



**SUMMARY OF KEY FINANCIAL INFORMATION FOR THE FINANCIAL PERIOD
ENDED 31 DECEMBER 2013**

	INDIVIDUAL QUARTER		CUMULATIVE QUARTER	
	31.12.2013 RM'000	31.12.2012 RM'000	31.12.2013 RM'000	31.12.2012 RM'000
1. Revenue	29,676	40,505	100,310	133,211
2. Profit/(Loss) before tax	16,467	18,293	(4,359)	56,386
3. Profit/(Loss) for the financial period	14,872	9,403	(2,507)	38,239
4. Profit/(Loss) attributable to ordinary equity holders of the Company ¹	5,483	9,403	(11,896)	38,239
5. Basic earnings/(loss) per ordinary share (sen)	0.47	0.80	(1.02)	3.26
6. Proposed/Declared dividend per share (sen)	-	-	-	-
		AS AT END OF CURRENT QUARTER	AS AT PRECEDING FINANCIAL YEAR END	
7. Net assets per share attributable to ordinary equity holders of the Company (RM)		0.54		0.56
		INDIVIDUAL QUARTER	CUMULATIVE QUARTER	
	31.12.2013 RM'000	31.12.2012 RM'000	31.12.2013 RM'000	31.12.2012 RM'000
8. Gross interest income	2,226	3,031	7,619	8,567
9. Gross interest expense	11	9	31	26

¹ The profit/(loss) attributable to ordinary equity holders of the Company is after taking into consideration the preference share dividends paid as disclosed in Note 8 attached to the interim report.



CONDENSED STATEMENT OF COMPREHENSIVE INCOME

	INDIVIDUAL QUARTER		CUMULATIVE QUARTER	
	3 MONTHS ENDED	3 MONTHS ENDED	9 MONTHS ENDED	9 MONTHS ENDED
	31.12.2013	31.12.2012	31.12.2013	31.12.2012
	RM'000	RM'000	RM'000	RM'000
Revenue	29,676	40,505	100,310	133,211
Other income	3,937	5,234	12,609	13,288
Interest expense applicable to revenue	(9,272)	(13,304)	(30,782)	(42,064)
Staff costs and directors' remuneration	(3,559)	(3,514)	(11,651)	(10,890)
Depreciation of plant and equipment and investment properties	(450)	(425)	(1,377)	(1,214)
Other expenses	(3,854)	(10,194)	(73,437)	(35,919)
Finance costs	(11)	(9)	(31)	(26)
Profit/(Loss) before tax	16,467	18,293	(4,359)	56,386
Taxation	(1,595)	(8,890)	1,852	(18,147)
Total comprehensive income/(loss) for the financial period	14,872	9,403	(2,507)	38,239
Attributable to:				
Owners of the Company	14,872	9,403	(2,507)	38,239
Earnings/(Loss) per ordinary share:				
Basic (sen)	0.47	0.80	(1.02)	3.26
Diluted (sen)	0.47	0.70	(1.02)	3.10

The Condensed Statement of Comprehensive Income should be read in conjunction with the audited financial statements of the Company for the financial year ended 31 March 2013 and the accompanying explanatory notes attached to the interim financial report.



