

THIS OFFER DOCUMENT IS IMPORTANT AND REQUIRES YOUR IMMEDIATE ATTENTION.

You should consult your stockbroker, bank manager, solicitor, accountant or other professional advisers immediately if you have any doubt about the Offer (as defined herein).

If you have sold or transferred all your Offer Shares (as defined herein), you should hand this Offer Document and the accompanying Form of Acceptance and Transfer immediately to the person through whom you effected the sale or transfer for delivery to the purchaser or transferee.

The Securities Commission Malaysia (“SC”) is not responsible for the contents of this Offer Document, does not represent that this Offer Document is accurate or complete and disclaims any liability for any loss arising from, or due to, your reliance on this Offer Document. The SC has granted its consent to the contents of this Offer Document under Section 12(2) of the Malaysian Code on Take-Overs and Mergers, 2010 (“Code”). Such consent does not indicate that the SC recommends the Offer. It merely means that this Offer Document has complied with the disclosure requirements of the Code.

CONDITIONAL TAKE-OVER OFFER

BY



PLENITUDE BERHAD

(Company No. 531086-T)

(Incorporated in Malaysia under the Companies Act, 1965)

THROUGH



Mercury Securities Sdn Bhd

(Company No. 113193-W)

(A Participating Organisation of Bursa Malaysia Securities Berhad)

TO ACQUIRE

ALL THE ORDINARY SHARES OF RM1.00 EACH IN THE NOMAD GROUP BHD (“OFFER SHARES”) AT AN OFFER PRICE OF RM1.25 PER OFFER SHARE TO BE SATISFIED THROUGH THE ISSUANCE OF NEW ORDINARY SHARES OF RM1.00 EACH IN PLENITUDE BERHAD (“OFFEROR”) AT AN ISSUE PRICE OF RM2.50 EACH (“CONSIDERATION SHARES”), WHERE EACH HOLDER OF THE OFFER SHARES WHO ACCEPTS THE OFFER WILL RECEIVE ONE (1) CONSIDERATION SHARE FOR EVERY TWO (2) OFFER SHARES SURRENDERED

Acceptances in respect of the Offer must be received **by 5.00 p.m. (Malaysian time) on 27 May 2015**, being the closing date of the Offer (“**First Closing Date**”) or such later date(s) as Mercury Securities Sdn Bhd may announce on behalf of the Offeror no later than two (2) days before the closing date. Subject to the provisions of the Code, the Offeror may extend the Offer beyond the First Closing Date. Notices of such extension will be posted to you accordingly.

You should refer to **Appendix III** of this Offer Document for the procedures to accept the Offer.

The Form of Acceptance and Transfer is enclosed with this Offer Document.

This Offer Document is dated 6 May 2015.

DEFINITIONS

Except where the context otherwise requires, the following definitions shall apply throughout this Offer Document and the accompanying Form of Acceptance and Transfer:-

Acceptance Condition	- The condition where the Offeror would have to receive, before the close of the Offer, valid acceptances (provided that such acceptances are not, where permitted, subsequently withdrawn) in respect of the Offer Shares, which would result in the Offeror holding, in aggregate with such TNGB Shares that are already acquired, held or entitled to be acquired or held by the Offeror, if any, more than 50% of the voting shares of TNGB
Accepting Holder	- Holder who accepts the Offer in accordance with the terms and conditions set out in this Offer Document
Acquisition	- As publicly announced by Plenitude to Bursa Securities on 24 July 2014 and completed on 18 March 2015, the acquisition by PISB from KWSP of a 259-suite hotel known as The Gurney Resort Hotel & Residences, retail units and 551 car park bays, bearing postal address of 18, Persiaran Gurney, 10250 Georgetown, Penang, the furniture, fixtures, fittings and equipment, the IT systems, the supplies and the food and beverages, for a total cash consideration of RM160.1 million
Act	- Companies Act, 1965 as amended from time to time and any re-enactment thereof
ADA	- Authorised Depository Agent, as defined in the Rules of Bursa Depository
ADM	- Authorised Direct Member, as defined in the Rules of Bursa Depository
BTMH or Reporting Accountants	- Messrs Baker Tilly Monteiro Heng
Bursa Depository	- Bursa Malaysia Depository Sdn Bhd, a subsidiary of Bursa Securities
Bursa Depository Transfer Form	- Bursa Depository Transfer of Securities Request Form (FTF010)
Bursa LINK	- Bursa Securities' Listing Information Network, an electronic platform for submission of all announcements made by listed issuers on Bursa Securities
Bursa Securities	- Bursa Malaysia Securities Berhad
CDS	- Central Depository System in Malaysia
Closing Date	- First Closing Date or in the event the Offer is revised or extended in accordance with the Code and the terms and conditions of this Offer Document, such other revised or extended closing date(s) as the Offeror may decide and as may be announced by Mercury Securities on behalf of the Offeror, no later than two (2) days before the closing date
CMSA	- Capital Markets and Services Act, 2007 as amended from time to time and any re-enactment thereof

DEFINITIONS (Cont'd)

Code	- Malaysian Code on Take-Overs and Mergers, 2010 as amended from time to time and any re-enactment thereof
Consideration Shares	- New Plenitude Shares to be issued at the Issue Price as the consideration pursuant to the Offer
Dissenting Shareholder	- Any shareholder who does not accept the Offer and/or any shareholder who has failed or refused to transfer the Offer Shares to the Offeror in accordance with the terms and conditions as set out in this Offer Document
Distribution	- Any dividend and/or other distribution of any nature whatsoever which may be declared, made or paid by TNGB or Plenitude (as the case may be) on or after the date of the Notice but prior to the Closing Date
EGM	Extraordinary general meeting
EPS	- Earnings per share
First Closing Date	- 5.00 p.m. (<i>Malaysian time</i>) on 27 May 2015, being 21 days after the Posting Date
Form of Acceptance and Transfer	- Form of acceptance and transfer for the Offer Shares, as enclosed in this Offer Document
FPE	- Financial period ended
FYE	- Financial year ending / ended
Holder	- Holder of the Offer Shares
Implied Offer Prices	- The implied offer prices based on the share exchange ratio of one (1) new Plenitude Share for every two (2) TNGB Shares surrendered and referenced to the prevailing market prices of Plenitude Shares
Independent Advice Circular	- Independent advice circular to be issued by the Independent Adviser to the Holders in respect of the Offer
Independent Adviser	- TA Securities Holdings Berhad, which has been appointed by the TNGB Board as the independent adviser pursuant to Section 15(1) of the Code to advise the TNGB Board and the Holders on the Offer
Issue Price	- Issue price of RM2.50 per Consideration Share
KWSP	- Lembaga Kumpulan Wang Simpanan Pekerja
Listing Requirements	- Main Market Listing Requirements of Bursa Securities
LPD	- 30 April 2015, being the latest practicable date which is not more than seven (7) days prior to the Posting Date
LTD	- 27 February 2015, being the last trading day prior to the serving of the Notice by Mercury Securities on behalf of the Offeror
Market Day	- Any day on which Bursa Securities is open for trading in securities
Mercury Securities or Principal Adviser	- Mercury Securities Sdn Bhd

DEFINITIONS (Cont'd)

NA	- Net assets
Non-resident Holder	- Any Holder (<i>including without limitation, any custodian, nominee and trustee</i>) who is a citizen or national of, or resident in, or has a registered address in a jurisdiction outside Malaysia, or is incorporated or registered with, or approved by any authority outside Malaysia
Notice	- Notice of the Offer dated 2 March 2015 issued by Mercury Securities, on behalf of the Offeror, and served on the TNGB Board, as set out in Appendix I of this Offer Document
Offer	- Conditional take-over offer by the Offeror through Mercury Securities to acquire the Offer Shares from the Holders in accordance with the terms and conditions as set out in this Offer Document, including any revision or extension thereof, if any
Offer Document	- This document dated 6 May 2015, which sets out the details, terms and conditions of the Offer, together with the Form of Acceptance and Transfer enclosed herein
Offer Period	- Period commencing from 2 March 2015, being the date of the Notice, until the earlier of either: (i) the Closing Date; or (ii) the date on which the Offer lapses, expires or is withdrawn with the prior written approval of the SC
Offer Price	- Offer price of RM1.25 per Offer Share
Offer Shares	- All the TNGB Shares
Official List	- A list specifying all securities listed on the Main Market of Bursa Securities
P/B multiple	- Price-to-book multiple
P/E multiple	- Price-to-earnings multiple
PAT	- Profit after taxation
PBT	- Profit before taxation
PISB	- Plenitude International Sdn Bhd, a wholly-owned subsidiary of Plenitude
Plenitude or the Offeror	- Plenitude Berhad
Plenitude Board	- Board of Directors of Plenitude
Plenitude Group	- Collectively, Plenitude and its subsidiaries
Plenitude Shares	- Ordinary shares of RM1.00 each in Plenitude
Posting Date	- 6 May 2015, being the date of posting of this Offer Document or where a competing take-over offer, if any, is made during the Offer Period, the Posting Date shall be deemed to be the date the offer document of the competing take-over offer was posted

DEFINITIONS (Cont'd)

Relevant Day	- Market Day following the day on which the Offer is closed, becomes or is declared unconditional as to acceptances, revised or extended, as the case may be
Restricted Jurisdiction	- Any jurisdiction where the extension or acceptance of the Offer or where the sending or making available information concerning the Offer to the Holders in such jurisdiction would or might be in contravention of local laws or regulations in that jurisdiction
RM and sen	- Ringgit Malaysia and sen, respectively
Rules of Bursa Depository	- Rules of Bursa Depository as issued under the SICDA
SC	- Securities Commission Malaysia
ShareWorks or Registrar	- ShareWorks Sdn Bhd, to whom acceptances of the Offer should be forwarded, whose address and contact number are set out in Appendix III of this Offer Document
SICDA	- Securities Industry (Central Depositories) Act, 1991 as amended from time to time and any re-enactment thereof
TNGB or the Offeree	- The Nomad Group Bhd
TNGB Board	- Board of Directors of TNGB
TNGB Group	- Collectively, TNGB and its subsidiaries
TNGB Shares	- Ordinary shares of RM1.00 each in TNGB
VWAP	- Volume weighted average market prices

Words referring to the singular shall, where applicable, include the plural and *vice versa*, and words referring to the masculine gender shall, where applicable, include the feminine and neuter genders and *vice versa*. References to persons shall include companies or corporations, unless otherwise specified.

All references to “you” or “Holder” in this Offer Document are to each holder of the Offer Shares, being the person to whom the Offer is being made. All references to “we”, “us” and “our” in this Offer Document are to Mercury Securities, being the party through whom the Offeror is making the Offer.

Any discrepancies in the tables between amounts stated and the totals in this Offer Document are, unless otherwise explained, due to rounding.

Any reference to a time of day or date in this Offer Document shall be a reference to Malaysian time, unless otherwise stated. Where a period specified in the Code, as appearing in this Offer Document, ends on a day which is not a Market Day, the period is extended until the next Market Day.

Any reference in this Offer Document to any enactment is a reference to that enactment as for the time being amended or re-enacted.

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EXECUTIVE SUMMARY OF THE OFFER

The following Executive Summary is a summary of the salient terms and conditions of the Offer. The summary of the terms and conditions contained in this Executive Summary is not intended to substitute those set out in this Offer Document. As such, you are advised to refer to the relevant sections of this Offer Document for further consideration before committing to a decision whether or not to accept the Offer.

		Reference in this Offer Document	
1.	Offer	Conditional take-over offer by the Offeror through Mercury Securities to acquire all the Offer Shares at the Offer Price based on the terms and conditions as set out in this Offer Document.	Section 3
2.	Offer Price	RM1.25 per Offer Share to be satisfied through the issuance of the Consideration Shares at the Issue Price of RM2.50 each, where each Accepting Holder will receive one (1) Consideration Share for every two (2) Offer Shares surrendered.	Section 3.1
3.	Conditions of the Offer	The Offer shall be conditional upon the following:- (i) fulfilment of the Acceptance Condition; (ii) approval of Bursa Securities for the listing and quotation of the Consideration Shares on the Main Market of Bursa Securities; and (iii) approval of the shareholders of the Offeror for the Offer at an EGM to be convened. In relation to item (ii) above, the approval of Bursa Securities was granted via its letter dated 22 April 2015 subject to, amongst others, the conditions as set out in Section 3.2 of this Offer Document.	Section 3.2
4.	Duration of the Offer	The Offer shall remain open for acceptances until 5.00 p.m. (Malaysian time) on 27 May 2015 , being the First Closing Date, unless extended or revised by the Offeror in accordance with the Code.	Section 3.3
5.	Irrevocable undertakings	As at the LPD, the Offeror has not received any irrevocable undertaking from any Holder to accept the Offer.	Section 1.4
6.	Acceptance procedures	To accept the Offer, the Holders shall refer to the procedures for acceptance of the Offer as set out in Appendix III of this Offer Document, together with the accompanying Form of Acceptance and Transfer.	Section 1.9
7.	Financial and other considerations	As the Offer entails an equity swap of TNGB Shares for the Consideration Shares, it is pertinent that the Holders should take the Offer as an opportunity to participate in the future growth and prospects of the enlarged Plenitude Group. The evaluation and consideration of the Offer should not be based solely on the Offer Price or the Issue Price of the Consideration Shares but rather in relative terms to one another.	Section 2

EXECUTIVE SUMMARY OF THE OFFER (Cont'd)

7. Financial and other considerations (cont'd) You should consider the following financial and other considerations before making a decision on whether to accept or reject the Offer:-

(i) Effective premiums with respect to Implied Offer Prices

Taking into consideration the share exchange ratio of one (1) new Plenitude Share for every two (2) TNGB Shares surrendered, the Implied Offer Prices and the range of effective premiums over the reference market prices of TNGB Shares are illustrated as follows:-

	Plenitude Share Price		Share exchange ratio ⁽¹⁾	Implied Offer Prices ⁽²⁾	TNGB Share Price		Effective premium over market price of TNGB Shares	
	RM	RM			RM	RM	RM	%
Last traded price of Plenitude Shares on 27 February 2015, being the LTD	2.3200		0.5	1.1600	0.8300	0.3300	39.76	
VWAP of Plenitude / TNGB Shares for the following periods up to and including the LTD								
• 5-day VWAP	2.3181		0.5	1.1591	0.8700	0.2891	33.22	
• 1-month VWAP	2.2959		0.5	1.1480	0.8874	0.2606	29.36	
• 3-month VWAP	2.2997		0.5	1.1499	0.9259	0.2240	24.19	
• 6-month VWAP	2.7336		0.5	1.3668	0.9294	0.4374	47.06	
• 1-year VWAP	2.8559		0.5	1.4280	0.9216	0.5064	54.94	

(Source: Bloomberg)

Notes:-

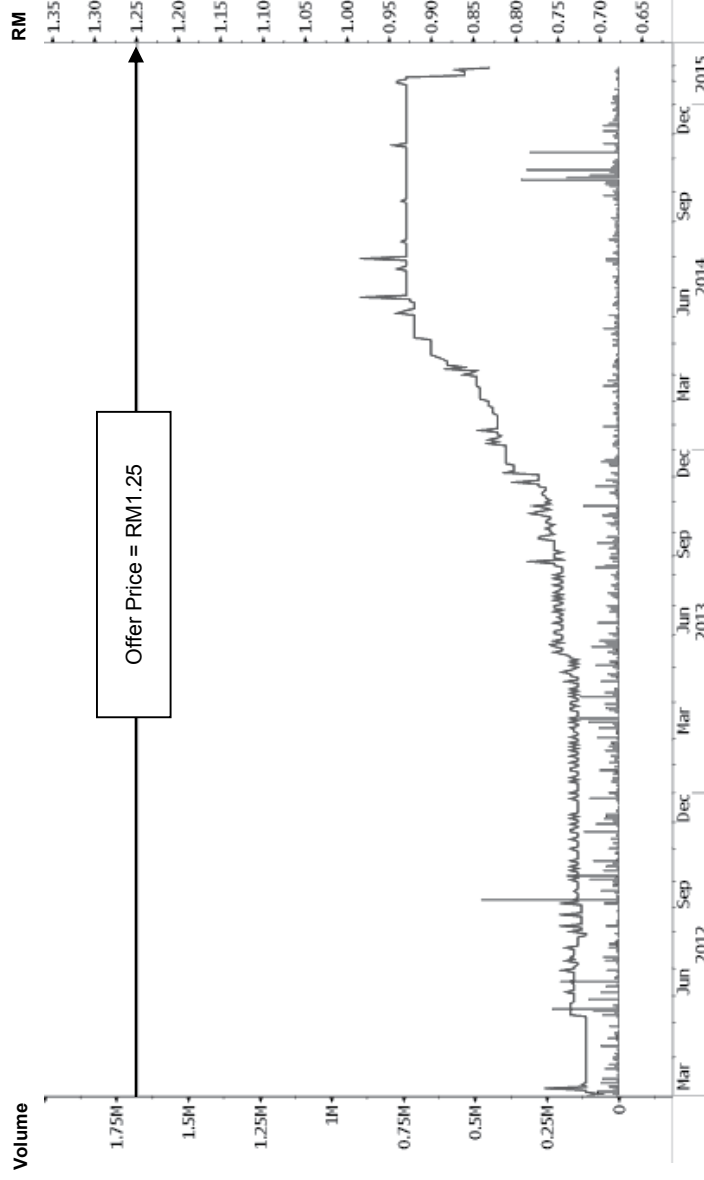
(1) Denoted as the number of new Plenitude Share received for every Offer Share surrendered by the Accepting Holder, which is computed by dividing the Offer Price of RM1.25 each by the Issue Price of RM2.50 each.

(2) Computed by multiplying the respective reference market prices of Plenitude Shares with the share exchange ratio.

7. Financial and other considerations (cont'd)

(ii)

Historical market prices of TNGB Shares
 The closing market prices of TNGB Shares (ranging from the lowest of RM0.70 to the highest of RM0.98) for the past three (3) years up to the LTD are shown in the chart below:-



(Source: Bloomberg)

There has not been any significant events or corporate exercises surrounding the TNGB Group relating to a change in its capital structure in the past three (3) years up to the LTD.

It is pertinent to note that TNGB Shares have not traded at or above the Offer Price since 2005 up to the LPD.

