me,

Ooi Ah Bah (W152)
Commissioner for Oaths
Kuala Lumpur, Malaysia

INDEPENDENT AUDITORS' REPORT

to the members of Berjaya Sports Toto Berhad

Report on the financial statements

We have audited the financial statements of Berjaya Sports Toto Berhad, which comprise the statements of financial position as at 30 April 2015 of the Group and of the Company, and the statements of profit or loss, statements of other comprehensive income, statements of changes in equity and statements of cash flows of the Group and of the Company for the year then ended, and a summary of significant accounting policies and other explanatory information, as set out on pages 53 to 143.

Directors' responsibility for the financial statements

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

Auditors' responsibility

Our responsibility is to express an opinion on these financial statements based on our audit. We conducted our audit in accordance with approved standards on auditing in Malaysia. Those standards require that we comply with ethical requirements and plan and perform the audit to obtain reasonable assurance 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 the financial statements that give a true and fair view in order to design audit procedures that are appropriate in the circumstances, but not for the purpose of expressing an opinion on the effectiveness of the Company's internal control. An audit also includes evaluating the appropriateness of the accounting policies used and the reasonableness of accounting estimates made by the directors, as well as evaluating the overall presentation of the financial statements.

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

Opinion

In our opinion, the financial statements give a true and fair view of the financial position of the Group and of the Company as at 30 April 2015 and of the financial performance and cash flows for the year then ended in accordance with Malaysian Financial Reporting Standards, International Financial Reporting Standards and the requirements of the Companies Act, 1965 in Malaysia.

INDEPENDENT AUDITORS' REPORT

to the members of Berjaya Sports Toto Berhad

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 Companies Act, 1965 to be kept by the Company and its subsidiaries of which we have acted as auditors have been properly kept in accordance with the Companies Act, 1965.
- (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 4 to the financial statements, being financial statements that have been included in the consolidated financial statements.
- (c) We are satisfied that the financial statements of the subsidiaries that have been consolidated with the financial statements of the Company are in form and content appropriate and proper for the purposes of the preparation of the consolidated financial statements and we have received satisfactory information and explanations required by us for those purposes.
- (d) The auditors' reports on the financial statements of the subsidiaries were not subject to any qualification and did not include any comment required to be made under Section 174(3) of the Act.

OTHER REPORTING RESPONSIBILITIES

The supplementary information set out in Note 48 on page 144 is disclosed to meet the requirement of Bursa Malaysia Securities Berhad and is not part of the financial statements. The directors are responsible for the preparation of supplementary information in accordance with Guidance on Special Matter No.1, Determination of Realised and Unrealised Profits or Losses in the Context of Disclosure Pursuant to Bursa Malaysia Securities Berhad Listing Requirements, as issued by the Malaysian Institute of Accountants ("MIA Guidance") and the directive of Bursa Malaysia Securities Berhad. In our opinion, the supplementary information is prepared, in all material respects, in accordance with the MIA Guidance and the directive of Bursa Malaysia Securities Berhad.

OTHER MATTERS

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

ERNST & YOUNG

AF:0039

Chartered Accountants

Kuala Lumpur, Malaysia

20 August 2015

KUA CHOO KAI

2030/03/16(J)

Chartered Accountant

STATEMENTS OF FINANCIAL POSITION

as at 30 April 2015

	Note	Group		Company	
		2015 RM'000	Restated 2014 RM'000	2015 RM'000	2014 RM'000
ASSETS					
Non-current assets					
Property, plant and equipment	3	166,478	165,398	2,763	3,683
Investment in subsidiary companies	4	-	-	6,181,520	6,596,200
Investment in associated companies	5	18,797	10,751	1,343	457
Long term investments	6	106,240	88,139	113	113
Investment properties	7	95,966	95,506	-	-
Deferred tax assets	8	23,692	16,991	-	-
Intangible assets	9	763,756	754,049	-	-
		1,174,929	1,130,834	6,185,739	6,600,453
Current assets					
Inventories	10	364,042	267,923	-	-
Receivables	11	278,312	261,313	78,510	105,955
Tax recoverable		2,210	563	78	78
Amounts due from subsidiary companies	12	-	-	221,146	175,981
Deposits with financial institutions	13	315,404	345,004	22,600	5,200
Cash and bank balances	13	114,801	144,774	3,207	840
		1,074,769	1,019,577	325,541	288,054
Assets classified as held for sale	7	-	2,315	-	-
		1,074,769	1,021,892	325,541	288,054
TOTAL ASSETS		2,249,698	2,152,726	6,511,280	6,888,507

STATEMENTS OF FINANCIAL POSITION

as at 30 April 2015

	Note	Group		Company	
		2015 RM'000	Restated 2014 RM'000	2015 RM'000	2014 RM'000
EQUITY AND LIABILITIES					
Equity attributable to owners of the parent					
Share capital	14	135,103	135,103	135,103	135,103
Capital reserve	15	21,327	21,327	-	-
Exchange reserve	16	59,800	26,083	-	-
Available-for-sale ("AFS") reserve	17	15,560	18,667	-	-
Retained earnings	18	477,419	439,186	5,597,194	6,017,050
Equity funds		709,209	640,366	5,732,297	6,152,153
Treasury shares	19	(24,712)	(11,860)	(24,712)	(11,860)
Net equity funds		684,497	628,506	5,707,585	6,140,293
Non-controlling interests		71,070	75,129	-	-
Total equity		755,567	703,635	5,707,585	6,140,293
Non-current liabilities					
Retirement benefit obligations	20	3,818	3,462	-	-
Long term borrowings	21	495,000	400,000	-	-
Other long term liabilities	22	1,551	1,436	540	532
Deferred tax liabilities	8	3,664	4,765	114	215
		504,033	409,663	654	747
Current liabilities					
Short term borrowings	23	200,000	333,725	-	113,414
Provisions	24	1,095	1,581	-	-
Payables	25	782,536	692,780	2,955	1,523
Amounts due to subsidiary companies	26	-	-	800,086	632,530
Tax payable		6,467	11,342	-	-
		990,098	1,039,428	803,041	747,467
TOTAL LIABILITIES		1,494,131	1,449,091	803,695	748,214
TOTAL EQUITY AND LIABILITIES		2,249,698	2,152,726	6,511,280	6,888,507

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

STATEMENTS OF PROFIT OR LOSS

for the Financial Year Ended 30 April 2015

	Note	Group		Company	
		2015 RM'000	2014 RM'000	2015 RM'000	2014 RM'000
Revenue	27	5,288,356	4,340,839	355,885	605,158
Cost of sales		(4,126,744)	(3,350,577)	-	-
GROSS PROFIT		1,161,612	990,262	355,885	605,158
Selling and distribution expenses		(269,181)	(197,479)	-	-
General and administrative expenses		(366,433)	(257,168)	(19,695)	(19,023)
PROFIT BEFORE OTHER INCOME AND EXPENSES	28	525,998	535,615	336,190	586,135
Investment related income	29	21,664	28,682	-	-
Investment related expenses	30	(154)	(34,854)	(414,938)	(1,630)
Other income	31	26,610	22,634	12,932	10,940
		574,118	552,077	(65,816)	595,445
Finance costs	32	(45,340)	(41,692)	(37,743)	(40,872)
Share of results of associated companies		5,234	(663)	-	-
PROFIT/(LOSS) BEFORE TAX		534,012	509,722	(103,559)	554,573
Taxation	33	(160,708)	(166,026)	101	149
PROFIT/(LOSS) FOR THE YEAR		373,304	343,696	(103,458)	554,722
ATTRIBUTABLE TO:					
Owners of the parent		361,610	328,706	(103,458)	554,722
Non-controlling interests		11,694	14,990	-	-
		373,304	343,696	(103,458)	554,722
Earnings per share attributable to owners of the parent	34				
- Basic (sen)		26.86	24.66		
- Diluted (sen)		26.86	24.66		
DIVIDENDS PER SHARE (SEN)	35				
- First interim dividend				5.50	4.00
- Second interim dividend				6.00	6.00
- Third interim dividend - share dividend				-	9.50
- Third interim dividend				5.00	-
- Fourth interim dividend				5.00	7.00

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

STATEMENTS OF OTHER COMPREHENSIVE INCOME

for the Financial Year Ended 30 April 2015

	Note	Group		Company	
		2015 RM'000	Restated 2014 RM'000	2015 RM'000	2014 RM'000
PROFIT/(LOSS) AFTER TAXATION		373,304	343,696	(103,458)	554,722
OTHER COMPREHENSIVE INCOME					
<u>Items that may be reclassified</u> <u>subsequently to profit or loss</u>					
Net changes on available-for-sale ("AFS") financial assets					
- Changes in fair value of AFS investments		(3,072)	26,606	-	-
- Reclassification of AFS investment to investment in subsidiary company		-	(13,238)	-	-
- Disposals of AFS investments transferred to profit or loss		(554)	(4,055)	-	-
Effects of foreign exchange differences		30,016	12,377	-	-
<u>Items that will not be reclassified</u> <u>subsequently to profit or loss</u>					
Actuarial loss recognised in defined benefit pension scheme	20(ii)	(543)	(191)	-	-
Tax effect relating to components of other comprehensive income		149	(49)	-	-
TOTAL COMPREHENSIVE INCOME/(LOSS) FOR THE YEAR		399,300	365,146	(103,458)	554,722
TOTAL COMPREHENSIVE INCOME/(LOSS) ATTRIBUTABLE TO:					
Owners of the parent		391,899	350,048	(103,458)	554,722
Non-controlling interests		7,401	15,098	-	-
		399,300	365,146	(103,458)	554,722

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

CONSOLIDATED STATEMENT OF CHANGES IN EQUITY

for the Financial Year Ended 30 April 2015

GROUP	Attributable to Owners of the Parent							Total equity RM'000	
	Share capital RM'000	Treasury shares RM'000	Capital reserve RM'000	Exchange reserve RM'000	AFS reserve RM'000	Distributable retained earnings RM'000	Total to owners of parent company RM'000		Non-controlling interests RM'000
As at 1 May 2013	135,103	(32,907)	21,327	12,997	10,424	423,221	570,165	43,049	613,214
Total comprehensive income for the year									
- as reported	-	-	-	6,707	8,243	328,719	343,669	14,620	358,289
- prior year adjustments (Note 44)	-	-	-	6,379	-	-	6,379	478	6,857
- as restated	-	-	-	13,086	8,243	328,719	350,048	15,098	365,146
Transactions with owners									
Acquisition of a subsidiary company									
- as reported	-	-	-	-	-	-	-	22,210	22,210
- prior year adjustments (Note 44)	-	-	-	-	-	-	-	(4,455)	(4,455)
- as restated	-	-	-	-	-	-	-	17,755	17,755
Arising from increase in equity interest in a subsidiary company									
- as reported	-	-	-	-	-	(1,068)	(1,068)	(773)	(1,841)
- prior year adjustments (Note 44)	-	-	-	-	-	(144)	(144)	-	(144)
- as restated	-	-	-	-	-	(1,212)	(1,212)	(773)	(1,985)
Distribution of treasury shares as share dividend (Notes 19 and 35)	-	124,742	-	-	-	(124,742)	-	-	-
Dividends (Note 35)	-	-	-	-	-	(186,800)	(186,800)	-	(186,800)
Purchase of treasury shares (Note 19)	-	(103,695)	-	-	-	-	(103,695)	-	(103,695)
Total transactions with owners	-	21,047	-	-	-	(312,754)	(291,707)	16,982	(274,725)
As at 30 April 2014	135,103	(11,860)	21,327	26,083	18,667	439,186	628,506	75,129	703,635

CONSOLIDATED STATEMENT OF CHANGES IN EQUITY

for the Financial Year Ended 30 April 2015

	Attributable to Owners of the Parent								Total equity RM'000	
	Share capital RM'000	Treasury shares RM'000	Capital reserve RM'000	Exchange reserve RM'000	AFS reserve RM'000	Distributable Retained earnings RM'000	Total to owners of parent company RM'000	Non-controlling interests RM'000		
GROUP (CONT'D)										
At 1 May 2014	135,103	(11,860)	21,327	19,704	18,667	439,330	622,271	79,106	701,377	
- prior year adjustments (Note 44)	-	-	-	6,379	-	(144)	6,235	(3,977)	2,258	
As restated	135,103	(11,860)	21,327	26,083	18,667	439,186	628,506	75,129	703,635	
Total comprehensive income for the year	-	-	-	33,717	(3,107)	361,289	391,899	7,401	399,300	
Transactions with owners										
Arising from increase in equity interest in a subsidiary company	-	-	-	-	-	(6,658)	(6,658)	(10,704)	(17,362)	
Dividends (Note 35)	-	-	-	-	-	(316,398)	(316,398)	-	(316,398)	
Dividends of a subsidiary company paid to non-controlling interests	-	-	-	-	-	-	-	(756)	(756)	
Purchase of treasury shares (Note 19)	-	(12,852)	-	-	-	-	(12,852)	-	(12,852)	
Total transactions with owners	-	(12,852)	-	-	-	(323,056)	(335,908)	(11,460)	(347,368)	
As at 30 April 2015	135,103	(24,712)	21,327	59,800	15,560	477,419	684,497	71,070	755,567	

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

STATEMENT OF CHANGES IN EQUITY

for the Financial Year Ended 30 April 2015

COMPANY	Share capital RM'000	Treasury shares RM'000	Distributable	
			Retained earnings RM'000	Total equity RM'000
As at 1 May 2013	135,103	(32,907)	5,773,870	5,876,066
Total comprehensive income for the year	-	-	554,722	554,722
Transactions with owners				
Distribution of treasury shares as share dividend (Notes 19 and 35)	-	124,742	(124,742)	-
Dividends (Note 35)	-	-	(186,800)	(186,800)
Purchase of treasury shares (Note 19)	-	(103,695)	-	(103,695)
Total transactions with owners	-	21,047	(311,542)	(290,495)
As at 30 April 2014	135,103	(11,860)	6,017,050	6,140,293
As at 1 May 2014	135,103	(11,860)	6,017,050	6,140,293
Total comprehensive loss for the year	-	-	(103,458)	(103,458)
Transactions with owners				
Dividends (Note 35)	-	-	(316,398)	(316,398)
Purchase of treasury shares (Note 19)	-	(12,852)	-	(12,852)
Total transactions with owners	-	(12,852)	(316,398)	(329,250)
As at 30 April 2015	135,103	(24,712)	5,597,194	5,707,585

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

CONSOLIDATED STATEMENT OF CASH FLOWS

for the Financial Year Ended 30 April 2015

	Group	
	2015 RM'000	Restated 2014 RM'000
CASH FLOWS FROM OPERATING ACTIVITIES		
Receipts from customers	5,580,875	4,591,252
Payments to prize winners, suppliers and for other operating expenses	(4,478,360)	(3,410,032)
Payments for pool betting duties, gaming tax and other government contributions	(536,931)	(616,966)
Payment of taxes	(175,053)	(180,181)
Refund of taxes	24	271
Other receipts	105	81
Net cash generated from operating activities	390,660	384,425
CASH FLOWS FROM INVESTING ACTIVITIES		
Proceeds from disposal of property, plant and equipment	914	1,180
Proceeds from disposal of investment properties (Note A)	4,653	1,818
Proceeds from disposal of long term investments	1,950	17,850
Proceeds from disposal of short term investments	-	3,771
Acquisition of property, plant and equipment (Note B)	(28,215)	(28,301)
Acquisition of investment in an associated company	(1,029)	(1,901)
Acquisition of investment in a subsidiary company (Note F)	-	(75,118)
Acquisition of a business operation (Note 9(a))	(12,927)	-
Acquisition of additional equity interest in a subsidiary company	-	(1,841)
Acquisition of investment properties (Note C)	(188)	(821)
Acquisition of treasury shares from non-controlling interests by a foreign subsidiary company	(17,362)	-
Acquisition of long term investments	(17,468)	(33,490)
Dividend received	2,141	5,753
Interest received	15,389	12,183
Other receipts arising from investments	19,015	3,068
Deposit placements with investment bankers	-	(41,551)
Other payments arising from investments	(13,365)	(41,501)
Net cash used in investing activities	(46,492)	(178,901)

CONSOLIDATED STATEMENT OF CASH FLOWS

for the Financial Year Ended 30 April 2015

	Group	
	2015 RM'000	Restated 2014 RM'000
CASH FLOWS FROM FINANCING ACTIVITIES		
Issuance of medium term notes	295,000	180,000
Repayment of medium term notes	(180,000)	(150,000)
Drawdown of borrowings	-	186,707
Repayment of borrowings	(153,725)	(32,982)
Repayment of hire purchase liabilities	(746)	(567)
Finance costs paid	(42,869)	(41,753)
Dividends paid to shareholders of the Company	(315,213)	(188,901)
Dividends paid to non-controlling interests of a subsidiary company	(1,389)	-
Treasury shares acquired (Note D)	(12,852)	(104,118)
Placements in banks as security pledged for borrowings	(2,698)	(208)
Net cash used in financing activities	(414,492)	(151,822)
NET (DECREASE)/INCREASE IN CASH AND CASH EQUIVALENTS	(70,324)	53,702
CASH AND CASH EQUIVALENTS AS AT 1 MAY	489,570	429,626
Effects of exchange rate changes	8,053	6,242
CASH AND CASH EQUIVALENTS AS AT 30 APRIL (Note E)	427,299	489,570
Note A Proceeds from disposal of investment properties		
Proceeds from current year disposal	2,571	1,818
Proceeds from previous year disposal	2,082	-
Proceeds received in the subsequent year	-	2,082
	4,653	3,900
Note B Acquisition of property, plant and equipment		
Hire purchase	617	1,341
Cash	28,215	28,301
Acquisition of a business operation	836	-
	29,668	29,642
Note C Acquisition of investment properties		
Payment for current year acquisition	-	821
Payment for previous year acquisition	188	-
Outstanding sum classified as payables	-	234
	188	1,055
Note D Treasury shares acquired (Note 19)		
Cash	12,852	104,118
Less : Payment made for previous year acquisition	-	(423)
	12,852	103,695

CONSOLIDATED STATEMENT OF CASH FLOWS

for the Financial Year Ended 30 April 2015

	Group	
	2015 RM'000	Restated 2014 RM'000
Note E Cash and cash equivalents comprise the following:		
Deposits with financial institutions (Note 13)	315,404	345,004
Cash and bank balances	114,801	144,774
	430,205	489,778
Less : Cash and cash equivalents restricted for use		
- Deposits with financial institutions (Note 13)	(2,906)	(208)
	427,299	489,570
Note F Analysis of the effects of the acquisition of a subsidiary company on cash flows was as follows:		
Property, plant and equipment (Note 3)	-	42,795
Net other assets acquired	-	18,486
Non-controlling interests	-	(17,755)
Dealership rights on consolidation (Notes 4(a) and 9)	-	52,529
Goodwill on consolidation (Notes 4(a) and 9)	-	48,690
Net assets acquired	-	144,745
Excluding: Cash and cash equivalents of subsidiary company acquired	-	(54,078)
Carrying amount previously accounted for as available-for-sale investments (Note 4(a))	-	(15,549)
Cash flow on acquisition (net of cash in subsidiary company acquired)	-	75,118

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

STATEMENT OF CASH FLOWS

for the Financial Year Ended 30 April 2015

	Company	
	2015 RM'000	2014 RM'000
CASH FLOWS FROM OPERATING ACTIVITIES		
Payment for operating expenses	(18,951)	(17,729)
Dividends received	383,137	200,806
Net cash generated from operating activities	364,186	183,077
CASH FLOWS FROM INVESTING ACTIVITIES		
Acquisition of property, plant and equipment (Note A)	(87)	(296)
Proceeds from disposal of property, plant and equipment	71	-
Interest received	392	658
Acquisition of investment in an associated company	(1,029)	(1,901)
Advances from subsidiary companies	131,802	22,005
Advances given to subsidiary companies	(32,993)	(19,741)
Net cash generated from investing activities	98,156	725
CASH FLOWS FROM FINANCING ACTIVITIES		
Dividends paid	(315,213)	(188,901)
Interest paid	(925)	(4,942)
Repayment of hire purchase liabilities	(171)	(89)
Drawdown of borrowings	-	113,414
Repayment of borrowings	(113,414)	-
Treasury shares acquired (Note B)	(12,852)	(104,118)
Net cash used in financing activities	(442,575)	(184,636)
NET INCREASE/(DECREASE) IN CASH AND CASH EQUIVALENTS	19,767	(834)
CASH AND CASH EQUIVALENTS AS AT 1 MAY	6,040	6,874
CASH AND CASH EQUIVALENTS AS AT 30 APRIL (Note C)	25,807	6,040
Note A Acquisition of property, plant and equipment		
Hire purchase	215	647
Cash	87	296
	302	943
Note B Treasury shares acquired (Note 19)		
Cash	12,852	104,118
Less : Payment made for previous year acquisition	-	(423)
	12,852	103,695
Note C Cash and cash equivalents comprise the following:		
Deposits with financial institutions (Note 13)	22,600	5,200
Cash and bank balances	3,207	840
	25,807	6,040

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

NOTES TO THE FINANCIAL STATEMENTS

30 April 2015

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:

- operation of Toto betting under Section 5 of the Pool Betting Act, 1967;
- leasing of online lottery equipment and provision of software support;
- manufacture and distribution of computerised lottery and voting systems;
- property investment and development;
- operation of hotel;
- motor retailing and provision of aftersale services; and
- investment holding and others.

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. 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 penultimate holding and ultimate holding companies of the Company are Berjaya Land Berhad and Berjaya Corporation Berhad ("BCorp") respectively, both of which are incorporated and domiciled in Malaysia and listed on the Main Market of Bursa Malaysia Securities Berhad.

Related companies in the financial statements refer to member companies of the BCorp group of companies other than subsidiary companies of the Company.

The financial statements were authorised for issue by the Board of Directors in accordance with a resolution of the directors on 20 August 2015.

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 Malaysian Financial Reporting Standards ("MFRSs"), International Financial Reporting Standards and the requirements of the Companies Act, 1965 in Malaysia.

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

2.2 SUMMARY OF SIGNIFICANT ACCOUNTING POLICIES

(a) Subsidiaries and basis of consolidation

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

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

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

2 SIGNIFICANT ACCOUNTING POLICIES (CONT'D)

2.2 SUMMARY OF SIGNIFICANT ACCOUNTING POLICIES (CONT'D)

(a) Subsidiaries and basis of consolidation (Cont'd)

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

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

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

The cost of acquisition of a subsidiary company depends on whether it is a business combination, in accordance to the specifications in MFRS 3, or not. If it is not a business combination, the cost of acquisition consists of the consideration transferred ("CT"). The CT is the sum of fair values of the assets transferred by the Group, the liabilities incurred by the Group to the former owners of the acquiree and the equity instruments issued by the Group in exchange for control of the acquiree on the date of acquisition, the amount of any non-controlling interests in the acquiree and any contingent consideration. For an acquisition that is not a business combination, the acquisition-related costs can be capitalised as part of the cost of acquisition. If it is a business combination, the cost of acquisition (or specifically, the cost of business combination) consists of CT and the amount of any non-controlling interests in the acquiree, the fair value of the Group's previously held equity interest in the acquiree and any contingent consideration. For an acquisition that is a business combination, the acquisition-related costs are recognised in profit or loss as incurred.

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

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

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

NOTES TO THE FINANCIAL STATEMENTS

30 April 2015

2 SIGNIFICANT ACCOUNTING POLICIES (CONT'D)

2.2 SUMMARY OF SIGNIFICANT ACCOUNTING POLICIES (CONT'D)

(a) Subsidiaries and basis of consolidation (Cont'd)

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

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

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

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

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

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

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

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

2 SIGNIFICANT ACCOUNTING POLICIES (CONT'D)**2.2 SUMMARY OF SIGNIFICANT ACCOUNTING POLICIES (CONT'D)****(a) Subsidiaries and basis of consolidation (Cont'd)**

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

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

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

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

(b) Associated companies

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

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

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

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

Under the equity method, the investment in associated company is recognised at cost on initial recognition, and the carrying amount is increased or decreased to recognise the Group's share of profit or loss and other comprehensive income of the associated company after the date of acquisition, 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 profit or loss from the date that significant influence effectively commences or until the date that significant influence effectively ceases, as appropriate.