CONDENSED STATEMENT OF FINANCIAL POSITION

	AS AT 31.12.2013 RM'000	AS AT 31.03.2013 RM'000	AS AT 01.04.2012 RM'000
ASSETS			
Non-Current Assets			
Plant and equipment	10,458	7,900	3,139
Investment properties	2,558	2,604	2,664
Goodwill on consolidation	28,677	28,677	28,677
Loans and receivables	801,892	811,364	802,327
Trade receivables	1,968	3,206	-
Deferred tax assets	20,077	16,479	20,792
Total Non-Current Assets	865,630	870,230	857,599
Current Assets			
Loans and receivables	108,491	119,622	149,329
Trade receivables	28,678	24,914	34,420
Other receivables, deposits and prepaid expenses	14,094	11,453	27,207
Deposits with licensed financial institutions	285,012	414,281	386,709
Cash and bank balances	6,817	5,021	7,047
Total Current Assets	443,092	575,291	604,712
TOTAL ASSETS	1,308,722	1,445,521	1,462,311
EQUITY AND LIABILITIES			
Equity attributable to owners of the Company			
Share capital			
- Ordinary shares	117,359	117,359	78,240
- Redeemable convertible non-cumulative preference shares ("RCPS")	46,944	46,944	-
Treasury shares	(2,247)	(2)	-
Reserves	510,507	539,951	450,982
Total Equity	672,563	704,252	529,222
Non-Current Liabilities			
Hire-purchase payables	464	652	512
Borrowings	383,699	503,139	449,515
Deferred tax liabilities	29,681	36,557	41,420
Total Non-Current Liabilities	413,844	540,348	491,447
Current Liabilities			
Payables and accrued expenses	17,710	22,195	23,752
Hire-purchase payables	229	243	206
Borrowings	203,548	177,364	414,431
Tax liabilities	828	1,119	3,253
Total Current Liabilities	222,315	200,921	441,642
Total Liabilities	636,159	741,269	933,089
TOTAL EQUITY AND LIABILITIES	1,308,722	1,445,521	1,462,311
NET ASSETS PER SHARE (RM)	0.54	0.56	0.68

The Condensed Statement of Financial Position should be read in conjunction with the audited financial statements of the Company for the financial year ended 31 March 2013 and the accompanying explanatory notes attached to the interim financial report.



CONDENSED STATEMENT OF CHANGES IN EQUITY

	Share Capital		Total Share Capital RM'000	Treasury Shares RM'000	Reserves			Total Reserves RM'000	Total RM'000
	Ordinary Shares RM'000	RCPS RM'000			Share Premium RM'000	Share Options RM'000	Retained Earnings RM'000		
As at 1 April 2012	78,240	-	78,240	-	58,584	5,634	386,764	450,982	529,222
Total comprehensive income	-	-	-	-	-	-	38,239	38,239	38,239
Transactions with owners									
Issuance of RCPS	-	46,944	46,944	-	131,442	-	-	131,442	178,386
Issuance of bonus shares	39,119	-	39,119	-	(39,119)	-	-	(39,119)	-
Dividend	-	-	-	-	-	-	(11,736)	(11,736)	(11,736)
Cancellation of share options	-	-	-	-	-	(110)	110	-	-
Share issuance expense	-	-	-	-	(1,131)	-	-	(1,131)	(1,131)
Total transactions with owners	39,119	46,944	86,063	-	91,192	(110)	(11,626)	79,456	165,519
As at 31 December 2012	117,359	46,944	164,303	-	149,776	5,524	413,377	568,677	732,980
As at 1 April 2013	117,359	46,944	164,303	(2)	149,570	5,221	385,160	539,951	704,252
Total comprehensive loss	-	-	-	-	-	-	(2,507)	(2,507)	(2,507)
Transactions with owners									
Dividend	-	-	-	-	-	-	(26,937)	(26,937)	(26,937)
Cancellation of share options	-	-	-	-	-	(281)	281	-	-
Share repurchased	-	-	-	(2,245)	-	-	-	-	(2,245)
Total transactions with owners	-	-	-	(2,245)	-	(281)	(26,656)	(26,937)	(29,182)
As at 31 December 2013	117,359	46,944	164,303	(2,247)	149,570	4,940	355,997	510,507	672,563

The Condensed Statement of Changes in Equity should be read in conjunction with the audited financial statements of the Company for the financial year ended 31 March 2013 and the accompanying explanatory notes attached to the interim financial report.



CONDENSED STATEMENT OF CASH FLOWS

	CUMULATIVE QUARTER 31.12.2013 RM'000	CUMULATIVE QUARTER 31.12.2012 RM'000
CASH FLOWS FROM OPERATING ACTIVITIES		
(Loss)/Profit before tax	(4,359)	56,386
Adjustments for:		
Allowance for impairment loss on receivables, net	64,878	17,501
Depreciation of plant and equipment and investment properties	1,377	1,214
Amortisation of discount on Fixed Rate Medium Term Notes ("MTNs")	497	638
Finance costs	31	26
Loss on early redemption of Asset-Backed Securities ("ABS")	-	5,594
Interest income	(7,619)	(8,567)
Gain on disposal of plant and equipment	(32)	(102)
Operating profit before working capital changes	<u>54,773</u>	<u>72,690</u>
(Increase)/Decrease in working capital:		
Loans and receivables	(43,735)	(56,405)
Trade receivables	(3,066)	3,475
Other receivables, deposits and prepaid expenses	2,671	13,205
(Decrease)/Increase in working capital:		
Payables and accrued expenses	(4,692)	534
Cash generated from operations	<u>5,951</u>	<u>33,499</u>
Taxes paid	(14,703)	(18,547)
Taxes refunded	516	3,094
Net cash (used in)/generated from operating activities	<u>(8,236)</u>	<u>18,046</u>
CASH FLOWS FROM INVESTING ACTIVITIES		
Interest income	7,619	8,567
Proceeds from disposal of plant and equipment	182	103
Additions to plant and equipment	(3,894)	(1,728)
Net cash generated from investing activities	<u>3,907</u>	<u>6,942</u>