			Reference in this Offer Document
7. Financial and other considerations (cont'd)	(iii)	P/E multiple accorded to TNGB Shares The Implied Offer Price for TNGB Shares (based on the 5-day VWAP of TNGB Shares up to and including the LTD) of RM1.1591 represents P/E multiples of 20.70 to 47.90 times ⁽¹⁾ , which are significantly higher than the P/E multiples of 7.14 to 8.05 times ⁽²⁾ represented by the 5-day VWAP of Plenitude Shares up to and including the LTD of RM2.3181. <u>Notes:-</u> (1) Based on TNGB's EPS of 2.42 sen and 5.60 sen for the FYE 31 December 2013 and FYE 31 December 2014 respectively. (2) Based on Plenitude's EPS of 28.81 sen and 32.46 sen for the FYE 30 June 2013 and FYE 30 June 2014 respectively. Hence, a significantly higher valuation is accorded to the Offer Shares relative to the Consideration Shares from the perspective of P/E valuation.	Section 2
	(iv)	P/B multiple accorded to TNGB Shares The Implied Offer Price for TNGB Shares (based on the 5-day VWAP of TNGB Shares up to and including the LTD) of RM1.1591 represents P/B multiples of 0.72 to 0.75 times ⁽¹⁾ , which are higher than the P/B multiples of 0.64 to 0.69 times ⁽²⁾ represented by the 5-day VWAP of Plenitude Shares up to and including the LTD of RM2.3181. <u>Notes:-</u> (1) Based on TNGB's NA per share of RM1.54 and RM1.61 as at 31 December 2013 and 31 December 2014 respectively. (2) Based on Plenitude's NA per share of RM3.37 and RM3.63 as at 30 June 2013 and 30 June 2014 respectively. Hence, a higher valuation is accorded to the Offer Shares relative to the Consideration Shares from the perspective of P/B valuation.	

EXECUTIVE SUMMARY OF THE OFFER (Cont'd)

			Reference in this Offer Document
7.	Financial and other considerations (cont'd)	<p>(v) Low liquidity for TNGB Shares and higher liquidity for Plenitude Shares</p> <p>The simple average monthly trading volume of TNGB Shares for the twelve (12) months from February 2014 to January 2015 (<i>being the last full trading month prior to the LTD</i>) was only 267,058 shares, representing approximately 0.27% of the free float of TNGB Shares, whereas the corresponding simple average monthly trading volume of Plenitude Shares was higher at 2,693,883 shares, representing approximately 2.62% of the free float of Plenitude Shares.</p> <p>In view of the above, the Offer may provide an avenue for you to participate in the investment of securities that are relatively more liquid and should you wish to monetise your investment in such securities in the future, you may be able to do so more easily relative to your present position.</p>	Section 2
8.	Rationale for the Offer	<p>(i) The Offer represents an opportunity for the Offeror to expand its hotel segment and strengthen its presence in the Malaysian hospitality industry through TNGB's existing assets in Kuala Lumpur and Penang, in a bid to diversify its earnings base and enhance its source of recurring income.</p> <p>(ii) Additionally, the enlarged Plenitude Group would be able to tap into the hotel management expertise of TNGB and benefit from economies of scale through a more effective and efficient deployment of resources.</p> <p>(iii) The issuance of Consideration Shares as consideration for the Offer provides an avenue for you to:-</p> <p>(a) retain your investment exposure to the existing assets of the TNGB Group;</p> <p>(b) extend your investment exposure to include the existing assets of the Plenitude Group, which comprises its portfolio of hotels, investment and development properties as well as land banks, amongst others; and</p> <p>(c) arising from the combination of (a) and (b) above, it allows your participation in the future growth prospects of the enlarged Plenitude Group.</p> <p>The Offeror intends to obtain full control and de-list TNGB. The Offeror believes that operating TNGB as an unlisted company would provide it with greater flexibility when formulating its business strategies without the continuous need to incur costs to comply with the Listing Requirements.</p>	Section 4

		Reference in this Offer Document
9.	Future plans for the TNGB Group and its employees	
	The intention of the Offeror with respect to the future plans for the TNGB Group and its employees for a period of 12 months from the Closing Date is as follows:-	Section 5
	(i) Continuation of the TNGB Group's business	
	The Offeror intends to continue with the existing business of the TNGB Group, maintain TNGB as a separate subsidiary under the Plenitude Group and maintain the "Nomad" brand as a separate brand under its stable of hotels. Notwithstanding the foregoing, upon successful completion of the Offer, the Offeror will review the business operations of the TNGB Group in various areas to extract synergistic benefits and enhance performance results.	
	(ii) Major changes to the TNGB Group's business	
	The Offeror does not intend to effect any major changes in the structure of the TNGB Group, other than those previously announced by TNGB prior to the date of the Notice. Notwithstanding the foregoing, upon successful completion of the Offer, the Offeror will review the business operations of the TNGB Group, which may lead to a redeployment of assets or disposal of non-core assets, to improve the utilisation of resources.	
	(iii) Employees of the TNGB Group	
	The Offeror has no plan to dismiss or make redundant employees of the TNGB Group as a direct consequence of the Offer. Any change with regards to staff employment may take place as part of the rationalisation of the business activities of the TNGB Group to improve the utilisation of resources and facilitate knowledge sharing.	
	As at the LPD, the Offeror has no knowledge of and has not entered into any negotiation, arrangement or understanding with any third party with regards to any significant change in the business, assets or shareholding structure of the TNGB Group within 12 months from the Closing Date.	

EXECUTIVE SUMMARY OF THE OFFER (Cont'd)

			Reference in this Offer Document
10.	Future outlook and prospects of the enlarged Plenitude Group	<p>(i) The existing business of the Group is expected to perform satisfactorily in the FYE 30 June 2015 and the acquisition of The Gurney Resort Hotel & Residences which was completed in March 2015 will add another source of revenue stream to the Plenitude Group.</p> <p>(ii) Following the successful Offer, the enlarged Plenitude Group would have a combined total of five (5) hotels and one (1) serviced residences situated at prime locations in Penang and Kuala Lumpur. In addition, the enlarged Plenitude Group would benefit from a larger pool of resources being invested in branding and marketing activities as well as for general refurbishments / maintenance and working capital.</p> <p>(iii) With the combined human capital strength, upon the completion of the Offer, the management will focus to extract synergistic benefits due to economies of scale in certain areas which will translate into improved effectiveness in the deployment of resources.</p> <p>(iv) Given the above, the enlarged Plenitude Group would be able to strengthen its reputation and position in both the real estate sector as well as the hospitality and tourism sector in Malaysia.</p>	Section 6

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EXECUTIVE SUMMARY OF THE OFFER (Cont'd)

			Reference in this Offer Document
11.	Risk factors	<p>(i) The Plenitude Group's property development segment is dependent on the performance of the Malaysian property market as well as general economic conditions. Any deterioration in demand or oversupply in the property market, as well as any changes to government policies or regulations, may directly and/or indirectly affect the Plenitude Group's financial performance.</p> <p>(ii) The Plenitude Group is exposed to the risks relating to delays in completion of projects, which may lead to deferred recognition of revenue and profits as well as cost overruns, and adversely affect the Plenitude Group's financial performance.</p> <p>(iii) The Malaysian property development market in is highly competitive with many large and small players serving each niche segment of the market. Such intense competition may lead to eroding profit margins for the Plenitude Group.</p> <p>(iv) The Plenitude Group's property development segment is and will be continually exposed to the risk of fluctuating costs in labour and building materials. If such costs were to escalate after the pre-sale of properties to purchasers, Plenitude may not be able to factor in such increase in its selling prices.</p> <p>(v) There is no assurance that the anticipated synergistic benefits as described in Sections 4, 5 and 6 of this Offer Document will be realised, in the event of a successful Offer. Moreover, there is no assurance that the TNGB Group will be able to contribute sufficiently to the earnings of the enlarged Plenitude Group in the future to recover the associated acquisition costs in relation to the Offer.</p>	Section 7

EXECUTIVE SUMMARY OF THE OFFER (Cont'd)

**Reference
in this Offer
Document**

12. Effects of the Offer Assuming that the Offer is successful and all Holders accept the Offer, the effects of the Offer on Plenitude are as follows:-

Section 8

(i) Issued and paid-up capital

The pro forma effects of the Offer on the issued and paid-up share capital of the Plenitude are as follows:-

	No. of shares	RM
Issued and paid-up share capital as at the LPD	270,000,000	270,000,000
Consideration Shares to be issued under the Offer	111,533,769	111,533,769
Enlarged issued and paid-up share capital	381,533,769	381,533,769

(ii) NA and gearing

The pro forma effects of the Offer on the NA and gearing of the Plenitude Group are as follows:-

	Audited as at 30 June 2014 RM'000	After subsequent event ⁽¹⁾ RM'000	After the Offer RM'000
Share capital	270,000	270,000	381,534
Share premium	-	-	⁽²⁾ 166,300
Retained earnings	710,540	⁽¹⁾ 694,340	774,998
Shareholders' equity / NA	980,540	964,340	1,322,832
No. of Plenitude Shares in issue ('000)	270,000	270,000	381,534
NA per Plenitude Share (RM)	3.63	3.57	3.47
Total borrowings	-	-	⁽³⁾ 68,911
Gearing ratio (times)	N/A	N/A	0.05

Notes:-

- (1) After adjusting for the payment of final dividend in respect of the FYE 30 June 2014 of 6 sen per share amounting to RM16.2 million on 14 November 2014.
- (2) This was computed by deriving the difference between the Issue Price of RM2.50 and the par value of the Plenitude Shares of RM1.00 each, multiplied by 111,533,769 Consideration Shares, and deducting RM1.0 million being estimated expenses relating to the Offer which will be charged to the share premium account.
- (3) Pursuant to the Offer, TNGB will become a wholly-owned subsidiary of Plenitude and all liabilities of the TNGB Group will be consolidated into the accounts of the Plenitude Group. Hence, this represents the total borrowings of the TNGB Group based on the audited consolidated statement of financial position of TNGB as at 31 December 2014.

		Reference in this Offer Document
12. Effects of the Offer (cont'd)	Upon completion of the Offer, an exercise will be undertaken to allocate the acquisition consideration under the Offer to the assets and liabilities of the TNGB Group in accordance with their respective fair values in accordance with the MFRS. The pro forma effects illustrated above have not taken into consideration any fair value adjustments in respect of the assets and liabilities of the TNGB Group to be acquired.	Section 8

(iii) Earnings and EPS

The Offer is not expected to have any material effect on the Plenitude Group's earnings and EPS for the current FYE 30 June 2015 as the Offer is expected to be completed in the fourth quarter of FYE 30 June 2015.

Moving forward, the Offer is expected to result in the consolidation of the financial results of the TNGB Group with the Plenitude Group upon fulfilment of the Acceptance Condition. The actual effect of the Offer on the Plenitude Group's EPS would depend on the actual level of acceptance above the Acceptance Condition achieved under the Offer as it would have an impact on the enlarged number of Plenitude Shares in issue.

(iv) Substantial shareholders' shareholdings

The pro forma effects of the Offer on the substantial shareholders' shareholdings of Plenitude based on the Register of Substantial Shareholders as at the LPD are as follows:-

As at the LPD

Substantial shareholders	As at LPD			
	Direct		Indirect	
	No. of shares	%	No. of shares	%
Ikatanbina Sdn Bhd	122,824,726	45.49	-	-
Fields Equity Management Ltd	52,881,780	19.59	-	-
En Primeurs Sdn Bhd	20,897,138	7.74	-	-

After the Offer

Substantial shareholders	After the Offer			
	Direct		Indirect	
	No. of shares	%	No. of shares	%
Ikatanbina Sdn Bhd	122,824,726	32.19	-	-
Fields Equity Management Ltd	52,881,780	13.86	-	-
En Primeurs Sdn Bhd	20,897,138	5.48	-	-

EXECUTIVE SUMMARY OF THE OFFER (Cont'd)

		Reference in this Offer Document											
13.	Listing status	The Offeror does not intend to maintain the listing status of TNGB on the Official List of Bursa Securities and does not intend to address any shortfall to meet the public shareholding spread requirement of TNGB which may arise pursuant to the Offer.	Section 9										
14.	Compulsory acquisition and rights of Dissenting Shareholders	<p>If the Offer has been accepted by Holders of not less than nine-tenths (9/10) in the nominal value of the Offer Shares, the Offeror intends to invoke the provisions under Section 222(1) of the CMSA to compulsorily acquire any remaining Offer Shares for which acceptances have not been received as at the Closing Date.</p> <p>The consideration for the Offer Shares to be compulsorily acquired will, subject to Section 224(1) of the CMSA, be equivalent to the Offer Price and based on the same terms and conditions as those set out in this Offer Document.</p>	Section 10										
15.	Expected date of settlement	<p>If the Offeror deems your acceptance to be complete and valid in all respects in accordance with the terms and conditions set out in this Offer Document, the Offeror shall issue, allot and credit the Consideration Shares to your securities account within 14 days from:-</p> <p>(i) the date of the Offer becomes or is declared unconditional, if the valid acceptances are received during the period when the Offer is still conditional; or</p> <p>(ii) the date of the valid acceptances, if the valid acceptances are received during the period after the Offer is or has become or has been declared unconditional.</p>	Section 3.4										
16.	Tentative timetable	<p>The tentative timetable for the Offer is as follows:-</p> <table border="1" style="width: 100%; border-collapse: collapse;"> <thead> <tr> <th style="text-align: left;"><u>Event</u></th> <th style="text-align: left;"><u>Date</u></th> </tr> </thead> <tbody> <tr> <td>Notice served on the TNGB Board</td> <td>2 March 2015</td> </tr> <tr> <td>Posting of this Offer Document</td> <td>6 May 2015</td> </tr> <tr> <td>Last day for TNGB to issue the Independent Advice Circular</td> <td>16 May 2015</td> </tr> <tr> <td>First Closing Date⁽¹⁾</td> <td>27 May 2015</td> </tr> </tbody> </table> <p><i>Note:-</i></p> <p>(1) <i>The Offer will remain open for acceptances for a period of not less than 21 days from the Posting Date, i.e. until 5.00 p.m. (Malaysian time) on the First Closing Date, unless the Offeror revises or extends the Offer, in which event an announcement will be made by Mercury Securities on behalf of the Offeror, no later than two (2) days before the First Closing Date and the Offer shall remain open for a period of at least 14 days from the First Closing Date. Notices of such extension will be posted to you accordingly.</i></p>	<u>Event</u>	<u>Date</u>	Notice served on the TNGB Board	2 March 2015	Posting of this Offer Document	6 May 2015	Last day for TNGB to issue the Independent Advice Circular	16 May 2015	First Closing Date ⁽¹⁾	27 May 2015	Section 1.5
<u>Event</u>	<u>Date</u>												
Notice served on the TNGB Board	2 March 2015												
Posting of this Offer Document	6 May 2015												
Last day for TNGB to issue the Independent Advice Circular	16 May 2015												
First Closing Date ⁽¹⁾	27 May 2015												

EXECUTIVE SUMMARY OF THE OFFER (Cont'd)

THIS OFFER DOCUMENT SEEKS TO EXTEND A FORMAL OFFER BY MERCURY SECURITIES, ON BEHALF OF THE OFFEROR, TO ACQUIRE YOUR OFFER SHARES.

YOU ARE ADVISED TO READ CAREFULLY THIS OFFER DOCUMENT AND THE INDEPENDENT ADVICE CIRCULAR, WHICH WILL BE DESPATCHED TO YOU WITHIN TEN (10) DAYS FROM THE DATE OF THIS OFFER DOCUMENT. YOU SHOULD CONSIDER THE RECOMMENDATIONS OF THE TNGB BOARD AND THE INDEPENDENT ADVISER, BOTH CONTAINED IN THE INDEPENDENT ADVICE CIRCULAR, CAREFULLY BEFORE MAKING ANY DECISION REGARDING THE OFFER.

YOU SHOULD CONSULT YOUR STOCKBROKER, BANK MANAGER, SOLICITOR, ACCOUNTANT OR OTHER PROFESSIONAL ADVISERS IMMEDIATELY IF YOU HAVE ANY DOUBT ABOUT THE OFFER.

IF YOU WISH TO ACCEPT THE OFFER, YOU SHOULD COMPLETE AND SIGN THE ACCOMPANYING FORM OF ACCEPTANCE AND TRANSFER ACCORDING TO THE INSTRUCTIONS CONTAINED THEREIN. PLEASE REFER TO APPENDIX III OF THIS OFFER DOCUMENT FOR THE PROCEDURES FOR ACCEPTANCE AND METHOD OF SETTLEMENT OF THE OFFER. SPECIAL INSTRUCTIONS FOR NON-RESIDENT HOLDERS WHO WISH TO ACCEPT THE OFFER ARE ALSO SET OUT IN APPENDIX III OF THIS OFFER DOCUMENT.

YOU DO NOT NEED TO TAKE ANY ACTION IF YOU DECIDE NOT TO ACCEPT THE OFFER.