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

NOTES TO THE FINANCIAL STATEMENTS

30 April 2015

2 SIGNIFICANT ACCOUNTING POLICIES (CONT'D)

2.2 SUMMARY OF SIGNIFICANT ACCOUNTING POLICIES (CONT'D)

(b) Associated companies (Cont'd)

When the Group's share of losses equals or exceeds its interest in an equity accounted associated company including any long-term interest that, in substance, form 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 legal and constructive obligations or has made payment on behalf of the associated company.

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

(c) Intangible assets

(i) Goodwill

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

(ii) Dealership rights

The cost of dealership rights acquired in a business combination is at their fair value at the date of acquisition. Following the initial recognition, the dealership rights are carried at cost less any accumulated impairment losses. The dealership rights are assessed and recognised based on the dealership agreements signed with the selected luxury brand car manufacturers that satisfied the criterion to be separately identified as intangible assets and highly likely to contribute significant future economic benefits. The dealership rights, which are considered to have indefinite useful lives, are not amortised but tested for impairment, annually or more frequently, when indications of impairment are identified. The useful lives of dealership rights are reviewed annually to determine whether indefinite life assessment continues to be supportable. If not, the change in the useful life assessment from indefinite to finite is made on prospective basis.

(iii) Other intangible assets

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

2 SIGNIFICANT ACCOUNTING POLICIES (CONT'D)

2.2 SUMMARY OF SIGNIFICANT ACCOUNTING POLICIES (CONT'D)

(d) Property, plant and equipment and depreciation

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

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

Freehold land has an unlimited useful life and therefore is not depreciated but reviewed at each reporting date to determine whether there is an indication of impairment. Capital work-in-progress are also not depreciated as these assets are not available for use. Depreciation of other property, plant and equipment is provided for on a straight-line basis to write off the cost of each asset to its residual value over the estimated useful life, at the following annual rates:

Leasehold land and buildings	Amortised over the lease period
Buildings	2%
Plant and machinery	10% - 33%
Computer equipment	10% - 33%
Office equipment	10% - 67%
Furniture and fittings	10% - 20%
Motor vehicles	20% - 33%
Renovations	10% - 20%
Gym equipment	20%
Hotel and kitchen equipment and utensils	20%

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

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

(e) Investment properties

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

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

NOTES TO THE FINANCIAL STATEMENTS

30 April 2015

2 SIGNIFICANT ACCOUNTING POLICIES (CONT'D)

2.2 SUMMARY OF SIGNIFICANT ACCOUNTING POLICIES (CONT'D)

(e) Investment properties (Cont'd)

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

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

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

(f) Impairment of non-financial assets

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

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

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

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

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

2 SIGNIFICANT ACCOUNTING POLICIES (CONT'D)**2.2 SUMMARY OF SIGNIFICANT ACCOUNTING POLICIES (CONT'D)****(f) Impairment of non-financial assets (cont'd)**

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

(g) Inventories

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

Vehicles used for demonstration purposes are valued at cost less appropriate charge for use. Vehicles on consignment are included in inventories when substantially all of the principal benefits and inherent risks rest with the Group. The corresponding consignment liability after deducting any deposits is classified as manufacturers' vehicle stocking loans.

(h) Fair value measurement

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

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

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

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

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

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

NOTES TO THE FINANCIAL STATEMENTS

30 April 2015

2 SIGNIFICANT ACCOUNTING POLICIES (CONT'D)

2.2 SUMMARY OF SIGNIFICANT ACCOUNTING POLICIES (CONT'D)

(h) Fair value measurement (Cont'd)

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

All assets and liabilities for which fair value is measured or disclosed in the financial statements are categorised within the fair value hierarchy, based on the lowest level input that is significant to the fair value measurement as a whole as described in Note 39.

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

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

(i) 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.

The Group and the Company categorise the financial assets as follows:

(i) Loans and receivables

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

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

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

2 SIGNIFICANT ACCOUNTING POLICIES (CONT'D)

2.2 SUMMARY OF SIGNIFICANT ACCOUNTING POLICIES (CONT'D)

(i) Financial assets (Cont'd)

(ii) 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 fair value through profit or loss, loans and receivables and held-to-maturity investments.

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

Investment 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 asset 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 that had been recognised in other comprehensive income is recognised in profit or loss.

(j) Impairment of financial assets

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

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

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

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

NOTES TO THE FINANCIAL STATEMENTS

30 April 2015

2 SIGNIFICANT ACCOUNTING POLICIES (CONT'D)

2.2 SUMMARY OF SIGNIFICANT ACCOUNTING POLICIES (CONT'D)

(j) Impairment of financial assets (Cont'd)

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

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

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

(ii) Unquoted equity securities carried at cost

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

(iii) Available-for-sale financial assets

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

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

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

(k) Cash and cash equivalents

For the purposes of the statements of cash flow, cash and cash equivalents include cash on hand and at bank, deposits at call and short term highly liquid investments which have an insignificant risk of changes in value, net of outstanding bank overdrafts, if any.

2 SIGNIFICANT ACCOUNTING POLICIES (CONT'D)

2.2 SUMMARY OF SIGNIFICANT ACCOUNTING POLICIES (CONT'D)

(l) Financial liabilities

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

Financial liabilities are recognised in the statement of financial position when, and only when, the Group or 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.

The Group and the Company categorise the financial liabilities as follows:

(i) Other financial liabilities

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

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

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

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

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

(m) Equity instruments

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

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

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

NOTES TO THE FINANCIAL STATEMENTS

30 April 2015

2 SIGNIFICANT ACCOUNTING POLICIES (CONT'D)

2.2 SUMMARY OF SIGNIFICANT ACCOUNTING POLICIES (CONT'D)

(n) Borrowing costs

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

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

(o) Leases

(i) As lessee

Finance leases, which transfer to the Group and the Company substantially all the risks and rewards incidental to ownership of the leased item, are capitalised at the inception of the lease at the fair value of the leased asset or, if lower, at the present value of the minimum lease payments. Any initial direct costs are also added to the amount capitalised. Lease payments are apportioned between the finance charges and reduction of the lease liability so as to achieve a constant rate of interest on the remaining balance of the liability. Finance charges are charged to profit or loss. Contingent rents, if any, are charged as expenses in the period 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 or 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 profit or loss on a straight-line basis over the lease term. The aggregate benefit of incentives provided by the lessor is recognised as a reduction of rental expense over the lease term on a straight-line basis.

(ii) As lessor

Leases where the Group retains substantially all the risks and rewards of ownership of the asset are classified as operating leases. Initial direct costs incurred in negotiating an operating lease are added to the carrying amount of the leased asset and recognised over the lease term on the same bases as rental income. The accounting policy for rental income is set out in Note 2.2(t)(iv).

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

2 SIGNIFICANT ACCOUNTING POLICIES (CONT'D)

2.2 SUMMARY OF SIGNIFICANT ACCOUNTING POLICIES (CONT'D)

(p) Taxes

(i) Current tax

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

Current taxes are recognised in profit or loss except to the extent that the tax relates to items recognised outside profit or loss, either in other comprehensive income or directly in equity.

(ii) Goods and Services Tax ("GST") and Value Added Tax ("VAT")

The net amount of GST or VAT, being the difference between output and input of GST or VAT, is included in receivables or payables in the statements of financial position.

(iii) 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 subsidiaries and associates, where the timing of the reversal of the temporary differences can be controlled and it is probable that the temporary differences will not reverse in the foreseeable future.

Deferred tax assets are recognised for all deductible temporary differences, carry forward of unused tax credits and unused tax losses, to the extent that it is probable that taxable profit will be available against which the deductible temporary differences, and the carry forward of unused tax credits and unused tax losses can be utilised except:

- where the deferred tax asset relating to the deductible temporary difference arises from the initial recognition of an asset or liability in a transaction that is not a business combination and, at the time of the transaction, affects neither the accounting profit nor taxable profit or loss; and
- in respect of deductible temporary differences associated with investments in subsidiaries and associates, 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.

NOTES TO THE FINANCIAL STATEMENTS

30 April 2015

2 SIGNIFICANT ACCOUNTING POLICIES (CONT'D)

2.2 SUMMARY OF SIGNIFICANT ACCOUNTING POLICIES (CONT'D)

(p) Taxes (Cont'd)

(iii) Deferred tax (Cont'd)

The carrying amount of deferred tax assets is reviewed at each reporting date and reduced to the extent that it is no longer probable that sufficient taxable profit will be available to allow all or part of the deferred tax asset to be utilised. Unrecognised deferred tax assets are reassessed at each reporting date and are recognised to the extent that it has become probable that future taxable profit will allow the deferred tax assets to be utilised.

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

Deferred tax relating to items recognised outside profit or loss is recognised outside profit or loss. Deferred tax items are recognised in correlation to the underlying transaction either in other comprehensive income or directly in equity and deferred tax arising from a business combination is adjusted against goodwill on acquisition.

Deferred tax assets and deferred tax liabilities are offset, if a legally enforceable right exists to set off current tax assets against current tax liabilities and the deferred taxes relate to the same taxable entity and the same taxation authority.

(q) Provisions

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

Provisions are reviewed at each reporting date and adjusted to reflect the current best estimate. If there 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.

(r) Employee benefits

(i) Short term benefits

Wages, salaries, bonuses and social security contributions are recognised as an expense in the year in which the associated services are rendered by employees of the Group and of the Company. Short term accumulating compensated absences such as paid annual leave are recognised when services are rendered by employees that increase their entitlement to future compensated absences. Short term non-accumulating compensated absences such as sick leave are recognised when the absences occur.

2 SIGNIFICANT ACCOUNTING POLICIES (CONT'D)**2.2 SUMMARY OF SIGNIFICANT ACCOUNTING POLICIES (CONT'D)****(r) Employee benefits (Cont'd)****(ii) Defined contribution plans**

Defined contribution plans are post-employment benefit plans under which the Group and the Company pay fixed contributions into separate entities or funds and will have no legal or constructive obligation to pay further contributions if any of the funds do not hold sufficient assets to pay all employee benefits relating to employee services in the current and preceding financial years. Such contributions are recognised as an expense in the profit or loss as incurred. As required by law, companies in Malaysia make such contributions to the Employees Provident Fund ("EPF"). Some of the Group's foreign subsidiaries also make contributions to its respective country's statutory pension schemes.

(iii) Defined benefit plans

Pension benefits are provided to eligible employees of the Group's certain foreign subsidiaries through their respective defined benefit plans.

A defined benefit plan is a pension plan that defines an amount of pension benefit that an employee will receive on retirement, usually dependent on one or more factors such as age, years of service and salary. The legal obligation for any benefits from this kind of pension plan remains with the Group even if plan assets for funding the defined benefit plan have been acquired. Plan assets may include assets specifically designated to a long term benefit fund, as well as qualifying insurance policies.

The Group's net obligations in respect of defined benefit plans for certain subsidiary companies are calculated separately for each plan by estimating the amount of future benefit that employees have earned in return for their service in the current and prior periods.

The liability recognised in the consolidated statement of financial position for defined benefit plans is the discounted present value of the defined benefit obligation using prudent and appropriate discount factor at the consolidated reporting date less the fair value of plan assets. The discount rate is the market yield at the reporting date on high quality corporate bonds or government bonds. The calculation is performed by independent actuaries using the projected unit credit method.

Re-measurements, comprising actuarial gains and losses, the effect of limiting a net defined benefit asset to the asset ceiling (excluding net interest, if applicable) and the return on plan assets (excluding net interest), are recognised immediately in the consolidated statement of financial position with a corresponding debit or credit to retained earnings through other comprehensive income in the period in which they occur. Such re-measurements are not reclassified to profit or loss in subsequent periods.

Past-service costs are recognised immediately in profit or loss on the earlier of:

- (i) the date of the plan amendment or curtailment; and
- (ii) the date that the Group recognises restructuring related costs.

Net interest is calculated by applying the discount rate to the net defined benefit liability or asset. The Group recognises service costs and net interest expense or income in profit or loss.

NOTES TO THE FINANCIAL STATEMENTS

30 April 2015

2 SIGNIFICANT ACCOUNTING POLICIES (CONT'D)

2.2 SUMMARY OF SIGNIFICANT ACCOUNTING POLICIES (CONT'D)

(s) Foreign currencies

(i) Functional and presentation currency

The individual financial statements of each entity in the Group are measured using the currency of the primary economic environment in which the entity operates ("the functional currency"). The consolidated financial statements are presented in 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 in terms of historical cost in a foreign currency are translated using the exchange rate at the date of transaction.

Exchange differences arising on the settlement of monetary items, and on the translation of monetary items, are included in profit or loss for the period except for exchange differences arising on monetary items that form part of the Group's net investment in foreign operation. These are initially taken directly to the foreign currency translation reserve within equity until the disposal of the foreign operations, at which time they are recognised in profit or loss.

Exchange differences arising on monetary items that form part of the Company's net investment in foreign operation are recognised in profit or loss 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 profit or loss except for the differences arising on the translation of non-monetary items in respect of which gains and losses are recognised directly in equity. Exchange differences arising from such non-monetary items are recognised directly in equity.

(iii) Foreign operations

The results and financial position of the foreign operations that have a functional currency different from the presentation currency (RM) of the consolidated financial statements are translated into RM as follows:

- Assets and liabilities for each statement of financial position presented are translated at the closing rate prevailing at the reporting date;
- Income and expenses for each profit or loss and other comprehensive income are translated at average exchange rates for the financial year, which approximates the exchange rates at the dates of the transactions; and
- All resulting exchange differences are recognised in other comprehensive income and accumulated in a separate component of equity under the header of foreign currency translation reserve.

2 SIGNIFICANT ACCOUNTING POLICIES (CONT'D)

2.2 SUMMARY OF SIGNIFICANT ACCOUNTING POLICIES (CONT'D)

(s) Foreign currencies (Cont'd)

(iii) Foreign operations (Cont'd)

Goodwill and fair value adjustments arising on the acquisition of foreign operations on or after 1 May 2006 are treated as assets and liabilities of the foreign operations and are recorded in the functional currency of the foreign operations and translated at the closing rate at the reporting date.

Goodwill and fair value adjustment which arose on the acquisition of foreign subsidiaries before 1 May 2006 are deemed to be assets and liabilities of the parent company and are recorded in RM at the rates prevailing at the date of acquisition.

The principal exchange rates used for each respective unit of foreign currencies ruling at the reporting date are as follows:

	2015 RM	2014 RM
1 United States Dollar ("USD")	3.5450	3.2600
1 Hong Kong Dollar ("HKD")	0.4574	0.4205
1 Philippine Peso ("Php")	0.0800	0.0733
1 Singapore Dollar ("SGD")	2.6858	2.5958
1 Great Britain Pound ("GBP")	5.4740	5.4846

(t) Revenue and other income recognition

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

(i) Toto betting

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

(ii) Dividend income

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

(iii) Interest income

Interest income is recognised on an accrual basis unless recoverability is in doubt, in which case, it is recognised on receipt basis.

(iv) Rental income

Rental income, including those from investment properties, is recognised, on the accrual basis unless collection is in doubt, in which case, it is recognised on receipt basis.

NOTES TO THE FINANCIAL STATEMENTS

30 April 2015

2 SIGNIFICANT ACCOUNTING POLICIES (CONT'D)

2.2 SUMMARY OF SIGNIFICANT ACCOUNTING POLICIES (CONT'D)

(t) Revenue and other income recognition (Cont'd)

(v) Management fee income

Management fee income is recognised on an accrual basis.

(vi) Lease of lottery equipment

Revenue from the lease of lottery equipment is recognised based on certain percentage of gross receipts from lottery ticket sales, excluding foreign value-added tax and trade discounts.

(vii) Lottery and voting products sales, services and licencing income

Revenue from lottery and voting products sales, services and licencing income are recognised on the basis of shipment of products, performance of services and percentage-of-completion method for long term contracts. The percentage-of-completion is estimated by comparing the cost incurred to date against the estimated cost to completion. Revenue relating to the sale of certain assets, when the ultimate total collection is not reasonably assured, are being recorded under the cost recovery method.

(viii) Motor distribution and dealership operations

Sales of vehicles, parts and accessories

Revenue on sales of vehicles are recognised when substantially all the risks and rewards of ownership have been transferred to the customer, generally deemed at the time of delivery to the customer. Revenue on sales of parts and accessories are recognised on delivery to the customer. Revenue is recognised net of value-added tax and discounts, where applicable.

Servicing and body shop sales

Revenue is recognised on completion of the agreed work.

(ix) Fitness centre operations

Membership fees

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

Revenue from services

Revenue from services arises from the provision of professional training to members. Revenue from services rendered is recognised when services are performed.

2 SIGNIFICANT ACCOUNTING POLICIES (CONT'D)

2.2 SUMMARY OF SIGNIFICANT ACCOUNTING POLICIES (CONT'D)

(t) Revenue and other income recognition (Cont'd)

(x) Hotel operations

Revenue from room services

Revenue from room services are recognised when the services are rendered.

Sale of food, beverages and others

Revenue from sale of food, beverages and others are recognised upon delivery to and receipt of goods by the customers.

(xi) Other income

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

(u) Segmental reporting

For management purposes, the Group is organised into operating segments based on their products and services which are independently managed by the respective segment managers responsible for the performance of the respective segments under their charge. The segment managers report directly to the management of the Group who regularly review the segment results in order to allocate resources to the segments and to assess the segment performance.

The Group adopts business segment analysis as its primary reporting format and geographical segment analysis as its secondary reporting format.

Segment revenue and expenses are those directly attributable to the segments and include any joint revenue and expenses where a reasonable basis of allocation exists. Revenue and expenses do not include items arising on investing or financing activities.

Revenue presented under geographical segments are based on location where the sales are transacted.

Segment assets include all operating assets used by a segment and do not include items arising on investing or financing activities. Assets are allocated to a geographical segment based on location of the assets. Segment liabilities comprise operating liabilities and do not include liabilities arising on investing or financing activities such as bank borrowings.

(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 and of the Company.

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

NOTES TO THE FINANCIAL STATEMENTS

30 April 2015

2 SIGNIFICANT ACCOUNTING POLICIES (CONT'D)

2.2 SUMMARY OF SIGNIFICANT ACCOUNTING POLICIES (CONT'D)

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

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

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

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

2.3 CHANGES IN ACCOUNTING POLICIES

On 1 May 2014, the Group and the Company adopted the following Amendments to MFRSs and IC Interpretation:

Effective for financial periods beginning on or after 1 January 2014

Amendments to MFRS 10, MFRS 12 and MFRS 127	Investment Entities
Amendments to MFRS 132	Financial Instruments: Presentation (Offsetting Financial Assets and Financial Liabilities)
Amendments to MFRS 136	Impairment of Assets - Recoverable Amount Disclosures for Non-Financial Assets
Amendments to MFRS 139	Financial Instruments: Recognition and Measurement - Novation of Derivatives and Continuation of Hedge Accounting
IC Interpretation 21	Levies

The adoption of the above Amendments to MFRSs and IC Interpretation did not have any effect on the financial performance or position of the Group and the Company except for those discussed below:

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

The amendments to MFRS 136 remove the requirement to disclose the recoverable amount of a CGU to which goodwill or other intangible assets with indefinite lives has been allocated when there has been no impairment or reversal of impairment of the related CGU. In addition, the amendments introduce additional disclosure requirements when the recoverable amount is measured at fair value less costs of disposal. These new disclosures include the fair value hierarchy, key assumptions and valuation techniques used in which are in line with the disclosure required by MFRS 13: Fair Value Measurements.

2 SIGNIFICANT ACCOUNTING POLICIES (CONT'D)

2.4 MFRSs AND IC INTERPRETATIONS ISSUED BUT NOT YET EFFECTIVE

At the date of authorisation for issue of these financial statements, the new MFRSs, Amendments to MFRSs and Annual Improvements to MFRSs which were issued but not yet effective and have not been applied by the Group and the Company are as disclosed below:

Effective for financial periods beginning on or after 1 July 2014

Amendments to MFRS 119	Employee Benefits (Defined Benefit Plans - Employee Contributions)
Annual Improvements to MFRSs 2010-2012 Cycle	
Annual Improvements to MFRSs 2011-2013 Cycle	

Effective for financial periods beginning on or after 1 January 2016

Amendments to MFRS 10 and MFRS 128	Sales or Contribution of Assets between an Investor and its Associate or Joint Venture
Amendments to MFRS 10, MFRS 12 and MFRS 128	Investment Entities : Applying the Consolidation Exception
Amendments to MFRS 11	Joint Arrangements - Accounting for Acquisitions of Interests in Joint Operations
Amendments to MFRS 14	Regulatory Deferral Accounts
Amendments to MFRS 101	Disclosure Initiatives
Amendments to MFRS 116 and MFRS 138	Classification of Acceptable Methods of Depreciation and Amortisation
Amendments to MFRS 127	Equity Method in Separate Financial Statements
Annual Improvements to MFRSs 2012-2014 Cycle	

Effective for financial periods beginning on or after 1 January 2018

MFRS 9	Financial Instruments
--------	-----------------------

Unless otherwise described below, the new MFRSs, Amendments to MFRSs and Annual Improvements to MFRSs above are expected to have no significant impact on the financial statements of the Group and of the Company upon their initial application except for the changes in presentation and disclosures of financial information.

The Group is currently assessing the impact that the adoption of the new pronouncements below will have on its financial position and performance.

NOTES TO THE FINANCIAL STATEMENTS

30 April 2015

2 SIGNIFICANT ACCOUNTING POLICIES (CONT'D)

2.4 MFRSs AND IC INTERPRETATIONS ISSUED BUT NOT YET EFFECTIVE (CONT'D)

(a) Amendments to MFRS 119: Employee Benefits (Defined Benefit Plans - Employee Contributions)

The amendments to MFRS 119 clarify how an entity should account for contributions made by employee or third parties to defined benefits plans, based on whether those contributions are dependent on the number of years of service provided by the employee. For contributions that are independent of the number of years of service, an entity is permitted to recognise such contributions as a reduction in the service cost in the period in which the service is rendered, instead of allocating the contributions to the period of service. For contributions that are dependent on the number of years of service, the entity is required to attribute them to the employees' periods of service.

The Group does not anticipate that the application of these amendments will have a significant impact on the Group's financial statements.

(b) Annual Improvements to MFRSs 2010-2012 Cycle

The Annual Improvements to MFRSs 2010-2012 Cycle include a number of amendments to various MFRSs, which are summarised below. The Group and the Company do not anticipate that the application of these amendments will have a significant impact on the Group's and the Company's financial statements.

(i) Amendments to MFRS 3: Business Combinations

The amendments to MFRS 3 clarify that contingent consideration classified as liabilities (or assets) should be measured at fair value through profit or loss at each reporting date, irrespective of whether the contingent consideration is a financial instrument within the scope of MFRS 9 or MFRS 139. The amendments are effective for business combinations for which the acquisition date is on or after 1 July 2014.

(ii) Amendments to MFRS 8: Operating Segments

The amendments are applied retrospectively and clarify that:

- An entity must disclose the judgements made by management in applying the aggregation criteria in MFRS 8, including a brief description of operating segments that have been aggregated and the economic characteristics used to assess whether the segments are similar; and
- The reconciliation of segment assets to total assets is only required to be disclosed if the reconciliation is reported to the chief operating decision maker, similar to the required disclosure for segment liabilities.

(iii) Amendments to MFRS 116: Property, Plant and Equipment and Amendment to MFRS 138: Intangible Assets

The amendments remove inconsistencies in the accounting for accumulated depreciation or amortisation when an item of property, plant and equipment or an intangible asset is revalued. The amendments clarify that the gross carrying amount is adjusted in a manner consistent with the revaluation of the carrying amount of the asset. The accumulated depreciation or amortisation is the difference between the gross carrying amount and the carrying amount after taking into account accumulated impairment losses.