CONDENSED STATEMENT OF CASH FLOWS (CONT'D)

	CUMULATIVE QUARTER 31.12.2013 RM'000	CUMULATIVE QUARTER 31.12.2012 RM'000
CASH FLOWS FROM FINANCING ACTIVITIES		
Drawdown of revolving credits	176,100	56,024
Drawdown of other borrowings	37,802	48,009
Withdrawal of deposits and cash and bank balances, net:		
- pledged to licensed financial institutions	9,076	1,012
- assigned in favour of the trustees	5,274	78,616
Proceeds from issuance of RCPS	-	178,386
Drawdown of term loans	-	166,000
Repayment of revolving credits	(151,280)	(77,437)
Repayment of term loans	(69,183)	(190,824)
Repayment of other borrowings	(37,023)	(47,934)
Redemption of ABS	(30,000)	(125,594)
Dividends paid	(26,937)	(11,736)
Redemption of MTNs	(20,000)	(25,000)
Share repurchased	(2,245)	-
Repayment of hire-purchase payables	(347)	(187)
Finance costs paid	(31)	(26)
Share issuance expenses	-	(1,131)
Net cash (used in)/generated from financing activities	<u>(108,794)</u>	<u>48,178</u>
Net change in cash and cash equivalents	(113,123)	73,166
Cash and cash equivalents at beginning of financial period	124,773	2,148
Cash and cash equivalents at end of financial period	<u><u>11,650</u></u>	<u><u>75,314</u></u>

CASH AND CASH EQUIVALENTS AS AT END OF FINANCIAL PERIOD COMPRISE THE FOLLOWING:

Deposits with licensed financial institutions	285,012	382,769
Cash and bank balances	6,817	4,525
	<u>291,829</u>	<u>387,294</u>
Less: Deposits and cash and bank balances		
- assigned in favour of the trustees	(270,354)	(291,018)
- pledged to licensed financial institutions	(9,825)	(20,962)
	<u><u>11,650</u></u>	<u><u>75,314</u></u>

The Condensed Statement of Cash Flows should be read in conjunction with the audited financial statements of the Company for the financial year ended 31 March 2013 and the accompanying explanatory notes attached to the interim financial report.



NOTES TO THE INTERIM FINANCIAL REPORT

1 BASIS OF PREPARATION

The interim financial report is unaudited and has been prepared in accordance with the requirements of Malaysian Financial Reporting Standard ("MFRS") 134 (Interim Financial Reporting) issued by the Malaysian Accounting Standards Board and paragraph 9.22 of the Main Market Listing Requirements of Bursa Malaysia Securities Berhad ("BMSB"). The interim financial report also complies with IAS 34 (Interim Financial Reporting) issued by the International Accounting Standards Board ("IASB"). The interim financial report should be read in conjunction with the audited financial statements of the Group for the financial year ended 31 March 2013.