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Mercury Securities Sdn. Bhd. (113193-W)

(A Participating Organisation of Bursa Malaysia Securities Berhad)

6 May 2015

Registered office of
PLENITUDE BERHAD
2nd Floor, No. 2
Jalan Sri Hartamas 8
Sri Hartamas
50480 Kuala Lumpur

Registered office of
MERCURY SECURITIES SDN BHD
Ground, 1st, 2nd, 3rd Floor
Wisma Umno
Lorong Bagan Luar Dua
12000 Butterworth
Seberang Perai

To: The Holders

Dear Sir / Madam,

CONDITIONAL TAKE-OVER OFFER BY THE OFFEROR THROUGH MERCURY SECURITIES TO ACQUIRE THE OFFER SHARES AT AN OFFER PRICE OF RM1.25 PER OFFER SHARE TO BE SATISFIED THROUGH THE ISSUANCE OF CONSIDERATION SHARES AT AN ISSUE PRICE OF RM2.50 EACH, WHERE EACH ACCEPTING HOLDER WILL RECEIVE ONE (1) CONSIDERATION SHARE FOR EVERY TWO (2) OFFER SHARES SURRENDERED

1. INTRODUCTION

- 1.1 On 2 March 2015, on behalf of the Offeror, Mercury Securities served the Notice on the TNGB Board to inform them of the Offeror's intention to undertake a conditional take-over offer to acquire the Offer Shares at the Offer Price to be satisfied through the issuance of the Consideration Shares at the Issue Price. A copy of the Notice is set out in Appendix I of this Offer Document. On the same day, TNGB announced the receipt of the Notice.
- 1.2 On 3 March 2015, the TNGB Board announced that they are not seeking an alternative person to undertake a take-over offer for the Offer Shares and the appointment of TA Securities Holdings Berhad as the Independent Adviser pursuant to Section 15(1) of the Code to advise the TNGB Board and the Holders in relation to the Offer.
- 1.3 As at the LPD, the Offeror does not hold any TNGB Shares.
- 1.4 As at the LPD, the Offeror has not received any irrevocable undertaking from any Holder to accept the Offer.
- 1.5 The tentative timetable for the Offer is as follows:-

<u>Event</u>	<u>Date</u>
Notice served on the TNGB Board	2 March 2015
Posting of this Offer Document	6 May 2015
Last day for TNGB to issue the Independent Advice Circular	16 May 2015
First Closing Date ⁽¹⁾	27 May 2015

Note:-

(1) *The Offer will remain open for acceptances for a period of not less than 21 days from the Posting Date, i.e. until 5.00 p.m. (Malaysian time) on the First Closing Date, unless the Offeror revises or extends the Offer, in which event an announcement will be made by Mercury Securities on behalf of the Offeror, no later than two (2) days before the First Closing Date and the Offer shall remain open for a period of at least 14 days from the First Closing Date. Notices of such extension will be posted to you accordingly.*

Butterworth - Ground, 1st, 2nd & 3rd Floor, Wisma UMNO, Lorong Bagan Luar Dua, 12000 Butterworth, Seberang Perai. Tel: 04-3322123 Fax: 04-3231813 / 3312195 E-mail: mercury@mersec.com.my Website: www.mercurysecurities.com.my

Kuala Lumpur - L-7-2, No. 2, Jalan Solaris, Solaris Mont' Kiara, 50480 Kuala Lumpur. Tel: 03-62037227 Fax: 03-62037117 E-mail: mercurykl@mersec.com.my

Melaka - No. 81B & 83B, Jalan Merdeka, Taman Melaka Raya, 75000 Melaka. Tel: 06-2921898 Fax: 06-2926898

Penang - 2nd Floor, Standard Chartered Bank Chambers, 2 Lebuh Pantai, 10300 Penang. Tel: 04-2639118 Fax: 04-2612118

Johor Bahru - Menara Pelangi, Suite 17.1, Level 17, Jalan Kuning, Taman Pelangi, 80400 Johor Bahru, Johor. Tel: 07-3316992 Fax: 07-3322693

- 1.6 This Offer Document seeks to extend a formal offer by Mercury Securities, on behalf of the Offeror, to acquire your Offer Shares.
- 1.7 You are advised to read carefully this Offer Document and the Independent Advice Circular, which will be despatched to you within ten (10) days from the date of this Offer Document. You should consider the recommendations of the TNGB Board and the Independent Adviser, both contained in the Independent Advice Circular, carefully before making any decision regarding the Offer.
- 1.8 You should consult your stockbroker, bank manager, solicitor, accountant or other professional advisers immediately if you have any doubt about the Offer.
- 1.9 If you wish to accept the Offer, you should complete and sign the accompanying Form of Acceptance and Transfer according to the instructions contained therein. Please refer to Appendix III of this Offer Document for the procedures for acceptance and method of settlement of the Offer. Special instructions for Non-resident Holders who wish to accept the Offer are also set out in Appendix III of this Offer Document.
- 1.10 You do not need to take any action if you decide not to accept the Offer.

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2. FINANCIAL AND OTHER CONSIDERATIONS

As the Offer entails an equity swap of TNGB Shares for the Consideration Shares, it is pertinent that the Holders should take the Offer as an opportunity to participate in the future growth and prospects of the enlarged Plenitude Group. The evaluation and consideration of the Offer should not be based solely on the Offer Price or the Issue Price of the Consideration Shares but rather in relative terms to one another.

You should consider the following financial and other considerations before making a decision on whether to accept or reject the Offer:-

2.1 Market prices

(i) Effective premiums with respect to Implied Offer Prices

Taking into consideration the share exchange ratio of one (1) new Plenitude Share for every two (2) TNGB Shares surrendered, the Implied Offer Prices and the range of effective premiums over the reference market prices of TNGB Shares are illustrated as follows:-

	Plenitude Share Price	Share exchange ratio ⁽¹⁾	Implied Offer Prices ⁽²⁾	TNGB Share Price	Effective premium over market price of TNGB Shares	
	RM	times	RM	RM	RM	%
Last traded price of Plenitude Shares on 27 February 2015, being the LTD	2.3200	0.5	1.1600	0.8300	0.3300	39.76
VWAP of Plenitude / TNGB Shares for the following periods up to and including the LTD						
• 5-day VWAP	2.3181	0.5	1.1591	0.8700	0.2891	33.22
• 1-month VWAP	2.2959	0.5	1.1480	0.8874	0.2606	29.36
• 3-month VWAP	2.2997	0.5	1.1499	0.9259	0.2240	24.19
• 6-month VWAP	2.7336	0.5	1.3668	0.9294	0.4374	47.06
• 1-year VWAP	2.8559	0.5	1.4280	0.9216	0.5064	54.94

(Source: Bloomberg)

Notes:-

- (1) Denoted as the number of new Plenitude Share received for every Offer Share surrendered by the Accepting Holder, which is computed by dividing the Offer Price of RM1.25 each by the Issue Price of RM2.50 each.
- (2) Computed by multiplying the respective reference market prices of Plenitude Shares with the share exchange ratio.

For illustration, Accepting Holders would receive more Plenitude Shares under the Offer as compared to swapping their investment from TNGB Shares to Plenitude Shares in the open market based on market prices (prior to the date of the Notice):-

	Plenitude Share Price	TNGB Share Price	Illustrative no. of existing Plenitude Shares in exchange for every one (1) TNGB Share disposed ⁽¹⁾
Last traded price of TNGB Shares on 27 February 2015, being the LTD	2.3200	0.8300	0.3578
VWAP of Plenitude / TNGB Shares for the following periods up to and including the LTD			
• 5-day VWAP	2.3181	0.8700	0.3753
• 1-month VWAP	2.2959	0.8874	0.3865
• 3-month VWAP	2.2997	0.9259	0.4026
• 6-month VWAP	2.7336	0.9294	0.3400
• 1-year VWAP	2.8559	0.9216	0.3227
Number of Plenitude Share received for every one (1) TNGB Share surrendered by the Accepting Holders under the Offer			0.5000

(Source: Bloomberg)

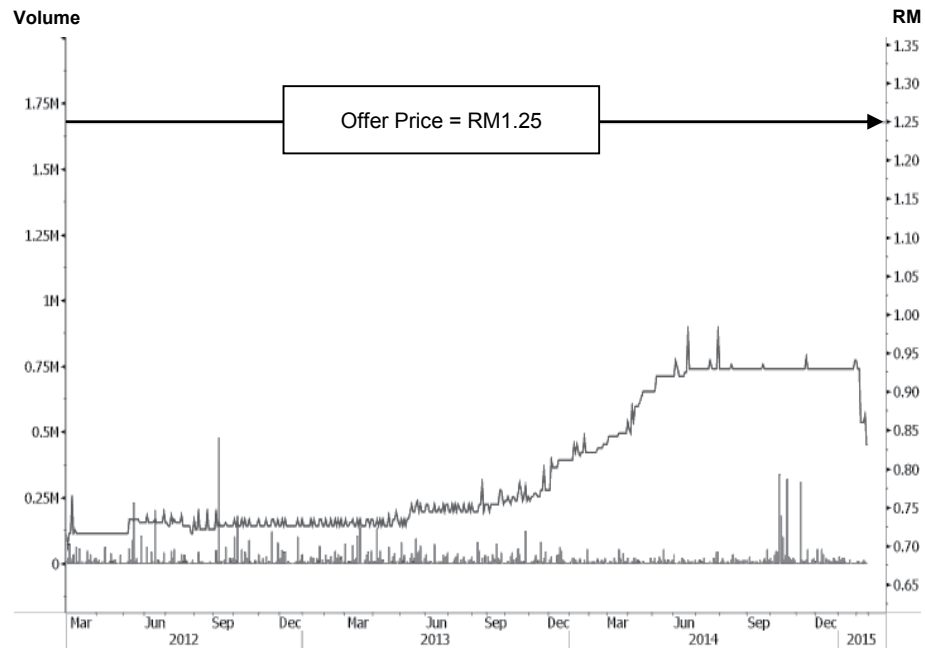
Note:-

(1) Computed by dividing the reference market prices of TNGB Shares by the corresponding reference market prices of Plenitude Shares.

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(ii) **Historical market prices of TNGB Shares**

The closing market prices of TNGB Shares (*ranging from the lowest of RM0.70 to the highest of RM0.98*) for the past three (3) years up to the LTD are shown in the chart below:-



(Source: Bloomberg)

There has not been any significant events or corporate exercises surrounding the TNGB Group relating to a change in its capital structure in the past three (3) years up to the LTD.

It is pertinent to note that TNGB Shares have not traded at or above the Offer Price since 2005 up to the LTD.

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2.2 P/E multiple accorded to TNGB Shares

TNGB

Based on TNGB's EPS of 2.42 sen and 5.60 sen for the FYE 31 December 2013 and FYE 31 December 2014 respectively, the Implied Offer Price (based on the 5-day VWAP of TNGB Shares up to and including the LTD) represents the following P/E multiples:-

Implied Offer Price based on the 5-day VWAP of TNGB Shares up to and including the LTD	P/E multiples	
	FYE 31 December	
	2013 (Audited)	2014 (Audited)
RM	times ⁽¹⁾	times ⁽¹⁾
1.1591	47.90	20.70

(Sources: Audited consolidated financial statements of TNGB for the FYE 31 December 2013 and FYE 31 December 2014)

Note:-

(1) The P/E multiples are derived by dividing the Implied Offer Prices by the EPS of RM0.0242 and RM0.0560 for the FYE 31 December 2013 and FYE 31 December 2014 respectively.

Plenitude

Based on Plenitude's EPS of 28.81 sen and 32.46 sen for the FYE 30 June 2013 and FYE 30 June 2014 respectively, the 5-day VWAP of Plenitude Shares up to and including the LTD represents the following P/E multiples:-

5-day VWAP of Plenitude Shares up to and including the LTD	P/E multiples	
	FYE 30 June	
	2013 (Audited)	2014 (Audited)
RM	times ⁽¹⁾	times ⁽¹⁾
2.3181	8.05	7.14

(Sources: Audited consolidated financial statements of Plenitude for the FYE 30 June 2013 and FYE 30 June 2014)

Note:-

(1) The P/E multiples are derived by dividing the Plenitude Share Price by the EPS of RM0.2881 and RM0.3246 for the FYE 30 June 2013 and FYE 30 June 2014 respectively.

As illustrated in the tables above, the Implied Offer Price for TNGB Shares (based on the 5-day VWAP of TNGB Shares up to and including the LTD) represents P/E multiples of 20.70 to 47.90 times, which are significantly higher than the P/E multiples of 7.14 to 8.05 times represented by the 5-day VWAP of Plenitude Shares up to and including the LTD. Hence, a significantly higher valuation is accorded to the Offer Shares relative to the Consideration Shares from the perspective of P/E valuation.

2.3 P/B multiple accorded to TNGB Shares

TNGB

Based on TNGB's NA per share of RM1.54 and RM1.61 for the FYE 31 December 2013 and FYE 31 December 2014 respectively, the Implied Offer Price (based on the 5-day VWAP of TNGB Shares up to and including the LTD) represents the following P/B multiples:-

Implied Offer Price based on the 5-day VWAP of TNGB Shares up to and including the LTD	P/B multiples	
	FYE 31 December	
	2013 (Audited)	2014 (Audited)
RM	times ⁽¹⁾	times ⁽¹⁾
1.1591	0.75	0.72

(Sources: Audited consolidated financial statements of TNGB for the FYE 31 December 2013 and FYE 31 December 2014)

Note:-

(1) The P/B multiples are derived by dividing the Implied Offer Prices by the NA per share of RM1.54 and RM1.61 as at 31 December 2013 and 31 December 2014 respectively.

Plenitude

Based on Plenitude's NA per share of RM3.37 and RM3.63 for the FYE 30 June 2013 and FYE 30 June 2014 respectively, the 5-day VWAP of Plenitude Shares up to and including the LTD represents the following P/B multiples:-

5-day VWAP of Plenitude Shares up to and including the LTD	P/B multiples	
	FYE 30 June	
	2013 (Audited)	2014 (Audited)
RM	times ⁽¹⁾	times ⁽¹⁾
2.3181	0.69	0.64

(Sources: Audited consolidated financial statements of Plenitude for the FYE 30 June 2013 and FYE 30 June 2014)

Note:-

(1) The P/B multiples are derived by dividing the Plenitude Share Price by the NA per share of RM3.37 and RM3.63 as at 30 June 2013 and 30 June 2014 respectively.

As illustrated in the tables above, the Implied Offer Price for TNGB Shares (based on the 5-day VWAP of TNGB Shares up to and including the LTD) represents P/B multiples of 0.72 to 0.75 times, which are higher than the P/B multiples of 0.64 to 0.69 times represented by the 5-day VWAP of Plenitude Shares up to and including the LTD. Hence, a higher valuation is accorded to the Offer Shares relative to the Consideration Shares from the perspective of P/B valuation.

2.4 Low liquidity for TNGB Shares and higher liquidity for Plenitude Shares

The average trading volume of TNGB Shares and Plenitude Shares for the twelve (12) months from February 2014 to January 2015 (*being the last full trading month prior to the LTD*) is as follows:-

Month	TNGB		Plenitude	
	Monthly trading volume	Percentage over free float ⁽¹⁾	Monthly trading volume	Percentage over free float ⁽¹⁾
<u>2014</u>				
February	88,800	0.09	3,207,900	3.12
March	185,800	0.18	1,066,800	1.04
April	128,000	0.12	3,588,800	3.49
May	181,600	0.18	799,100	0.78
June	125,700	0.12	876,500	0.85
July	180,000	0.17	3,864,400	3.75
August	139,700	0.14	8,631,800	8.39
September	184,200	0.18	3,285,200	3.19
October	1,192,500	1.16	3,157,400	3.07
November	446,400	0.43	1,116,900	1.09
December	247,400	0.24	1,662,800	1.62
<u>2015</u>				
January	104,600	0.10	1,069,000	1.04
Simple average⁽²⁾	267,058	0.27	2,693,883	2.62

(Source: Bloomberg)

Notes:-

- (1) Free float is computed based on the total number of shares in issue less shares held by their substantial shareholders and the respective persons connected to them as at the end of the respective months.
- (2) The simple average monthly trading volume or percentage over the free float is computed by dividing the total monthly trading volume or percentage over the free float by 12 months.

The simple average monthly trading volume of TNGB Shares for the twelve (12) months from February 2014 to January 2015 (*being the last full trading month prior to the LTD*) was only 267,058 shares, representing approximately 0.27% of the free float of TNGB Shares, whereas the corresponding simple average monthly trading volume of Plenitude Shares was higher at 2,693,883 shares, representing approximately 2.62% of the free float of Plenitude Shares.

In view of the above, the Offer may provide an avenue for you to participate in the investment of securities that are relatively more liquid and should you wish to monetise your investment in such securities in the future, you may be able to do so more easily relative to your present position.

Moreover, with the issuance of up to 111,533,769 Consideration Shares, the Offer would increase Plenitude's issued and paid-up share capital from 270,000,000 shares as at the LPD to up to 381,533,769 shares. This would result in a larger market capitalisation and may lead to higher trading liquidity for Plenitude Shares. In turn, these will provide an avenue to attract more investors.

3. PRINCIPAL TERMS AND CONDITIONS OF THE OFFER

The principal terms and conditions of the Offer are as follows:-

3.1 Consideration

- (i) Accepting Holders shall receive one (1) Consideration Share for every two (2) Offer Shares surrendered.
- (ii) If TNGB declares, makes or pays any Distribution on or after the date of this Notice but prior to the close of the Offer and the Holders are entitled to retain such Distribution, the Offeror may reduce the Offer Price by the quantum of the net Distribution per TNGB Share which the Holders are entitled to retain, hence reducing the number of Consideration Shares to be issued.

As at the LPD, TNGB has not declared, made or paid any Distribution.

Similarly, if the Offeror declares, makes or pays any Distribution before the Consideration Shares are issued and the Holders are not entitled to retain such Distribution, the Offeror may reduce the Issue Price by the quantum of the net Distribution per Consideration Share (which the Holders are not entitled to) and accordingly, increase the number of Consideration Shares to be issued.

- (iii) Holders may accept the Offer in respect of all or part of their Offer Shares. The Offeror will not issue fractions of a Consideration Share to the Accepting Holders. The entitlement of the Accepting Holders to the Consideration Shares will be rounded down to the nearest whole Consideration Share.
- (iv) Holders who accept the Offer may receive odd lots of Plenitude Shares. The odd lots can be traded on the odd lot market of Bursa Securities. There is no certainty that the trading of the odd lots will be at a price comparable to the prevailing market price of the board lots of Plenitude Shares.
- (v) The Consideration Shares shall, upon issue and allotment, rank *pari passu* in all respects with the then existing Plenitude Shares, save and except that the holders of such Consideration Shares shall not be entitled to any dividend, right, allotment and/or distribution, the entitlement date of which is prior to the date of allotment of such Consideration Shares.
- (vi) The Consideration Shares will be listed on the Main Market of Bursa Securities, subject to *inter-alia*, the following approvals being obtained:-
 - (i) the shareholders of the Offeror at an EGM to be convened for the issuance of the Consideration Shares; and
 - (ii) Bursa Securities for the listing and quotation of the Consideration Shares.

3.2 Conditions of the Offer

The Offer shall be conditional upon the following:-

- (i) fulfillment of the Acceptance Condition;
- (ii) approval of Bursa Securities for the listing and quotation of the Consideration Shares on the Main Market of Bursa Securities; and
- (iii) approval of the shareholders of the Offeror for the Offer at an EGM to be convened.

In relation to item (ii) above, the approval of Bursa Securities was obtained via its letter dated 22 April 2015 subject to, amongst others, the following conditions:-

- (i) Plenitude and Mercury Securities must fully comply with the relevant provisions under the Listing Requirements pertaining to the implementation of the Offer;
- (ii) Plenitude and Mercury Securities to inform Bursa Securities upon the completion of the Offer; and
- (iii) Plenitude to furnish Bursa Securities with a written confirmation of its compliance with the terms and conditions of Bursa Securities' approval once the Offer is completed.

The Acceptance Condition shall be fulfilled by 5.00 p.m. (*Malaysian time*) on or before the close of the Offer which should not be later than the 60th day from the Posting Date, failing which the Offer shall lapse and all acceptances shall be returned to the Holders who have accepted the Offer and the Offeror will thereafter cease to be bound by any such prior acceptances of the Offer.