2 SIGNIFICANT ACCOUNTING POLICIES (CONT'D)

2.4 MFRSs AND IC INTERPRETATIONS ISSUED BUT NOT YET EFFECTIVE (CONT'D)

(b) Annual Improvements to MFRSs 2010-2012 Cycle (Cont'd)

(iv) Amendments to MFRS 124: Related Party Disclosures

The amendments clarify that a management entity providing key management personnel services to a reporting entity is a related party of the reporting entity. The reporting entity should disclose as related party transactions the amounts incurred for the service paid or payable to the management entity for the provision of key management personnel services.

(c) Annual Improvements to MFRSs 2011-2013 Cycle

The Annual Improvements to MFRSs 2011-2013 Cycle include a number of amendments to various MFRSs, which are summarised below. The Group and the Company do not anticipate that the application of these amendments will have a significant impact on the Group's and the Company's financial statements.

(i) Amendments to MFRS 3: Business Combinations

The amendments to MFRS 3 clarify that the standard does not apply to the accounting for formation of all types of joint arrangement in the financial statements of the joint arrangement itself. This amendment is to be applied prospectively.

(ii) Amendments to MFRS 13: Fair Value Measurement

The amendments to MFRS 13 clarify that the portfolio exception in MFRS 13 can be applied not only to financial assets and financial liabilities, but also to other contracts within the scope of MFRS 9 (or MFRS 139 as applicable).

(iii) Amendments to MFRS 140: Investment Property

The amendments to MFRS 140 clarify that an entity acquiring investment property must determine whether:

- the property meets the definition of investment property in terms of MFRS 140; and
- the transaction meets the definition of a business combination under MFRS 3;

to determine if the transaction is a purchase of an asset or is a business combination.

(d) Amendments to MFRS 10 and MFRS 128: Sales or Contribution of Assets between an Investor and its Associate or Joint Venture

The amendments clarify that:

- (i) gains and losses resulting from transactions involving assets that do not constitute a business, between investor and its associate company or joint venture are recognised in the entity's financial statements only to the extent of unrelated investors' interests in the associate company or joint venture; and
- (ii) gains and losses resulting from transactions involving the sale or contribution to an associate or a joint venture of assets that constitute a business is recognised in full.

The amendments are to be applied prospectively to the sale or contribution of assets occurring in annual periods beginning on or after 1 January 2016. Earlier application is permitted.

NOTES TO THE FINANCIAL STATEMENTS

30 April 2015

2 SIGNIFICANT ACCOUNTING POLICIES (CONT'D)

2.4 MFRSs AND IC INTERPRETATIONS ISSUED BUT NOT YET EFFECTIVE (CONT'D)

(e) Amendments to MFRS 10, MFRS 12 and MFRS 128: Investment Entities - Applying the Consolidation Exception

The amendments clarify that the exemption from presenting consolidated financial statements applies to a parent entity that is a subsidiary company of an investment entity, when the investment entity measures all of its subsidiary companies at fair value. The amendments further clarify that only a subsidiary company that is not an investment entity itself and provides support services to the investment entity is consolidated. In addition, the amendments also provides that if an entity that is not itself an investment entity has an interest in an associated company or joint venture that is an investment entity, the entity may, when applying the equity method, retain the fair value measurement applied by the investment entity's associated company or joint venture to the investment entity associate's or joint venture's interests in subsidiary companies.

The amendments are to be applied retrospectively and are effective for annual periods beginning on or after 1 January 2016, with early adoption permitted. These amendments will not have any impact on the Group's financial statements.

(f) Amendments to MFRS 101: Disclosure Initiative

The amendments to MFRS 101 include narrow-focus improvements in the following five areas:

- (i) Materiality
- (ii) Disaggregation and subtotals
- (iii) Notes structure
- (iv) Disclosure of accounting policies
- (v) Presentation of items of other comprehensive income arising from equity accounted investments

The Group and the Company do not anticipate that the application of these amendments will have a material impact on the Group's and the Company's financial statements.

(g) Amendments to MFRS 127: Separate Financial Statements - Equity Method in Separate Financial Statements

The amendments will allow entities to use the equity method to account for investments in subsidiary companies, joint ventures and associated companies in their separate financial statements. Entities already applying MFRS and electing to change to the equity method in its separate financial statements will have to apply to this change retrospectively. For first-time adopters of MFRS electing to use the equity method in its separate financial statements, they will be required to apply this method from the date of transition to MFRS. The amendments are effective for annual periods beginning on or after 1 January 2016, with early adoption permitted. These amendments will not have any impact on the Group's financial statements.

(h) Annual Improvements to MFRSs 2012-2014 Cycle

The Annual Improvements to MFRSs 2012-2014 Cycle include a number of amendments to various MFRSs, which are summarised below. The Group and the Company do not anticipate that the application of these amendments will have a significant impact on the Group's and the Company's financial statements.

(i) Amendments to MFRS 5: Non-current Assets Held for Sale and Discontinued Operations

The amendments to MFRS 5 clarify that changing from one of these disposal methods to the other should not be considered to be a new plan of disposal, rather it is a continuation of the original plan. There is therefore no interruption of the application of the requirements in MFRS 5.

2 SIGNIFICANT ACCOUNTING POLICIES (CONT'D)**2.4 MFRSs AND IC INTERPRETATIONS ISSUED BUT NOT YET EFFECTIVE (CONT'D)****(h) Annual Improvements to MFRSs 2012-2014 Cycle (Cont'd)****(ii) Amendments to MFRS 7: Financial Instruments – Disclosures**

The amendments clarify that a servicing contract that includes a fee can constitute continuing involvement in a financial asset. An entity must assess the nature of the fee and arrangement against the guidance for continuing involvement in MFRS 7 in order to assess whether the disclosures are required.

In addition, the amendments also clarify that the disclosures in respect of offsetting of financial assets and financial liabilities are not required in the condensed interim financial report.

(iii) Amendments to MFRS 119: Employee Benefits

The amendments to MFRS 119 clarify that market depth of high quality corporate bonds is assessed based on the currency in which the obligation is denominated, rather than the country where the obligation is located. When there is no deep market for high quality corporate bonds in the currency, government bond rates must be used.

(iv) Amendments to MFRS 134: Interim Financial Reporting

The amendments to MFRS 134 require entities to disclose information in the notes to the interim financial statements 'if not disclosed elsewhere in the interim financial report'.

The amendments state that the required interim disclosures must either be in the interim financial statements or incorporated by cross-reference between the interim financial statements and wherever they are included within the greater interim financial report (e.g. in the management commentary or risk report). The other information within the interim financial report must be available to users on the same terms as the interim financial statements and at the same time.

(i) MFRS 9: Financial Instruments

In November 2014, MASB issued the final version of MFRS 9 which reflects all phases of the financial instruments project and replaces MFRS 139: Financial Instruments – Recognition and Measurement and all previous version of MFRS 9. The standard introduces new requirements for classification and measurement, impairment and hedge accounting. MFRS 9 is effective for annual periods beginning on or after 1 January 2018, with early application permitted. Retrospective application is required, but comparative information is not compulsory. The adoption of MFRS 9 will have an effect on the classification and measurement of the Group's financial liabilities.

NOTES TO THE FINANCIAL STATEMENTS

30 April 2015

2 SIGNIFICANT ACCOUNTING POLICIES (CONT'D)

2.5 SIGNIFICANT ACCOUNTING ESTIMATES AND JUDGEMENTS

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

(a) Critical judgements made in applying accounting policies

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

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

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

Some properties comprise a portion that is held to earn rentals or for capital appreciation and another portion that is held for own use. Since these properties cannot be sold separately and the portion held for own use is insignificant, the Group has classified the whole of its properties as investment properties.

(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 ownership of these properties which are leased out on operating leases.

(iii) Impairment of available-for-sale investments

The Group reviews its investment in equity instruments classified as available-for-sale investments at each reporting date to assess whether they are impaired. The Group also records impairment charges on available-for-sale equity investments 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, and will impair quoted and unquoted equity instruments with "significant" decline in fair value greater than 20% or "prolonged" period, being greater than 12 months.

For the financial year ended 30 April 2015, the amount of impairment loss recognised for available-for-sale investments was RM154,000 (2014 : nil) as disclosed in Note 30.

(iv) Useful life of dealership rights

The Group considers that the dealership rights have indefinite useful life because it is expected to contribute to the Group's net cash flows indefinitely. The group intends to continue the dealership rights and is confident that the dealership rights can be maintained indefinitely. Historically, there has been no compelling challenge to the dealership rights renewal.

2 SIGNIFICANT ACCOUNTING POLICIES (CONT'D)

2.5 SIGNIFICANT ACCOUNTING ESTIMATES AND JUDGEMENTS (CONT'D)

(b) Key sources of estimation uncertainty

The key assumptions concerning the future and other key sources of estimation uncertainty at the reporting date, that have a significant risk of causing a material adjustment to the carrying amounts of assets and liabilities within the next financial year are 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 CGU to which goodwill is allocated. Estimating a VIU amount requires management to make an estimate of the expected future cash flows from the CGU and also to apply a discount rate that reflects the specific risk relating to the respective CGU in order to calculate the present value of those cash flows. Details of the goodwill are disclosed in Note 9.

The Group carries goodwill of RM636,968,000 (2014 : RM635,071,000) in respect of Toto betting operations in Malaysia ("Licence") and the lottery equipment lease agreement in the Philippines ("ELA") as at 30 April 2015. In regards to the impairment review of the CGU for the Licence, the Group intends to continue the annual renewal of the Licence indefinitely and considers that the annual renewal of the Licence is expected to contribute to the Group's net cash flows indefinitely. Historically, there has been no compelling challenge to the Licence renewal. The ELA was granted an extension of three years upon its expiry in August 2015 as disclosed in Note 46. The technology used in the gaming activities is supplied and with support provided by a subsidiary company of the Group and is not expected to be replaced by another technology at any time in the foreseeable future. In view of this, the Group has assessed and concluded that the VIU amounts can sufficiently address the carrying value of this CGU as at 30 April 2015.

(ii) Fair value and impairment of dealership rights

The Group performed impairment assessment of the dealership rights on an annual basis. This requires an estimation of the fair value of the dealership rights. The fair value of dealership rights have been valued based on the Multi-period excess earnings method. The valuation technique requires the Group to estimate the economic benefits attributable to the respective dealership rights over multiple time periods and apply a discount rate that reflects the specific risk relating to the dealership rights. The fair value of the dealership rights is disclosed in Note 9.

(iii) Impairment of loans and receivables

The Group assesses at each reporting date whether there is any objective evidence that a financial asset 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. The carrying amount of the Group's loans and receivables at the reporting date is disclosed in Note 11.

(iv) Deferred tax assets

Deferred tax assets are recognised for all unused tax losses and unabsorbed capital allowances to the extent that it is probable that taxable profit will be available against which the losses and capital allowances can be utilised. Significant management judgement is required to determine the amount of deferred tax assets that can be recognised, based 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 8.

NOTES TO THE FINANCIAL STATEMENTS

30 April 2015

2 SIGNIFICANT ACCOUNTING POLICIES (CONT'D)

2.5 SIGNIFICANT ACCOUNTING ESTIMATES AND JUDGEMENTS (CONT'D)

(b) Key sources of estimation uncertainty (Cont'd)

(v) Useful life of property, plant and equipment

The Group estimates the useful lives of property, plant and equipment based on the period over which the assets are expected to be available for use. The estimated useful lives of property, plant and equipment are reviewed periodically and are updated if expectations differ from previous estimate due to physical wear and tear, technical or commercial obsolescence and legal or other limits on the use of the assets.

Changes in expected level of usage and economic development could impact the economic useful lives and the residual values of these assets, and hence future depreciation and amortisation charges on such assets could be revised.

(vi) Inventory valuations

The Group holds significant inventories of used cars in the United Kingdom. Trade guides and other publications are used to assist in the assessment of the carrying values of these cars at the reporting date and write-downs taken as necessary.

(vii) Impairment of investment in a subsidiary company

During the current financial year, the Company recognised impairment loss amounting to RM414,680,000 (2014 : nil) in respect of its investment in a subsidiary company. The Company carried out the impairment test based on the estimation of the VIU of the relevant CGU. Estimating the VIU requires the Company to make an estimate of the expected future cash flows from the CGU and also to apply a discount rate that reflects the specific risk relating to respective CGU in order to calculate the present value of those cash flows. Details of the impairment loss recognised are disclosed in Note 4.

As at 30 April 2015, the carrying amount of investment in subsidiaries of the Company was RM6,181,520,000 (2014 : RM6,596,200,000).

NOTES TO THE FINANCIAL STATEMENTS

30 April 2015

3 PROPERTY, PLANT AND EQUIPMENT

GROUP

	Net book value as at 1 May 2014 RM'000	Additions RM'000	Disposals RM'000	Write-off RM'000	Acquisition of a subsidiary RM'000	Reclassifications RM'000	Translation exchange differences RM'000	Depreciation RM'000	Net book value as at 30 April 2015 RM'000
As at 30 April 2015									
Freehold land	-	7,147	-	-	-	-	-	-	7,147
Building - hotel	48,588	204	-	-	-	-	4,397	(1,106)	52,083
Land and buildings	5,355	-	-	-	-	-	-	(112)	5,243
Plant and machinery	12,662	9,317	(2)	-	-	170	(62)	(5,194)	16,891
Computer equipment	30,645	719	(11)	-	-	167	384	(10,321)	21,583
Office equipment	2,611	321	-	-	-	-	36	(996)	1,972
Furniture and fittings	2,175	128	-	(1)	-	-	-	(702)	1,600
Motor vehicles	23,012	3,944	(982)	-	-	-	98	(4,975)	21,097
Renovations	39,387	7,610	-	(1)	-	-	100	(8,773)	38,323
Gym equipment	257	-	-	-	-	-	-	(209)	48
Hotel and kitchen equipment and utensils	706	278	(36)	-	-	(337)	55	(175)	491
	165,398	29,668	(1,031)	(2)	-	-	5,008	(32,563)	166,478

NOTES TO THE FINANCIAL STATEMENTS

30 April 2015

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

	Net book value as at 1 May 2013 RM'000	Additions RM'000	Disposals RM'000	Write-off RM'000	Acquisition of a subsidiary RM'000	Reclassifications RM'000	Translation exchange differences RM'000	Depreciation RM'000	Net book value as at 30 April 2014 RM'000
As at 30 April 2014									
Building - hotel	49,191	660	-	-	-	-	(206)	(1,057)	48,588
Land and buildings	5,466	-	-	-	-	-	-	(111)	5,355
Plant and machinery	418	1,805	(22)	-	11,932	-	974	(2,445)	12,662
Computer equipment	24,986	19,966	(59)	(1,084)	-	20	(865)	(12,319)	30,645
Office equipment	3,186	477	(16)	(3)	-	4	(2)	(1,035)	2,611
Furniture and fittings	2,719	186	-	(1)	-	-	-	(729)	2,175
Motor vehicles	24,155	4,766	(683)	-	-	-	(3)	(5,223)	23,012
Renovations	10,648	1,447	-	(9)	30,863	-	2,452	(6,014)	39,387
Gym equipment	481	-	-	-	-	-	-	(224)	257
Hotel and kitchen equipment and utensils	614	335	(62)	-	-	(24)	5	(162)	706
	121,864	29,642	(842)	(1,097)	42,795	-	2,355	(29,319)	165,398

3 PROPERTY, PLANT AND EQUIPMENT (CONT'D)

GROUP (CONT'D)

	Cost RM'000	Accumulated depreciation RM'000	Net book value RM'000
As at 30 April 2015			
Freehold land	7,147	-	7,147
Building - hotel	57,623	(5,540)	52,083
Land and buildings	6,462	(1,219)	5,243
Plant and machinery	38,976	(22,085)	16,891
Computer equipment	124,688	(103,105)	21,583
Office equipment	13,470	(11,498)	1,972
Furniture and fittings	8,070	(6,470)	1,600
Motor vehicles	56,965	(35,868)	21,097
Renovations	95,963	(57,640)	38,323
Gym equipment	1,123	(1,075)	48
Hotel and kitchen equipment and utensils	1,135	(644)	491
	411,622	(245,144)	166,478
As at 30 April 2014			
Building - hotel	52,605	(4,017)	48,588
Land and buildings	6,462	(1,107)	5,355
Plant and machinery	30,239	(17,577)	12,662
Computer equipment	116,637	(85,992)	30,645
Office equipment	12,879	(10,268)	2,611
Furniture and fittings	7,937	(5,762)	2,175
Motor vehicles	57,670	(34,658)	23,012
Renovations	85,467	(46,080)	39,387
Gym equipment	1,123	(866)	257
Hotel and kitchen equipment and utensils	1,376	(670)	706
	372,395	(206,997)	165,398

- (a) The property of the Group pledged to a financial institution for credit facilities granted to a foreign subsidiary company with net carrying value of RM48,588,000 as at 30 April 2014 has been discharged during the financial year upon full settlement of the credit facilities as disclosed in Note 23.
- (b) Net book value of property, plant and equipment of the Group held under hire purchase arrangements are as follows:

	2015 RM'000	2014 RM'000
Office equipment	63	76
Motor vehicles	2,557	2,017
Gym equipment	42	226
	2,662	2,319

NOTES TO THE FINANCIAL STATEMENTS

30 April 2015

3 PROPERTY, PLANT AND EQUIPMENT (CONT'D)

COMPANY

	Net book value as at 1 May 2014 RM'000	Additions RM'000	Disposal RM'000	Depreciation RM'000	Net book value as at 30 April 2015 RM'000
As at 30 April 2015					
Computer equipment	55	-	-	(18)	37
Office equipment	151	11	-	(36)	126
Furniture and fittings	1,392	24	-	(556)	860
Motor vehicles	1,056	258	(63)	(184)	1,067
Renovations	1,029	9	-	(365)	673
	3,683	302	(63)	(1,159)	2,763

	Net book value as at 1 May 2013 RM'000	Additions RM'000	Write-off RM'000	Depreciation RM'000	Net book value as at 30 April 2014 RM'000
As at 30 April 2014					
Computer equipment	59	16	(1)	(19)	55
Office equipment	163	26	(2)	(36)	151
Furniture and fittings	1,902	44	-	(554)	1,392
Motor vehicles	407	779	-	(130)	1,056
Renovations	1,314	78	-	(363)	1,029
	3,845	943	(3)	(1,102)	3,683

	Cost RM'000	Accumulated depreciation RM'000	Net book value RM'000
As at 30 April 2015			
Computer equipment	705	(668)	37
Office equipment	352	(226)	126
Furniture and fittings	5,578	(4,718)	860
Motor vehicles	1,540	(473)	1,067
Renovations	3,656	(2,983)	673
	11,831	(9,068)	2,763
As at 30 April 2014			
Computer equipment	761	(706)	55
Office equipment	342	(191)	151
Furniture and fittings	5,554	(4,162)	1,392
Motor vehicles	1,394	(338)	1,056
Renovations	3,647	(2,618)	1,029
	11,698	(8,015)	3,683

3 PROPERTY, PLANT AND EQUIPMENT (CONT'D)

COMPANY (CONT'D)

Net book value of property, plant and equipment of the Company held under hire purchase arrangements are as follows:

	2015 RM'000	2014 RM'000
Motor vehicles	948	687

4 INVESTMENT IN SUBSIDIARY COMPANIES

	Company	
	2015 RM'000	2014 RM'000
Unquoted shares, at cost	6,596,200	6,596,200
Less : Accumulated impairment losses (Note 30)	(414,680)	-
	6,181,520	6,596,200

During the financial year, the Company conducted a review of the recoverable amount of its investment in a subsidiary company of which its cost of investment exceeded its recoverable amount in the subsidiary company at the reporting date. The review gave rise to the recognition of an impairment of investment in a subsidiary company of RM414,680,000 (2014 : nil) as disclosed in Note 30. The recoverable amount was based on the estimation of the value in use of the relevant cash-generating units. In determining the value in use, the estimated future cash flows of this subsidiary company was discounted at a rate that reflects the specific risk relating to the subsidiary's business segment.

Details of the subsidiary companies are as follows:

Name of Company	Country of Incorporation	Principal Activities	Equity interest	
			2015 %	2014 %
Subsidiary companies of Berjaya Sports Toto Berhad				
FEAB Properties Sdn Bhd	Malaysia	Property investment and development and investment holding	100	100
FEAB Land Sdn Bhd	Malaysia	Property development and property investment	100	100
FEAB Equities Sdn Bhd	Malaysia	Dormant	100	100
Sports Toto Fitness Sdn Bhd	Malaysia	Operation of health and fitness centre	100	100
STM Resort Sdn Bhd	Malaysia	Property investment	100	100
Sports Toto Malaysia Sdn Bhd ^^	Malaysia	Toto betting operations	100	100
Magna Mahsuri Sdn Bhd	Malaysia	Property investment and investment holding	100	100
Berjaya-ILTS Limited #	Hong Kong	Dormant	100	100
Sports Toto Malaysia Management Pte Ltd # (Note a)	Singapore	Asset management (trustee-manager), under dissolution	100	100

NOTES TO THE FINANCIAL STATEMENTS

30 April 2015

4 INVESTMENT IN SUBSIDIARY COMPANIES (CONT'D)

Name of Company	Country of Incorporation	Principal Activities	Equity interest	
			2015 %	2014 %
Subsidiary company of FEAB Land Sdn Bhd				
FEAB Realty Sdn Bhd	Malaysia	Dormant	100	100
Subsidiary companies of Magna Mahsuri Sdn Bhd				
Berjaya Sports Toto (Cayman) Limited ("BSTC")	Cayman Islands	Investment holding	100	100
Sports Toto Products Sdn Bhd	Malaysia	Dormant	100	100
Sports Toto Apparel Sdn Bhd	Malaysia	Dormant	100	100
Sports Toto Computer Sdn Bhd	Malaysia	Computer consultancy services	100	100
Subsidiary companies of Berjaya Sports Toto (Cayman) Limited				
Berjaya Lottery Management (HK) Limited ("BLM") #	Hong Kong	Investment holding	100	100
Sports Toto Malaysia Trust # (Note b)	Singapore	Dormant, under dissolution	100	100
Subsidiary companies of Berjaya Lottery Management (HK) Limited				
Berjaya Philippines Inc. ("BPI") *	Philippines	Investment holding	^Λ 74.20	74.20
International Lottery & Totalizator Systems, Inc. (formerly known as Delaware International Lottery & Totalizator Systems, Inc.) * (Note c)	United States of America	Manufacturer and distributor of computerised lottery and voting systems	100	-
International Lottery & Totalizator Systems, Inc. * (Note c)	United States of America	Dissolved	-	71.32
Subsidiary companies of Berjaya Philippines Inc.				
Philippine Gaming Management Corporation *	Philippines	Leasing of online lottery equipment and provision of software support	100	100
Perdana Hotel Philippines Inc. *	Philippines	Operation of a hotel in the Philippines	100	100
H.R. Owen Plc *	United Kingdom	Investment holding	72.03	72.03
Subsidiary companies of International Lottery & Totalizator Systems, Inc.				
ILTS.Com, Inc. *	United States of America	Dissolved	-	100
Unisyn Voting Solutions, Inc. *	United States of America	Develops, manufactures and provision of licenses and supports for voting systems	100	100
International Totalizator Systems, Inc. *	United States of America	Dissolved	-	100

4 INVESTMENT IN SUBSIDIARY COMPANIES (CONT'D)

Name of Company	Country of Incorporation	Principal Activities	Equity interest	
			2015 %	2014 %
Subsidiary companies of International Lottery & Totalizator Systems, Inc. (Cont'd)				
Delaware International Lottery & Totalizator Systems, Inc. * (changed name to International Lottery & Totalizator Systems, Inc.) (Note c)	United States of America	Merged with International Lottery & Totalizator Systems, Inc. (Note c)	-	100
Subsidiary companies of H.R. Owen Plc				
Broughtons of Cheltenham Limited *	United Kingdom	Motor retailing and provision of aftersale services	100	100
H.R. Owen Dealerships Limited *	United Kingdom	Motor retailing and provision of aftersale services	100	100
Holland Park Limited *	United Kingdom	Provision of aftersale services	100	100
Jack Barclay Limited *	United Kingdom	Motor retailing and provision of aftersale services	100	100
Heathrow Ltd *	United Kingdom	Dormant	100	100
Malaya Dealerships Ltd *	United Kingdom	Dormant	100	100

* Audited by firms of auditors other than Ernst & Young

Audited by other member firm of Ernst & Young Global

^ The total equity interests held by BSTC group in BPI is 88.26% (2014 : 88.26%) and it is held by the following companies respectively:

	2015 %	2014 %
i) BLM	74.20	74.20
ii) BSTC	14.06	14.06
	88.26	88.26

Note a Sports Toto Malaysia Management Pte Ltd is in the process of being struck off from Accounting and Corporate Regulatory Authority (ACRA) Singapore.