2 CHANGES IN SIGNIFICANT ACCOUNTING POLICIES

The significant accounting policies adopted by the Group in this interim financial report are consistent with those adopted in the annual audited financial statements for the financial year ended 31 March 2013, except for the adoption of the following standards, amendments to published standards and interpretations to existing standards which are effective for the financial period commencing 1 April 2013:

MFRS 10	:	Consolidated Financial Statements
MFRS 12	:	Disclosure of Interests in Other Entities
MFRS 13	:	Fair Value Measurement
MFRS 119	:	Employee Benefits (2011)
MFRS 127	:	Separate Financial Statements (2011)

Amendments to:

MFRS 7	:	Financial Instruments: Disclosures – Offsetting Financial Assets and Financial Liabilities
MFRS 10	:	Consolidated Financial Statements: Transition Guidance
MFRS 12	:	Disclosure of Interests in Other Entities: Transition Guidance
MFRS 101	:	Presentation of Financial Statements – Presentation of Items of Other Comprehensive Income

Amendments to MFRSs classified as “Annual Improvements 2009 – 2011 Cycle”



NOTES TO THE INTERIM FINANCIAL REPORT

2 CHANGES IN SIGNIFICANT ACCOUNTING POLICIES (CONT'D)

The adoption of the above does not give rise to any material financial effects to the Group. However, the adoption of MFRS 13 (Fair Value Measurement) requires fair value disclosures for financial instruments to be included in the interim financial report as disclosed in Note 27. It will also result in more extensive disclosures in the annual financial statements for the financial year ending 31 March 2014.

3 AUDITORS' REPORT ON PRECEDING ANNUAL AUDITED FINANCIAL STATEMENTS

The auditors' report on the preceding annual audited financial statements was not subject to any qualification.

4 SEASONAL OR CYCLICAL FACTORS

The Group's operations were not significantly affected by any seasonal or cyclical factors.

5 UNUSUAL ITEMS

There were no unusual items for the current quarter and financial period, except as disclosed in Note 13 in relation to the valuation and impairment of non-performing loans ("NPLs").

6 CHANGES IN ESTIMATES

There were no changes in estimates that have a material effect for the current quarter and financial period.



NOTES TO THE INTERIM FINANCIAL REPORT

7 DEBT AND EQUITY SECURITIES

There were no issuance, repurchase and repayment of debt and equity securities for the financial period except for the following:

- (a) Redemption of the ABS by Tresor Assets Berhad, a subsidiary of the Company, as follows:

	CURRENT QUARTER RM'000	CUMULATIVE QUARTER RM'000
Redemption of ABS upon maturity	-	30,000

- (b) Redemption of the MTNs by RCE Advance Sdn Bhd, a subsidiary of the Company, as follows:

	CURRENT QUARTER RM'000	CUMULATIVE QUARTER RM'000
Redemption of MTNs upon maturity	15,000	20,000

- (c) During the financial period, the Company repurchased 8,226,700 of its issued ordinary shares of RM0.10 each from the open market. The total consideration paid including transaction costs of RM2,245,367 was financed by internally generated funds and the shares repurchased were held as treasury shares. The Company has the right to cancel, resell and/or distribute the treasury shares as dividends at a later date. None of the treasury shares repurchased have been sold or cancelled during the financial period.



NOTES TO THE INTERIM FINANCIAL REPORT

8 DIVIDEND

31.12.2013 31.12.2012
RM'000 RM'000

Recognised during the financial period:

- Preference share dividend:

20.0% (2.00 sen) on 469,436,998 redeemable convertible non-cumulative preference shares ("RCPS"), paid on 4 December 2013 to RCPS holders whose names appear in the record of depositors on 27 November 2013

9,389 -

- Final dividend for 2013:

15.0% (1.50 sen) under single-tier system on 1,169,859,595 ordinary shares, paid on 9 October 2013 to shareholders whose names appear in the record of depositors on 27 September 2013

17,548 -

- Final dividend for 2012:

15.0% (1.50 sen) under single-tier system on 782,395,174 ordinary shares, paid on 10 October 2012

- 11,736

26,937 11,736

No ordinary share dividend has been recommended by the directors for the financial period ended 31 December 2013.



NOTES TO THE INTERIM FINANCIAL REPORT

9 SEGMENTAL INFORMATION

Segmental revenue and results for the financial period were as follows:

	Loan Financing RM'000	Investment Holding & Mgmt Services RM'000	Factoring, Confirming & Industrial Hire Purchase RM'000	Group RM'000
Segment Revenue				
Total revenue	95,495	4,079	3,646	103,220
Inter-segment revenue	-	(2,910)	-	(2,910)
External revenue	95,495	1,169	3,646	100,310
Segment Results				
Segment results	(1,647)	(2,668)	(13)	(4,328)
Finance costs	(27)	-	(4)	(31)
Loss before tax	(1,674)	(2,668)	(17)	(4,359)
Taxation	3,008	(1,014)	(142)	1,852
Profit/(Loss) for the financial period	1,334	(3,682)	(159)	(2,507)
Interest income including investment income	103,083	206	2,277	105,566
Interest expense applicable to revenue	(30,030)	(263)	(489)	(30,782)