The conditions of the Offer other than the Acceptance Condition shall be fulfilled within 21 days after:-

- (i) the First Closing Date; or
- (ii) the Acceptance Condition is fulfilled,

whichever is later, and shall not be later than 21 days after the 60th day from the Posting Date, failing which the Offer shall lapse and all acceptances shall be returned to the Holders who have accepted the Offer.

3.3 Duration of the Offer

The Offer shall remain open for acceptances until 5.00 p.m. (*Malaysian time*) on 27 May 2015, being the First Closing Date, unless extended or revised by the Offeror in accordance with the Code. Any such extension or revision will be announced by Mercury Securities, on behalf of the Offeror, no later than two (2) days before the Closing Date. Notices of such extension will be posted to you accordingly.

Please refer to **Section 2** in **Appendix II** of this Offer Document for further details on the duration of the Offer.

3.4 Method and expected date of settlement

If the Offeror deems your acceptance to be complete and valid in all respects in accordance with the terms and conditions set out in this Offer Document, the Offeror shall issue, allot and credit the Consideration Shares to your securities account within 14 days from:-

- (i) the date of the Offer becomes or is declared unconditional, if the valid acceptances are received during the period when the Offer is still conditional; or
- (ii) the date of the valid acceptances, if the valid acceptances are received during the period when the Offer is or has become or has been declared unconditional.

Please refer to **Appendix II** of this Offer Document for other terms and conditions of the Offer and **Appendix III** of this Offer Document for the procedures for acceptance and method of settlement of the Offer.

4. RATIONALE FOR THE OFFER

The core businesses of the Plenitude Group consist of property development and investment as well as hotel segment. Although property development remains the Plenitude Group's key revenue contributor since its listing in 2003, the Group has recently invested more focus on its hotel operations in a bid to diversify its earnings base and enhance its source of recurring income. As part of this initiative, the 220-room Tanjung Bungah Beach Hotel in Penang, which is owned by the Plenitude Group since 2001, was recently refurbished and reopened in October 2013 as the Four Points by Sheraton Penang. In addition, in March 2015, the Plenitude Group had completed the acquisition of a 259-suite hotel known as The Gurney Resort Hotel & Residences to further expand its hotel segment. TNGB, via its wholly-owned subsidiary, The Nomad Penang Sdn Bhd, had been appointed by the then existing owner to provide hotel management services for The Gurney Resort Hotel & Residences.

For the FYE 30 June 2014, the hotel segment, which is comprised solely of the Plenitude Group's Four Points by Sheraton Penang hotel, contributed approximately 4.13% of the Plenitude Group's total revenue. With the completion of the acquisition of The Gurney Resort Hotel & Residences, the revenue contribution from the hotel segment is expected to grow further.

Hence, in order to accelerate the growth of its hotel segment, Plenitude has identified the acquisition of existing hotels at suitable locations as the preferred strategy to drive its expansion plan. Through the acquisition of TNGB, Plenitude expects its hotel segment to be given a boost with the addition of TNGB's established stable of hotel and hospitality assets comprising:-

- (i) a 295-room hotel known as Novotel Kuala Lumpur City Centre;
- (ii) a 180-suite hotel known as The Nomad SuCasa;
- (iii) a 131-room hotel known as GLOW Penang; and
- (iv) a 66-suite serviced residences known as The Nomad Serviced Residences Bangsar.

Given that both of Plenitude's hotels are currently situated in Penang, the Offer enables Plenitude to tap into the hotel sector in Kuala Lumpur by virtue of TNGB's three (3) properties situated in Kuala Lumpur. As Kuala Lumpur and Penang are the major tourism hubs of Malaysia, the enlarged Plenitude Group would be in a better position to establish its presence in the hotel and hospitality industry in Malaysia with an enlarged stable of properties comprising two (2) hotels in Kuala Lumpur, three (3) hotels in Penang and a serviced residences in Kuala Lumpur.

Additionally, the enlarged Plenitude Group would be able to tap into the hotel management expertise of TNGB as well as enjoy the inherent advantages of economies of scale through a more effective and efficient deployment of resources. This can be achieved by, amongst others, the pooling of resources in hotel management, centralised procurement of goods and services as well as cross selling and cross branding opportunities. In the medium term, a larger scale would provide an opportunity to grow the "Nomad" brand further, as a larger pool of resources will be invested in branding and marketing activities, creating an avenue for the enlarged Plenitude Group to venture into the provision of hotel management services and franchising the "Nomad" brand for properties of third parties.

After evaluating various alternatives / instruments in respect of the consideration for the Offer Shares, the issuance of Consideration Shares was chosen to encourage acceptance under the Offer whereby the Accepting Holders would be able to:-

- (i) retain their investment exposure to the existing assets of the TNGB Group;
- (ii) extend their investment exposure to include the existing assets of the Plenitude Group, which comprise its portfolio of hotels, investment and development properties as well as land banks, amongst others; and
- (iii) arising from the combination of (i) and (ii) above, it allows the participation in the future growth prospects of the enlarged Plenitude Group which is expected to be positive due to the synergistic and complementary benefits to be derived from economies of scale as described above .

Upon completion of the Offer and in the longer term, the shareholders of Plenitude are envisaged to benefit from the potential growth in revenue streams contributed by the hotel segment whilst still be able to reap the contributions from the property development segment via the Plenitude Group's existing land bank.

The issuance of Consideration Shares will allow Plenitude to avoid having to raise cash proceeds upfront via borrowings to satisfy the consideration under the Offer. For the purpose of the Offer, there will not be any immediate need for fundraising, be it from the existing shareholders, the capital markets and/ or financial institutions in the form of borrowings.

Plenitude intends to obtain full control and de-list TNGB. Plenitude believes that operating TNGB as an unlisted company would provide it with greater flexibility to adopt longer-term planning consistent with longer-term investment horizons when formulating its growth, business, funding and operational strategies without the continuous need to incur costs to comply with the Listing Requirements.

In this connection, Plenitude will not take any steps to address any shortfall in the public shareholding spread requirement of TNGB which may arise pursuant to the Offer.

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5. FUTURE PLANS FOR THE TNGB GROUP AND ITS EMPLOYEES

The intention of the Offeror with respect to the future plans for the TNGB Group and its employees for a period of 12 months from the Closing Date is as follows:-

5.1 Continuation of the TNGB Group's business

The Offeror intends to continue with the existing business of the TNGB Group. TNGB will be maintained as a separate subsidiary, parallel with the other operating companies within the Plenitude Group. In this respect, and due to the strength of the "Nomad" brand, the Offeror intends to maintain the "Nomad" brand as a separate brand under its stable of hotels.

Notwithstanding the above, upon the successful completion of the Offer, the Offeror will form an integration committee to, amongst others, review the business operations of the TNGB Group in order to extract synergistic and complementary benefits in areas such as the centralised procurement of goods and services, the streamlining of processes to improve operational efficiency and effectiveness as well as the pooling of resources to enhance performance results. In turn, this will create value and improve the prospects for future growth of the TNGB Group.

5.2 Major changes to the TNGB Group's business

The Offeror has no plans or intention to introduce or effect any major changes in the structure of the TNGB Group, or dispose or re-deploy major assets of the TNGB Group, other than those previously announced by TNGB prior to the date of the Notice.

Notwithstanding the above, a redeployment of assets or disposal of non-core assets may be necessary as part of the rationalisation of the business activities and/or directions of the TNGB Group to remain competitive within the industry, improve the utilisation of resources and extract synergistic benefits.

Nevertheless, there are no plans formulated yet at this juncture, and such intention will only crystallise after the Offeror has conducted a detailed review of the financial position and operations of the TNGB Group upon successful completion of the Offer. Notwithstanding that, the Offeror does not have any plans or intention to liquidate the Offeree.

5.3 Employees of the TNGB Group

The Offeror has no plan to dismiss or make redundant employees of the TNGB Group as a direct consequence of the Offer. Any change with regards to staff employment may take place as a result of any rationalisation and/or streamlining of the business activities to further improve the efficiency and effectiveness of the operations of the TNGB Group as well as to facilitate the sharing of knowledge and best practices. In any event, such change will be conducted in accordance with the relevant legislation and the terms of employment of the affected employees.

As at the LPD, the Offeror has no knowledge of and has not entered into any negotiation, arrangement or understanding with any third party with regards to any significant change in the business, assets or shareholding structure of the TNGB Group within 12 months from the Closing Date.

6. FUTURE OUTLOOK AND PROSPECTS OF THE ENLARGED PLENITUDE GROUP

6.1 Outlook and prospects of the Malaysian economy

The Malaysian economy expanded strongly by 5.8% during the fourth quarter of 2014 (Q3 2014:5.6%). For the whole of 2014, growth was 6% (2013:4.7%), achieving the upper bound target of 5.5%-6%. Growth was supported by domestic demand, in particular private consumption and investment. On the supply side, all sectors registered a positive growth, except for the agriculture sector which contracted due to lower palm production. In tandem with the private consumption, the services increased strongly by 6.4% (Q3 2014: 6.2%) led by wholesale and retail, finance and insurance as well as communications subsectors. The manufacturing sector grew by 5.2% (Q3 2014:5.4%). The accommodation and restaurant subsector expanded further by 7.2% (Q3 2014:5.7%) attributed to higher growth in the restaurant and accommodation segments which recorded 8.7% and 2.6% respectively (Q3 2014: 6.9%; 2.4%). The construction sector registered a steady growth of 8.7% during the fourth quarter of 2014 following strong momentum of the non-residential and residential subsectors. The residential subsector increased by 14.9% (Q3 2014: 18.6%) mainly due to higher housing construction amid favourable economic and business conditions as well as rising household income. During the quarter, the total value of construction works expanded 9.7% to RM27.1 billion with residential building subsector contributing 29.7% of the growth.

(Source: Malaysian Economy Fourth Quarter 2014-Ministry of Finance)

The Malaysian economy is projected to grow by between 5% and 6% for year 2015 and the government is targeting 29.4 million foreign tourist arrivals with expected income of RM89 billion.

The extension of the 50% stamp duty exemption on instruments of transfer and loan agreements and increase in the purchase limit from RM400,000 to RM500,000 until 31 December 2016 will encourage more first home ownership.

(Source: Budget 2015)

The above factors are expected to bode well for the prospects of the enlarged Plenitude Group.

6.2 Prospects of the enlarged Plenitude Group

The total revenue for the Plenitude Group for the FYE 30 June 2014 and the 6-month FPE 31 December 2014 based on its key business segments are set out in the table below:-

	<---Audited--->	<---Unaudited--->
	30 June 2014 RM'000	Six (6)-month FPE 31 December 2014 RM'000
<u>Segmental revenue</u>		
Property development	297,088	119,995
Hotel operations	12,799	9,556
Investment holding and others	37,673	2,478
Elimination (inter-segment sales)	(37,673)	(2,498)
Total revenue	309,887	129,531

For the six (6)-month FPE 31 December 2014, the Plenitude Group achieved revenue of approximately RM129.53 million with contributions mainly from the property development segment of RM120.00 million and the hotel operations segment of RM9.56 million. The Group achieved profit before tax of RM57.36 million and EPS of 15.7 sen.

The key property development segment contributors are derived from the various ongoing property development activities carried out at Taman Desa Tebrau in Johor, Taman Putra Prima in Selangor, The Marin Condominium at Bayu Ferringhi in Penang and Bandar Perdana and Lot 88 in Kedah. These projects will be the main revenue and profit contributors to the Group for the FYE 30 June 2015. Contributions from the hotel operations segment were from the Four Points by Sheraton Penang.

For the FYE 30 June 2015, the property development segment from these ongoing projects will remain the key contributors whilst with the completion of the acquisition of The Gurney Resort Hotel & Residences in March 2015, the hotel operations will have an added source of contribution to the revenue of the Group beside the Four Points by Sheraton Penang.

Should the Offer be successful, with the existing hotel and hospitality assets of the TNGB Group remaining intact, the Plenitude Board will form an integration committee comprising of key management personnel of the Company and the TNGB Group to review and implement measures, amongst others, the business plan with a focus on driving revenue and contribution growth, best practices and standard operating policies to enhance risk and internal controls management and areas of the operations that could be shared for productivity and cost savings gains. With the combined human capital strength, upon the completion of the Offer, the management will focus to extract synergistic benefits to achieve economies of scale in certain areas which will translate into improved effectiveness in the deployment of resources.

Following the successful Offer, the enlarged Plenitude Group would have a combined total of five (5) hotels and one (1) serviced residences in its stable of hotel and hospitality assets situated at prime locations in Penang and Kuala Lumpur. In addition to a larger stable of assets, the enlarged Plenitude Group would benefit from a larger pool of resources being invested in branding and marketing activities as well as for general refurbishments / maintenance and working capital, given the improved financial position of the enlarged Plenitude Group.

This will bode well for the funding requirements for upgrading and refurbishing programs in the future to position the properties to be relevant in the competitive market place for retention and expansion of its customer base.

Among the initiatives the management will seek to implement include the centralised procurement of goods and services as well as the sharing of knowledge and best practices in policies and processes, sales and marketing activities and other shared internal services across all the hotel properties.

Further, cross-selling opportunities will be pursued to leverage on the existing customer base of the TNGB Group and the Plenitude Group.

Upon the successful implementation of the initiatives and with the benefits of the necessary learning and experience curve, the management will explore venturing into the provision of hotel management services and franchising the "Nomad" brand for properties of third parties in the future, creating an additional revenue stream to the enlarged Plenitude Group.

With the increased scale and the pooling of financial as well as human capital resources through the merger, the enlarged Plenitude Group would be able to better reinforce its reputation and enhance its position in both the real estate sector as well as the hospitality and tourism sector in Malaysia.

Premised on the above factors against a backdrop of positive economic indicators, and barring any unforeseen circumstances, the enlarged Plenitude Group expects to achieve a satisfactory performance particularly in the hotel operations segment in the FYE 30 June 2016 as the Offer is expected to be completed in the fourth quarter of the FYE 30 June 2015.

(Source: Management of Plenitude)

7. RISK FACTORS

By accepting the Offer, you will receive one (1) new Plenitude Share for every two (2) Offer Shares surrendered. Following thereto, you will be exposed to additional risk factors relevant to Plenitude's core business of property development and property investment business.

However, in terms of the hotel business, there will not be any significant additional risks as the Plenitude Group, via its ownership of the Four Points by Sheraton Penang and The Gurney Resort Hotel & Residences, is already exposed to the various risks inherent to the hotel industry including, amongst others, competition, sensitivity to any downturn in the tourism sector, business and operational risks and dependence on the overall outlook and performance of the retail sector.

You should carefully consider, in addition to other information contained in this Offer Document, the following risk factors (which may not be exhaustive) before accepting the Offer. The following risk factors are pertinent to the property development and property investment segments, being the core businesses of Plenitude, as well as the Offer:-

7.1 Risks inherent in the property development sector

(i) Sensitivity to downturn in the property market and the economy

The performance of the Plenitude Group's property development segment is dependent on the performance of the property market in Malaysia as well as general economic conditions. Any deterioration in property demand or oversupply in the property market may adversely affect the Plenitude Group's business and financial performance.

General economic conditions may be adversely affected by economic and political uncertainties as well as changes in demographic trends, employment and income levels, amongst others. Any changes to government policies or regulations, such as an increase in the rate of real property gains tax, tightening of credit supply and restrictions on foreign ownership of properties in Malaysia, may directly and/or indirectly affect the property market.

Although Plenitude has taken and will continue to take various steps to mitigate the business risks described above, there can be no assurance that Plenitude will be shielded from any unfavourable change to the various factors mentioned above which may adversely impact the business and financial performance of the Plenitude Group.

(ii) Delays in completion of projects

Property development is typically a project-based business and hence the Plenitude Group is exposed to the risks relating to delays in completion of projects. This may lead to deferred recognition of revenue and profits which may adversely affect the financial performance of the Plenitude Group.

During the construction phase of a property development project, there are various factors beyond the control of Plenitude which may cause the progress to be stifled such as delays in obtaining the relevant regulatory or government approvals, disputes with contractors and/or subcontractors, shortages of construction material, labour disputes, accidents at project sites, bad weather conditions, natural disasters and other unforeseen circumstances. In the event of such delays, the cost incurred to complete the project may substantially increase and this will affect the profit margins of the Plenitude Group.

In addition to the above, delays in a project may be caused by the delays by contractors in delivering their work based on the agreed time schedule or to the specifications required. Although Plenitude would be able to claim from its contractors in the event of such delays, the process may take a long time. Nevertheless, Plenitude has a policy of stringent selection and screening of contractors to minimise the occurrence of such delays.

(iii) Competition

The property development market in Malaysia is highly competitive with many large and small players serving each niche segment of the market. Competition among property developers may be in respect of availability of land bank at strategic locations, supply of raw materials and labour as well as selling prices of properties.

Despite the downward pressure on property prices due to the factors described above, Plenitude has and will continue to implement its business strategy of meticulous planning in terms of timing of launches, marketing as well as product differentiation in design. This has allowed Plenitude to maintain its profit margins and preserve its profitability.

In light of the intense competition, Plenitude has been maintaining a substantial amount of cash reserves which it intends to utilise for the acquisition of land bank at strategic locations during the softening of the property market. With a strong cash position, the Plenitude Group may be able to acquire suitable land bank at a reasonable cost due to a better negotiating position as it need not resort to borrowings. Moving forward, once the property market has rebounded, the acquired land bank at strategic locations will be developed by Plenitude and these will provide an avenue for Plenitude to differentiate itself from its competitors.

(iv) Fluctuation in costs

The Plenitude Group's property development segment is and will be continually exposed to the risk of fluctuating costs in the form of labour costs as well as building material costs. With the implementation of the goods and services tax from 1 April 2015, the building costs for properties may be impacted and this may affect the profitability of Plenitude Group. In the event that the cost of labour or building materials escalates after the pre-sale of properties to purchasers, Plenitude may not be able to factor in such increase in its selling prices.

7.2 Failure to achieve the expected benefits

Although the Offer, if successful, is expected to contribute positively towards the Plenitude Group, there is no assurance that the anticipated synergistic benefits as described in Sections 4, 5 and 6 of this Offer Document will be realised. Moreover, there is no assurance that the TNGB Group will be able to contribute sufficiently to the earnings of the enlarged Plenitude Group in the future to recover the associated acquisition costs in relation to the Offer.