Note b On 7 July 2015, Sports Toto Malaysia Trust ("STM Trust") was wound up upon completion of the termination of trust deed between Sports Toto Malaysia Management Pte Ltd as the trustee-manager for STM Trust and Berjaya Sports Toto (Cayman) Limited, a wholly-owned subsidiary as the sole holder of units in STM Trust.

Note c On 5 January 2015, the Company announced that International Lottery & Totalizator Systems, Inc. ("ILTS California"), a 71.32% wholly-owned subsidiary company of Berjaya Lottery Management (HK) Limited had merged with and into Delaware International Lottery & Totalizator Systems, Inc. ("ILTS DE") effective 30 December 2014 and ILTS DE as the surviving corporation had changed its name to International Lottery & Totalizator Systems, Inc. as disclosed in Note 45 (ii).

NOTES TO THE FINANCIAL STATEMENTS

30 April 2015

4 INVESTMENT IN SUBSIDIARY COMPANIES (CONT'D)

^^ The medium term notes issued by Sports Toto Malaysia Sdn Bhd are secured by a third party first equitable charge over the unquoted shares of the said subsidiary company as disclosed in Note 21.

In the previous financial year, certain quoted shares of a subsidiary company of the Group at carrying amount of RM90,298,000 pledged to a financial institution for a short term loan granted to the Company had been discharged during the financial year as disclosed in Note 23.

(a) Acquisition of a Subsidiary Company

In the previous financial year, BPI, an indirect subsidiary company, acquired additional shares in H.R. Owen Plc ("HRO") and as at 31 October 2013, BPI's equity interests in HRO was 71.19%. The total cash consideration for the acquisition was £26.9 million (equivalent to approximately RM131.5 million).

The cost of acquisition for the acquisition of HRO in the previous financial year comprised the following:

2014 Group	RM'000	RM'000
Purchase consideration satisfied by cash in that financial year		129,196
Classified from other long term investments (Note 6)	2,311	
Fair value adjustments on other long term investments reclassified to investment in subsidiary company (Note 29)	13,238	15,549
Total investment cost, representing fair value of the consideration		<u>144,745</u>

The assets and liabilities of HRO acquired by BPI which qualified as business combinations in the previous financial year were as follows:

2014 (Restated) Group	Fair value recognised on acquisition RM'000
Non-current assets excluding intangible assets	44,117
Current assets	317,581
	<u>361,698</u>
Non-current liabilities	(4,668)
Current liabilities	(295,749)
	<u>(300,417)</u>
Net assets acquired	61,281
Less: Non-controlling interests	(17,755)
Group's share of net assets	43,526
Dealership rights on acquisition (Note 9)	52,529
Goodwill on acquisition (Note 9)	48,690
Total cost of acquisition	<u>144,745</u>

The fair value adjustments in the previous financial year were reviewed during the current financial year and the final allocation of the purchase price was determined after completion of a final analysis to determine the fair values of the subsidiary company's tangible and identifiable assets and liabilities acquired. The identifiable intangible assets are now determined and identified as dealership rights with the fair value determined at RM52.5 million as at the date of acquisition, and goodwill on acquisition which has been revised to RM48.7 million. This revision is accounted for retrospectively as detailed in Note 44 to the financial statements.

4 INVESTMENT IN SUBSIDIARY COMPANIES (CONT'D)

(a) Acquisition of a Subsidiary Company (Cont'd)

The net cash flows on acquisition in the previous financial year were as follows:

2014 Group	RM'000
Purchase consideration satisfied by cash	131,507
Cash and cash equivalents of subsidiary company acquired	(54,078)
	<u>77,429</u>
Less: classified from other long term investments (Note 6)	(2,311)
Net cash outflow on acquisition of a subsidiary company at the date of acquisition	<u>75,118</u>

In the previous financial year subsequent to the date of acquisition, BPI acquired additional 210,673 ordinary shares of HRO amounting to RM1.8 million pursuant to the HRO de-listing exercise. Consequently, BPI's shareholding in HRO increased to 72.03%.

(b) Subsidiary companies with material non-controlling interests

The subsidiary companies with non-controlling interests of which the Group regards as material to the Group are set out below.

Proportion of equity interest held by non-controlling interests:

Name	Country of incorporation and operation	2015 %	2014 %
BPI (on consolidated basis)	Philippines	11.74	11.74

The summarised financial information presented below is the amount before inter-company elimination and after reflecting the fair value adjustments arising from business combination.

(i) Summarised statement of financial position

BPI	2015 RM'000	2014 RM'000
Non-current assets	368,502	325,005
Current assets	681,151	562,592
Total assets	<u>1,049,653</u>	887,597
Non-current liabilities	7,367	8,013
Current liabilities	474,105	409,917
Total liabilities	<u>481,472</u>	417,930
Net assets	<u>568,181</u>	469,667
Equity attributable to equity holders of the Parent	497,111	401,181
Non-controlling interests	71,070	68,486
Total equity	<u>568,181</u>	469,667

NOTES TO THE FINANCIAL STATEMENTS

30 April 2015

4 INVESTMENT IN SUBSIDIARY COMPANIES (CONT'D)

(b) Subsidiary companies with material non-controlling interests (Cont'd)

(ii) Summarised statement of profit or loss and other comprehensive income

BPI	2015 RM'000	2014 RM'000
Revenue	2,026,217	921,693
Profit for the year attributable to:		
- Owners of the parent	60,735	70,795
- Non-controlling interests	12,552	12,114
Profit for the year	73,287	82,909
Other comprehensive income (net of tax) attributable to:		
- Owners of the parent	(19,295)	(15,102)
- Non-controlling interests	(5,150)	(363)
Other comprehensive income for the year	(24,445)	(15,465)
Total comprehensive income for the year	48,842	67,444
Total comprehensive income attributable to:		
- Owners of the parent	41,441	55,693
- Non-controlling interests	7,401	11,751
Total comprehensive income for the year	48,842	67,444

(iii) Summarised statement of cash flows

BPI	2015 RM'000	2014 RM'000
Net cash generated from/(used in):		
Operating activities	97,386	100,769
Investing activities	(46,333)	(145,194)
Financing activities	(57,286)	33,388
Net change in cash and cash equivalents	(6,233)	(11,037)
Dividend paid to non-controlling interests	(1,389)	-

5 INVESTMENT IN ASSOCIATED COMPANIES

	Group		Company	
	2015 RM'000	2014 RM'000	2015 RM'000	2014 RM'000
Unquoted shares, at cost	21,715	18,319	6,487	5,458
Share of post-acquisition losses	(836)	(6,070)	-	-
	20,879	12,249	6,487	5,458
Exchange differences	1,274	99	-	-
	22,153	12,348	6,487	5,458
Less: Accumulated impairment losses	(3,356)	(3,356)	(5,144)	(5,001)
Total investments in associated companies	18,797	8,992	1,343	457
Advances for future share subscription	-	1,759	-	-
	18,797	10,751	1,343	457

Details of the associated companies are as follows:

Name of Company	Country of Incorporation	Principal Activities	Equity Interest	
			2015 %	2014 %
Associated companies of Berjaya Sports Toto Berhad				
Berjaya Racing Management Sdn Bhd	Malaysia	Dormant	20	20
Berjaya Lottery Vietnam Limited	Malaysia	Investment holding	20	20
Associated company of FEAB Properties Sdn Bhd				
Cashsystems Asia Technology Sdn Bhd ("Cashsystems") *	Malaysia	Dormant, under liquidation	30	30
Associated companies of Berjaya Philippines Inc.				
Perdana Land Philippines Inc. *	Philippines	Acquire, develop and lease real estate	40	40
Berjaya Pizza Philippines Inc. *	Philippines	Development and operation of "Papa John's Pizza" chain of restaurants in the Philippines	30	30
Berjaya Auto Philippines Inc. * ("BAuto")	Philippines	Selling and distribution of Mazda brand cars within the territory of the Philippines	30	30
Cosway Philippines Inc. *	Philippines	Dormant	40	40

* Audited by firms of auditors other than Ernst & Young

The financial statements of the above associated companies are coterminous with those of the Group except for Cashsystems which has financial year end of 31 December.

NOTES TO THE FINANCIAL STATEMENTS

30 April 2015

5 INVESTMENT IN ASSOCIATED COMPANIES (CONT'D)

During the financial year, the Company subscribed 320,000 new ordinary shares of USD1.00 each issued by Berjaya Lottery Vietnam Limited which represents the proportion of equity interest held by the Company prior to subscription for a cash consideration of USD320,000 (equivalent to approximately RM1,029,000).

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

(i) Summarised statement of financial position

BAuto At 30 April	2015 RM'000	2014 RM'000
Non-current assets	8,036	2,442
Current assets	99,699	52,916
Total assets	107,735	55,358
Non-current liabilities	(14,066)	(5,499)
Current liabilities	(46,709)	(22,674)
Total liabilities	(60,775)	(28,173)
Net assets	46,960	27,185

(ii) Summarised statement of profit or loss and other comprehensive income

BAuto At 30 April	2015 RM'000	2014 RM'000
Revenue	268,001	176,638
Profit before tax	25,699	12,104
Profit for the year, representing total comprehensive income for the year	17,712	8,149

(iii) Reconciliation of the summarised financial information presented above to the carrying amount of the Group's interest in the associated company

BAuto At 30 April	2015 RM'000	2014 RM'000
Net assets as at 1 May	27,185	18,121
Equity contribution from shareholders	2,063	915
Profit for the year	17,712	8,149
Net assets as at 30 April	46,960	27,185
Interest in the associated company	30%	30%
Carrying value of the Group's interest in the associated company (RM'000)	14,088	8,156

5 INVESTMENT IN ASSOCIATED COMPANIES (CONT'D)

(iv) Aggregate information of associated companies that are not individually material to the Group:

	2015 RM'000	2014 RM'000
The Group's share of loss for the year, representing total comprehensive income for the year	(80)	(3,108)
Aggregate carrying amounts of the total Group's interests in these associated companies	4,709	2,595

6 LONG TERM INVESTMENTS

	Group		Company	
	2015 RM'000	2014 RM'000	2015 RM'000	2014 RM'000
Non-current				
Available-for-sale financial assets				
Carrying amount:				
<u>Equity instruments</u>				
- Quoted shares in Malaysia	70,725	58,242	-	-
- Quoted shares outside Malaysia	4,016	-	-	-
- Quoted warrants in Malaysia	2,065	1,877	-	-
- Quoted loan stocks in Malaysia	15,072	24,747	-	-
- Unquoted shares outside Malaysia	11,106	-	-	-
- Malaysian Government Securities	3,065	3,082	-	-
	106,049	87,948	-	-
Club memberships	191	191	113	113
	106,240	88,139	113	113

During the current financial year, the Group recognised an impairment loss amounting to RM154,000 (2014 : nil) in respect of certain quoted investments designated as available-for-sale financial assets (as disclosed in Note 30) 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 deposited with the Malaysian Government in accordance with the Pool Betting Act, 1967 in connection with the issue of the pool betting licence and yields interest at 4.24% (2014 : 4.24%) per annum.

In the previous financial year, an available-for-sale investment of the Group amounting to RM2,311,000 was reclassified to investment in subsidiary companies as disclosed in Note 4.

NOTES TO THE FINANCIAL STATEMENTS

30 April 2015

7 INVESTMENT PROPERTIES

	Group	
	2015 RM'000	2014 RM'000
At 1 May	95,506	99,023
Additions	-	1,055
Disposals/other adjustments	(32)	(3,400)
Fair value adjustments (Note 29)	492	1,143
	95,966	97,821
Classified as assets held for sale	-	(2,315)
At 30 April	95,966	95,506
The carrying amount of investment properties held under lease terms are as follows:		
Leasehold land	2,350	2,350
Buildings	2,360	2,360
	4,710	4,710

The carrying value of the investment properties were based on valuation by an independent valuers, who hold recognised qualifications and have relevant experience. The fair value is determined based on comparison/cost method.

The application for the strata titles of the leasehold land and buildings of certain subsidiary companies have been submitted to the relevant authority for processing.

In the previous financial year, a subsidiary company entered into Sale and Purchase Agreements to dispose of certain of its investment properties. These investment properties with carrying amount of RM2,315,000 was presented as assets held for sale as certain conditions of Sale and Purchase Agreements had not been met as at last financial year end. The disposal was completed during the financial year.

8 DEFERRED TAX (ASSETS) / LIABILITIES

	Group		Company	
	2015 RM'000	2014 RM'000	2015 RM'000	2014 RM'000
At 1 May	(12,226)	(18,053)	215	364
Recognised in the statement of profit or loss (Note 33)	(7,799)	2,458	(101)	(149)
Recognised in other comprehensive income (Note 20(ii))	(149)	49	-	-
Arising on acquisition of a subsidiary company	-	3,338	-	-
Exchange differences	146	(18)	-	-
At 30 April	(20,028)	(12,226)	114	215
Presented after appropriate offsetting as follows:				
Deferred tax assets	(23,692)	(16,991)	-	-
Deferred tax liabilities	3,664	4,765	114	215
	(20,028)	(12,226)	114	215

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

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

Deferred Tax Assets of the Group:

	Retirement cost obligation RM'000	Payables RM'000	Unabsorbed tax losses and capital allowances RM'000	Total RM'000
2015				
At 1 May 2014	(986)	(33,452)	(791)	(35,229)
Recognised in the statement of profit or loss	(92)	2,919	(825)	2,002
Recognised in other comprehensive income	(149)	-	-	(149)
Exchange differences	61	(14)	50	97
At 30 April 2015	<u>(1,166)</u>	<u>(30,547)</u>	<u>(1,566)</u>	<u>(33,279)</u>
Less: set-off against deferred tax liabilities				9,587
				<u>(23,692)</u>
2014				
At 1 May 2013	(728)	(22,505)	(5,282)	(28,515)
Acquisition of a subsidiary company	(26)	-	(35)	(61)
Recognised in the statement of profit or loss	(333)	(10,947)	4,855	(6,425)
Recognised in other comprehensive income	49	-	-	49
Exchange differences	52	-	(329)	(277)
At 30 April 2014	<u>(986)</u>	<u>(33,452)</u>	<u>(791)</u>	<u>(35,229)</u>
Less: set-off against deferred tax liabilities				18,238
				<u>(16,991)</u>

Deferred Tax Liabilities of the Group:

	Accelerated capital allowances RM'000	Investment properties RM'000	Others RM'000	Total RM'000
2015				
At 1 May 2014	20,341	564	2,098	23,003
Recognised in the statement of profit or loss	(8,429)	(135)	(1,237)	(9,801)
Exchange differences	(80)	-	129	49
At 30 April 2015	<u>11,832</u>	<u>429</u>	<u>990</u>	<u>13,251</u>
Less: set-off against deferred tax assets				(9,587)
				<u>3,664</u>
2014				
At 1 May 2013	10,161	107	194	10,462
Acquisition of a subsidiary company	3,399	-	-	3,399
Recognised in the statement of profit or loss	6,508	457	1,918	8,883
Exchange differences	273	-	(14)	259
At 30 April 2014	<u>20,341</u>	<u>564</u>	<u>2,098</u>	<u>23,003</u>
Less: set-off against deferred tax assets				(18,238)
				<u>4,765</u>

NOTES TO THE FINANCIAL STATEMENTS

30 April 2015

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

Deferred Tax Assets of the Company:

2015

At 1 May 2014
Recognised in the statement of profit or loss
At 30 April 2015
Less: set-off against deferred tax liability

	Other payables RM'000	Unabsorbed capital allowances RM'000	Total RM'000
At 1 May 2014	(33)	(129)	(162)
Recognised in the statement of profit or loss	(10)	5	(5)
At 30 April 2015	(43)	(124)	(167)
Less: set-off against deferred tax liability			167
			-

2014

At 1 May 2013
Recognised in the statement of profit or loss
At 30 April 2014
Less: set-off against deferred tax liability

At 1 May 2013	(20)	(128)	(148)
Recognised in the statement of profit or loss	(13)	(1)	(14)
At 30 April 2014	(33)	(129)	(162)
Less: set-off against deferred tax liability			162
			-

Deferred Tax Liability of the Company:

2015

At 1 May 2014
Recognised in the statement of profit or loss
At 30 April 2015
Less: set-off against deferred tax assets

Accelerated capital allowances RM'000

At 1 May 2014	377
Recognised in the statement of profit or loss	(96)
At 30 April 2015	281
Less: set-off against deferred tax assets	(167)
	114

2014

At 1 May 2013
Recognised in the statement of profit or loss
At 30 April 2014
Less: set-off against deferred tax assets

At 1 May 2013	512
Recognised in the statement of profit or loss	(135)
At 30 April 2014	377
Less: set-off against deferred tax assets	(162)
	215

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

	Group		Company	
	2015 RM'000	2014 RM'000	2015 RM'000	2014 RM'000
Unutilised tax losses				
-Malaysian income tax	55,618	40,015	22,255	16,541
-foreign tax	10,032	10,357	-	-
Unabsorbed capital allowances	183	183	-	-
Others	976	789	-	-
	66,809	51,344	22,255	16,541

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

Deferred tax assets have not been recognised in respect of the above unutilised tax losses, unabsorbed capital allowances and other deductible temporary differences as it is not probable that future taxable profits from a business source as defined by the Malaysian tax legislature will be available against which the unutilised tax losses, unabsorbed capital allowances and other deductible temporary differences can be utilised.

Subject to agreement by the Malaysian Inland Revenue Board, unutilised tax losses and unabsorbed capital allowances are available indefinitely for offset against future business profits of the respective entities within the Group, subject to no substantial change in shareholdings of those entities under Section 44(5A) and Paragraph 75A, Schedule 3 of the Income Tax Act, 1967 (the Act). However, the Minister of Finance has exercised his powers under Section 44(5D) and Paragraph 75C, Schedule 3 of the Act to exempt all companies except dormant companies from the provisions of Section 44(5A) and Paragraph 75A, Schedule 3 of the Act respectively.

The foreign unutilised tax losses are applicable to a foreign subsidiary company which are pre-determined by the tax legislations of that country.

9 INTANGIBLE ASSETS

	Group	
	2015 RM'000	Restated 2014 RM'000
At carrying amount:		
Goodwill on consolidation		
At 1 May	697,297	644,485
Arising from acquisition of a subsidiary company (Note 4)	-	48,690
Arising from acquisition of a business operation (Note (a))	7,377	-
Translation exchange differences	2,540	4,122
At 30 April	<u>707,214</u>	<u>697,297</u>
Dealership rights		
At 1 May	56,752	-
Arising from acquisition of a subsidiary company (Note 4)	-	52,529
Translation exchange differences	(210)	4,223
At 30 April	<u>56,542</u>	<u>56,752</u>
Total	<u>763,756</u>	<u>754,049</u>

(a) Acquisition of a business operation

During the year, the Group acquired a motor dealership business for a total cash consideration of GBP2,358,000 (equivalent to RM12,927,000). The motor dealership business was then merged with the existing motor dealership of H.R. Owen Plc. As such, it is not possible to separately identify the revenue and profit contributions of the acquired motor dealership.

The assets arising from the acquisition are as follows:

	2015 RM'000	2014 RM'000
Net assets acquired	5,550	-
Goodwill	7,377	-
Total cost and cash outflow of the acquisition	<u>12,927</u>	<u>-</u>

(b) Impairment test on goodwill and dealership rights

Dealership rights are allocated to the Group's motor dealership operation.

NOTES TO THE FINANCIAL STATEMENTS

30 April 2015

9 INTANGIBLE ASSETS (CONT'D)

(b) Impairment test on goodwill and dealership rights (Cont'd)

Goodwill has been allocated to the Group's CGUs identified according to business segments as follows:

	Group	
	2015 RM'000	Restated 2014 RM'000
Toto betting operations and leasing of lottery equipment	636,968	635,071
Motor dealership	59,846	52,664
Others	10,400	9,562
	707,214	697,297

The key assumptions used for value-in-use calculations are:

The recoverable amount of a CGU is determined based on value-in-use calculations using cash flow projections based on financial budgets covering three to five-year period.

- i) Budgeted gross margin and growth rate
The basis used to determine the value assigned to the budgeted gross margin is the average gross margin and average growth rate achieved in the years before the budgeted year, adjusted for market and economic conditions and internal resource efficiency.
- ii) Discount rates
The significant post-tax discount rates, applied to post-tax cash flows, used for the respective identified CGUs are in the range of 7.8% to 11.8% (2014 : 5.3% to 11.5%).

Sensitivity to changes in assumptions

The management believes that there are no reasonable possible change in any of the above key assumptions which would cause the carrying values of the goodwill and dealership rights to materially exceed their recoverable amounts.

10 INVENTORIES

	Group	
	2015 RM'000	2014 RM'000
At cost:		
Vehicles	259,489	243,733
Gaming equipment components and parts	1,158	1,490
Work-in-progress	885	1,209
Ticket inventories	3,044	3,307
Parts and consumables	13,254	13,626
	277,830	263,365
At net realisable value:		
Raw materials	8,121	3,528
Vehicles	73,364	-
Work-in-progress	557	42
Parts and consumables	869	-
Finished goods and inventories for resale	3,301	988
	364,042	267,923

10 INVENTORIES (CONT'D)

The cost of inventories recognised as an expense during the financial year in the Group amounted to RM1,645,014,000 (2014 : RM647,206,000).

11 RECEIVABLES

	Group		Company	
	2015 RM'000	Restated 2014 RM'000	2015 RM'000	2014 RM'000
Trade receivables	72,008	79,917	-	-
Other receivables	145,097	130,563	78	1
Refundable deposits	7,001	6,730	61	61
Amounts due from associated companies	15,581	12,004	-	-
	239,687	229,214	139	62
Less : Allowance for doubtful debts				
- trade receivables	(1,219)	(788)	-	-
- other receivables	(92)	(92)	-	-
	238,376	228,334	139	62
Dividend receivable	-	-	77,640	105,209
Non-refundable deposits	663	647	663	647
Prepayments	39,273	32,332	68	37
	278,312	261,313	78,510	105,955

(a) Trade receivables

The Group's trade receivables are non-interest bearing with credit term ranges from 1 to 60 days (2014 : 1 to 60 days). They are recognised at their original invoice amounts which represent their fair values on initial recognition.

Ageing analysis of trade receivables

The ageing analysis of the Group's trade receivables is as follows:

	Group	
	2015 RM'000	2014 RM'000
Neither past due nor impaired	66,915	68,467
Past due but not impaired	3,874	10,662
Due and impaired	1,219	788
	72,008	79,917

Receivables that are neither past due nor impaired

Trade receivables that are neither past due nor impaired are creditworthy debtors with good payment records with the Group.

None of the Group's trade receivables that are neither past due nor impaired have been renegotiated during the financial year.

Receivables that are past due but not impaired

The Group has trade receivables amounting to RM3,874,000 (2014 : RM10,662,000) 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.