NOTES TO THE INTERIM FINANCIAL REPORT

10 PROFIT/(LOSS) BEFORE TAX

	INDIVIDUAL QUARTER 31.12.2013 RM'000	CUMULATIVE QUARTER 31.12.2013 RM'000
Interest income including investment income	31,211	105,566
Allowance for impairment loss on receivables, net	324	64,878
Amortisation of discount on MTNs	159	497
Gain on foreign exchange, net:		
- Realised	4	14
- Unrealised	-	-

There were no exceptional items, inventories written down and written off, allowance for impairment loss on investment properties and gain or loss on disposal of quoted or unquoted investments or properties for the current quarter and financial period.

11 MATERIAL EVENTS SUBSEQUENT TO THE END OF THE INTERIM PERIOD

As at the date of this announcement, there were no material events subsequent to the end of the interim period that affect the results of the Group.

12 CHANGES IN THE COMPOSITION OF THE GROUP

There were no changes in the composition of the Group during the financial period.



NOTES TO THE INTERIM FINANCIAL REPORT

13 REVIEW OF PERFORMANCE

For the third quarter ended 31 December 2013, the Group registered a revenue of RM29.7 million, RM10.8 million or 26.7% lower as compared to the corresponding quarter of RM40.5 million. The decrease was mainly due to lower interest income generated by the loan financing segment arising from lower loan base as well as lower early settlements.

Arising thereof, the Group posted a lower pre-tax profit of RM16.5 million as compared to the corresponding quarter of RM18.3 million.

Meanwhile, for the financial period ended 31 December 2013, the Group registered a pre-tax loss of RM4.4 million. This was primarily due to the loan impairment incurred in the first quarter ended 30 June 2013 amounting to RM60.8 million.

The performance of the respective operating business segment for the financial period ended 31 December 2013 as compared to the corresponding period is analysed as follows:

Loan financing segment

This segment posted a pre-tax loss of RM1.7 million as compared to the corresponding period's pre-tax profit of RM57.9 million. This was mainly due to higher loan impairment by RM46.9 million in its continuous efforts to refine and enhance valuation and impairment of NPLs.

Investment holding and management services segment

Pre-tax loss for this segment increased marginally from RM2.3 million in the corresponding period to RM2.7 million in the current financial period mainly due to higher operating expenses.

Factoring, confirming and industrial hire purchase segment

This segment recorded a pre-tax loss of RM0.02 million as compared to a pre-tax profit of RM0.7 million in the corresponding period due to higher loan impairment by RM0.5 million.



NOTES TO THE INTERIM FINANCIAL REPORT

14 MATERIAL CHANGE IN RESULTS OF CURRENT QUARTER COMPARED WITH PRECEDING QUARTER

The Group's pre-tax profit for the current quarter ended 31 December 2013 was RM16.5 million, RM2.6 million or 18.5% improvement as compared to the preceding quarter of RM13.9 million as a result of lower loan impairment by RM3.4 million.

15 CURRENT YEAR PROSPECTS

The disbursements from our personal loan financing segment are expected to moderate in the coming quarter as a result of full quarter impact from the guidelines and prudential standards governing the industry. The Group will maintain its focus in the underserved niche market segment, including better client service apart from the stringent credit criteria and evaluation in building a higher quality loans portfolio.

The Group continues to closely monitor the conduct of its receivables.

Meanwhile, for factoring, confirming and industrial hire-purchase segment, the Group remains conservative on its performance in the coming quarter attributing to overall slower pace among the small and medium enterprises and therefore slower drawdown of loans.

Barring any unforeseen circumstances, the Group expects the financial performance for the remaining quarter of the financial year ending 31 March 2014 to be profitable.

16 PROFIT FORECAST

There were no profit forecast prepared or profit guarantee made by the Group.