One of the key factors in determining whether the said synergistic benefits can be achieved is the retention of the TNGB Group's key management staff and the orderly integration of human capital resources within the enlarged Plenitude Group. To this end, the Company plans to actively engage, after completion of the Offer, in a comprehensive review of the existing human resource policies of the TNGB Group which may include streamlining compensation schemes, talent pool management, recruitment and succession planning. Such proactive actions would minimize the uncertainties faced by existing employees of the TNGB Group and therefore allow for a smoother transition period.

Another key factor is the extent to which the hotel operations of the Plenitude Group and TNGB Group can be smoothly integrated in order to achieve the desired economies of scale. These areas include the centralised procurement of goods and services, cross-selling and cross-branding opportunities as well as consolidation of quality standards across all hotels, amongst others. An integration committee will be formed to conduct a thorough review as soon as after the Offer is completed to devise the best ways to integrate the operations of the enlarged hotel segment as smoothly as possible with minimal impact to day-to-day operations.

8. EFFECTS OF THE OFFER

Assuming that the Offer is successful and all Holders accept the Offer, the effects of the Offer on Plenitude are as follows:-

8.1 Issued and paid-up share capital

As at the LPD, the authorised, issued and paid-up share capital of Plenitude are as follows:-

	Par value RM	No. of ordinary shares	RM
Authorised	1.00	500,000,000	500,000,000
Issued and paid-up	1.00	270,000,000	270,000,000

The pro forma effects of the Offer on the issued and paid-up share capital of the Plenitude are as follows:-

	No. of ordinary shares	RM
Issued and paid-up share capital as at the LPD	270,000,000	270,000,000
Consideration Shares to be issued under the Offer	111,533,769	111,533,769
Enlarged issued and paid-up share capital	381,533,769	381,533,769

8.2 NA and gearing

The pro forma effects of the Offer on the NA and gearing of the Plenitude Group are as follows:-

	Audited as at 30 June 2014	After subsequent event ⁽¹⁾	After the Offer
	RM'000	RM'000	RM'000
Share capital	270,000	270,000	381,534
Share premium	-	-	⁽²⁾ 166,300
Retained earnings	710,540	⁽¹⁾ 694,340	774,998
Shareholders' equity / NA	980,540	964,340	1,322,832
No. of Plenitude Shares in issue ('000)	270,000	270,000	381,534
NA per Plenitude Share (RM)	3.63	3.57	3.47
Total borrowings	-	-	⁽³⁾ 68,911
Gearing ratio (times)	N/A	N/A	0.05

Notes:-

- (1) After adjusting for the payment of final dividend in respect of the FYE 30 June 2014 of 6 sen per share amounting to RM16.2 million on 14 November 2014.
- (2) This was computed by deriving the difference between the Issue Price of RM2.50 and the par value of the Plenitude Shares of RM1.00 each, multiplied by 111,533,769 Consideration Shares, and deducting RM1.0 million being estimated expenses relating to the Offer which will be charged to the share premium account.
- (3) Pursuant to the Offer, TNGB will become a wholly-owned subsidiary of Plenitude and all liabilities of the TNGB Group will be consolidated into the accounts of the Plenitude Group. Hence, this represents the total borrowings of the TNGB Group based on the audited consolidated statement of financial position of TNGB as at 31 December 2014.

Upon completion of the Offer, an exercise will be undertaken to allocate the acquisition consideration under the Offer to the assets and liabilities of the TNGB Group in accordance with their respective fair values in accordance with the Malaysian Financial Reporting Standards. The pro forma effects illustrated above have not taken into consideration any fair value adjustments in respect of the assets and liabilities of the TNGB Group to be acquired.

Please refer to **Appendix VIII** of this Offer Document for further details on the above.

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8.3 Earnings and EPS

The Offer is not expected to have any material effect on the Plenitude Group's earnings and EPS for the current FYE 30 June 2015 as the Offer is expected to be completed in the fourth quarter of FYE 30 June 2015.

Moving forward, the Offer is expected to result in the consolidation of the financial results of the TNGB Group with the Plenitude Group upon fulfilment of the Acceptance Condition. The actual effect of the Offer on the Plenitude Group's EPS would depend on the actual level of acceptance above the Acceptance Condition achieved under the Offer as it would have an impact on the enlarged number of Plenitude Shares in issue.

For illustrative purposes, based on Plenitude's latest audited consolidated financial statements for the FYE 30 June 2014 (*on the assumption that the Offer was completed at the beginning of the FYE 30 June 2014*), and the audited PAT of TNGB of RM12.50 million for its FYE 31 December 2014 which is assumed to be consolidated together with the financial results of Plenitude for the FYE 30 June 2014 (*assuming the entire PAT of TNGB of RM12.50 million are post-acquisition profits, i.e. after the assumed completion date of 1 July 2013*), the pro forma effects are as follows:-

Group Level	Audited as at 30 June 2014 RM'000	After the Offer RM'000
Actual / pro forma PAT	87,646	100,145
No. of Plenitude Shares in issue ('000)	270,000	381,534
Actual / pro forma EPS (sen)	32.46	26.25

Note:-

The pro forma effects illustrated herein have not taken into account any adjustments to be made with respect to the differing financial periods as the FYE of TNGB is 31 December whereas the FYE of Plenitude is 30 June.

Notwithstanding the immediate dilutive effects on the EPS of the Plenitude Group arising from the issuance of Consideration Shares, the Offer is expected to contribute positively to the overall earnings of the enlarged Plenitude Group in the future as and when the benefits and prospects as set out in Sections 4, 5 and 6 of this Offer Document materialise.

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8.4 Substantial shareholders' shareholdings

The pro forma effects of the Offer on the substantial shareholders' shareholdings of Plenitude based on the Register of Substantial Shareholders as at the LPD are as follows:-

As at the LPD

Substantial shareholders	As at the LPD			
	Direct		Indirect	
	No. of shares	%	No. of shares	%
Ikatanbina Sdn Bhd	122,824,726	45.49	-	-
Fields Equity Management Ltd	52,881,780	19.59	-	-
En Primeurs Sdn Bhd	20,897,138	7.74	-	-

After the Offer

Substantial shareholders	After the Offer			
	Direct		Indirect	
	No. of shares	%	No. of shares	%
Ikatanbina Sdn Bhd	122,824,726	32.19	-	-
Fields Equity Management Ltd	52,881,780	13.86	-	-
En Primeurs Sdn Bhd	20,897,138	5.48	-	-

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9. LISTING STATUS OF TNGB

- 9.1 Paragraph 8.02(1) of the Listing Requirements states that a listed issuer must ensure that at least 25% of its total listed shares (*excluding treasury shares*) are in the hands of public shareholders to ensure its continued listing on the Main Market of Bursa Securities. Bursa Securities may accept a percentage lower than 25% of the total number of listed shares (*excluding treasury shares*) if it is satisfied that such lower percentage is sufficient for a liquid market in such shares.
- 9.2 A listed issuer which fails to maintain the required public shareholding spread may request for an extension of time to rectify the situation in the manner as may be prescribed by Bursa Securities. Where no extension of time is granted by Bursa Securities, Bursa Securities may take or impose any type of action or penalty pursuant to Paragraph 16.19 of the Listing Requirements for a breach of Paragraph 8.02(1) of the Listing Requirements and may at its discretion suspend trading in the securities of the listed issuer pursuant to Paragraph 16.02(1) of the Listing Requirements. Notwithstanding this, the non-compliance with the public shareholding spread requirement would not automatically result in the de-listing of TNGB from the Official List of Bursa Securities.
- 9.3 In relation to a take-over offer for the acquisition of the listed shares of a listed issuer pursuant to the Code, upon 90% or more of the listed shares (*excluding treasury shares*) of the said listed issuer being held by a shareholder, either individually or jointly with associates of the shareholder, an immediate announcement must be made by the listed issuer. Upon such immediate announcement, Bursa Securities shall, in the case where the offeror does not intend to maintain the listing status, suspend the trading of the listed issuer's securities immediately upon the expiry of five (5) market days from the Closing Date.
- 9.4 **The Offeror does not intend to maintain the listing status of TNGB on the Official List of Bursa Securities and does not intend to address any shortfall to meet the public shareholding spread requirement of TNGB which may arise pursuant to the Offer.**
- 9.5 In the event the Offeror receives acceptances under the Offer resulting in the Offeror holding in aggregate 90% or more of the listed shares of TNGB, the TNGB Shares would be suspended from trading and thereafter be removed from the Official List of Bursa Securities. Following such de-listing, the TNGB Shares will no longer be traded on the Main Market of Bursa Securities and Holders may risk holding securities in an unlisted company where an active or ready market is generally not available.

Notwithstanding compliance with all of the above, Bursa Securities may at its discretion impose additional conditions for the withdrawal of the listing status of TNGB from the Official List of Bursa Securities.

- 9.6 In the event the Offeror receives acceptances under the Offer resulting in the Offeror holding in aggregate more than 75% but less than 90% of the listed shares of TNGB, the public shareholding spread requirement of TNGB will not be met.

Under such circumstances, Bursa Securities may take or impose any type of action or penalty pursuant to Paragraph 16.19 of the Listing Requirements for a breach of Paragraph 8.02(1) of the Listing Requirements and consequently, may result in the de-listing of TNGB Shares. Alternatively, the Offeror may procure TNGB to take the necessary procedures to withdraw its listing status from the Official List of Bursa Securities in accordance with Paragraph 16.06 of the Listing Requirements.

- 9.7 Paragraph 16.06 of the Listing Requirements states that a listed issuer may not request to withdraw its listing from the Official List of Bursa Securities, unless:-
- (i) the listed issuer convenes a general meeting to obtain the approval of its shareholders and the circular sent to the shareholders includes the prescribed information set out in the Listing Requirements;
 - (ii) the resolution for the withdrawal of its listing is approved by a majority in number representing three-fourths (3/4) in value of the shareholders present and voting either in person or by proxy at the meeting and provided that such shareholders who object to the withdrawal is not more than 10% of the value of the shareholders present and voting either in person or by proxy. Where the constituent document of the listed issuer imposes a stricter condition in respect of the votes required to approve the withdrawal of listing, such stricter condition shall apply in substitution of the foregoing provision;
 - (iii) the shareholders are offered a reasonable cash alternative or other reasonable alternative ("**Exit Offer**"); and
 - (iv) the listed issuer appoints an independent adviser, which meets the approval of the independent directors, to advise and make recommendations for the consideration of the shareholders in connection with the withdrawal of its listing as well as the fairness and reasonableness of the Exit Offer.

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10. COMPULSORY ACQUISITION AND RIGHTS OF DISSENTING SHAREHOLDERS

10.1 Section 222(1) of the CMSA provides that, subject to Section 224 of the CMSA, where a take-over offer by an offeror to acquire all the shares in an offeree has, within four (4) months after the making of the take-over offer, been accepted by the holders of not less than nine-tenths (9/10) in the nominal value of those shares (*excluding shares already held at the date of the take-over offer by the offeror or the persons acting in concert with the offeror*), the offeror may, at any time within two (2) months from the date the nine-tenths (9/10) in the nominal value of those shares have been achieved, give notice in the manner prescribed under the Code to any dissenting shareholder that it desires to acquire his/her/its shares together with a copy of a statutory declaration by the offeror that the conditions for the giving of the notice are satisfied.

10.2 If the Offer has been accepted by Holders of not less than the aforesaid nine-tenths (9/10) threshold, **the Offeror intends to invoke the provisions under Section 222(1) of the CMSA to compulsorily acquire any remaining Offer Shares** for which acceptances have not been received as at the Closing Date.

The consideration for the Offer Shares to be compulsorily acquired will, subject to Section 224(1) of the CMSA, be equivalent to the Offer Price and based on the same terms and conditions as those set out in this Offer Document.

10.3 Notwithstanding the above, if the Offeror receives valid acceptances from the Holders resulting in the Offeror holding not less than nine-tenths (9/10) in the nominal value of the issued and paid-up share capital of TNGB on or before the Closing Date, a Dissenting Shareholder may exercise his / her / its rights under Section 223(1) of the CMSA within a period to be specified by the Offeror which shall be no less than three (3) months after the Closing Date, by serving a notice on the Offeror to require the Offeror to acquire his / her / its Offer Shares on the same terms and conditions as those set out in this Offer Document or such other terms as may be agreed between the Offeror and such Dissenting Shareholder, subject to Section 224 of the CMSA.

10.4 In accordance with Section 224(3) of the CMSA, when a Dissenting Shareholder exercises his/her/its rights under Section 223(1) of the CMSA, the court may, on an application made by such Dissenting Shareholder or by the Offeror, order that the terms on which the Offeror shall acquire such Offer Shares shall be as the court thinks fit.

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11. BACKGROUND INFORMATION ON THE OFFEROR AND THE OFFEREE

11.1 Plenitude

Plenitude was incorporated in Malaysia under the Act on 6 November 2000 as a private limited company under the name of Plenitude Sdn Bhd. It was converted into a public limited company and assumed its present name on 16 November 2000. On 18 November 2003, Plenitude was listed on the Main Board of the Kuala Lumpur Stock Exchange (now known as the Main Market of Bursa Securities).

The principal activities of Plenitude are investment holding and provision of management services. Through its wholly-owned subsidiaries, Plenitude is involved in, amongst others, property development, property investment, hotel operations and provision of management services.

As at the LPD, the authorised, issued and paid-up share capital of Plenitude are as follows:-

	Par value RM	No. of ordinary shares	RM
Authorised	1.00	500,000,000	500,000,000
Issued and paid-up	1.00	270,000,000	270,000,000

11.2 TNGB

TNGB was incorporated in Malaysia under the Act on 7 April 1997 as a private limited company under the name of Awan Bahagia Sdn Bhd and had thereafter changed its name to Kuala Lumpur City Corporation Sdn Bhd on 27 June 1997. Subsequently, it had on 22 September 1997 converted into a public limited company and changed its name to Kuala Lumpur City Corporation Berhad. The company then adopted its current name on 15 April 2008. Effectively, TNGB was listed on the Second Board of the Kuala Lumpur Stock Exchange on 10 June 1998 via a rationalisation exercise (*involving UCM Industrial Corporation Berhad that was listed since 15 April 1992*) and was thereafter transferred to the Main Board of the Kuala Lumpur Stock Exchange (now known as the Main Market of Bursa Securities) where it remained listed since 18 August 1999.

TNGB is principally involved in investment holding. Through its wholly-owned subsidiaries, TNGB is involved in the management and operation of hotels, serviced residences and serviced offices.

The authorised, issued and paid-up share capital of TNGB are as follows:-

	Par value RM	No. of ordinary shares	RM
Authorised	1.00	500,000,000	500,000,000
Issued and paid-up	1.00	223,067,538	223,067,538

(Source: Analysis of Shareholdings as at 27 March 2014 as extracted from TNGB's Annual Report 2013)

Please refer to **Appendix IV** and **Appendix V** for further information on the Offeror and the Offeree.

12. RESPONSIBILITY STATEMENT

The Board of Directors of the Offeror has seen and approved this Offer Document. They collectively and individually accept full responsibility for the accuracy of the information contained herein and after having made all reasonable enquiries and after giving due consideration to the provisions of Section 221 of the CMSA and Section 41 of the Code, to the best of their knowledge and belief, they confirm that:-

- (i) no statement and/or information herein is incomplete, false or misleading;
- (ii) there are no other facts and/or information the omission of which would make any statement or information herein incomplete, false or misleading; and
- (iii) all material facts and information in relation to the Offer, including those required under the Code, have been disclosed herein.

Information relating to the TNGB Group has been obtained from publicly available sources and the sole responsibility of the Board of Directors of the Offeror is limited to ensuring that such information has been accurately reproduced in this Offer Document.

Mercury Securities acknowledges that, based on all available information and to the best of its knowledge and belief, this Offer Document constitutes a full and true disclosure of all material facts concerning the Offer.

13. FURTHER INFORMATION

For further information, please refer to the attached appendices which form part of this Offer Document.

YOU SHOULD CONSIDER THE CONTENTS OF THIS OFFER DOCUMENT AS WELL AS THE INDEPENDENT ADVICE CIRCULAR TO BE ISSUED AND THE RECOMMENDATIONS THEREIN BEFORE DECIDING WHETHER TO ACCEPT OR REJECT THE OFFER.

IF YOU WISH TO ACCEPT THE OFFER, YOU SHOULD COMPLETE AND SIGN THE ACCOMPANYING FORM OF ACCEPTANCE AND TRANSFER ACCORDING TO THE INSTRUCTIONS CONTAINED THEREIN.

YOU DO NOT NEED TO TAKE ANY ACTION IF YOU DECIDE NOT TO ACCEPT THE OFFER.

Yours faithfully,
For and on behalf of
MERCURY SECURITIES SDN BHD

DENIS LIM
Director / Head of Corporate Finance

PUA KIN JOH
Director
Corporate Finance

 **Mercury Securities Sdn. Bhd.** (113193-W)

(A Participating Organisation of Bursa Malaysia Securities Berhad)

BY HAND

2 March 2015

The Board of Directors
THE NOMAD GROUP BERHAD
Suite 3.01, Level 3 (South Block), The AmpWalk
218 Jalan Ampang
50450 Kuala Lumpur

Dear Sirs,

THE NOMAD GROUP BERHAD ("TNGB")

NOTICE OF CONDITIONAL TAKE-OVER OFFER ("NOTICE")

1. INTRODUCTION

1.1 On behalf of Plenitude Berhad ("**Plenitude**" or "**Offeror**"), we, Mercury Securities Sdn Bhd ("**Mercury Securities**") hereby inform you of the Offeror's intention to undertake a conditional take-over offer to acquire all the ordinary shares of RM1.00 each in TNGB ("**TNGB Shares**") ("**Offer Shares**"), at an offer price of RM1.25 per Offer Share ("**Offer Price**").

The Offer Price shall be satisfied through the issuance of new ordinary shares of RM1.00 each in Plenitude ("**Plenitude Shares**") at an issue price of RM2.50 each ("**Issue Price**") ("**Consideration Shares**"). Each holder of the Offer Shares ("**Holder**") who accepts the Offer ("**Accepting Holder**") will receive one (1) Consideration Share for every two (2) Offer Shares surrendered ("**Offer**").

1.2 For the purpose of the Offer, there is no ultimate offeror and there are no persons acting in concert with the Offeror in accordance with Section 216 of the Capital Markets and Services Act, 2007 ("**CMSA**").

1.3 As at the date of this Notice, the Offeror does not hold any TNGB Shares.

1.4 As at the date of this Notice, the Offeror has not received any irrevocable undertaking from any Holder to accept the Offer.