NOTES TO THE FINANCIAL STATEMENTS

30 April 2015

11 RECEIVABLES (CONT'D)

(a) Trade receivables (Cont'd)

Receivables that are impaired

The Group's trade receivables that are impaired at the reporting date and the movement of the allowance accounts used to record the impairment are as follows:

	Group	
	2015 RM'000	2014 RM'000
<u>Individually impaired</u>		
Trade receivables - nominal amounts	1,219	788
Less: Allowance for impairment	(1,219)	(788)
	-	-

Movement in allowance accounts

	Group	
	2015 RM'000	2014 RM'000
At 1 May	788	227
- Arising from acquisition of a subsidiary company	-	293
- Charge for the year (Note 28)	536	258
- Written off during the year	(129)	-
- Exchange differences	24	10
At 30 April	1,219	788

Trade receivables that are individually determined to be impaired at the reporting date relate to debtors that are in significant financial difficulties and have defaulted on payments. These receivables are not secured by any collateral or credit enhancements. The management is of the opinion that there are no further factors that warrants the consideration of additional impairment losses on a collective basis.

(b) Other receivables

Other receivables that are impaired

Included in the allowance for doubtful debts of other receivables are provision for individually impaired receivables which have been fully provided for as at the end of the reporting date.

Movement in allowance accounts

	Group	
	2015 RM'000	2014 RM'000
At 1 May	92	229
- Charge for the year (Note 28)	-	691
- Written off during the year	-	(828)
At 30 April	92	92

Included in other receivables of the Group is an advance made by a foreign subsidiary company for property investments venture amounting to RM57,541,000 (2014 : RM40,332,000). The advance is payable on demand and interest bearing.

Amounts due from associated companies of a foreign subsidiary are unsecured, repayable on demand and non-interest bearing except for an amount of RM8,000,000 (2014 : RM7,329,000) which is secured, with repayment term and interest bearing.

NOTES TO THE FINANCIAL STATEMENTS

30 April 2015

12 AMOUNTS DUE FROM SUBSIDIARY COMPANIES

	Company	
	2015 RM'000	2014 RM'000
Amounts due from subsidiary companies	221,270	176,072
Less: Allowance for doubtful debts	(124)	(91)
	221,146	175,981
Movement in allowance accounts:		
At beginning of year	91	72
Charge for the year (Note 30)	115	19
Written off	(82)	-
At end of year	124	91

Amounts due from subsidiary companies are unsecured, interest bearing and repayable on demand except for the amount of RM194,000 (2014: RM312,000) which is non-interest bearing.

13 DEPOSITS WITH FINANCIAL INSTITUTIONS

	Group		Company	
	2015 RM'000	Restated 2014 RM'000	2015 RM'000	2014 RM'000
Fixed deposits with financial institutions	315,404	345,004	22,600	5,200
Cash and bank balances	114,801	144,774	3,207	840
	430,205	489,778	25,807	6,040
Fixed deposits with financial institutions comprise term deposits with:				
- Licensed banks	293,500	323,120	22,600	5,200
- Other financial institutions	21,904	21,884	-	-
	315,404	345,004	22,600	5,200

Included in the Group's deposits with financial institutions are amounts of RM2,906,000 (2014 : RM208,000) pledged to banks for facilities granted to subsidiary companies.

The weighted average effective interest rates per annum of deposits at the reporting date were as follows:

	Group		Company	
	2015	Restated 2014	2015	2014
Licensed banks	3.35%	3.07%	3.18%	2.95%
Other financial institutions	1.02%	1.12%	-	-

The average maturities of deposits as at the end of the financial year were as follows:

	Group		Company	
	2015	Restated 2014	2015	2014
Licensed banks	9 days	9 days	5 days	2 days
Other financial institutions	78 days	32 days	-	-

NOTES TO THE FINANCIAL STATEMENTS

30 April 2015

14 SHARE CAPITAL

	Group and Company			
	Number of ordinary shares of RM0.10 each		Amount	
	2015 Units '000	2014 Units '000	2015 RM'000	2014 RM'000
Authorised:				
At beginning of the year/end of the year	20,000,000	20,000,000	2,000,000	2,000,000
Issued and fully paid:				
At beginning of the year/end of the year	1,351,030	1,351,030	135,103	135,103

The number of issued and fully paid shares with voting rights as at 30 April are as follows:

	Number of ordinary shares	
	2015 Units '000	2014 Units '000
Total number of issued and paid up ordinary shares	1,351,030	1,351,030
Less : Ordinary shares held as treasury shares (Note 19)	(6,636)	(2,911)
	1,344,394	1,348,119

The holders of ordinary shares (other than treasury shares) are entitled to receive dividends as declared from time to time and are entitled to one vote per share at meetings of the Company. All ordinary shares (other than treasury shares) rank equally with regard to the Company's residual assets.

15 CAPITAL RESERVE

The capital reserve of RM21,327,000 (2014 : RM21,327,000) represents non-distributable reserve transferred from post-acquisition retained earnings arising from bonus issue of shares of a subsidiary company.

16 EXCHANGE RESERVE

	Group	
	2015 RM'000	Restated 2014 RM'000
At 1 May	26,083	12,997
Currency translation differences	33,717	13,086
At 30 April	59,800	26,083

17 AVAILABLE-FOR-SALE ("AFS") RESERVE

	Group	
	2015 RM'000	2014 RM'000
At 1 May	18,667	10,424
(Loss)/Gain on fair value changes through comprehensive income	(2,622)	19,926
Transfer to profit or loss upon disposal/derecognition	(485)	(11,683)
At 30 April	15,560	18,667

The AFS reserve represents the cumulative fair value changes, of available-for-sale financial assets until they are disposed or impaired.

18 RETAINED EARNINGS

The entire retained earnings of the Company, subject to the implied reduction effect of treasury share balance, is available for distribution as single tier dividends.

19 TREASURY SHARES

	Group and Company			
	Number of shares		Amount	
	2015 Units '000	2014 Units '000	2015 RM'000	2014 RM'000
At 1 May	2,911	7,840	11,860	32,907
Shares bought back during the year	3,725	25,690	12,852	103,695
Distributed as share dividend	-	(30,619)	-	(124,742)
At 30 April	6,636	2,911	24,712	11,860

The renewal of the Company's plan and mandate relating to the share buy back was approved by the shareholders of the Company on 20 October 2014 granting the directors of the Company the authority to buy back its own shares up to 10% of the existing total paid-up share capital, inclusive of all treasury shares that have been bought back.

During the financial year, the Company bought back 3,725,000 shares from the open market at an average price of RM3.45 each amounting to RM12,852,000. The cumulative shares bought back were held as treasury shares.

In the previous financial year, the Company declared and approved a share dividend in respect of financial year ended 30 April 2014 via distribution of 30,618,886 treasury shares on the basis of one treasury share for every forty three existing ordinary shares with voting rights held. The share dividend was distributed on 28 April 2014.

20 RETIREMENT BENEFIT OBLIGATIONS

	Group	
	2015 RM'000	2014 RM'000
At 1 May	3,462	2,406
Acquisition of a subsidiary company	-	127
Recognised in statement of profit or loss	642	1,583
Recognised in statement of other comprehensive income	543	191
Employer's contribution	(1,067)	(715)
Exchange differences	238	(130)
At 30 April	3,818	3,462

The foreign subsidiary companies maintained separate funded retirement plans for its eligible employees. Actuarial valuations are made regularly to update the retirement benefit costs.

The amounts of retirement benefit obligation recognised in the consolidated statement of financial position are determined as follows:

	Group	
	2015 RM'000	2014 RM'000
Present value of the obligation	71,452	64,913
Fair value of plan assets	(67,634)	(61,451)
Deficit of plan assets	3,818	3,462

NOTES TO THE FINANCIAL STATEMENTS

30 April 2015

20 RETIREMENT BENEFIT OBLIGATIONS (CONT'D)

The movements in present value of the retirement benefit obligation recognised are as follows:

	Group	
	2015 RM'000	2014 RM'000
At beginning of year	64,913	3,077
Addition due to acquisition of a subsidiary company	-	55,025
Current service cost and interest cost	3,126	2,834
Actuarial loss	4,725	1,032
Benefits paid by the plan	(1,565)	(921)
Members' contribution	-	5
Exchange differences	253	3,861
At end of year	71,452	64,913

The movements in fair value of plan assets are presented below:

	Group	
	2015 RM'000	2014 RM'000
At beginning of year	61,451	434
Addition due to acquisition of a subsidiary company	-	54,898
Interest income	2,484	1,251
Return on plan assets	4,205	668
Employer's contribution	1,067	715
Benefits paid by the plan	(1,565)	(921)
Actuarial (loss)/gain	(35)	173
Members' contribution	-	5
Exchange differences	27	4,228
At end of year	67,634	61,451

The plan assets consist of the following:

	Group	
	2015 RM'000	2014 RM'000
Fixed income assets	67,069	61,138
Cash in bank	564	303
Others	1	10
	67,634	61,451

The components of amounts recognised in the consolidated profit or loss and in other comprehensive income in respect of the defined benefit post-employment plan are as follows:

(i) Reported in the consolidated statement of profit or loss:

	Group	
	2015 RM'000	2014 RM'000
Current service costs recognised in directors' remuneration and staff costs (Notes 28 and 28 (b))	522	1,450
Net interest costs (Note 32)	120	133
Retirement benefits recognised in profit or loss	642	1,583

20 RETIREMENT BENEFIT OBLIGATIONS (CONT'D)

(ii) Reported in the consolidated statement of other comprehensive income:

	Group	
	2015 RM'000	2014 RM'000
Remeasurement losses arising from:		
Actuarial changes in financial assumptions	(8,094)	(1,326)
Actuarial changes in demographic assumptions	3,620	(21)
Return on plan assets	4,205	668
Experience adjustments arising from defined benefit obligations	(274)	488
	(543)	(191)
Deferred tax income/(expense) (Note 8)	149	(49)
Retirement benefits recognised in other comprehensive income	(394)	(240)
Attributable to:		
Owners of the parent *	(321)	13
Non-controlling interests	(73)	(253)
	(394)	(240)

* Recognised in the consolidated retained earnings through other comprehensive income.

The current service and net interest costs are charged to profit or loss and presented as part of the employee benefit expenses and finance costs respectively.

The amounts recognised in other comprehensive income were included within items that will not be subsequently reclassified to profit or loss.

Presented below is the historical information related to the present value of the retirement benefit obligation, fair value of plan assets and deficit in the plan.

	2015 RM'000	2014 RM'000	2013 RM'000	2012 RM'000	2011 RM'000
Present value of the obligation	71,452	64,913	3,077	3,023	1,589
Fair value of the plan assets	(67,634)	(61,451)	(434)	(384)	(392)
Deficit in the plan	3,818	3,462	2,643	2,639	1,197

For the determination of retirement benefit obligation, the following actuarial assumptions were used:

	2015	2014
Discount rate	3.4%-4.75%	4.2%-4.99%

Sensitivity analysis for retirement benefit obligation

The management is of the view that any change in the assumptions will not have significant impact to the Group.

NOTES TO THE FINANCIAL STATEMENTS

30 April 2015

21 LONG TERM BORROWINGS

	Maturity	Group	
		2015 RM'000	2014 RM'000
Medium term notes			
Secured:			
3.73% p.a. fixed rate medium term notes	June 2014	-	150,000
3.73% p.a. fixed rate medium term notes	July 2014	-	30,000
5.50% p.a. fixed rate medium term notes	June 2015	200,000	200,000
4.41% p.a. fixed rate medium term notes	June 2016	55,000	-
4.80% p.a. fixed rate medium term notes	October 2016	50,000	50,000
6.00% p.a. fixed rate medium term notes	June 2017	150,000	150,000
4.73% p.a. fixed rate medium term notes	June 2018	95,000	-
4.88% p.a. fixed rate medium term notes	July 2019	145,000	-
		695,000	580,000
Portion repayable within 12 months included under short term borrowings (Note 23)		(200,000)	(180,000)
		495,000	400,000

The medium term notes programme of up to RM800.0 million in nominal value was established by a wholly-owned subsidiary, Sports Toto Malaysia Sdn Bhd ("STM"). As at 30 April 2015, total medium term notes amounting to RM695.0 million (2014 : RM580.0 million) in nominal value remain outstanding.

The medium term notes are secured by:

- (i) A third party first equitable charge over the entire issued and paid-up share capital of a subsidiary company who is the issuer as disclosed in Note 4; and
- (ii) corporate guarantee provided by the Company as disclosed in Note 36.

22 OTHER LONG TERM LIABILITIES

	Group		Company	
	2015 RM'000	2014 RM'000	2015 RM'000	2014 RM'000
Hire purchase payables (Note a)	1,458	1,436	540	532
Deferred income (Note b)	93	-	-	-
	1,551	1,436	540	532

Notes:

- (a) Future minimum lease payments for hire purchase payables are summarised as follows:

	Group		Company	
	2015 RM'000	2014 RM'000	2015 RM'000	2014 RM'000
Gross amount repayables:				
Within one year after reporting date	674	816	234	183
More than one year but not later than two years	624	528	233	183
More than two years but not later than five years	974	1,083	354	426
	2,272	2,427	821	792
Less: Unexpired interests	(260)	(286)	(90)	(105)
	2,012	2,141	731	687

22 OTHER LONG TERM LIABILITIES (CONT'D)

(a) Future minimum lease payments for hire purchase payables are summarised as follows: (Cont'd)

The present value of hire purchase payables are summarised as follows:

	Group		Company	
	2015 RM'000	2014 RM'000	2015 RM'000	2014 RM'000
Within one year after reporting date	554	705	191	155
More than one year but not later than two years	542	448	204	155
More than two years but not later than five years	916	988	336	377
	2,012	2,141	731	687
Less : amount payable within 12 months (Note 25)	(554)	(705)	(191)	(155)
Amount payable after 12 months	1,458	1,436	540	532

(b) Included in deferred income is the deferred membership fees which are recognised over the membership period by a subsidiary company.

23 SHORT TERM BORROWINGS

	Group		Company	
	2015 RM'000	2014 RM'000	2015 RM'000	2014 RM'000
Secured:				
Term loans	-	153,725	-	113,414
Medium term notes (Note 21)	200,000	180,000	-	-
	200,000	333,725	-	113,414

The range of interest rates per annum at the reporting date for short term borrowings was as follows:

	Group		Company	
	2015 %	2014 %	2015 %	2014 %
Secured:				
Term loans	-	4.65 - 7.00	-	4.65
Medium term notes	5.50	3.73	-	-

A property and certain quoted shares of the Group as disclosed in Note 3 and Note 4 pledged for the term loans of the Group and of the Company had been discharged upon full settlement of the said term loans during the financial year.

NOTES TO THE FINANCIAL STATEMENTS

30 April 2015

24 PROVISIONS

	Group	
	2015 RM'000	2014 RM'000
Sales warranty		
At 1 May	613	421
Additional provision during the year (Note 28)	190	559
Utilised during the year	(741)	(407)
Exchange differences	62	40
At 30 April	124	613
Restoration costs		
At 1 May	968	949
Additional provision during the year	3	19
At 30 April	971	968
Total	1,095	1,581

(a) Sales warranty

A foreign subsidiary gave 3 to 12 months (2014 : 3 to 12 months) warranties on certain products and undertakes to repair or replace items that fail to perform satisfactorily. A provision for warranties is recognised for all products under warranty at the reporting date based on past experience on the level of repairs and returns.

(b) Dismantlement, removal or restoration of property, plant and equipment

Provision for dismantlement, removal or restoration is the estimated cost of dismantlement, removal or restoration of property, plant and equipment arising from the acquisition use of such assets, which are capitalised and included in the cost of property, plant and equipment.

25 PAYABLES

	Group		Company	
	2015 RM'000	2014 RM'000	2015 RM'000	2014 RM'000
Trade payables	367,786	296,755	-	-
Pool betting duty payables	22,725	25,277	-	-
Other payables	123,250	92,130	556	352
Accruals	221,592	234,875	734	727
Agency deposits	37,566	37,319	-	-
Hire purchase payable within 12 months (Note 22(a))	554	705	191	155
	773,473	687,061	1,481	1,234
Dividend payables	1,567	1,015	1,474	289
Deferred income	7,496	4,704	-	-
	782,536	692,780	2,955	1,523

Included in trade payables of the Group are manufacturers and other third party vehicle stocking loans of RM243,784,000 (2014 : RM185,233,000) obtained by foreign subsidiary companies. These loans are secured by fixed and floating charges on certain vehicle inventories held.

Included in accruals of the Group are accrued contribution to the National Sports Council and provision for gaming tax payable to the Ministry of Finance.

Agency deposits represent deposits obtained from agents for operating toto betting outlets. These deposits are refundable upon termination of operation contracts.

The normal trade credit terms granted to the Group ranges from 1 to 183 days (2014 : 1 to 183 days).

26 AMOUNTS DUE TO SUBSIDIARY COMPANIES

Amounts due to subsidiary companies

Company	
2015 RM'000	2014 RM'000
800,086	632,530

Amounts due to subsidiary companies are unsecured, repayable on demand and interest bearing except for an amount of RM2,656,000 (2014 : RM3,041,000) which is non-interest bearing.

27 REVENUE

Revenue of the Group and the Company are analysed into significant categories as follows and the intra-group transactions are excluded:

	Group		Company	
	2015 RM'000	2014 RM'000	2015 RM'000	2014 RM'000
Dividend income	219	219	355,568	604,840
Management fee income	-	-	317	318
Toto betting and leasing of lottery equipment income	3,355,461	3,503,290	-	-
Sale of motor vehicles and charges for aftersales services rendered	1,891,923	783,646	-	-
Sale of lottery and voting systems and spare parts	21,046	35,397	-	-
Income from supply of goods and services from hotel operations	10,986	10,293	-	-
Rental income and service charges from investment properties	6,048	5,572	-	-
Income from health and fitness centre operation	2,673	2,422	-	-
	5,288,356	4,340,839	355,885	605,158

28 PROFIT BEFORE OTHER INCOME AND EXPENSES

	Group		Company	
	2015 RM'000	2014 RM'000	2015 RM'000	2014 RM'000
Profit before other income and expenses is stated after charging:				
Auditors' remuneration				
- statutory audit:				
auditors of the Company				
- current year	229	216	66	63
- underprovision in previous year	16	12	3	3
other auditors				
- current year	600	761	-	-
- underprovision in previous year	-	(12)	-	-
- other services				
- auditors of the Company	110	111	39	11
- other auditors	397	336	-	-
Depreciation of property, plant and equipment	32,563	29,319	1,159	1,102

NOTES TO THE FINANCIAL STATEMENTS

30 April 2015

28 PROFIT BEFORE OTHER INCOME AND EXPENSES (CONT'D)

	Group		Company	
	2015 RM'000	2014 RM'000	2015 RM'000	2014 RM'000
Profit before other income and expenses is stated after charging: (Cont'd)				
Directors' remuneration:				
- fees	1,692	678	135	116
- salaries and other emoluments	16,726	11,969	2,460	2,381
- defined contribution plans	3,071	3,008	477	472
- defined benefit plans (Note 20(i))	200	162	-	-
- performance incentive	8,944	9,346	-	-
- bonus	2,395	2,447	540	516
Operating lease:				
- minimum lease payments of premises	32,122	19,915	2,935	2,924
- minimum lease payments of equipment	1,567	1,566	19	24
Contribution to National Sports Council	53,024	55,253	-	-
Allowance for doubtful debts				
- trade receivables (Note 11(a))	536	258	-	-
- other receivables (Note 11(b))	-	691	-	-
Loss on disposal of property, plant and equipment	273	-	-	-
Realised loss on foreign exchange	422	186	-	-
Unrealised loss on foreign exchange	5,222	-	-	-
Provision for sales warranty (Note 24)	190	559	-	-
Inventories written down	4,634	359	-	-
Direct operating expenses of investment properties:				
- revenue generating during the year	2,951	2,690	-	-
- non-revenue generating during the year	188	223	-	-
Property, plant and equipment written off:				
- included in general and administrative expenses	2	1,097	-	3
Employee benefit expenses (Note b): (excluding directors)	193,369	130,216	4,318	3,947
Profit before other income and expenses is stated after crediting:				
Gain on disposal of property, plant and equipment	156	338	8	-
Rental income and service charges				
- included in revenue	6,048	5,572	-	-
- included in other income	1,486	1,910	-	-
Gain on foreign exchange	-	7,268	-	-

The estimated monetary value of benefits-in-kind received by the directors were RM121,000 (2014 : RM128,000) for the Group and RM37,000 (2014 : RM29,000) for the Company.

28 PROFIT BEFORE OTHER INCOME AND EXPENSES (CONT'D)

(a) Directors' remuneration

The aggregate directors' remuneration for directors of the Company that are in office during the financial year received from the Group and the Company are as follows:

	Fees RM'000	Benefits- in-kind RM'000	Salaries and other emoluments RM'000	Bonus RM'000	Total RM'000
2015					
Executive	46	60	6,587	1,641	8,334
Non-executive	135	37	770	83	1,025
	181	97	7,357	1,724	9,359
2014					
Executive	38	60	6,044	1,207	7,349
Non-executive	116	29	655	78	878
	154	89	6,699	1,285	8,227

(b) Employee benefit expenses

	Group		Company	
	2015 RM'000	2014 RM'000	2015 RM'000	2014 RM'000
Wages, salaries and other allowances	160,193	102,877	3,121	2,868
Social security costs and employee insurance	13,139	11,298	188	144
Bonuses	10,813	8,065	534	466
Pension costs				
- defined contribution plans	8,585	6,212	429	412
- defined benefit plans (Note 20(i))	322	1,288	-	-
Provision for short term compensated absences	317	476	46	57
	193,369	130,216	4,318	3,947

29 INVESTMENT RELATED INCOME

	Group		Company	
	2015 RM'000	2014 RM'000	2015 RM'000	2014 RM'000
Dividend income from investments	2,141	5,534	-	-
Gain on disposal of other long term investments	655	8,267	-	-
Gain on disposal of investment properties	256	500	-	-
Fair value adjustments of investment properties (Note 7)	492	1,143	-	-
Refund of stamp duty and expenses paid in relation to an aborted corporate exercise	18,120	-	-	-
Net fair value gain on available-for-sale equity investment transferred from equity upon derecognition	-	13,238	-	-
	21,664	28,682	-	-

NOTES TO THE FINANCIAL STATEMENTS

30 April 2015

30 INVESTMENT RELATED EXPENSES

	Group		Company	
	2015 RM'000	2014 RM'000	2015 RM'000	2014 RM'000
Impairment in value of investment in a subsidiary company (Note 4)	-	-	414,680	-
Impairment in value of investment in an associated company (Note 5)	-	-	143	1,611
Impairment in value of available-for-sale investments (Note 6)	154	-	-	-
Allowance for doubtful debts for amount owing by subsidiary companies (Note 12)	-	-	115	19
Corporate exercises expenses	-	34,854	-	-
	154	34,854	414,938	1,630

31 OTHER INCOME

	Group		Company	
	2015 RM'000	2014 RM'000	2015 RM'000	2014 RM'000
Other income comprise:				
Interest income on loans and receivables:				
- deposits with financial institutions	13,010	10,827	392	658
- advances to subsidiary companies	-	-	12,540	10,282
- others	5,780	1,372	-	-
Others:				
- operating lease income	1,486	1,910	-	-
- miscellaneous	6,334	8,525	-	-
	26,610	22,634	12,932	10,940

32 FINANCE COSTS

	Group		Company	
	2015 RM'000	2014 RM'000	2015 RM'000	2014 RM'000
Interest on:				
- advances from a subsidiary company	-	-	36,439	35,604
- short term loans	2,444	5,897	872	2,593
- medium term notes	35,146	29,232	-	-
- hire purchase	146	139	53	35
- manufacturers' vehicle stocking loans	7,066	2,882	-	-
- defined benefit pension scheme (Note 20 (i))	120	133	-	-
Other finance charges	418	3,409	379	2,640
	45,340	41,692	37,743	40,872

33 TAXATION

	Group		Company	
	2015 RM'000	2014 RM'000	2015 RM'000	2014 RM'000
Current year tax expense:				
Malaysian income tax	137,716	126,348	-	-
Foreign tax	24,341	24,107	-	-
	162,057	150,455	-	-
Under/(over) provision in prior years:				
Malaysian income tax	7,275	13,071	-	-
Foreign tax	(825)	42	-	-
	6,450	13,113	-	-
	168,507	163,568	-	-
Deferred tax (Note 8):				
Relating to origination and reversal of temporary differences	575	16,250	(133)	(156)
(Over)/underprovision in prior years	(8,374)	(13,792)	32	7
	(7,799)	2,458	(101)	(149)
	160,708	166,026	(101)	(149)

Domestic current income tax is calculated at the statutory tax rate of 25% (2014 : 25%) of the estimated assessable profit for the year. Taxation of other jurisdictions is calculated at the rates prevailing in the respective jurisdictions.