NOTES TO THE INTERIM FINANCIAL REPORT

17 TAXATION

	INDIVIDUAL QUARTER 31.12.2013 RM'000	CUMULATIVE QUARTER 31.12.2013 RM'000
Taxation:		
Current period	5,464	9,401
Overprovision in prior year	(1,029)	(779)
	<hr/> 4,435	<hr/> 8,622
Deferred taxation:		
Current period	(5,037)	(14,262)
Underprovision in prior year	2,197	3,788
	<hr/> (2,840)	<hr/> (10,474)
	<hr/> <hr/> 1,595	<hr/> <hr/> (1,852)

The effective tax rate of the Group in the current quarter and financial period ended 31 December 2013 is lower than the statutory tax rate as a result of realisation of deferred tax assets not recognised previously in respect of unabsorbed business losses.

18 STATUS OF CORPORATE PROPOSALS ANNOUNCED

There were no corporate proposals announced or pending completion as at the date of this report.



NOTES TO THE INTERIM FINANCIAL REPORT

19 GROUP BORROWINGS AND DEBT SECURITIES

Total borrowings and debt securities (all denominated in Ringgit Malaysia) of the Group as at 31 December 2013 are as follows:

	Short Term RM'000	Long Term RM'000	Total RM'000
At amortised cost			
Secured:			
- Term loans	12,665	204,618	217,283
- Asset-backed securities	43,562	105,000	148,562
- Fixed rate medium term notes	47,065	74,081	121,146
- Revolving credits	79,185	-	79,185
- Bank overdrafts	5,250	-	5,250
	<u>187,727</u>	<u>383,699</u>	<u>571,426</u>
Unsecured:			
- Bankers' acceptances	12,686	-	12,686
- Revolving credits	2,402	-	2,402
- Bank overdrafts	469	-	469
- Trust receipts	264	-	264
	<u>15,821</u>	<u>-</u>	<u>15,821</u>
	<u>203,548</u>	<u>383,699</u>	<u>587,247</u>



NOTES TO THE INTERIM FINANCIAL REPORT

20 CAPITAL COMMITMENTS

31.12.2013
RM'000

Capital expenditure in respect of plant
and equipment not provided for:

Approved and contracted for	2,751
Approved but not contracted for	-
	<u>2,751</u>

Other than as disclosed in this report, there were no other material capital commitments as at the date of this report.

21 CHANGES IN CONTINGENT LIABILITIES AND ASSETS

There were no contingent liabilities and assets since the last financial year ended 31 March 2013.

22 DERIVATIVES AND FAIR VALUE CHANGES OF FINANCIAL LIABILITIES

- (a) There were no derivatives as at 31 December 2013.
- (b) There were no fair value gain/(loss) on fair value changes of financial liabilities as all financial liabilities were measured at amortised cost.

23 CHANGES IN MATERIAL LITIGATION

There were no pending material litigation for the Group as at the date of this report.



NOTES TO THE INTERIM FINANCIAL REPORT

24 EARNINGS/(LOSS) PER SHARE ("EPS/(LPS)")

		INDIVIDUAL QUARTER		CUMULATIVE QUARTER	
		31.12.2013	31.12.2012	31.12.2013	31.12.2012
(a) Basic EPS/(LPS):					
Profit/(Loss) for the period attributable to owners of the Company	(RM'000)	14,872	9,403	(2,507)	38,239
Preference share dividends on RCPS	(RM'000)	(9,389)	-	(9,389)	-
Profit/(Loss) for the period attributable to ordinary equity holders of the Company	(RM'000)	5,483	9,403	(11,896)	38,239
Weighted average number of ordinary shares in issue	(unit'000)	1,167,639	1,173,592	1,170,893	1,173,592
Basic EPS/(LPS)	(sen)	0.47	0.80	(1.02)	3.26

Basic EPS/(LPS) for the current quarter and financial period are calculated by dividing the net profit/(loss) attributable to ordinary equity holders of the Company by the weighted average number of ordinary shares in issue during the period.

The computation of the weighted average number of ordinary shares in issue is net of treasury shares.

The weighted average number of ordinary shares in issue for the corresponding quarter and financial period ended 31 December 2012 take into account the weighted average effect of shares issued pursuant to the Bonus Issue which was completed on 1 November 2012.