2. THE OFFER

2.1 On behalf of the Offeror, we hereby serve this Notice to you in accordance with Section 11(8), Part V of the Malaysian Code on Take-Overs and Mergers, 2010 ("**Code**") to acquire the Offer Shares at the Offer Price.

2.2 Holders who wish to accept the Offer should refer to the procedures for acceptance which will be detailed in the document outlining the Offer ("**Offer Document**") together with the accompanying Form of Acceptance and Transfer to be posted to them in due course, after the consent of the Securities Commission Malaysia ("**SC**") has been obtained.

2.3 The Offer will be made to each of the Holders equally and in respect of all of their Offer Shares, upon the terms and subject to the conditions of the Offer.

Butterworth - Ground, 1st, 2nd & 3rd Floor, Wisma UMNO, Lorong Bagan Luar Dua, 12000 Butterworth, Seberang Perai.
Tel: 04-3322123 Fax: 04-3231813 / 3312195 E-mail: mercury@mersec.com.my Website: www.mercurysecurities.com.my

Kuala Lumpur - L-7-2, No. 2, Jalan Solaris, Solaris Mont' Kiara, 50480 Kuala Lumpur.
Tel: 03-62037227 Fax: 03-62037117 E-mail: mercurykl@mersec.com.my

Melaka - No. 81B & 83B, Jalan Merdeka, Taman Melaka Raya, 75000 Melaka. Tel: 06-2921898 Fax: 06-2926898

Penang - 2nd Floor, Standard Chartered Bank Chambers, 2 Lebuhr Pantai, 10300 Penang. Tel: 04-2639118 Fax: 04-2612118

Johor Bahru - Menara Pelangi, Suite 17.1, Level 17, Jalan Kuning, Taman Pelangi, 80400 Johor Bahru, Johor. Tel: 07-3316992 Fax: 07-3322693

3. BASIS AND JUSTIFICATION FOR ARRIVING AT THE TRANSACTION CONSIDERATIONS AND ISSUANCE OF SHARES

As the Offer entails an equity swap of TNGB Shares for the Consideration Shares, it is pertinent that the Holders should take the Offer as an opportunity to participate in the future growth and prospects of the enlarged Plenitude Group rather than solely as an exit strategy. The evaluation and consideration of the Offer should not be based solely on the Offer Price or the Issue Price of the Consideration Shares but rather in relative terms to one another.

The basis and justification for arriving at the transaction considerations for the Offer are as follows:-

3.1 Market prices

(i) Effective premiums with respect to implied offer prices

Taking into consideration the share exchange ratio of one (1) new Plenitude Share for every two (2) TNGB Shares surrendered, the implied offer prices for TNGB Shares ("Implied Offer Prices") and the range of effective premiums over the reference market prices of TNGB Shares are illustrated as follows:-

	Plenitude Share Price	Share exchange ratio ⁽¹⁾	Implied Offer Prices ⁽²⁾	TNGB Share Price	Effective premium over market price of TNGB Shares	
	RM	times	RM	RM	RM	%
Last traded price of Plenitude Shares on 27 February 2015, being the last trading day prior to the serving of this Notice ("LTD")	2.3200	0.5	1.1600	0.8300	0.33	39.76
Volume weighted average market prices ("VWAP") of Plenitude / TNGB Shares for the following periods up to and including the LTD						
• 5-day VWAP	2.3181	0.5	1.1591	0.8700	0.2891	33.22
• 1-month VWAP	2.2959	0.5	1.1480	0.8874	0.2606	29.36
• 3-month VWAP	2.2997	0.5	1.1499	0.9259	0.2240	24.19
• 6-month VWAP	2.7336	0.5	1.3668	0.9294	0.4374	47.06
• 1-year VWAP	2.8559	0.5	1.4280	0.9216	0.5064	54.94

(Source: Bloomberg)

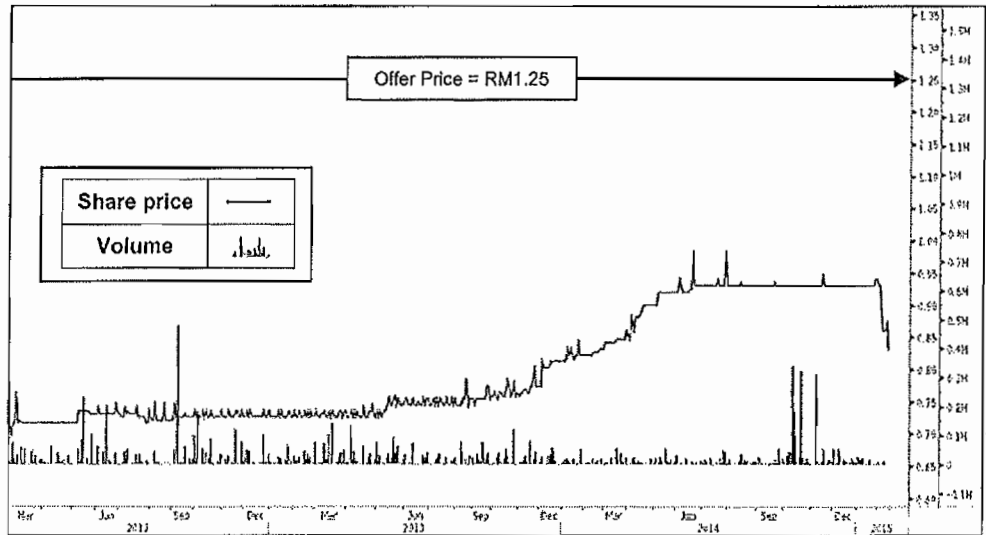
Notes:-

- (1) Denoted as the number of new Plenitude Share received for every Offer Share surrendered by the Accepting Holder, which is computed by dividing the Offer Price of RM1.25 each by the Issue Price of RM2.50 each.
- (2) Computed by multiplying the respective reference prices of Plenitude Shares with the share exchange ratio.

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(ii) Historical market prices of TNGB Shares

The closing market prices of TNGB Shares (ranging from the lowest of RM0.70 to the highest of RM0.98) for the past 12 months up to the LTD are shown in the chart below:-



(Source: Bloomberg)

It is pertinent to note that TNGB Shares have not traded at or above any of the Implied Offer Prices since 2005 up to the LTD.

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APPENDIX I – NOTICE OF THE OFFER DATED 2 MARCH 2015 (Cont'd)

(iii) More Plenitude Shares received under the Offer compared to market trade

Accepting Holders would receive more Plenitude Shares under the Offer as compared to swapping their investment from TNGB Shares to Plenitude Shares in the open market based on market prices (prior to the date of the Notice):-

	<u>Plenitude Share price</u>	<u>TNGB Share price</u>	<u>Illustrative no. of existing Plenitude Shares in exchange for every one (1) TNGB Share disposed ⁽¹⁾</u>
Last traded price of TNGB Shares on 27 February 2015, being the LTD	2.3200	0.8300	0.3578
WVAP of Plenitude / TNGB Shares for the following periods up to and including the LTD			
• 5-day WVAP	2.3181	0.8700	0.3753
• 1-month WVAP	2.2959	0.8874	0.3865
• 3-month WVAP	2.2997	0.9259	0.4026
• 6-month WVAP	2.7336	0.9294	0.3400
• 1-year WVAP	2.8559	0.9216	0.3227
Number of Plenitude Share received for every one (1) TNGB Share surrendered by the Accepting Holders under the Offer			0.5000

(Source: Bloomberg)

Note:-

(1) Computed by dividing the reference market prices of TNGB Shares by the corresponding reference market prices of Plenitude Shares.



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3.2 Earnings

High price-to-earnings ("P/E") multiple accorded to TNGB Shares

TNGB

Based on TNGB's earnings per share ("EPS") of 2.42 sen and 5.34 sen for the FYEs 31 December 2013 and 2014 respectively, the Implied Offer Prices represent the following P/E multiples:-

	Implied Offer Prices	P/E multiples	
		FYE 31 December	
		2013 (Audited)	2014 (Unaudited)
	RM	times	times
Last traded price of TNGB Shares on 27 February 2015, being the LTD	1.16	47.93	21.72
Implied Offer Prices for the following periods up to and including the LTD			
• 5-day VWAP	1.1591	47.89	21.71
• 1-month VWAP	1.1480	47.44	21.50
• 3-month VWAP	1.1499	47.51	21.53
• 6-month VWAP	1.3668	56.48	25.60
• 1-year VWAP	1.4280	59.01	26.74

(Sources: Audited consolidated financial statements of TNGB for the FYE 31 December 2013 and unaudited consolidated financial statements of TNGB for the FYE 31 December 2014)

Plenitude

Based on Plenitude's EPS of 28.81 sen and 32.46 sen for the FYEs 30 June 2013 and 2014 respectively, the market prices of Plenitude Shares (prior to the date of the Notice) represent the following P/E multiples:-

	Plenitude Share Price	P/E multiples	
		FYE 30 June	
		2013 (Audited)	2014 (Audited)
	RM	times	times
Last traded price of Plenitude Shares on 27 February 2015, being the LTD	2.32	8.05	7.15
VWAP of Plenitude Shares for the following periods up to and including the LTD			
• 5-day VWAP	2.3181	8.05	7.14
• 1-month VWAP	2.2959	7.97	7.07
• 3-month VWAP	2.2997	7.98	7.08
• 6-month VWAP	2.7336	9.49	8.42
• 1-year VWAP	2.8559	9.91	8.80

(Sources: Audited consolidated financial statements of Plenitude for the FYE 30 June 2013 and 30 June 2014)

As illustrated in the tables above, a significantly higher valuation is accorded to the Offer Shares relative to the Consideration Shares from the perspective of P/E valuation.

3.3 Liquidity

The average trading volume of TNGB Shares and Plenitude Shares for the twelve (12) months from February 2014 to January 2015 (*being the last full trading month prior to the LTD*) is as follows:-

Month	TNGB		Plenitude	
	Monthly trading volume	Percentage over free float ⁽¹⁾	Monthly trading volume	Percentage over free float ⁽¹⁾
2014				
February	88,800	0.09	3,207,900	3.12
March	185,800	0.18	1,066,800	1.04
April	128,000	0.12	3,588,800	3.49
May	181,600	0.18	799,100	0.78
June	125,700	0.12	876,500	0.85
July	180,000	0.17	3,864,400	3.75
August	139,700	0.14	8,631,800	8.39
September	184,200	0.18	3,285,200	3.19
October	1,192,500	1.16	3,157,400	3.07
November	446,400	0.43	1,116,900	1.09
December	247,400	0.24	1,662,800	1.62
2015				
January	104,600	0.10	1,069,000	1.04
Simple average⁽²⁾	267,058	0.27	2,693,883	2.62

(Source: Bloomberg)

Notes:-

- (1) Free float is computed based on the total number of shares in issue less shares held by their substantial shareholders and the respective persons connected to them as at the end of the respective months.
- (2) The simple average monthly trading volume / percentage over the free float is computed by dividing the total monthly trading volume / percentage over the free float by 12 months.

The simple average monthly trading volume of TNGB Shares for the twelve (12) months from February 2014 to January 2015 (*being the last full trading month prior to the LTD*) was only 267,058 shares, representing approximately 0.27% of the free float of TNGB Shares, whereas the corresponding simple average monthly trading volume of Plenitude Shares was higher at 2,693,883 shares, representing approximately 2.62% of the free float of Plenitude Shares.

In view of the above, the Offer may provide an avenue for Accepting Holders to participate in the investment of securities that are relatively more liquid and should Accepting Holders wish to monetise their investment in such securities in the future, they may be able to do so more easily relative to their present position.

Moreover, with the issuance of up to 111,533,769 Consideration Shares, the Offer would increase Plenitude's issued and paid-up share capital from 270,000,000 Plenitude Shares as at the LPD to up to 381,533,769 Plenitude Shares. This may result in a larger market capitalisation and may lead to higher trading liquidity for Plenitude Shares. In turn, these will provide an avenue to attract more investors.

We wish to draw your attention to Section 7 of this Notice which states that the Offeror does not intend to maintain the listing status of TNGB. Should TNGB Shares be de-listed, any Holders who do not accept the Offer will continue to hold TNGB Shares but as shareholders of an unlisted company where an active or ready market is generally not available.

3.4 Return on equity ("ROE")

The ROE of Plenitude as compared to that of TNGB based on the audited consolidated financial statements for their last three (3) financial years is illustrated in the table below:-

ROE (%)	FYE ⁽¹⁾		
	2014	2013	2012
Plenitude	8.94	8.56	8.56
TNGB	⁽²⁾ 3.32	1.57	0.66

Notes:-

(1) *The FYE of Plenitude is 30 June whereas the FYE of TNGB is 31 December.*

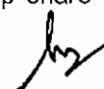
(2) *Based on the unaudited consolidated financial statements of TNGB for the FYE 31 December 2014 as the audited consolidated financial statements have not been published yet.*

The simple average ROE of Plenitude over the last three (3) financial years is 8.69%, which is higher than the corresponding simple average ROE of TNGB of 1.85%.

In relative terms, and on the basis that the Offer is successful, Accepting Holders may stand to benefit from the expected increase in ROE for their investments relative to their existing position.

3.5 Dividends

For the FYE 30 June 2014, Plenitude paid a gross dividend at the rate of six (6) sen per share. The Board of Directors of Plenitude shall endeavour to maintain the payment of dividend of at least six (6) sen per share in respect of the forthcoming two (2) FYE 30 June 2015 and 30 June 2016 based on the enlarged issued and paid-up share capital of Plenitude.



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4. TERMS AND CONDITIONS OF THE OFFER

The principal terms and conditions of the Offer, unless otherwise directed or permitted to be varied by the SC, are as follows:-

4.1 Consideration

- (i) Accepting Holders shall receive one (1) Consideration Share for every two (2) Offer Shares surrendered.
- (ii) If TNGB declares, makes or pays any dividend and/or other distribution of any nature whatsoever ("**Distribution**") on or after the date of this Notice but prior to the close of the Offer and the Holders are entitled to retain such Distribution, the Offeror may reduce the Offer Price by the quantum of the net Distribution per TNGB Share which the Holders are entitled to retain, hence reducing the number of Consideration Shares to be issued.

As at the date of this Notice, TNGB has not declared, made or paid any Distribution.

Similarly, if the Offeror declares, makes or pays any Distribution before the Consideration Shares are issued and the Holders are not entitled to retain such Distribution, the Offeror may reduce the Issue Price by the quantum of the net Distribution per Consideration Share (which the Holders are not entitled to) and accordingly, increase the number of Consideration Shares to be issued.

- (iii) Holders may accept the Offer in respect of all or part of their Offer Shares. The Offeror will not issue fractions of a Consideration Share to the Accepting Holders. The entitlement of the Accepting Holders to the Consideration Shares will be rounded down to the nearest whole Consideration Share.
- (iv) Holders who accept the Offer may receive odd lots of Plenitude Shares. The odd lots can be traded on the odd lot market of Bursa Malaysia Securities Berhad ("**Bursa Securities**"). There is no certainty that the trading of the odd lots will be at a price comparable to the prevailing market price of the board lots of Plenitude Shares.
- (v) The Consideration Shares shall, upon issue and allotment, rank *pari passu* in all respects with the then existing Plenitude Shares, save and except that the holders of such Consideration Shares shall not be entitled to any dividend, right, allotment and/or distribution, the entitlement date of which is prior to the date of allotment of such Consideration Shares.
- (vi) The Consideration Shares will be listed on the Main Market of Bursa Securities, subject to *inter-alia*, the following approvals being obtained:-
 - (a) the shareholders of the Offeror at an extraordinary general meeting ("**EGM**") to be convened for the issuance of the Consideration Shares; and
 - (b) Bursa Securities for the listing and quotation of the Consideration Shares.



4.2 Conditions of the Offer

The Offer shall be conditional upon the following:-

- (i) the Offeror having received, before the close of the Offer, valid acceptances (provided that such acceptances are not, where permitted, subsequently withdrawn) in respect of the Offer Shares, which would result in the Offeror holding, in aggregate with such TNGB Shares that are already acquired, held or entitled to be acquired or held by the Offeror, if any, more than 50% of the voting shares of TNGB ("**Acceptance Condition**");
- (ii) approval of Bursa Securities for the listing and quotation of the Consideration Shares on the Main Market of Bursa Securities; and
- (iii) approval of the shareholders of the Offeror for the Offer at an EGM to be convened.

The Acceptance Condition shall be fulfilled by 5.00 p.m. (*Malaysian time*) on or before the close of the Offer which should not be later than the 60th day from the date of posting of the Offer Document ("**Posting Date**"), failing which the Offer shall lapse and all acceptances shall be returned to the Holders who have accepted the Offer.

The conditions of the Offer other than the Acceptance Condition shall be fulfilled within 21 days after:-

- (i) the first Closing Date, as defined in Section 4.5(i) below; or
- (ii) the Acceptance Condition is fulfilled,

whichever is later, and shall not be later than 21 days after the 60th day from the Posting Date, failing which the Offer shall lapse and all acceptances shall be returned to the Holders who have accepted the Offer.

4.3 Despatch of the Offer Document

Unless otherwise directed or permitted by the SC to defer in doing so, the Offer will be made by the posting of the Offer Document within 21 days from the date of this Notice ("**Posting Date**"). An application for an extension of time will be made to the SC as the posting of the Offer Document is expected to be deferred beyond the requisite 21 days.

Subject to Section 4.10(i) of this Notice, the Offeror will post the Offer Document to the Board of Directors of TNGB and to the Holders whose names appear in the Record of Depositors of TNGB as at the latest practicable date prior to the Posting Date.

4.4 Warranty

The Offeror will acquire the Offer Shares on the basis that the acceptance of the Offer by a Holder is made in accordance with the terms and conditions to be set out in the Offer Document. Such acceptance will be deemed to constitute an irrevocable and unconditional warranty by the Accepting Holder that the Offer Shares, to which such acceptance relates, are sold:-

- (i) free from any moratorium, claim, charge, lien, pledge, encumbrance, options right of pre-emption, third party right and equity from the date of valid acceptance; and
- (ii) with all rights, benefits and entitlements attached thereto, including the rights to all Distributions declared, made or paid on or after the date of this Notice, subject to the adjustments referred to in Section 4.1(ii) of this Notice.

4.5 Duration of the Offer

(i) Original duration

The Offer shall remain open for acceptances until 5.00 p.m. (*Malaysian time*) on the 21st day after the Posting Date, or such later date(s) as Mercury Securities may announce on behalf of the Offeror ("**Closing Date**"), unless the Offeror withdraws the Offer with the SC's written approval and in such event, every person shall be released from any obligation incurred under the Offer.