A reconciliation of income tax expense applicable to profit/(loss) before tax at the statutory income tax rate to income tax expense at the effective income tax rate of the Group and the Company is as follows:

	Group		Company	
	2015 RM'000	2014 RM'000	2015 RM'000	2014 RM'000
Profit/(loss) before tax	534,012	509,722	(103,559)	554,573
Tax at Malaysian statutory tax rate of 25% (2014 : 25%)	133,503	127,431	(25,890)	138,643
Different tax rates in the foreign subsidiary companies	(2,129)	5,087	-	-
Expenses not deductible for tax purposes	34,357	38,263	115,549	13,011
Income not subject to tax	(6,769)	(6,069)	(91,242)	(153,174)
Effect of income subject to real property gain tax	(87)	-	-	-
Effect of utilisation of previously unrecognised tax losses and unabsorbed capital allowances	(109)	(274)	-	-
Deferred tax assets not recognised in respect of current year's tax losses and unabsorbed capital allowances	3,866	2,267	1,450	1,364
Underprovision of tax expense in prior years	6,450	13,113	-	-
(Over)/underprovision of deferred tax in prior years	(8,374)	(13,792)	32	7
Tax expense for the year	160,708	166,026	(101)	(149)

Tax savings during the financial year arising from:

	Company	
	2015 RM'000	2014 RM'000
Utilisation of current year losses	477	437

NOTES TO THE FINANCIAL STATEMENTS

30 April 2015

34 EARNINGS PER SHARE

The earnings per share is calculated by dividing the profit for the year attributable to owners of the Company by the weighted average number of ordinary shares with voting rights in issue during the financial year excluding treasury shares held by the Company as follows:

	Group	
	2015 RM'000	2014 RM'000
Profit attributable to owners of the Company	361,610	328,706
Weighted average number of shares with voting rights outstanding ('000)	1,346,498	1,332,766
Basic earnings per share (sen)	26.86	24.66

Diluted earnings per share is the same as basic earnings per share as there were no potential dilutive ordinary shares during the year.

35 DIVIDENDS PER SHARE

	Company			
	2015		2014	
	Dividends per share net of tax Sen	Amount of dividend net of tax RM'000	Dividends per share net of tax Sen	Amount of dividend net of tax RM'000

Recognised during the year:

Interim dividends

In respect of prior year

- 4th interim - 7 sen single tier exempt per share approved in respect of financial year ended 30 April 2014 (2014 : 4 sen single tier exempt per share)	7.00	94,368	4.00	53,562
--	-------------	---------------	------	--------

In respect of current year

- 1st interim - 5.5 sen single tier exempt per share (2014 : 4 sen single tier exempt per share)	5.50	74,146	4.00	53,414
- 2nd interim - 6 sen single tier exempt per share (2014 : 6 sen single tier exempt per share)	6.00	80,664	6.00	79,824
- 3rd interim - 5 sen single tier exempt per share (2014 : 9.5 sen share dividend per share*)	5.00	67,220	9.50	124,742
		316,398		311,542

* On 28 April 2014, the Company distributed share dividend in respect of financial year ended 30 April 2014, via distribution of 30.6 million treasury shares on the basis of one treasury share for every forty three existing ordinary shares held. Based on the treasury shares book costs as stated in Note 19 of RM124.742 million, the share dividend was equivalent to approximately 9.5 sen per share based on the ordinary shares in issue with voting rights as at 16 April 2014 of 1,317,500,000.

On 18 June 2015, the Company declared and approved a fourth interim single tier exempt dividend of 5 sen per share on 1,344,394,100 ordinary shares with voting rights in respect of financial year ended 30 April 2015 amounting to RM67.22 million. The financial statements for the current financial year do not reflect this dividend. This dividend will be accounted for in the shareholders' equity as an appropriation of retained earnings in the financial year ending 30 April 2016.

36 FINANCIAL GUARANTEE

	Group		Company	
	2015 RM'000	2014 RM'000	2015 RM'000	2014 RM'000
<u>Financial guarantee - secured</u>				
Corporate guarantee of RM695.0 million (2014 : RM580.0 million) given by the Company to the holders of medium term notes issued by a wholly-owned subsidiary company	*	*	*	*

* No value is placed on the corporate guarantee provided by the Company to secure the medium term notes issued by its wholly-owned subsidiary company. The directors are of the opinion that the financial guarantee is not likely to be called upon and regard the value of the credit enhancement provided by the corporate guarantee as minimal.

No value is placed on the financial guarantee provided to a financial institution by a foreign subsidiary company for a facility granted to its associated company of which a total amount of Php250.0 million equivalent to RM20.0 million (2014 : Php250.0 million equivalent to RM18.3 million) was utilised as at the reporting date. The directors are of the opinion that the financial guarantee is not likely to be called upon and regard the value of the guarantee given as minimal.

37 CAPITAL AND LEASE COMMITMENTS

(a) Other commitments

	Group	
	2015 RM'000	2014 RM'000
Capital expenditures:		
- Approved and contracted for	5,378	4,208
- Approved but not contracted for	11,582	8,169
	16,960	12,377

(b) Non-cancellable operating lease commitments - Group and Company as lessees

	Group		Company	
	2015 RM'000	2014 RM'000	2015 RM'000	2014 RM'000
Future minimum lease payable:				
Not later than one year	31,984	31,092	3,930	2,563
Later than one year but not later than five years	77,384	75,962	2,619	-
Later than 5 years	53,225	61,347	-	-
	162,593	168,401	6,549	2,563

The Group and the Company entered into operating leases which represent lease payable for the use of premises, vehicles and plant.

The minimum lease payments recognised in profit or loss during the financial year are disclosed in Note 28.

NOTES TO THE FINANCIAL STATEMENTS

30 April 2015

37 CAPITAL AND LEASE COMMITMENTS (CONT'D)

(c) Non-cancellable operating lease commitments - Group as lessor

	Group	
	2015 RM'000	2014 RM'000
Future minimum rental receivable:		
Not later than one year	3,092	3,785
Later than one year but not later than five years	2,249	5,302
	5,341	9,087

The Group entered into commercial property leases on its investment properties portfolio consisting of premises and office space.

A foreign subsidiary company had entered into a lease for provision of online lottery equipment for a stipulated period. Revenue from the leasing of lottery equipment is recognised based on certain percentage of the gross receipts from the lottery ticket sales of the lottery operator subject to an annual minimum fee as prescribed in the lease agreement. The lease income is recognised as revenue during the financial year as disclosed in Note 27.

The approved and contracted capital expenditures in last financial year included the balance of the purchase consideration of a hotel of approximately RM187,000 by a foreign subsidiary and was fully settled upon compliance with various terms and conditions during the financial year.

38 SIGNIFICANT RELATED PARTY DISCLOSURES

	Group		Company	
	2015 RM'000	2014 RM'000	2015 RM'000	2014 RM'000
Interest income from				
- Berjaya Sports Toto (Cayman) Limited - (a)	-	-	9,392	8,169
- Magna Mahsuri Sdn Bhd - (a)	-	-	2,370	1,512
- FEAB Properties Sdn Bhd - (a)	-	-	764	578
Interest expense to				
- Sports Toto Malaysia Sdn Bhd - (a)	-	-	(36,439)	(35,604)
Purchases of consumables from				
- Graphic Press Group Sdn Bhd - (c)	(14,966)	(12,994)	(31)	-
Advances from / (given to)				
- Sports Toto Malaysia Sdn Bhd - (a)	-	-	131,802	21,971
- FEAB Properties Sdn Bhd - (a)	-	-	(2,581)	(535)
- Magna Mahsuri Sdn Bhd - (a)	-	-	(8,529)	(11,263)
- Berjaya Sports Toto (Cayman) Limited - (a)	-	-	(21,603)	(7,693)
Management fees for services rendered by				
- Berjaya Corporation Berhad - (b)	(720)	(720)	(720)	(720)
Security guard services charges by				
- Berjaya Guard Services Sdn Bhd - (c)	(3,468)	(3,449)	-	-
Rental charges by				
- Nada Embun Sdn Bhd - (c)	(1,814)	(1,812)	(279)	(296)
- Ambilan Imej Sdn Bhd - (c)	(2,475)	(2,445)	(2,475)	(2,445)
- Berjaya Credit Sdn Bhd (formerly known as Biofield Sdn Bhd) - (h)	(442)	(442)	-	-
Rental income from				
- U Mobile Sdn Bhd - (d)	1,286	1,247	-	-
- Berjaya Higher Education Sdn Bhd - (c)	2,342	2,204	-	-

38 SIGNIFICANT RELATED PARTY DISCLOSURES (CONT'D)

	Group		Company	
	2015 RM'000	2014 RM'000	2015 RM'000	2014 RM'000
Share registration services rendered by				
- Berjaya Registration Services Sdn Bhd - (c)	(486)	(677)	(486)	(677)
Receipt of leasing and hire purchase facilities from				
- Prime Credit Leasing Sdn Bhd - (c)	(617)	(1,341)	(215)	(645)
Parking charges by				
- BTS Car Park Sdn Bhd - (f)	(355)	(364)	(23)	(22)
Research and development, implementation of data storage and maintenance services as well as purchase of hardware, software and network equipments from				
- Qinetics Services Sdn Bhd - (e)	(1,540)	(1,288)	(1,346)	(1,175)
Aircraft leasing charges by				
- Berjaya Air Sdn Bhd - (c)	(1,500)	(1,500)	-	-
- Berjaya Jet Charter Sdn Bhd - (c)	(5,916)	(1,119)	-	-
Supply of computerised lottery systems and related services				
- Natural Avenue Sdn Bhd - (f)	500	460	-	-
Advertising and publishing services charged by				
- Sun Media Corporation Sdn Bhd - (g)	(1,342)	(1,191)	(15)	(13)

Other significant related party transactions and balances have been disclosed in Notes 11, 12, 25, 26 and 28.

The nature of the related party relationships are as follows:

- (a) subsidiary companies;
- (b) ultimate holding company, BCorp;
- (c) related companies of BCorp Group other than subsidiary or associated companies of the Company;
- (d) a company in which a director of the Company, namely Dato' Sri Robin Tan Yeong Ching ("DSRT") has interest. A substantial shareholder of the Company, Tan Sri Dato' Seri Vincent Tan Chee Yioun ("TSVT") also has interests. TSVT is the father of DSRT;
- (e) a subsidiary company of MOL.com Sdn Bhd ("MOL"). The related company of BCorp Group and a director of the Company, namely DSRT as well as a substantial shareholder of the Company, namely TSVT have interests in MOL;
- (f) subsidiary companies of Berjaya Assets Berhad ("BAssets"). The Company's subsidiary, related companies of BCorp Group as well as a director of the Company, namely DSRT have interests in BAssets. A substantial shareholder of the Company, namely TSVT and his brother, Tan Sri Dato' Tan Chee Sing ("TSDT"), also have interests in BAssets; TSDT is the father of a director of the Company, Dato' Dickson Tan Yong Loong;
- (g) a subsidiary company of Berjaya Media Berhad ("BMedia"). The Company's subsidiary and related companies of BCorp Group as well as a director of the Company, namely DSRT have interests in BMedia. A substantial shareholder of the Company, TSVT and his brother TSDT also have interests in BMedia;
- (h) a company where a substantial shareholder, TSVT has interests.

Certain professional fee amounting to RM6,510,000 (2014 : RM6,782,000) was incurred by a foreign subsidiary company for management and consultancy services contracted with a corporate entity, of which the Chief Executive Officer of the foreign subsidiary company has an interest.

NOTES TO THE FINANCIAL STATEMENTS

30 April 2015

38 SIGNIFICANT RELATED PARTY DISCLOSURES (CONT'D)

The compensation (including benefits-in-kind) of the key management personnel, who are the directors of the Group are as follows:

	Group	
	2015 RM'000	2014 RM'000
Short-term benefits	29,878	24,568
Post-employment benefits	3,271	3,170
	33,149	27,738

39 FAIR VALUE MEASUREMENT

The Group and the Company measure fair values using the following fair value hierarchy that reflects the significance of the inputs used in making the measurements:

- Level 1 Quoted (unadjusted) market prices in active markets for identical assets or liabilities.
- Level 2 Valuation techniques for which the lowest level input that is significant to the fair value measurement is directly or indirectly observable.
- Level 3 Valuation techniques for which the lowest level input that is significant to the fair value measurement is unobservable.

(a) Group's assets that are measured at fair value

- (i) The table below analyses the Group's assets measured at fair value at the reporting date, according to the levels in the fair value hierarchy:

	GROUP			
	Level 1 RM'000	Level 2 RM'000	Level 3 RM'000	Total RM'000
At 30 April 2015				
Non-financial assets				
Investment properties	-	28,910	67,056	95,966
At 30 April 2014				
Non-financial assets				
Investment properties	-	28,450	67,056	95,506

- (ii) Description of valuation techniques used and key inputs to valuation on investment properties:

Comparison/cost method

Under the comparison method, a property's fair value is estimated based on comparable transactions. This approach is based upon the principle of substitution under which a potential buyer will not pay more for the property than it will cost to buy a comparable substitute property. In theory, the best comparable sale would be an exact duplicate of the subject property and would indicate, by the known selling price of the duplicate, the price for which the subject property could be sold. Investment properties valued under the comparison method, with insignificant adjustments factors, are categorised as Level 2 in the fair value hierarchy.

39 FAIR VALUE MEASUREMENT (CONT'D)

(a) Group's assets that are measured at fair value (Cont'd)

Comparison/cost method (Cont'd)

An investment property which was included in the Level 3 category in fair value hierarchy is valued using the comparison method with significant adjustments made for differences such as location, size, condition, accessibility and design ("adjustment factors"). The significant unobservable inputs for this investment property, which are the adjustment factors, range between -14% and 29% of the respective comparative prices.

Under the cost method, a completed building was valued by reference to the current estimates on construction costs to erect equivalent buildings. Appropriate adjustments are made for the factors of age, obsolescence and existing physical condition of the building. The investment property valued using this method is categorised as Level 3 in the fair value hierarchy. The significant unobservable inputs are the replacement cost per square feet and discount rate applied for the adjustments on the age and condition of the building.

(iii) Fair value reconciliation of investment properties measured at Level 3

The carrying amount of investment properties categorised under Level 3 in fair value hierarchy are as follows:

	Group	
	2015 RM'000	2014 RM'000
At beginning of the year/end of the year	67,056	67,056

There were no fair value changes noted in the current and prior financial year of these investment properties.

(b) Financial instruments that are measured at fair value

As at the reporting date, the Group held the following financial instruments carried at fair values in the statements of financial position:

		GROUP			
	Note	Level 1 RM'000	Level 2 RM'000	Level 3 RM'000	Total RM'000
At 30 April 2015					
Financial assets					
Other long term investments	6	94,943	11,106	-	106,049
At 30 April 2014					
Financial assets					
Other long term investments	6	87,948	-	-	87,948

There has been no transfer between Level 1 and Level 2 for the Group during the year.

NOTES TO THE FINANCIAL STATEMENTS

30 April 2015

40 FINANCIAL INSTRUMENTS

(a) Classification of Financial Instruments

The following table analyses the financial assets and financial 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

2015	Note	Available-for-sale financial assets RM'000	Loans and receivables RM'000	Financial liabilities at amortised cost RM'000	Total RM'000
Assets					
Long term investments	6	106,049	-	-	106,049
Trade and other receivables	11	-	238,376	-	238,376
Deposits with financial institutions	13	-	315,404	-	315,404
Cash and bank balances	13	-	114,801	-	114,801
Total financial assets		106,049	668,581	-	774,630
Total non-financial assets					1,475,068
Total assets					2,249,698
Liabilities					
Trade and other payables	25	-	-	773,473	773,473
Other long term liabilities	22	-	-	1,458	1,458
Long term borrowings	21	-	-	495,000	495,000
Short term borrowings	23	-	-	200,000	200,000
Total financial liabilities		-	-	1,469,931	1,469,931
Total non-financial liabilities					24,200
Total liabilities					1,494,131
2014 (Restated)					
Assets					
Long term investments	6	87,948	-	-	87,948
Trade and other receivables	11	-	228,334	-	228,334
Deposits with financial institutions	13	-	345,004	-	345,004
Cash and bank balances	13	-	144,774	-	144,774
Total financial assets		87,948	718,112	-	806,060
Total non-financial assets					1,346,666
Total assets					2,152,726
Liabilities					
Trade and other payables	25	-	-	687,061	687,061
Other long term liability	22	-	-	1,436	1,436
Long term borrowings	21	-	-	400,000	400,000
Short term borrowings	23	-	-	333,725	333,725
Total financial liabilities		-	-	1,422,222	1,422,222
Total non-financial liabilities					26,869
Total liabilities					1,449,091

40 FINANCIAL INSTRUMENTS (CONT'D)

(a) Classification of Financial Instruments (Cont'd)

COMPANY

2015	Note	Loans and receivables RM'000	Financial liabilities at amortised cost RM'000	Total RM'000
Assets				
Other receivables	11	139	-	139
Amounts due from subsidiary companies	12	221,146	-	221,146
Deposits with financial institutions	13	22,600	-	22,600
Cash and bank balances	13	3,207	-	3,207
Total financial assets		<u>247,092</u>	-	<u>247,092</u>
Total non-financial assets				<u>6,264,188</u>
Total assets				<u>6,511,280</u>
Liabilities				
Other payables	25	-	1,481	1,481
Amounts due to subsidiary companies	26	-	800,086	800,086
Other long term liabilities	22	-	540	540
Short term borrowings	23	-	-	-
Total financial liabilities		-	<u>802,107</u>	<u>802,107</u>
Total non-financial liabilities				<u>1,588</u>
Total liabilities				<u>803,695</u>
2014				
Assets				
Other receivables	11	62	-	62
Amounts due from subsidiary companies	12	175,981	-	175,981
Deposits with financial institutions	13	5,200	-	5,200
Cash and bank balances	13	840	-	840
Total financial assets		<u>182,083</u>	-	<u>182,083</u>
Total non-financial assets				<u>6,706,424</u>
Total assets				<u>6,888,507</u>
Liabilities				
Other payables	25	-	1,234	1,234
Amounts due to subsidiary companies	26	-	632,530	632,530
Other long term liability	22	-	532	532
Short term borrowings	23	-	113,414	113,414
Total financial liabilities		-	<u>747,710</u>	<u>747,710</u>
Total non-financial liabilities				<u>504</u>
Total liabilities				<u>748,214</u>

NOTES TO THE FINANCIAL STATEMENTS

30 April 2015

40 FINANCIAL INSTRUMENTS (CONT'D)

(b) Financial instruments that are not carried at fair value and whose carrying amounts are reasonable approximation of fair value

Financial instruments that are not carried at fair value and whose carrying amounts are reasonable approximation of fair value are as follows:

	Note	
Trade and other receivables	11	*
Deposits with financial institutions	13	*
Cash and bank balances	13	*
Trade and other payables	25	*
Amounts due from/(to) subsidiary companies	12 and 26	#
Long term borrowings	21	^
Hire purchase payables	22	^
Short term borrowings	23	*

* The carrying amounts of these financial assets and liabilities are reasonable approximation of fair values as they are either within the normal credit terms or they have short maturity period.

^ The fair values of medium term notes and hire purchase payables are estimated by discounting expected future cash flows at market incremental lending rate for similar types of lending at the reporting dates. The carrying amounts of borrowings and hire purchase payables are reasonable approximation of fair value due to the insignificant impact of discounting.

The carrying amounts of these financial assets and liabilities are reasonable approximation of fair values as they are repayable on demand.

41 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 credit risk, liquidity risk and market risk (including interest rate risk, foreign currency risk and equity price risk). The Group operates within clearly defined guidelines and the Group's policy is not to engage in speculative transactions.

(a) Credit Risk

Credit risk is the risk of loss that may arise on outstanding financial instruments should a counterparty default on its obligations. The Group's and the Company's exposure to credit risk arises primarily from trade and other receivables as well as amount due from subsidiary companies. For other financial assets (including investment securities, cash and bank balances), the Group minimises credit risk by dealing exclusively with high credit rating counterparties.

Credit risk or risk of counterparts defaulting, is controlled by the application of credit approval limits and monitoring procedures.

Exposure to credit risk

At the reporting date, the Group's and the Company's maximum exposure to credit risk is represented by the carrying amount of each class of financial assets recognised in the statements of financial position.

Other than disclosed in the above, the Group and the Company do 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.

Information regarding trade and other receivables that are neither past due nor impaired and receivables that are impaired as well as the ageing analysis of trade receivables are disclosed in Note 11.

41 FINANCIAL RISK MANAGEMENT OBJECTIVES AND POLICIES (CONT'D)

(b) Liquidity Risk

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

The Group actively manages its operating cash flows and the availability of funding so as to ensure that all repayment and funding needs are met.

The Group maintains sufficient levels of cash and the availability of funding so as to ensure that its working capital requirements are met.

Analysis of undiscounted financial instruments by remaining contractual maturities

	On demand or within one year RM'000	One to five years RM'000	Over five years RM'000	Total RM'000
2015				
Financial liabilities:				
Group				
Trade and other payables	772,919	-	-	772,919
Borrowings	230,896	546,914	-	777,810
Hire purchase payables	674	1,598	-	2,272
	1,004,489	548,512	-	1,553,001
Company				
Other payables (excluding financial guarantees)	1,290	-	-	1,290
Amounts due to subsidiary companies	800,086	-	-	800,086
Hire purchase payables	234	587	-	821
	801,610	587	-	802,197
2014				
Financial liabilities:				
Group				
Trade and other payables	686,356	-	-	686,356
Borrowings	361,416	431,600	-	793,016
Hire purchase payables	816	1,611	-	2,427
	1,048,588	433,211	-	1,481,799
Company				
Other payables (excluding financial guarantees)	1,079	-	-	1,079
Amounts due to subsidiary companies	632,530	-	-	632,530
Hire purchase payables	183	609	-	792
Short term borrowings	113,843	-	-	113,843
	747,635	609	-	748,244

NOTES TO THE FINANCIAL STATEMENTS

30 April 2015

41 FINANCIAL RISK MANAGEMENT OBJECTIVES AND POLICIES (CONT'D)

(c) Market Risk

Market 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.

(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 Group's primary interest rate risk is related to interest bearing assets and interest bearing borrowings.

The interest bearing assets are made up of deposits with licensed financial institutions and amounts due from subsidiary companies. The Group manages the interest rate risk of its deposits with licensed financial institutions by placing them at the most competitive interest rates obtainable, which yield better returns than cash at bank by placing them as short term deposits and actively reviewing its portfolio of deposits.

The Group manages its interest rate exposure by maintaining a prudent mix of fixed and floating rate borrowings. The Group actively reviews its debt portfolio to mitigate the impact of interest risk. The Group does not utilise interest swap contracts or other derivative instruments for trading or speculation purposes.

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	
	2015 RM'000	2014 RM'000	2015 RM'000	2014 RM'000
<u>Fixed rate instruments</u>				
Financial assets	376,627	352,333	22,600	5,200
Financial liabilities	697,012	622,452	597,581	496,821
<u>Floating rate instruments</u>				
Financial assets	-	-	220,952	175,669
Financial liabilities	243,784	298,654	200,580	246,769

Fair value sensitivity analysis for fixed rate instruments

The Group does not measure any fixed rate instruments at fair value through profit or loss. Therefore, a change in interest rates at the reporting date would not affect profit or loss.