NOTES TO THE INTERIM FINANCIAL REPORT

24 EPS/(LPS) (CONT'D)

		INDIVIDUAL QUARTER		CUMULATIVE QUARTER	
		31.12.2013	31.12.2012	31.12.2013	31.12.2012
(b) Diluted EPS/(LPS):					
Profit/(Loss) for the period attributable to ordinary equity holders of the Company	(RM'000)	5,483	9,403	(11,896)	38,239
Weighted average number of ordinary shares in issue	(unit'000)	1,167,639	1,173,592	1,170,893	1,173,592
Effects of dilution of RCPS	(unit'000)	-	173,488	-	58,039
Adjusted weighted average number of ordinary shares in issue	(unit'000)	1,167,639	1,347,080	1,170,893	1,231,631
Diluted EPS/(LPS)	(sen)	0.47	0.70	(1.02)	3.10

Diluted EPS/(LPS) for the current quarter and financial period are calculated by dividing the net profit/(loss) attributable to ordinary equity holders of the Company by the weighted average number of ordinary shares adjusted for dilutive effects of RCPS.

The incremental shares from assumed conversions of the RCPS are not included in the calculation of diluted EPS/(LPS) for the current quarter and financial period ended 31 December 2013 as they are anti-dilutive.

The Employees' Share Option Scheme ("ESOS") options are anti-dilutive for the current quarter and financial period as the options exercise price exceeds the average market price of the Company ordinary shares during the period. Accordingly, the options are assumed not to be exercised in the calculation of diluted EPS/(LPS).



NOTES TO THE INTERIM FINANCIAL REPORT

25 DISCLOSURE OF REALISED AND UNREALISED PROFITS

The breakdown of the retained earnings of the Group as at 31 December 2013, into realised and unrealised profits, pursuant to BMSB's directive dated 20 December 2010, is as follows:

	INDIVIDUAL QUARTER	
	31.12.2013	31.03.2013
	RM'000	RM'000
Total retained earnings of the Group:		
- Realised	365,601	405,238
- Unrealised	(9,604)	(20,078)
	<u>355,997</u>	<u>385,160</u>

26 DISCLOSURE PURSUANT TO MALAYSIAN CODE ON TAKE-OVERS AND MERGERS 2010 ("CODE")

As announced on 2 October 2012, the Securities Commission Malaysia has, vide its letter dated 1 October 2012, approved the exemption for Cempaka Empayar Sdn Bhd ("Cempaka") and persons acting in concert with Cempaka ("PACs") from the obligation to undertake a take-over offer for all the remaining shares and convertible securities in the Company not already owned by them under Paragraph 16.1(c) of Practice Note 9 of the Code ("Exemption").

The following are the relevant disclosures made in compliance with Paragraph 16.13(b) of Practice Note 9 of the Code:

- (i) The validity period for the Exemption is from 1 October 2012 up to 27 November 2019;



NOTES TO THE INTERIM FINANCIAL REPORT

26 DISCLOSURE PURSUANT TO MALAYSIAN CODE ON TAKE-OVERS AND MERGERS 2010 ("CODE") (CONT'D)

(ii) The number and percentage of voting shares or voting rights and the conversion or subscription rights or options in the Company held by Cempaka and PACs as at 31 December 2013 are as follows:

	Number of Ordinary Shares		Number of RCPS		Number of ESOS Options		Number of ESOS Option Shares	
	(Direct)	% ⁽¹⁾	(Direct)	% ⁽²⁾		% ⁽³⁾		% ⁽⁴⁾
Cempaka	509,140,753	43.69	451,024,881	96.08	-	-	-	-
Ancorp Group								
Berhad	-	-	-	-	-	-	-	-
Clear Goal								
Sdn Bhd	-	-	-	-	-	-	-	-
Tan Sri Azman								
Hashim	-	-	-	-	2,000,000	14.87	3,000,000	14.87
Soo Kim Wai	-	-	-	-	1,500,000	11.16	2,250,000	11.16
Shalina								
Azman	-	-	-	-	1,200,000	8.92	1,800,000	8.92
Shahman								
Azman	-	-	-	-	900,000	6.69	1,350,000	6.69
Total	509,140,753	43.69	451,024,881	96.08	5,600,000	41.64	8,400,000	41.64

Notes:

- (1) Based on the issued and paid-up share capital of the Company of 1,165,355,795 ordinary shares (excluding a total of 8,236,700 treasury shares) as at 31 December 2013.
- (2) Based on the total of 469,436,998 RCPS outstanding as at 31 December 2013.
- (3) Based on the total of 13,448,900 ESOS options outstanding as at 31 December 2013.
- (4) Based on 1.5 times subscription rights per ESOS option, resulting in a total of 20,173,350 ESOS option shares as at 31 December 2013.