(ii) Revision of the Offer

If the Offer is revised after the Posting Date, the Offeror will:-

- (a) announce such revision to the public in a press notice and to Bursa Securities in writing;
- (b) post the written notification of the revised take-over offer to all the Holders, including all the Holders who have previously accepted the Offer; and
- (c) keep the revised take-over offer open for acceptances for a period of at least 14 days from the date of posting of the written notification of the revised take-over offer to all the Holders.

All the Holders who have previously accepted the Offer shall also be entitled to receive the revised consideration as consideration that is to be paid or provided for the acceptance of the take-over offer.

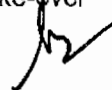
The Offer may not be revised after the 46th day from the Posting Date.

(iii) Extension of the Offer

Any extension of the date and time for acceptance of the Offer by the Offeror will be announced by Mercury Securities, on behalf of the Offeror, at least two (2) days before the Closing Date. Such announcement will state the next expiry date of the Offer. Notices of such extension will be posted to the Holders accordingly.

(iv) Closing of the Offer

- (a) Where the Offer has become or is declared unconditional as to the acceptances of the Offer on any day **BEFORE** the 46th day from the Posting Date, the Offer will remain open for acceptances for not less than 14 days from the date on which the Offer becomes or is declared unconditional which shall, in any event, be no later than the 60th day from the Posting Date.
- (b) Where the Offer has become or is declared unconditional as to the acceptances of the Offer on any day **AFTER** the 46th day from the Posting Date, the Offer will remain open for acceptances for not less than 14 days from the date on which the Offer becomes or is declared unconditional which shall, in any event, be no later than the 74th day from the Posting Date.
- (c) Where a competing take-over offer, if any, is made anytime between the Posting Date and the Closing Date, the Posting Date shall be deemed to be the date the offer document of the competing take-over offer was posted.



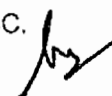
- (d) Without prejudice to Sections 4.5(iv)(a) and (b) above, the Offeror shall give not less than 14 days' notice in writing to the Holders before closing the Offer. Subject to the SC's approval, the said requirement shall not apply where the Offer has become unconditional as to acceptances before an expiry date and the Offer Document clearly states that the Offer will be closed on a specific date.
- (e) The Offeror shall not give a written notice under Section 4.5(iv)(d) above where a competing take-over offer has been announced, unless the competing take-over offer has reached its conclusion or the Holders of more than 50% of the voting shares of TNGB have irrevocably rejected the competing take-over offer in favour of the Offer.

4.6 Rights of withdrawal by an Accepting Holder

- (i) All acceptances of the Offer by an Accepting Holder **SHALL BE IRREVOCABLE**. However, a Holder is entitled to withdraw his / her / its acceptance in the following circumstances:-
 - (a) if the Offeror fails to comply with any of the requirements set out in Section 4.9 below by the close of trading at Bursa Securities on the market day after the day on which the Offer closes, becomes or is declared unconditional as to acceptances, revised or extended ("**Relevant Day**"), any Holder who has accepted the Offer is entitled to withdraw his / her / its acceptance immediately after the Relevant Day; or
 - (b) if the Offer period is extended, any Holder who has accepted the Offer is entitled to withdraw his / her / its acceptance after 21 days from the first Closing Date unless the Offer has become or is declared unconditional as to acceptances.
- (ii) Notwithstanding Section 4.6(i)(a) above, the SC may terminate such right of withdrawal if:-
 - (a) the Offeror has complied with the requirements set out in Section 4.9 of this Notice within eight (8) days from the Relevant Day, provided that the expiry of the eight (8)-day period from the Relevant Day shall not fall after the 60th day from the Posting Date; and
 - (b) the Offeror has confirmed in a statement by way of press notice and announcement to Bursa Securities that the Offer is still unconditional as to acceptances.
- (iii) However, the right of any Accepting Holder who has already withdrawn his/her/its acceptance under Section 4.6(i)(a) above shall not be prejudiced by the termination of such right of withdrawal by the SC.

4.7 Withdrawal of the Offer by the Offeror

The Offeror can only withdraw the Offer with the prior written approval of the SC.

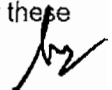


4.8 Method of settlement

- (i) Other than the Offeror's right to reduce or increase the number of Consideration Shares to be issued as consideration for the Offer Shares as set out in Section 4.1 of this Notice and except with the consent of the SC, which would only be granted in certain circumstances in which all Holders are to be treated similarly, the Offeror will settle the consideration in full, in accordance with the terms to be set out in the Offer Document, without regards to any lien, right of set-off, counter-claim or any other analogous rights to which the Offeror may otherwise be, or claim to be, entitled against the Accepting Holders. This, however, is without prejudice to the Offeror's rights to make any claim against the Accepting Holders after such full settlement in respect of a breach of the warranty as set out in Section 4.4 of this Notice.
- (ii) If the Offeror deems the acceptance to be complete and valid in all respects in accordance with the terms and conditions to be set out in the Offer Document, the Offeror shall issue, allot and credit the Consideration Shares to the Accepting Holder's securities account in the following manner:-
 - (a) where the valid acceptances are received during the period when the Offer is still conditional, settlement shall be within 14 days from the date the Offer becomes or is declared unconditional; or
 - (b) where the valid acceptances are received during the period when the Offer has become or is declared unconditional, settlement shall be within 14 days from the date of receipt of valid acceptances.
- (iii) Any Holder (*including without limitation, any custodian, nominee and trustee*) who is a citizen or national of, or resident in, or has a registered address in a jurisdiction outside Malaysia, or is incorporated or registered with, or approved by any authority outside Malaysia ("**Non-resident Holders**") are advised that the settlement for the acceptance of the Offer will be made in the form of the Consideration Shares which are denominated in Ringgit Malaysia.

4.9 Announcement of acceptances

- (i) The Offeror shall inform the SC in writing, announce via Bursa Securities' Listing Information Network (*also known as Bursa LINK*) and simultaneously announce by way of a press notice before 9.00 a.m. (*Malaysian time*) on the Relevant Day, of the following information:-
 - (a) the position of the Offer, that is, as to whether the Offer is closed, becomes or is declared unconditional as to acceptances, revised or extended; and
 - (b) the total number of Offer Shares:-
 - (aa) for which acceptances of the Offer have been received after the Posting Date;
 - (bb) held by the Offeror as at the Posting Date;
 - (cc) agreed to be acquired by the Offeror during the Offer period but after the Posting Date, and shall specify the percentage of TNGB Shares represented by these figures; and
 - (dd) acquired by the Offeror after the Posting Date, and shall specify the percentage of TNGB Shares represented by these figures.



- (ii) In computing the acceptances of the Offer Shares for announcement purposes, the Offeror may include or exclude acceptances which are not in order or which are subject to verification.
- (iii) References to the making of an announcement or the giving of notice by the Offeror shall include:-
 - (a) the release of an announcement by Mercury Securities, the Offeror or the Offeror's advertising agent(s) to the press; or
 - (b) the delivery of or transmission by telex, facsimile or Bursa LINK of an announcement to Bursa Securities.
- (iv) Any announcement made otherwise than to Bursa Securities shall be notified simultaneously to Bursa Securities, if applicable.

4.10 General

- (i) All communications, notices, documents and payments to be delivered or sent to the Holders (*or their designated agent(s), as they may direct*) will be despatched by ordinary mail to the Holders' registered Malaysian address last maintained with Bursa Malaysia Depository Sdn Bhd ("**Bursa Depository**") at their own risk. Non-resident Holders with no registered Malaysian addresses maintained with Bursa Depository who wish to receive communications, notices and documents in relation to the Offer should ensure that they have their foreign mailing addresses changed to a registered Malaysian address. In any event, the Offer Document shall be made available on the website of Bursa Securities at www.bursamalaysia.com upon issuance.

Unless the contrary is proven, delivery of the communication, notice, document or payment shall be presumed to be effected by properly addressing, prepaying and posting by ordinary mail the communication, notice, document or payment and shall be presumed to have been effected at the time when the document would have been delivered in the ordinary course of the mail.

- (ii) The Offer and all acceptances received pursuant to the Offer will be construed under and governed by Malaysian laws. The Holders and the Offeror shall submit to the exclusive jurisdiction of the courts of Malaysia in respect of any proceedings brought in relation to the Offer.
- (iii) The acceptance of a Holder shall not exceed his/her/its total holding of Offer Shares, failing which the Offeror has the right to treat such acceptances as invalid. Nevertheless, the Offeror also reserves the right to treat any of the Holder's acceptances exceeding his/her/its total holding of Offer Shares as valid for and to the extent of his/her/its total holding of Offer Shares.
- (iv) The Form of Acceptance and Transfer, which will accompany the Offer Document, will contain the following:-
 - (a) provisions for the acceptance of the Offer and the transfer of the Offer Shares to the Offeror and/or its appointed nominee(s), if any;
 - (b) instructions to complete the Form of Acceptance and Transfer; and
 - (c) other matters incidental to the acceptance of the Offer and the transfer of the Offer Shares to the Offeror and/or its appointed nominee(s), if any.

No acknowledgement of the receipt of the Form of Acceptance and Transfer will be issued.



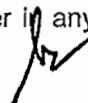
APPENDIX I – NOTICE OF THE OFFER DATED 2 MARCH 2015 (Cont'd)

(v) The Offeror will bear all costs and expenses of or incidental to the preparation and posting of the Offer Document (*other than professional fees and other costs relating to the Offer incurred by TNGB*).

(vi) Accepting Holders will need to bear all costs, expenses or other requisite payments incidental to their acceptance of the Offer such as Malaysian stamp duty, Malaysian transfer fee and postage fee, if any.

For the avoidance of doubt, the payment of any transfer fees, taxes, duties, costs, expenses or other requisite payments due in a jurisdiction outside Malaysia, or the payment of any levy for the repatriation of capital or income tax shall not be borne by the Offeror.

(vii) Accidental omission to despatch the Offer Document and the Form of Acceptance and Transfer to any Holder shall not invalidate the Offer in any way.



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5. INFORMATION ON THE OFFEROR

5.1 Plenitude was incorporated in Malaysia under the Companies Act, 1965 on 6 November 2000 as a private limited company under the name of Plenitude Sdn Bhd. It was converted into a public limited company and assumed its present name on 16 November 2000. On 18 November 2003, Plenitude was listed on the Main Board of the Kuala Lumpur Stock Exchange (now known as the Main Market of Bursa Securities).

5.2 The principal activities of Plenitude are investment holding and provision of management services. Through its wholly-owned subsidiaries, Plenitude is involved in, amongst others, property development, property investment, hotel operations and provision of management services for hotel and travel industry.

5.3 As at the date of this Notice, the authorised, issued and paid-up share capital of Plenitude are as follows:-

	Par value RM	No. of ordinary shares	RM
Authorised	1.00	500,000,000	500,000,000
Issued and paid-up	1.00	270,000,000	270,000,000

5.4 As at the date of this Notice, the substantial shareholders of Plenitude and their shareholdings are as follows:-

Name	Direct Interest		Indirect interest	
	No. of shares	%	No. of shares	%
Ikatanbina Sdn Bhd	122,824,726	45.49	-	-
Fields Equity Management Ltd	52,881,780	19.58	-	-
En Primeurs Sdn Bhd	20,897,138	7.74	-	-

5.5 As at the date of this Notice, the directors of Plenitude and their shareholdings are as follows:-

Name	Designation	Direct Interest		Indirect interest	
		No. of shares	%	No. of shares	%
Chua Elsie	Executive Chairman	-	-	⁽¹⁾ 104,000	0.04
Tan Kak Teck	Independent Non-Executive Director	-	-	-	-
Ir. Teo Boon Keng	Independent Non-Executive Director	-	-	-	-
Rashidah Binti Abdullah	Independent Non-Executive Director	-	-	-	-
Tsang Chee Wah	Non-Independent Non-Executive Director	-	-	-	-

Note:-

(1) Deemed interested by virtue of the shares held by her spouse and children.

APPENDIX I – NOTICE OF THE OFFER DATED 2 MARCH 2015 (Cont'd)

5.6 Key historical financial data on Plenitude and its subsidiaries ("Plenitude Group") are as follows:-

	Financial year ended ("FYE") 30 June (Audited)			6-month financial period ended 31 December 2014 (Unaudited)
	2012	2013	2014	
	RM'000			
Revenue	205,959	208,548	309,887	129,531
Gross profit ("GP")	106,008	114,251	153,888	71,154
Profit before tax ("PBT")	97,629	102,203	116,916	57,359
Profit after tax ("PAT")	72,345	77,792	87,646	42,476
GP margin (%)	51.47	54.78	49.66	54.93
PBT margin (%)	47.40	49.01	37.73	44.28
PAT margin (%)	35.13	37.30	28.28	32.79
Total assets	999,050	1,045,398	1,134,561	1,165,256
Total borrowings	-	-	-	-
No. of Plenitude Shares in issue ("000)	270,000	270,000	270,000	270,000
Earnings per share ("EPS") (sen)	26.79	28.81	32.46	15.70
Net assets ("NA") per share (RM)	3.13	3.37	3.63	3.73
Gross dividend per share (sen)	5.0	6.0	6.0	-

(Source: Annual reports and financial results of Plenitude)

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6. RATIONALE FOR THE OFFER

The core businesses of the Plenitude Group consist of property development and investment as well as hotel segment. Although property development remains the Plenitude Group's key revenue contributor since its listing in 2003, the Group has recently invested more focus on its hotel operations in a bid to diversify its earnings base and enhance its source of recurring income. As part of this initiative, the 220-room Tanjung Bungah Beach Hotel in Penang, which is owned by the Plenitude Group since 2001, was recently refurbished and reopened in October 2013 as the Four Points by Sheraton Penang. In addition, the Plenitude Group is currently in the midst of acquiring a 259-suite hotel known as The Gurney Resort Hotel & Residences to further expand its hotel segment. The said acquisition is expected to be completed in the first half of 2015. TNGB, via its wholly-owned subsidiary, The Nomad Penang Sdn Bhd, has been appointed by the existing owner to provide hotel management services for The Gurney Resort Hotel & Residences.

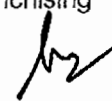
For the FYE 30 June 2014, the hotel segment, which is comprised solely of the Plenitude Group's Four Points by Sheraton Penang hotel, contributed approximately 4.13% of the Plenitude Group's total revenue. With the recent acquisition of The Gurney Resort Hotel & Residences (expected to be completed in the first half of 2015), the revenue contribution from the hotel segment is expected to grow further.

Hence, in order to accelerate the growth of its hotel segment, Plenitude has identified the acquisition of existing hotels at suitable locations as the preferred strategy to drive its expansion plan. Through the acquisition of TNGB, Plenitude expects its hotel segment to be given a boost with the addition of TNGB's established stable of hotel and hospitality assets comprising:-

- (i) a 295-room hotel known as Novotel Kuala Lumpur City Centre;
- (ii) a 180-suite hotel known as The Nomad SuCasa;
- (iii) a 131-room hotel known as GLOW Penang; and
- (iv) a 66-suite serviced residences known as The Nomad Serviced Residences Bangsar.

Given that Plenitude's hotels are currently situated in Penang, the Offer enables Plenitude to tap into the hotel sector in Kuala Lumpur by virtue of TNGB's three (3) properties situated in that region. As Kuala Lumpur and Penang are the major tourism hubs of Malaysia, the enlarged Plenitude Group would be in a better position to establish its presence in the hotel and hospitality industry in Malaysia with an enlarged stable of properties comprising two (2) hotels in Kuala Lumpur, three (3) hotels in Penang and a serviced residences in Kuala Lumpur.

Additionally, the enlarged Plenitude Group would be able to tap into the hotel management expertise of TNGB as well as enjoy the inherent advantages of economies of scale through a more effective and efficient deployment of resources. This can be achieved by, amongst others, the pooling of resources in hotel management, centralised procurement of goods and services as well as cross selling and cross branding opportunities. In the medium term, a larger scale would provide an opportunity to grow the "Nomad" brand further, as a larger pool of resources will be invested in branding and marketing activities, creating an avenue for the enlarged Plenitude Group to venture into the provision of hotel management services and franchising the "Nomad" brand for properties of third parties.



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APPENDIX I – NOTICE OF THE OFFER DATED 2 MARCH 2015 (Cont'd)

After evaluating various alternatives / instruments in respect of the consideration for the Offer Shares, the issuance of Consideration Shares was chosen to encourage acceptance under the Offer whereby the Accepting Holders would be able to:-

- (i) participate in the future growth prospects of the enlarged Plenitude Group, which is expected to be positive due to the synergistic and complementary benefits to be derived from economies of scale as described above;
- (ii) retain their investment exposure to the existing assets of the TNGB Group; and
- (iii) extend their investment exposure to include the existing assets of the Plenitude Group, which comprises its portfolio of hotels, investment and development properties as well as land banks, amongst others.

Upon completion of the Offer and in the longer term, the shareholders of Plenitude are envisaged to benefit from the potential growth in revenue streams contributed by the hotel segment whilst still be able to reap the contributions from the property development segment via the Plenitude Group's existing land bank.

The issuance of Consideration Shares will allow Plenitude to avoid having to raise cash proceeds upfront via borrowings to satisfy the consideration under the Offer. Notwithstanding the immediate dilutive effect to the shareholders of Plenitude resulting from the issuance of the Consideration Shares, there will not be any immediate need for fundraising, be it from the existing shareholders, the capital markets and/ or financial institutions in the form of borrowings.

Plenitude intends to obtain full control and de-list TNGB. Plenitude believes that operating TNGB as an unlisted company would provide it with greater flexibility to adopt longer-term planning consistent with longer-term investment horizons when formulating its growth, business, funding and operational strategies without the continuous need to incur costs to comply with the Main Market Listing Requirements of Bursa Securities ("Listing Requirements").

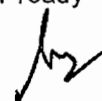
In this connection, Plenitude will not take any steps to address any shortfall in the public shareholding spread requirement of TNGB which may arise pursuant to the Offer.