Sensitivity analysis for floating rate instruments

A change of 25 basis points in interest rates at the reporting date would result in the profit before tax of the Group and the Company to be lower/higher by RM609,000 (2014 : RM744,000) and RM501,000 (2014 : RM284,000) respectively, assuming that all other variables remaining constant.

41 FINANCIAL RISK MANAGEMENT OBJECTIVES AND POLICIES (CONT'D)**(c) Market Risk (Cont'd)****(ii) Currency Risk**

Currency risk is the risk that the fair value or future cash flows of a financial instrument will fluctuate because of changes in foreign exchange rates.

The Group predominantly operates in Malaysia even though it has a few overseas subsidiary companies. The Group has limited exposure to foreign exchange risk as the transactional currencies are mostly in the functional currencies of the respective operating entities other than exposure on the advances to a subsidiary company that was treated as net investment in a foreign operation. The Group has minimal currency transaction exposures. Such exposure mainly arises from intra group sales and purchases which are eliminated at group level as well as cash and cash equivalents and certain receivables which are denominated in foreign currency.

Sensitivity analysis for currency risk

The Group's exposure to sensitivity of currency risk is insignificant as the transactional currencies are mostly in the functional currencies of the respective operating entities.

(iii) Equity Price Risk

The Group is exposed to equity price risk arising from its investment in quoted equity instruments. The quoted instruments in Malaysia are listed on Bursa Malaysia Securities Berhad and London Stock Exchange and are classified as available-for-sale financial assets.

The Group manages its equity price risk arising from investment in quoted equity instruments by diversifying and managing its portfolio in accordance with limits set by the Group.

Sensitivity analysis for equity price risk

At the reporting date, if the various stock indices had been 1% higher/lower, the Group's available-for-sale reserve would have been RM1,060,000 (2014 : RM879,000) higher/lower arising as a result of increase/decrease in the fair value of instruments designated as available-for-sale, with all other variables held constant.

42 CAPITAL MANAGEMENT

The primary objective of the Group's capital management is to ensure that it maintains a strong credit rating and healthy capital ratios in order to support its business and maximise shareholder value.

The Group manages its capital structure and makes adjustments to it, in light of changes in economic conditions. To maintain or adjust the capital structure, the Group may adjust the dividend payment to shareholders, return capital to shareholders or issue new shares. No changes were made in the objectives, policies or processes during the years ended 30 April 2015 and 30 April 2014.

NOTES TO THE FINANCIAL STATEMENTS

30 April 2015

42 CAPITAL MANAGEMENT (CONT'D)

The Group monitors capital using a gearing ratio, which is debt divided by net equity funds. The Group and the Company include within debt, the borrowings and hire purchase payables. Net equity funds represents net equity attributable to the owners of the parent. The gearing ratios as at 30 April 2015 and 30 April 2014 were as follows:

	Note	Group		Company	
		2015 RM'000	Restated 2014 RM'000	2015 RM'000	2014 RM'000
Long term borrowings	21	495,000	400,000	-	-
Short term borrowings	23	200,000	333,725	-	113,414
Hire purchase payables	22	2,012	2,141	731	687
Total debts		697,012	735,866	731	114,101
Net equity funds attributable to the owners of the parent		684,497	628,506	5,707,585	6,140,293
Gearing ratio		1.02	1.17	- *	0.02

* The amount is insignificant.

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

43 SEGMENT INFORMATION

(a) Business Segments :

30 April 2015

	Toto betting and leasing of lottery equipment RM'000	Motor vehicle dealership RM'000	Others * RM'000	Inter- segment RM'000	Consolidated RM'000
Revenue					
External sales	3,355,461	1,891,923	40,972	-	5,288,356
Inter-segment sales	-	-	3,357	(3,357)	-
					<u>5,288,356</u>
Results					
Segment results	551,459	27,275	(32,311)	(738)	545,685
Unallocated corporate expenses					<u>(19,687)</u>
Profit before other income and expenses					525,998
Investment related income					21,664
Investment related expenses					(154)
Other income					26,610
Finance costs					(45,340)
Share of results of associated companies					<u>5,234</u>
Profit before tax					534,012
Taxation					<u>(160,708)</u>
Profit for the year					373,304
Non-controlling interests					<u>(11,694)</u>
Profit attributable to owners of the Parent					<u>361,610</u>

NOTES TO THE FINANCIAL STATEMENTS

30 April 2015

43 SEGMENT INFORMATION (CONT'D)

(a) Business Segments : (Cont'd)

30 April 2015 (Cont'd)

	Toto betting and leasing of lottery equipment RM'000	Motor vehicle dealership RM'000	Others * RM'000	Inter- segment RM'000	Consolidated RM'000
Assets					
Segment assets	1,937,063	680,992	357,621	(800,231)	2,175,445
Investment in equity method of associated companies					18,797
Unallocated corporate assets					55,456
Consolidated total assets					<u>2,249,698</u>
Liabilities					
Segment liabilities	387,625	460,700	236,105	(298,925)	785,505
Unallocated corporate liabilities					708,626
Consolidated total liabilities					<u>1,494,131</u>
Other information					
Capital expenditure	4,077	23,791	1,498	-	29,366
- Unallocated corporate expenses					302
					29,668
Depreciation and amortisation	26,225	10,864	4,838	(10,523)	31,404
- Unallocated corporate expenses					1,159
					32,563
Property, plant and equipment write-off	2	-	-	-	2
- Unallocated corporate expenses					-
					2
Impairment loss	-	-	154	-	154
- Unallocated corporate expenses					-
					154
Other non-cash expenses	318	5,446	5,489	-	11,253
30 April 2014 (Restated)					
Revenue					
External sales	3,503,290	783,646	53,903	-	4,340,839
Inter-segment sales	-	772	38,317	(39,089)	-
					<u>4,340,839</u>

NOTES TO THE FINANCIAL STATEMENTS

30 April 2015

43 SEGMENT INFORMATION (CONT'D)

(a) Business Segments : (Cont'd)

	Toto betting and leasing of lottery equipment RM'000	Motor vehicle dealership RM'000	Others * RM'000	Inter- segment RM'000	Consolidated RM'000
30 April 2014 (Restated) (Cont'd)					
Results					
Segment results	555,564	15,561	3,956	(20,459)	554,622
Unallocated corporate expenses					(19,007)
Profit before other income and expenses					535,615
Investment related income					28,682
Investment related expenses					(34,854)
Other income					22,634
Finance costs					(41,692)
Share of results of associated companies					(663)
Profit before tax					509,722
Taxation					(166,026)
Profit for the year					343,696
Non-controlling interests					(14,990)
Profit attributable to owners of the Parent					328,706
Assets					
Segment assets	1,881,348	546,501	345,712	(659,722)	2,113,839
Investment in equity method of associated companies					10,751
Unallocated corporate assets					28,136
Consolidated total assets					2,152,726
Liabilities					
Segment liabilities	432,914	357,370	218,653	(311,733)	697,204
Unallocated corporate liabilities					751,887
Consolidated total liabilities					1,449,091
Other information					
Capital expenditure	43,471	1,593	4,263	(20,628)	28,699
- Unallocated corporate expenses					943
					29,642
Depreciation and amortisation	28,318	5,423	4,565	(10,089)	28,217
- Unallocated corporate expenses					1,102
					29,319
Property, plant and equipment write-off	1,094	-	-	-	1,094
- Unallocated corporate expenses					3
					1,097
Impairment loss	-	-	-	-	-
- Unallocated corporate expenses					-
					-
Other non-cash expenses	2,138	640	739	-	3,517

43 SEGMENT INFORMATION (CONT'D)

(b) Geographical Segments:

Total Revenue From External Customers

	Group	
	2015 RM'000	2014 RM'000
Malaysia	3,241,593	3,384,520
Others	2,046,763	956,319
	5,288,356	4,340,839

Segment Assets

	Group	
	2015 RM'000	Restated 2014 RM'000
Malaysia	1,028,754	1,127,756
Others	1,165,488	996,377
Unallocated corporate assets	55,456	28,593
	2,249,698	2,152,726

Capital Expenditure

	Group	
	2015 RM'000	2014 RM'000
Malaysia	4,579	23,488
Others	24,787	5,211
Unallocated corporate expenses	302	943
	29,668	29,642

Segment information is presented in respect of the Group's business segments.

The geographical segmental information is prepared based on the locations of assets. The segment revenue by geographical location of customers does not differ materially from the segment revenue by geographical location of assets.

Unallocated corporate items refer to items relating to investing or financing activities and items that cannot be reasonably allocated to individual segments.

Other non-cash expenses mainly include unrealised loss on foreign exchange, inventories written down, provision for sales warranty, provision for retirement benefit obligations and allowance for doubtful debts.

Inter-segment transactions/items are eliminated on consolidation.

Capital expenditure consists of additions of property, plant and equipment only.

* Other business segments include property investment and development and investment holding, manufacture and distribution of computerised lottery and voting systems, operation of hotel as well as operation of health and fitness centre, none of which are of a sufficient size to be reported separately.

NOTES TO THE FINANCIAL STATEMENTS

30 April 2015

44 ADJUSTMENT ARISING FROM FINALISATION OF INITIAL PROVISIONAL ACCOUNTING ESTIMATES AND EFFECTS ON COMPARATIVES

In the previous financial year ended 30 April 2014, Berjaya Philippines Inc. ("BPI"), an indirect subsidiary company acquired additional shares in H.R. Owen Plc ("HRO") and as at 31 October 2013, BPI's equity interests in HRO was 71.19% and regarded the consolidation of HRO as a business combination in line with MFRS 3: Business Combinations. The Group had then undertaken a purchase price allocation exercise to identify and measure any identifiable intangible assets arising from the acquisition. The goodwill on acquisition was then provisionally estimated in the previous financial year at RM105.8 million and included in the statement of financial position. As permitted by MFRS 3: Business Combinations, the provisional goodwill estimated in the previous financial year was reviewed during the financial year, and the final allocation of purchase price was determined after completion of a final analysis. The identified intangible asset is now determined and identified as dealership rights and the fair value is determined at RM52.5 million as at the date of acquisition and accordingly, the goodwill on acquisition has been revised to RM48.7 million. This revision is accounted for retrospectively.

As a result of the above, certain comparative amounts as at 30 April 2014 have been adjusted and disclosed below:

Note	As previously reported RM'000	Prior year adjustments RM'000	As restated RM'000
Group			
As at 30 April 2014			
Statement of Financial Position			
Intangible assets	9		
- Dealership rights	-	56,752	56,752
- Goodwill on consolidation	751,791	(54,494)	697,297
Exchange reserve	16	6,379	26,083
Retained earnings		(144)	439,186
Non-controlling interests		(3,977)	75,129
Statement of Comprehensive income			
<u>Item that may be reclassified subsequently to profit or loss</u>			
- Effects of foreign exchange differences		5,520	6,857
Total comprehensive income attributable to:			
Owners of the parent		343,669	6,379
Non-controlling interests		14,620	478
Statement of Cash Flows			
Note F	<u>Analysis of the effects of the acquisition of subsidiary company on cash flows is as follows:</u>		
- Net other assets acquired		18,341	145
- Non-controlling interests		(22,210)	4,455
- Dealership rights on consolidation		-	52,529
- Goodwill on consolidation		105,819	(57,129)

The aforesaid adjustments do not have any effect on the Group's statement of profit or loss and the Company's financial statements for the financial year ended 30 April 2014.

45 SIGNIFICANT EVENTS DURING THE FINANCIAL YEAR

- (i) On 12 May 2014, the Company jointly announced with its ultimate holding company, Berjaya Corporation Berhad on the commencement of negotiations on business cooperation contract in relation to the establishment of a computerized lottery system in Vietnam. The Vietnam Lottery Business would be undertaken via Berjaya Gia Think Investment Technology Company Limited ("Berjaya GTI"), a company incorporated in Vietnam. Berjaya GTI is 51% owned by Berjaya Lottery Vietnam Limited ("BLV"), a company incorporated in Labuan. BLV is in turn 80% owned by Berjaya Corporation Berhad and 20% owned by the Company.

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

- (ii) In the previous financial year, the Company announced that International Lottery & Totalizator Systems, Inc. ("ILTS California"), a 71.32% wholly-owned subsidiary of Berjaya Lottery Management (HK) Limited ("BLM"), which in turn a wholly-owned subsidiary company of the Company had filed Form 8-K pursuant to the United States Securities Exchange Act of 1934, as amended ("the Act") that ILTS California would merge with its present 100% wholly-owned subsidiary, Delaware International Lottery & Totalizator Systems, Inc. ("ILTS DE").

With effect from 30 December 2014, ILTS California had merged with and into ILTS DE and ILTS DE as the surviving corporation had changed its name to International Lottery & Totalizator Systems, Inc. ("ILTS"). Following the merger, ILTS implemented a reverse stock split of ILTS common stock effective 31 December 2014 such that BLM became the sole shareholder of ILTS. On 2 January 2015, ILTS (successor to ILTS California) filed a Form 15 with the United States Securities and Exchange Commission, pursuant to which ILTS terminated its registration and reporting obligations under the Act. ILTS is now a wholly-owned subsidiary of the Company via BLM and its shares have ceased to be traded on the Over-The-Counter Markets.

46 SUBSEQUENT EVENT AFTER THE FINANCIAL YEAR

On 17 August 2015, the Company announced that its subsidiary company namely BPI, listed on the Philippine Stock Exchange ("PSE") had on even date released an announcement to PSE that its wholly-owned subsidiary company, Philippine Gaming Management Corporation, had entered into a Supplemental and Status Quo Agreement with the Philippine Charity Sweepstakes Office ("PCSO") on 13 August 2015 for maintaining the status quo of PGMC's leasing of online lottery equipment and provision of software support of PCSO for a period of three years from 22 August 2015 until 21 August 2018.

47 COMPARATIVES

Certain comparative figures other than those disclosed in Note 44 have been adjusted and reclassified to conform with current year's presentation.

	Note	As previously reported RM'000	Reclassification RM'000	As restated RM'000
Group				
Statement of Financial Position				
Receivables	11			
- Other receivables		122,683	7,880	130,563
- Refundable deposits		2,072	4,658	6,730
- Prepayments		44,870	(12,538)	32,332
Statement of Cash Flows				
Cash flow from financial activities				
- Placements in banks as security pledged for borrowings		-	(208)	(208)
Cash and cash equivalents as at 30 April 2014		489,778	(208)	489,570

NOTES TO THE FINANCIAL STATEMENTS

30 April 2015

48 SUPPLEMENTARY INFORMATION - BREAKDOWN OF RETAINED EARNINGS INTO REALISED AND UNREALISED

The breakdown of the retained earnings of the Group and of the Company into realised and unrealised earnings/(losses), is as follows:

	Group RM'000	Company RM'000
As at 30 April 2015		
Total retained earnings		
- Realised	731,433	201,255
- Unrealised	49,056	5,395,939
	780,489	5,597,194
Share of results of associated companies	(836)	-
	779,653	5,597,194
Less: Consolidation adjustments	(302,234)	-
Total retained earnings as per financial statements	477,419	5,597,194
As at 30 April 2014 (Restated)		
Total retained earnings		
- Realised	682,072	621,212
- Unrealised	47,651	5,395,838
	729,723	6,017,050
Share of results of associated companies	(6,070)	-
	723,653	6,017,050
Less: Consolidation adjustments	(284,467)	-
Total retained earnings as per financial statements	439,186	6,017,050

The determination of realised and unrealised profits is based on the Guidance of Special Matter No.1, Determination of Realised and Unrealised Profits or Losses in the context of Disclosure Pursuant to Bursa Malaysia Securities Berhad Listing Requirements, issued by the Malaysian Institute of Accountants.

LIST OF MAJOR PROPERTIES

For the Financial Year Ended 30 April 2015

Location	Tenure	Date of Acquisition	Age of Building	Size	Description/ Existing Use	Fair Value RM'000	Net Book Value RM'000
Lot 174 TS 18 North East District, Penang (74, 76 & 78 Rope Walk, Penang)	Freehold	30.08.1990	75 yrs	4,826 sq. ft.	3 units of 2-storey shophouse for rental	3,100	N/A
Berjaya Times Square 11th Floor No. 1, Jalan Imbi 55100 Kuala Lumpur	Freehold	06.01.1998	12 yrs	104,844 sq. ft.	One floor of office space of an integrated commercial development for rental	65,256	N/A
24, Jalan SS2/66, 47300 Petaling Jaya Selangor Darul Ehsan	Freehold	14.01.1995	43 yrs	5,040 sq. ft.	1 unit of 3-storey shophouse for rental	3,800	N/A
H.S. (D) 10222, P.T. No. 10961 Bentung Pahang Darul Makmur	Leasehold 99 years expiring on 4 May 2094	23.12.1999	-	119,845 sq. ft.	Vacant land	2,350	N/A
12, Jalan 4/91A, Shamelin Perkasa, 56100 Kuala Lumpur	Leasehold 81 years expiring on 11 Sept 2082	18.06.2007	20 yrs	11,950 sq. ft.	1 unit of 3-storey semi detached factory lot - logistic, field support and central sales office	N/A	3,480
No. 25, Jalan 11/48A, Sentul Raya Boulevard Off Jalan Sentul, Sentul 51000 Kuala Lumpur	Freehold	16.08.2010	19 yrs	10,080 sq. ft.	1 unit of 6-storey shopoffice - Ground floor vacant and 5 floors for rental	5,500	N/A
F130, 1st Floor, Sungei Wang Plaza, Jalan Bukit Bintang, 55100 Kuala Lumpur	Freehold	24.08.2011	38 yrs	645.83 sq. ft.	1 unit of retail shplot for rental	7,100	N/A
7835 Makati Avenue corner, Eduque Street Makati City, Philippines 1209	Freehold	4.12.2009	14 yrs	586 sq. m	Hotel - 223 guest rooms	N/A	52,083
No. 26, Jalan 14/48A, Sentul Raya Boulevard Off Jalan Sentul, Sentul 51000 Kuala Lumpur	Freehold	10.05.2012	19 yrs	8,250 sq. ft.	1 unit of 5-storey shopoffice for rental	4,200	N/A
The Ranges, Shepperton, Surrey, United Kingdom	Freehold	05.03.2015	-	69 acres	Vacant land	N/A	7,147

N/A - Denotes Not Applicable

MATERIAL CONTRACTS

Other than as disclosed in Notes 28, 37, 38 and 45 of the financial statements for the financial year ended 30 April 2015, neither Berjaya Sports Toto Berhad nor any of its subsidiaries has entered into any material contracts involving Directors and major shareholders.

ADDITIONAL INFORMATION

The amount of non-audit fees incurred for services rendered to the Group by the Company's auditors, or a firm affiliated to the auditors' firm, for the financial year ended 30 April 2015 amounted to RM110,000 (2014 : RM111,000).

RECURRENT RELATED PARTY TRANSACTIONS

of a Revenue or Trading Nature for the financial year ended 30 April 2015

The aggregate value of transactions conducted pursuant to shareholders' mandate were as follows :

Related parties	Nature of transactions	Name of companies	Amount transacted during the financial year (RM'000)
Berjaya Corporation Berhad and its unlisted subsidiary companies :			
Berjaya Corporation Berhad	Management fees for services rendered that include, inter-alia, the provision of finance, secretarial and general administrative services	Berjaya Sports Toto Berhad	720
Berjaya Education Sdn Bhd	Receipt of education and staff training services	Berjaya Sports Toto Berhad Group	177
Berjaya Registration Services Sdn Bhd	Receipt of share registration services	Berjaya Sports Toto Berhad	486
Berjaya Higher Education Sdn Bhd	Rental income for renting of office at part of Level 11, Berjaya Times Square	Magna Mahsuri Sdn Bhd	(2,342)
Ambilan Imej Sdn Bhd	Rental for renting of office at part of Level 12, Berjaya Times Square	Berjaya Sports Toto Berhad	2,475
Inter-Pacific Trading Sdn Bhd	Purchase of stationery products	Berjaya Sports Toto Berhad Group	89
Graphic Press Group Sdn Bhd	Procurement of Toto betting slips and other printing services	Berjaya Sports Toto Berhad Group	14,966
Stephens Properties Sdn Bhd	Rental for renting of storage space	Berjaya Sports Toto Berhad	4
Changan Berjaya Auto Sdn Bhd	Purchase of motor vehicles, component parts and other related products and services	Sports Toto Malaysia Sdn Bhd	67
Kimia Suchi Marketing Sdn Bhd	Purchase of cleaning chemical products and toiletries	Sports Toto Fitness Sdn Bhd	10
Prime Credit Leasing Sdn Bhd	Receipt of leasing and hire purchase facilities	Berjaya Sports Toto Berhad Group	617
Berjaya Land Berhad and/or its unlisted subsidiary companies			
Berjaya Guard Services Sdn Bhd	Receipt of security guard services	Berjaya Sports Toto Berhad Group	3,468
Berjaya Langkawi Beach Resort Sdn Bhd	Rental for renting of villa at Berjaya Langkawi Resort	Berjaya Sports Toto Berhad	180
	Rental income for renting of restaurant at Pulau Langkawi	FEAB Properties Sdn Bhd	(108)
Nada Embun Sdn Bhd	Rental for renting of office at part of Level 13, Berjaya Times Square	Berjaya Sports Toto Berhad Sports Toto Malaysia Sdn Bhd	1,814
Nural Enterprise Sdn Bhd	Rental for renting of apartments at Podium Block, Plaza Berjaya	Sports Toto Malaysia Sdn Bhd	88
Berjaya Air Sdn Bhd	Dry lease charges for aircraft leasing facilities	Sports Toto Malaysia Sdn Bhd	1,500
Berjaya Jet Charter Sdn Bhd	Charter fees for aircraft leasing facilities	Berjaya Sports Toto Berhad Group	5,916

RECURRENT RELATED PARTY TRANSACTIONS

of a Revenue or Trading Nature for the financial year ended 30 April 2015

Related parties	Nature of transactions	Name of companies	Amount transacted during the financial year (RM'000)
Berjaya Assets Berhad and/or its unlisted subsidiary companies			
Natural Avenue Sdn Bhd	Supply of computerised lottery systems and related services	International Lottery & Totalizator Systems, Inc.	(500)
BTS Car Park Sdn Bhd	Parking charges payable for leasing of parking bays	Berjaya Sports Toto Berhad Group	355
Berjaya Media Berhad and/or its unlisted subsidiary companies			
Sun Media Corporation Sdn Bhd	Procurement of promotion, advertising and publishing services	Berjaya Sports Toto Berhad Group	1,342
Berjaya Auto Berhad and/or its unlisted subsidiary companies			
Bermaz Motor Trading Sdn Bhd	Purchase of motor vehicles, component parts and other related products and services	Berjaya Sports Toto Berhad Group	132
Other related parties			
Qinetics Services Sdn Bhd	Purchase of hardware, software, networking equipment, procurement of information technology consultancy, website and software development maintenance and management services	Berjaya Sports Toto Berhad Group	1,540
Ascot Sports Sdn Bhd	Rental for renting of office at part of Lot 10-01, Level 10, Berjaya Times Square	Sports Toto Malaysia Sdn Bhd Sports Toto Computer Sdn Bhd	250
U Mobile Sdn Bhd	Rental income from renting of office at part of Level 11, Berjaya Times Square	Magna Mahsuri Sdn Bhd	(1,286)
Roda Indah Sdn Bhd	Purchase of motor vehicles, component parts and other related products and services	Berjaya Sports Toto Berhad Group	115
Berjaya Credit Sdn Bhd (F.K.A. Biofield Sdn Bhd)	Rental for renting of shoplot at Level 6, Berjaya Times Square	Sports Toto Fitness Sdn Bhd	442
GPS Tech Solutions Sdn Bhd	Procurement of remote surveillance services	Sports Toto Malaysia Sdn Bhd	12