NOTES TO THE INTERIM FINANCIAL REPORT

26 DISCLOSURE PURSUANT TO MALAYSIAN CODE ON TAKE-OVERS AND MERGERS 2010 ("CODE") (CONT'D)

- (iii) The maximum potential voting shares of Cempaka and PACs in the Company, if only Cempaka and PACs (but not other holders) exercise the conversion of RCPS or options in full is 968,565,634 shares representing 59.61% of the resulting enlarged issued and paid-up share capital of the Company;
- (iv) Cempaka and PACs shall not undertake the acquisition of voting shares or voting rights or acquisition of the conversion of RCPS or subscription rights or options of the Company (excluding issuance of new shares following the exercise of the conversion or subscription rights or options, or where all shareholders of the Company are entitled to new shares, rights, conversion or subscription rights or options on a pro-rata basis) throughout the validity period of the Exemption; and
- (v) A mandatory offer obligation by Cempaka and PACs to acquire all the remaining shares and convertible securities in the Company not already owned by them will not arise following the full conversion of RCPS and the exercise of existing ESOS options by Cempaka and PACs as the Exemption has been granted.

27 FAIR VALUE OF FINANCIAL INSTRUMENTS

The carrying amount of financial assets and liabilities of the Group for the financial period approximate their fair values except for the following:

	31.12.2013	
	Carrying amount RM'000	Fair value RM'000
Financial liabilities		
Borrowings		
- MTNs	121,146	126,983
- ABS	148,562	154,140
	<u> </u>	<u> </u>



NOTES TO THE INTERIM FINANCIAL REPORT

28 RECLASSIFICATION OF PRIOR YEAR COMPARATIVES

Certain comparative figures have been reclassified for consistency with current year's presentation:

(i) Statement of Comprehensive Income

	Previously Stated RM'000	Reclassification RM'000	After Reclassification RM'000
Individual Quarter			
Revenue	40,632	(127)	40,505
Other expenses	(10,321)	127	(10,194)
Cumulative Quarter			
Revenue	134,145	(934)	133,211
Other expenses	(36,853)	934	(35,919)

(ii) Statement of Financial Position

	Previously Stated RM'000	Reclassification RM'000	After Reclassification RM'000
As at 31 March 2013			
Non-Current Assets			
Loans and receivables	860,877	(49,513)	811,364
Current Assets			
Loans and receivables	94,368	25,254	119,622
Other receivables, deposits and prepaid expenses	25,339	(13,886)	11,453



NOTES TO THE INTERIM FINANCIAL REPORT

28 RECLASSIFICATION OF PRIOR YEAR COMPARATIVES (CONT'D)**(ii) Statement of Financial Position (Cont'd)**

	Previously Stated RM'000	Reclassification RM'000	After Reclassification RM'000
As at 31 March 2013 (Cont'd)			
Current Liabilities			
Payables and accrued expenses	60,340	(38,145)	22,195
As at 1 April 2012			
Non-Current Assets			
Loans and receivables	877,209	(74,882)	802,327
Current Assets			
Loans and receivables	105,867	43,462	149,329
Other receivables, deposits and prepaid expenses	32,633	(5,426)	27,207
Current Liabilities			
Payables and accrued expenses	60,598	(36,846)	23,752



NOTES TO THE INTERIM FINANCIAL REPORT

28 RECLASSIFICATION OF PRIOR YEAR COMPARATIVES (CONT'D)**(iii) Statement of Cash Flows**

	Previously Stated RM'000	Reclassification RM'000	After Reclassification RM'000
Cumulative Quarter			
Cash flows from financing activities	(31,450)	79,628	48,178
Cash and cash equivalents at beginning of financial period	393,756	(391,608)	2,148
Cash and cash equivalents at end of financial period	387,294	(311,980)	75,314

BY ORDER OF THE BOARD
JOHNSON YAP CHOON SENG
Company Secretary
20 February 2014