STATEMENT OF DIRECTORS' SHAREHOLDINGS

as at 18 August 2015

THE COMPANY

	Number of ordinary shares of RM0.10 each			
	Direct Interest	%	Deemed Interest	%
Cheah Tek Kuang	-	-	39,995*	0.00
Dato' Sri Robin Tan Yeong Ching	1,000,000	0.07	-	-
Chan Kien Sing	3,585	0.00	-	-
Freddie Pang Hock Cheng	407,937	0.03	169,519*	0.01
Seow Swee Pin	92,092	0.01	7,844*	0.00
Datuk Robert Yong Kuen Loke	122,790	0.01	-	-
Dato' Dickson Tan Yong Loong	13,200	0.00	-	-

HOLDING COMPANY BERJAYA LAND BERHAD

	Number of ordinary shares of RM0.50 each			
	Direct Interest	%	Deemed Interest	%
Dato' Sri Robin Tan Yeong Ching	600,000	0.01	56,600,000	1.13
Freddie Pang Hock Cheng	160,000	0.00	4,000*	0.00
Datuk Robert Yong Kuen Loke	360,808	0.01	-	-

ULTIMATE HOLDING COMPANY BERJAYA CORPORATION BERHAD ("BCorp")

	Number of ordinary shares of RM1.00 each			
	Direct Interest	%	Deemed Interest	%
Dato' Sri Robin Tan Yeong Ching	2,222,847	0.05	599,416,995	14.44
			5,000*	0.00
Chan Kien Sing	47,688	0.00	-	-
Freddie Pang Hock Cheng	217,388	0.01	143,300*	0.00
Datuk Robert Yong Kuen Loke	1,020,548	0.02	-	-

	Number of 0% Irredeemable Convertible Unsecured Loan Stocks 2005/2015 of RM0.50 nominal value each			
	Direct Interest	%	Deemed Interest	%
Dato' Sri Robin Tan Yeong Ching	-	-	12,401,200	2.14
Datuk Robert Yong Kuen Loke	741	0.00	-	-

STATEMENT OF DIRECTORS' SHAREHOLDINGS

as at 18 August 2015

ULTIMATE HOLDING COMPANY BERJAYA CORPORATION BERHAD (CONT'D)

	Number of 5% Irredeemable Convertible Unsecured Loan Stocks 2012/2022 of RM1.00 nominal value each			
	Direct Interest	%	Deemed Interest	%
Dato' Sri Robin Tan Yeong Ching	2,620,500	0.38	87,029,000 1,000*	12.51 0.00
Chan Kien Sing	10,000	0.00	-	-
Freddie Pang Hock Cheng	40,000	0.01	25,200*	0.00
Datuk Robert Yong Kuen Loke	2,516,508	0.36	-	-

	Number of Warrants			
	Direct Interest	%	Deemed Interest	%
Dato' Sri Robin Tan Yeong Ching	2,620,500	0.37	87,029,000 1,000*	12.43 0.00
Chan Kien Sing	10,000	0.00	-	-
Freddie Pang Hock Cheng	40,000	0.01	25,200*	0.00
Datuk Robert Yong Kuen Loke	170,108	0.02	-	-

RELATED COMPANY BERJAYA FOOD BERHAD

	Number of ordinary shares of RM0.50 each			
	Direct Interest	%	Deemed Interest	%
Dato' Sri Robin Tan Yeong Ching	2,089,300	0.56	-	-

RELATED COMPANY REDTONE INTERNATIONAL BERHAD ("Redtone")

	Number of ordinary shares of RM0.50 each			
	Direct Interest	%	Deemed Interest	%
Freddie Pang Hock Cheng	-	-	50,000*	0.01

	Number of Irredeemable Convertible Unsecured Loan Stocks 2010/2020 of RM0.10 each			
	Direct Interest	%	Deemed Interest	%
Freddie Pang Hock Cheng	-	-	50,000*	0.02

* Indirect interests held pursuant to Section 134(12)(c) of the Companies Act, 1965.

Redtone became a subsidiary of BCorp Group on 8 May 2015.

Save as disclosed, none of the Directors of the Company had any interests in the shares and debentures of the Company or its related corporations as at 18 August 2015.

STATISTICS ON SHAREHOLDINGS

as at 18 August 2015

ANALYSIS OF SHAREHOLDINGS

SIZE OF SHAREHOLDINGS	NO. OF SHAREHOLDERS	%	NO. OF SHARES	%
less than 100	3,097	7.50	123,927	0.01
100 - 1,000	3,639	8.81	1,772,451	0.13
1,001 - 10,000	27,539	66.67	85,703,745	6.38
10,001 - 100,000	6,320	15.30	154,055,165	11.48
100,001 - 67,117,824	711	1.72	916,665,411	68.29
67,117,825* and above	1	0.00	184,035,801	13.71
Total	41,307	100.00	1,342,356,500	100.00

Note:

There is only one class of shares in the paid-up capital of the Company. Each share entitles the holder to one vote.

* Denote 5% of the total number of shares with voting rights in issue.

LIST OF THIRTY (30) LARGEST SHAREHOLDERS

No.	NAME OF SHAREHOLDERS	NO. OF SHARES	%
1	Amsec Nominees (Tempatan) Sdn Bhd <i>Pledged Securities Account For Gateway Benefit Sdn Bhd</i>	184,035,801	13.71
2	UOB Kay Hian Nominees (Tempatan) Sdn Bhd <i>Exempt An For UOB Kay Hian Pte Ltd (A/C Clients)</i>	45,452,110	3.39
3	CIMB Group Nominees (Tempatan) Sdn Bhd <i>Pledged Securities Account For Berjaya Land Berhad (G-CBDT4-RC2)</i>	35,068,051	2.61
4	Malaysia Nominees (Tempatan) Sendirian Berhad <i>Great Eastern Life Assurance (Malaysia) Berhad (Par 1)</i>	30,395,034	2.26
5	Maybank Nominees (Tempatan) Sdn Bhd <i>Pledged Securities Account For Bizurai Bijak (M) Sdn Bhd (51408457522A)</i>	30,005,093	2.24
6	Citigroup Nominees (Tempatan) Sdn Bhd <i>Exempt An For AIA Bhd.</i>	29,711,788	2.21
7	Malaysia Nominees (Tempatan) Sendirian Berhad <i>Pledged Securities Account For Berjaya Land Berhad (01-00808-018)</i>	28,200,000	2.10
8	Cartaban Nominees (Asing) Sdn Bhd <i>Exempt An For State Street Bank & Trust Company (West CLT OD67)</i>	22,698,340	1.69
9	Scotia Nominees (Tempatan) Sdn Bhd <i>Pledged Securities Account For Gateway Benefit Sdn Bhd</i>	22,530,233	1.68
10	Bizurai Bijak (M) Sdn Bhd	20,859,954	1.55
11	Scotia Nominees (Tempatan) Sdn Bhd <i>Pledged Securities Account For Berjaya Land Berhad</i>	19,906,976	1.48
12	Malaysia Nominees (Tempatan) Sendirian Berhad <i>Pledged Securities Account For B.L. Capital Sdn Bhd (01-00808-016)</i>	18,527,500	1.38

STATISTICS ON SHAREHOLDINGS

as at 18 August 2015

LIST OF THIRTY (30) LARGEST SHAREHOLDERS (CONT'D)

No.	NAME OF SHAREHOLDERS	NO. OF SHARES	%
13	Berjaya Land Berhad	16,163,770	1.20
14	HSBC Nominees (Asing) Sdn Bhd <i>BBH And Co Boston For Vanguard Emerging Markets Stock Index Fund</i>	16,096,755	1.20
15	Scotia Nominees (Tempatan) Sdn Bhd <i>Pledged Securities Account For B.L.Capital Sdn Bhd</i>	15,359,922	1.14
16	Amsec Nominees (Tempatan) Sdn Bhd <i>Pledged Securities Account - Ambank (M) Berhad For Berjaya Land Berhad</i>	14,400,000	1.07
17	Amsec Nominees (Tempatan) Sdn Bhd <i>Pledged Securities Account For Berjaya Land Berhad</i>	12,453,745	0.93
18	HSBC Nominees (Asing) Sdn Bhd <i>Exempt An For JPMorgan Chase Bank, National Association (U.S.A.)</i>	11,965,176	0.89
19	Malaysia Nominees (Tempatan) Sendirian Berhad <i>Pledged Securities Account For Gateway Benefit Sdn Bhd (01-00808-017)</i>	11,372,500	0.85
20	Alliancegroup Nominees (Tempatan) Sdn Bhd <i>Pledged Securities Account For Bizurai Bijak (M) Sdn Bhd (8081042)</i>	11,173,110	0.83
21	ABB Nominee (Tempatan) Sdn Bhd <i>Pledged Securities Account For Berjaya Land Berhad (RC Facility)</i>	10,425,581	0.78
22	RHB Capital Nominees (Tempatan) Sdn Bhd <i>Pledged Securities Account For Berjaya Land Bhd (681124)</i>	10,284,496	0.77
23	CIMB Group Nominees (Tempatan) Sdn Bhd <i>Pledged Securities Account For Gateway Benefit Sdn Bhd (BLB RC2-CB4)</i>	10,243,927	0.76
24	Cartaban Nominees (Asing) Sdn Bhd <i>GIC Private Limited For Government Of Singapore (C)</i>	9,887,256	0.74
25	CIMB Group Nominees (Tempatan) Sdn Bhd <i>Pledged Securities Account For Berjaya Land Berhad (CB4-RC3)</i>	8,963,720	0.67
26	RHB Nominees (Tempatan) Sdn Bhd <i>Bank Of China (Malaysia) Berhad Pledged Securities Account For Gateway Benefit Sdn. Bhd.</i>	8,662,790	0.65
27	ABB Nominee (Tempatan) Sdn Bhd <i>Pledged Securities Account For Gateway Benefit Sdn Bhd (GBSB RC1/RC2)</i>	8,638,421	0.64
28	RHB Capital Nominees (Tempatan) Sdn Bhd <i>Pledged Securities Account For Gateway Benefit Sdn Bhd (BLand 681123)</i>	8,390,180	0.63
29	CIMB Group Nominees (Tempatan) Sdn Bhd <i>Pledged Securities Account For Gateway Benefit Sdn Bhd (BLB RC3-CB4)</i>	8,173,488	0.61
30	CIMB Group Nominees (Tempatan) Sdn Bhd <i>Pledged Securities Account For Gateway Benefit Sdn Bhd (CBDT4-RC2)</i>	7,931,949	0.59
		687,977,666	51.25

STATISTICS ON SHAREHOLDINGS

as at 18 August 2015

LIST OF SUBSTANTIAL SHAREHOLDERS

Names of Substantial Shareholder	No. of Shares			
	Direct	%	Indirect	%
Gateway Benefit Sdn Bhd	310,000,945	23.09	-	-
Berjaya Land Berhad	193,392,919	14.41	356,757,358(a)	26.58
Teras Mewah Sdn Bhd	-	-	550,150,277(b)	40.98
Juara Sejati Sdn Bhd	-	-	557,801,437(c)	41.55
Bizurai Bijak (M) Sdn Bhd	79,400,000	5.91	6,651,160(d)	0.49
Berjaya Group Berhad	15,162,790	1.13	637,201,437(e)	47.47
Berjaya Corporation Berhad	28,377,706	2.11	652,364,227(f)	48.60
Tan Sri Dato' Seri Vincent Tan Chee Yioun	10,232,554	0.76	690,356,016(g)	51.43

Notes:

- (a) Deemed interested by virtue of its 100% interests in Gateway Benefit Sdn Bhd, Immediate Capital Sdn Bhd and B.L. Capital Sdn Bhd.
- (b) Deemed interested by virtue of its interest in Berjaya Land Berhad.
- (c) Deemed interested by virtue of its interests in Berjaya Land Berhad, Berjaya Capital Berhad and Berjaya Assets Berhad.
- (d) Deemed interested by virtue of its interest in Inter-Pacific Securities Sdn Bhd.
- (e) Deemed interested by virtue of its 100% interests in Bizurai Bijak (M) Sdn Bhd, Teras Mewah Sdn Bhd and Juara Sejati Sdn Bhd and its interest in Berjaya Assets Berhad, the holding company of Sublime Cartel Sdn Bhd.
- (f) Deemed interested by virtue of its 100% interest in Berjaya Group Berhad and its deemed interest in Berjaya Assets Berhad, the holding company of Sublime Cartel Sdn Bhd.
- (g) Deemed interested by virtue of his interests in Berjaya Corporation Berhad, B & B Enterprise Sdn Bhd and Berjaya VTCY Sdn Bhd, his interest in Berjaya Assets Berhad, the holding company of Sublime Cartel Sdn Bhd and his deemed interests in Premier Merchandise Sdn Bhd and Berjaya Retail Berhad.

NOTICE OF ANNUAL GENERAL MEETING

NOTICE IS HEREBY GIVEN THAT the Annual General Meeting of Berjaya Sports Toto Berhad will be held at Perdana Ballroom, Bukit Jalil Golf & Country Resort, Jalan 3/155B, Bukit Jalil, 57000 Kuala Lumpur on Thursday, 15 October 2015 at 10.00 a.m. for the following purposes:-

AGENDA

1. To receive and adopt the audited financial statements of the Company for the financial year ended 30 April 2015 and the Directors' and Auditors' Reports thereon. **(Please refer to Explanatory Note A)**
2. To approve the payment of Directors' Fees amounting to RM135,000.00 for the financial year ended 30 April 2015. **Resolution 1**
3. To re-elect the following Directors retiring pursuant to Article 98(A) of the Company's Articles of Association:-
 - a) Cheah Tek Kuang **Resolution 2**
 - b) Freddie Pang Hock Cheng **Resolution 3**
4. To re-appoint Messrs Ernst & Young as Auditors and to authorise the Directors to fix their remuneration. **Resolution 4**
5. As special business:-

To consider and, if thought fit, pass the following Ordinary Resolutions:-

 - (i) **Authority to Issue and Allot Shares Pursuant to Section 132D of the Companies Act, 1965** **Resolution 5**

"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."
 - (ii) **Proposed Renewal of and New Shareholders' Mandate for Recurrent Related Party Transactions of a Revenue or Trading Nature** **Resolution 6**

"THAT, subject to the provisions of the Bursa Malaysia Securities Berhad's Main Market Listing Requirements, approval be and is hereby given for the Company and its subsidiary companies, to enter into recurrent related party transactions of a revenue or trading nature with the related parties as specified in Section 2.3 of the Circular/Statement to Shareholders dated 22 September 2015 ("Proposed Mandate") which are necessary for the day-to-day operations and/or in the ordinary course of business of the Company and its subsidiary companies on terms not more favourable to the related parties than those generally available to the public and are not detrimental to the minority shareholders of the Company and that such approval shall continue to be in force until:-

NOTICE OF ANNUAL GENERAL MEETING

- (i) the conclusion of the next Annual General Meeting ("AGM") of the Company following the AGM at which such ordinary resolution for the Proposed Mandate will be passed, at which time it will lapse, unless by ordinary resolution passed at that general meeting, the authority is renewed;
- (ii) 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
- (iii) revoked or varied by ordinary resolution passed by the shareholders of the Company in a general meeting;

whichever is the earlier;

AND FURTHER THAT authority be and is hereby given to the Directors of the Company and its subsidiary companies to complete and do all such acts and things (including executing such documents as may be required) to give effect to such transactions as authorised by this Ordinary Resolution."

(iii) Proposed Renewal of Authority for the Company to Purchase Its Own Shares

Resolution 7

"THAT, subject always to the Companies Act, 1965, ("Act"), rules, regulations and orders made pursuant to the Act, provisions of the Company's Memorandum and Articles of Association and Bursa Malaysia Securities Berhad ("Exchange") Main Market Listing Requirements and any other relevant authority, the Directors of the Company be and are hereby authorised to purchase such number of ordinary shares of RM0.10 each in the Company ("BToto Shares") through the Exchange and to take all such steps as are necessary (including the opening and maintaining of a central depositories account under the Securities Industry (Central Depositories) Act, 1991) and enter into any agreements, arrangements and guarantees with any party or parties to implement, finalise and give full effect to the aforesaid purchase with full powers to assent to any conditions, modifications, revaluations, variations and/or amendments (if any) as may be imposed by the relevant authorities from time to time and to do all such acts and things in the best interests of the Company, subject further to the following:-

1. the maximum number of ordinary shares which may be purchased and held by the Company shall be equivalent to ten per centum (10%) of the total issued and paid-up share capital of the Company;
2. the maximum funds to be allocated by the Company for the purpose of purchasing the ordinary shares shall not exceed the total retained profits or share premium reserve of the Company or both;

NOTICE OF ANNUAL GENERAL MEETING

3. the authority shall commence immediately upon passing of this ordinary resolution until:-
 - (a) the conclusion of the next Annual General Meeting ("AGM") of the Company following the AGM at which such resolution was passed, at which time it will lapse unless by ordinary resolution passed at that general meeting, the authority is renewed, either unconditionally or subject to conditions; or
 - (b) the expiration of the period within which the next AGM after that date it is required by law to be held; or
 - (c) revoked or varied by ordinary resolution passed by the shareholders of the Company in a general meeting;

whichever occurs first;

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

- (a) cancel all the BToto Shares so purchased; or
- (b) retain all the BToto Shares as treasury shares for future re-sale or for distribution as dividends to the shareholders of the Company; or
- (c) retain part thereof as treasury shares and subsequently cancelling the balance; or
- (d) in any other manner as prescribed by the Act, rules, regulations and orders made pursuant to the Act and the requirements of the Exchange and any other relevant authority for the time being in force."

By Order of the Board

THAM LAI HENG, MICHELLE
Secretary

Kuala Lumpur
22 September 2015

NOTICE OF ANNUAL GENERAL MEETING

NOTES:

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 stead. A proxy may but need not be a member of the Company. There shall be no restriction as to the qualification of the proxy and the provisions of Section 149(1)(b) of the Companies Act, 1965 shall not apply to the Company.
2. A member of the Company who is an authorised nominee as defined under the Securities Industry (Central Depositories) Act 1991 may appoint one (1) proxy in respect of each securities account.
3. Where a member of the Company is an exempt authorised nominee as defined under the Securities Industry (Central Depositories) Act 1991 and holding shares in the Company for multiple beneficial owners in one securities account ("omnibus account"), there is no limit to the number of proxies which the exempt authorised nominee may appoint in respect of each omnibus account it holds.
4. The instrument appointing a proxy, shall be in writing under the hand of the appointor or of his attorney duly authorised in writing, and in the case of a corporation, it must be executed either under its common seal, if any, and, if none, then under the hand of some officer duly authorised in that behalf.
5. The instrument appointing a proxy must be deposited at the Company's Registered Office, Lot 13-01A, Level 13 (East Wing), Berjaya Times Square, No.1 Jalan Imbi, 55100 Kuala Lumpur not less than forty-eight (48) hours before the time appointed for holding the meeting or at any adjournment thereof.
6. Depositors whose names appear in the Record of Depositors as at 7 October 2015 shall be regarded as members of the Company entitled to attend the Annual General Meeting or appoint proxies to attend and vote on their behalf.

EXPLANATORY NOTE A

The Audited Financial Statements are for discussion only under item 1 of the Agenda, as it does not require shareholders' approval under the provisions of Section 169(1) and (3) of the Companies Act, 1965. Hence it will not be put forward for voting.

EXPLANATORY NOTES ON SPECIAL BUSINESS

- (i) Resolution 5 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 last Annual General Meeting held on 20 October 2014 and which will lapse at the conclusion of the Annual General Meeting.

The General Mandate will provide flexibility to the Company for any possible fund raising activities, including but not limited to further placing of shares, for purpose of funding future investment project(s), working capital and/or acquisitions.

- (ii) Resolution 6 if passed, will allow the Company and its subsidiaries to enter into Recurrent Related Party Transactions in accordance with paragraph 10.09 of the Bursa Malaysia Securities Berhad's Main Market Listing Requirements. Detailed information on Resolution 6 is set out under Part A of the Circular/Statement to Shareholders dated 22 September 2015 which is despatched together with the Company's 2015 Annual Report.
- (iii) Resolution 7 if passed, will provide the mandate for the Company to buy back its own shares up to a limit of 10% of the issued and paid-up share capital of the Company. Detailed information on Resolution 7 is set out under Part B of the Circular/Statement to Shareholders dated 22 September 2015 which is despatched together with the Company's 2015 Annual Report.

FORM OF PROXY

BERJAYA SPORTS TOTO BERHAD

(Company No. 9109-K)

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 SPORTS TOTO 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 Annual General Meeting of the Company to be held at Perdana Ballroom, Bukit Jalil Golf & Country Resort, Jalan 3/155B, Bukit Jalil, 57000 Kuala Lumpur on Thursday, 15 October 2015 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 approve payment of Directors' Fees		
RESOLUTION 2 - To re-elect Cheah Tek Kuang as Director		
RESOLUTION 3 - To re-elect Freddie Pang Hock Cheng as Director		
RESOLUTION 4 - To re-appoint Auditors		
RESOLUTION 5 - To approve authority to issue and allot shares		
RESOLUTION 6 - To renew and to seek shareholders' mandate for Recurrent Related Party Transactions		
RESOLUTION 7 - To approve the renewal of authority for the Company to purchase its own shares		

No. of shares held

Signature of Shareholder(s)

Signed this _____ day of _____, 2015

NOTES:

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 stead. A proxy may but need not be a member of the Company. There shall be no restriction as to the qualification of the proxy and the provisions of Section 149(1) (b) of the Companies Act, 1965 shall not apply to the Company.
2. A member of the Company who is an authorised nominee as defined under the Securities Industry (Central Depositories) Act 1991 may appoint one (1) proxy in respect of each securities account.
3. Where a member of the Company is an exempt authorised nominee as defined under the Securities Industry (Central Depositories) Act 1991 and holding shares in the Company for multiple beneficial owners in one securities account ("omnibus account"), there is no limit to the number of proxies which the exempt authorised nominee may appoint in respect of each omnibus account it holds.
4. The instrument appointing a proxy, shall be in writing under the hand of the appointor or of his attorney duly authorised in writing, and in the case of a corporation, it must be executed either under its common seal, if any, and, if none, then under the hand of some officer duly authorised in that behalf.
5. The instrument appointing a proxy must be deposited at the Company's Registered Office, Lot 13-01A, Level 13 (East Wing), Berjaya Times Square, No. 1, Jalan Imbi, 55100 Kuala Lumpur not less than forty-eight (48) hours before the time appointed for holding the meeting or at any adjournment thereof.
6. Depositors whose names appear in the Record of Depositors as at 7 October 2015 shall be regarded as members of the Company entitled to attend the Annual General Meeting or appoint proxies to attend and vote on their behalf.

Fold this flap for sealing

Affix
Stamp

**THE COMPANY SECRETARY
BERJAYA SPORTS TOTO BERHAD**

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

2nd fold here

1st fold here

GROUP ADDRESSES

Sports Toto Malaysia Sdn Bhd

Lot 13-01, Level 13 (East Wing)
Berjaya Times Square
No. 1 Jalan Imbi
55100 Kuala Lumpur
Tel : 03-2148 9888
Fax : 03-2141 9581
Email : webmaster@sportstoto.com.my
www.sportstoto.com.my

Berjaya Lottery Management (HK) Limited

Level 54, Hopewell Centre
183 Queen's Road East, Hong Kong
Tel : 852-2980 1888
Fax : 852-2956 2192

International Lottery & Totalizator Systems, Inc.

2310 Cousteau Court
Vista (San Diego)
California 92081-8346
U.S.A.
Tel : 1 (760) 598 1655
Fax : 1 (760) 598 0219
Email : mktg@ilts.com
www.ilts.com

Berjaya Philippines Inc.

Philippine Gaming Management Corporation

9th Floor, Rufino Pacific Tower
6784 Ayala Ave., cor V.A. Rufino Street, Makati City
Metro Manila, Philippines
Tel : 632-811 0668
Fax : 632-811 2293
www.berjaya.com.ph

H.R. Owen Plc

Melton Court
25-27 Old Brompton Road
London SW7 3TD
Tel : 020-7245 1122
www.hrowen.co.uk

The Company Secretary

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
www.berjaya.com