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7. LISTING STATUS OF TNGB

- 7.1 Paragraph 8.02(1) of the Listing Requirements states that a listed issuer must ensure that at least 25% of its total listed shares (*excluding treasury shares*) are in the hands of public shareholders to ensure its continued listing on the Main Market of Bursa Securities. Bursa Securities may accept a percentage lower than 25% of the total number of listed shares (*excluding treasury shares*) if it is satisfied that such lower percentage is sufficient for a liquid market in such shares.
- 7.2 A listed issuer which fails to maintain the required public shareholding spread may request for an extension of time to rectify the situation in the manner as may be prescribed by Bursa Securities. Where no extension of time is granted by Bursa Securities, Bursa Securities may take or impose any type of action or penalty pursuant to Paragraph 16.19 of the Listing Requirements for a breach of Paragraph 8.02(1) of the Listing Requirements and may at its discretion suspend trading in the securities of the listed issuer pursuant to Paragraph 16.02(1) of the Listing Requirements. Notwithstanding this, the non-compliance with the public shareholding spread requirement would not automatically result in the de-listing of TNGB from the Official List of Bursa Securities.
- 7.3 In relation to a take-over offer for the acquisition of the listed shares of a listed issuer pursuant to the Code, upon 90% or more of the listed shares (*excluding treasury shares*) of the said listed issuer being held by a shareholder, either individually or jointly with associates of the shareholder, an immediate announcement must be made by the listed issuer. Upon such immediate announcement, Bursa Securities shall, in the case where the offeror does not intend to maintain the listing status, suspend the trading of the listed issuer's securities immediately upon the expiry of five (5) market days from the date of the immediate announcement.
- 7.4 **The Offeror does not intend to maintain the listing status of TNGB on the Official List of Bursa Securities and does not intend to address any shortfall to meet the public shareholding spread requirement of TNGB which may arise pursuant to the Offer.** Under such circumstances, Bursa Securities may take or impose any type of action or penalty pursuant to Paragraph 16.19 of the Listing Requirements for a breach of Paragraph 8.02(1) of the Listing Requirements and consequently, may result in the de-listing of TNGB Shares. Alternatively, the Offeror may procure TNGB to take the necessary procedures to withdraw its listing status from the Official List of Bursa Securities in accordance with the Listing Requirements. Following such de-listing, the TNGB Shares will no longer be traded on the Main Market of Bursa Securities and Holders may risk holding securities in an unlisted company where an active or ready market is generally not available.



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8. COMPULSORY ACQUISITION AND RIGHTS OF DISSENTING SHAREHOLDERS

8.1 Section 222(1) of the CMSA provides that, subject to Section 224 of the CMSA, where a take-over offer by an offeror to acquire all the shares in an offeree has, within four (4) months after the making of the take-over offer, been accepted by the holders of not less than nine-tenths (9/10) in the nominal value of those shares (*excluding shares already held at the date of the take-over offer by the offeror or the persons acting in concert with the offeror*), the offeror may, at any time within two (2) months from the date the nine-tenths (9/10) in the nominal value of those shares have been achieved, give notice in the manner prescribed under the Code to any dissenting shareholder that it desires to acquire his/her/its shares together with a copy of a statutory declaration by the offeror that the conditions for the giving of the notice are satisfied.

8.2 If the Offer has been accepted by Holders of not less than nine-tenths (9/10) in the nominal value of the Offer Shares (*excluding treasury shares held by TNGB, if any*), **the Offeror intends to invoke the provisions under Section 222(1) of the CMSA to compulsorily acquire any remaining Offer Shares** for which acceptances have not been received as at the Closing Date.

The consideration for the Offer Shares to be compulsorily acquired will, subject to Section 224(1) of the CMSA, be equivalent to the Offer Price and based on the same terms and conditions as those to be set out in the Offer Document.

8.3 Notwithstanding the above, if the Offeror receives valid acceptances from the Holders resulting in the Offeror holding not less than nine-tenths (9/10) in the nominal value of the issued and paid-up share capital of TNGB (*excluding treasury shares held by TNGB, if any*) on or before the Closing Date, a Holder who has not accepted the Offer ("**Dissenting Shareholder**") may exercise his / her / its rights under Section 223(1) of the CMSA within a period to be specified by the Offeror which shall be no less than three (3) months after the Closing Date, by serving a notice on the Offeror to require the Offeror to acquire his / her / its Offer Shares on the same terms and conditions as those to be set out in the Offer Document or such other terms as may be agreed between the Offeror and such Dissenting Shareholder, subject to Section 224 of the CMSA.

8.4 In accordance with Section 224(3) of the CMSA, when a Dissenting Shareholder exercises his/her/its rights under Section 223(1) of the CMSA, the court may, on an application made by such Dissenting Shareholder or by the Offeror, order that the terms on which the Offeror shall acquire such Offer Shares shall be as the court thinks fit.

9. DISCLOSURE OF INTERESTS IN TNGB

In accordance with Sections 11(9)(d) and 11(9)(e) of the Code, the Offeror hereby discloses the following:-

- (i) as at the date of this Notice, the Offeror does not hold, directly and/or indirectly, any TNGB Shares;
- (ii) as at the date of this Notice, the Offeror has not received any irrevocable undertaking from any Holder to accept the Offer;
- (iii) as at the date of this Notice, the Offeror has not entered into any option to acquire the Offer Shares; and
- (iv) as at the date of this Notice, there is no existing or proposed agreement, arrangement or understanding in relation to the Offer Shares between the Offeror and any Holder.

10. DIRECTOR'S RESPONSIBILITY STATEMENT

The Board of Directors of the Offeror has seen and approved the issuance of this Notice. They collectively and individually accept full responsibility for the accuracy of the information contained herein and after having made all reasonable enquiries and after giving due consideration to the provisions of Section 221 of the CMSA and Section 41 of the Code, to the best of their knowledge and belief, they confirm that:-

- (i) no statement and/or information herein is incomplete, false or misleading;
- (ii) there are no other facts and/or information the omission of which would make any statement or information herein incomplete, false or misleading; and
- (iii) all material facts and information in relation to the Offer, including those required under the Code, have been disclosed herein.

11. PUBLIC RELEASE

In accordance with the provisions of the Code, copies of this Notice will be released to the press and forwarded to the SC and Bursa Securities for public release.

Further details of the Offer will be set out in the Offer Document, which will be despatched to the Holders in due course.

We would be grateful if you would acknowledge receipt by signing and returning to us the duplicate copy of this Notice.

Yours faithfully,
For and on behalf of
MERCURY SECURITIES SDN BHD



DENIS LIM
Director / Head of Corporate Finance



PUA KIN JOH
Director
Corporate Finance

cc. The Board of Directors of Plenitude Berhad

THE NOMAD GROUP BERHAD

NOTICE OF CONDITIONAL TAKE-OVER OFFER

To: MERCURY SECURITIES SDN BHD

We, **The Nomad Group Berhad**, hereby acknowledge receipt of this Notice of Conditional Take-Over Offer dated 2 March 2015.

For and on behalf of the Board of Directors of
The Nomad Group Berhad



Name

: Datuk Mohd Nasir bin Ali

Designation

: Chairman

Date

: 2 March 2015

1. WARRANTY

The Offeror will acquire your Offer Shares on the basis that your acceptance of the Offer is made in accordance with the terms and conditions set out in this Offer Document. Your acceptance will be deemed to constitute an irrevocable and unconditional warranty by you that the Offer Shares, to which such acceptance relates, are sold:-

- (i) free from any moratorium, claim, charge, lien, pledge, encumbrance, option, right of pre-emption, third party right and equity from the date of valid acceptance; and
- (ii) with all rights, benefits and entitlements attached thereto, including the rights to all Distributions declared, made or paid on or after the date of the Notice, subject to the adjustments referred to in **Section 3.1(ii)** of the main letter of this Offer Document.

2. DURATION OF THE OFFER**2.1 Original duration**

The Offer shall remain open for acceptances until 5.00 p.m. (*Malaysian time*) on the 21st day after the Posting Date, or such later date(s) as Mercury Securities may announce on behalf of the Offeror, unless the Offeror withdraws the Offer with the SC's written approval and in such event, every person shall be released from any obligation incurred under the Offer.

2.2 Revision of the Offer

If the Offer is revised after the Posting Date, the Offeror will:-

- (i) announce such revision to the public in a press notice and to Bursa Securities in writing;
- (ii) post the written notification of the revised take-over offer to all the Holders, including all the Holders who have previously accepted the Offer; and
- (iii) keep the revised take-over offer open for acceptances for a period of at least 14 days from the date of posting of the written notification of the revised take-over offer to all the Holders.

All the Holders who have previously accepted the Offer shall also be entitled to receive the revised consideration as consideration that is to be paid or provided for the acceptance of the take-over offer.

The Offer may not be revised after the 46th day from the Posting Date.

2.3 Extension of the Offer

Any extension of the date and time for acceptance of the Offer by the Offeror will be announced by Mercury Securities, on behalf of the Offeror, at least two (2) days before the Closing Date. Such announcement will state the next expiry date of the Offer. Notices of such extension will be posted to the Holders accordingly.

2.4 Closing of the Offer

- (i) Where the Offer has become or is declared unconditional as to the acceptances of the Offer on any day **BEFORE** the 46th day from the Posting Date, the Offer will remain open for acceptances for not less than 14 days from the date on which the Offer becomes or is declared unconditional which shall, in any event, be no later than the 60th day from the Posting Date.
- (ii) Where the Offer has become or is declared unconditional as to the acceptances of the Offer on any day **AFTER** the 46th day from the Posting Date, the Offer will remain open for acceptances for not less than 14 days from the date on which the Offer becomes or is declared unconditional which shall, in any event, be no later than the 74th day from the Posting Date.
- (iii) Where a competing take-over offer, if any, is made anytime between the Posting Date and the Closing Date, the Posting Date shall be deemed to be the date the offer document of the competing take-over offer was posted.
- (iv) Without prejudice to Sections 2.4(i) and (ii) above, the Offeror shall give not less than 14 days' notice in writing to the Holders before closing the Offer. Subject to the SC's approval, the said requirement shall not apply where the Offer has become unconditional as to acceptances before an expiry date and the Offer Document clearly states that the Offer will be closed on a specific date.
- (v) The Offeror shall not give a written notice under Section 2.4(iv) above where a competing take-over offer has been announced, unless the competing take-over offer has reached its conclusion or the Holders of more than 50% of the voting shares of TNGB have irrevocably rejected the competing take-over offer in favour of the Offer.

3. RIGHTS OF WITHDRAWAL BY AN ACCEPTING HOLDER

- 3.1 Your acceptance of the Offer **SHALL BE IRREVOCABLE**. However, you are entitled to withdraw your acceptance in the following circumstances:-
- (i) if the Offeror fails to comply with any of the requirements set out in **Section 5.1** of this **Appendix II** by the close of trading on Bursa Securities on the Relevant Day, any Holder who has accepted the Offer is entitled to withdraw his / her / its acceptance immediately after the Relevant Day; or
 - (ii) if the Offer Period is extended, any Holder who has accepted the Offer is entitled to withdraw his / her / its acceptance after 21 days from the First Closing Date unless the Offer has become or is declared unconditional as to acceptances.
- 3.2 Notwithstanding Section 3.1(i) herein, the SC may terminate such right of withdrawal if:-
- (i) the Offeror has complied with the requirements set out in **Section 5.1** of this **Appendix II** within eight (8) days from the Relevant Day, provided that the expiry of the eight (8)-day period from the Relevant Day shall not fall after the 60th day from the Posting Date; and
 - (ii) the Offeror has confirmed in a statement by way of press notice and announcement to Bursa Securities that the Offer is still unconditional as to acceptances.

APPENDIX II – OTHER TERMS AND CONDITIONS OF THE OFFER (Cont'd)

However, if you have already withdrawn your acceptance under Section 3.1(i) above, your right shall not be prejudiced by the termination of the right of withdrawal by the SC.

4. WITHDRAWAL OF THE OFFER BY THE OFFEROR

The Offeror can only withdraw the Offer with the prior written approval of the SC.

5. ANNOUNCEMENT OF ACCEPTANCES

5.1 The Offeror shall inform the SC in writing, announce via Bursa LINK and simultaneously announce by way of a press notice before 9.00 a.m. (*Malaysian time*) on the Relevant Day, of the following information:-

- (i) the position of the Offer, that is, as to whether the Offer is closed, becomes or is declared unconditional as to acceptances, revised or extended; and
- (ii) the total number of Offer Shares:-
 - (a) for which acceptances of the Offer have been received after the Posting Date;
 - (b) held by the Offeror as at the Posting Date;
 - (c) agreed to be acquired by the Offeror during the Offer Period but after the Posting Date, and shall specify the percentage of TNGB Shares represented by these figures; and
 - (d) acquired by the Offeror after the Posting Date, and shall specify the percentage of TNGB Shares represented by these figures.

5.2 In computing the acceptances of the Offer Shares for announcement purposes, the Offeror may include or exclude acceptances which are not in order or which are subject to verification.

5.3 References to the making of an announcement or the giving of notice by the Offeror shall include:-

- (i) the release of an announcement by Mercury Securities, the Offeror or the Offeror's advertising agent(s) to the press; or
- (ii) the delivery of or transmission by telex, facsimile or Bursa LINK of an announcement to Bursa Securities.

5.4 Any announcement made otherwise than to Bursa Securities shall be notified simultaneously to Bursa Securities, if applicable.

6. GENERAL

- 6.1 All communications, notices, documents and payments to be delivered or sent to you (*or your designated agent(s), as you may direct*) will be despatched by ordinary mail to your registered Malaysian address last maintained with Bursa Depository at your own risk. Non-resident Holders with no registered Malaysian addresses maintained with Bursa Depository who wish to receive communications, notices and documents in relation to the Offer should ensure that you have your foreign mailing addresses changed to a registered Malaysian address. In any event, this Offer Document shall be made available on the website of Bursa Securities at www.bursamalaysia.com upon issuance.

Unless the contrary is proven, delivery of the communication, notice, document or payment shall be presumed to be effected by properly addressing, prepaying and posting by ordinary mail the communication, notice, document or payment and shall be presumed to have been effected at the time when the document would have been delivered in the ordinary course of the mail.

- 6.2 The Offer and all acceptances received pursuant to the Offer will be construed under and governed by Malaysian laws. You and the Offeror shall submit to the exclusive jurisdiction of the courts of Malaysia in respect of any proceedings brought in relation to the Offer.
- 6.3 Your acceptance shall not exceed your total holding of Offer Shares, failing which the Offeror has the right but not the obligation to treat such acceptances as invalid. Nevertheless, the Offeror also reserves the right to treat any of your acceptances exceeding your total holding of Offer Shares as valid for and to the extent of your total holding of Offer Shares.
- 6.4 The Form of Acceptance and Transfer, which accompanies this Offer Document, contains the following:-
- (i) provisions for the acceptance of the Offer and the transfer of the Offer Shares to the Offeror and/or its appointed nominee(s), if any;
 - (ii) instructions to complete the Form of Acceptance and Transfer; and
 - (iii) other matters incidental to the acceptance of the Offer and the transfer of the Offer Shares to the Offeror and/or its appointed nominee(s), if any.

No acknowledgement of the receipt of the Form of Acceptance and Transfer will be issued.

- 6.5 The Offeror will bear all costs and expenses of or incidental to the preparation and posting of this Offer Document (*other than professional fees and other costs relating to the Offer incurred by TNGB*).
- 6.6 You will need to bear all costs, expenses or other requisite payments incidental to your acceptance of the Offer such as Malaysian stamp duty, Malaysian transfer fee and postage fee, if any.

For the avoidance of doubt, the payment of any transfer fees, taxes, duties, costs, expenses or other requisite payments due in a jurisdiction outside Malaysia, or the payment of any levy for the repatriation of capital or income tax shall not be borne by the Offeror.

- 6.7 Accidental omission to despatch this Offer Document and the Form of Acceptance and Transfer to any Holder shall not invalidate the Offer in any way.

APPENDIX III – PROCEDURES FOR ACCEPTANCE AND METHOD OF SETTLEMENT

1. PROCEDURES FOR ACCEPTANCE

1.1 **Section 1.2** of this **Appendix III** sets out the steps required to be taken by you (*either as individual or corporation*) to accept the Offer. **Sections 1.3 to 1.12** of this **Appendix III** provide other general information in relation to the acceptance of the Offer.

1.2 If you (*as individual or corporation*) wish to accept the Offer, you are required to take the steps set out below.

(i) **Step 1: Obtain transfer documents**

(a) The Form of Acceptance and Transfer is enclosed with this Offer Document. You may also obtain a copy from the Registrar, whose contact details are set out in **Section 1.10** of this **Appendix III**. You may also download the Form of Acceptance and Transfer from the website of Bursa Securities at www.bursamalaysia.com.

(b) Obtain the Bursa Depository Transfer Form from your ADA/ADM.

(ii) **Step 2: Complete transfer documents**

Offer Shares already credited into your CDS account	Offer Shares purchased but not yet credited into your CDS account as at the Closing Date ⁽¹⁾
(a) Complete and sign the Form of Acceptance and Transfer ⁽²⁾ .	Complete and sign the Form of Acceptance and Transfer ⁽²⁾ .
(b) Complete and sign the Bursa Depository Transfer Form according to the instructions printed on the reverse side of the form.	

Notes:-

(1) *If you have purchased the Offer Shares before the Closing Date but the Offer Shares have yet to be credited into your CDS account as at the Closing Date, please obtain the contract note for the Offer Shares from your ADA/ADM as evidence of your beneficial ownership to the Offer Shares as at the Closing Date. **You would need to send or fax the contract note to the Registrar** and follow the procedures set out in **Section 1.2(iii)** of this **Appendix III** if you wish to accept the Offer.*

(2) *If you are a corporation, you must affix your common seal which must be witnessed in accordance with your Articles of Association or other applicable regulations and signed on your behalf by an authorised officer or attorney.*

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(iii) Step 3: Lodging of transfer documents

Offer Shares already credited into your CDS account	Offer Shares purchased but not yet credited into your CDS account as at the Closing Date ⁽¹⁾
<p>(a) Lodge the completed and signed Bursa Depository Transfer Form with your ADA/ADM on any Market Day. The transfer request shall be submitted by 4.00 p.m. to effect the transfer on the same Market Day provided that the request for the transfer is in compliance with the directions and the Rules of Bursa Depository.</p> <p>(b) Send the following to the Registrar at the address shown in Section 1.10 of this Appendix III, by 5.00 p.m. on or before the Closing Date:</p> <p>(i) the completed and signed Form of Acceptance and Transfer; and</p> <p>(ii) the Depositor Copy of the Bursa Depository Transfer Form duly verified and acknowledged by your ADA/ADM.</p>	<p>(a) Lodge the completed and signed Form of Acceptance and Transfer and the contract note as evidence of beneficial ownership with the Registrar at the address or fax to the facsimile number shown in Section 1.10 of this Appendix III by 5.00 p.m. on or before the Closing Date.</p> <p>(b) Once the Offer Shares have been credited into your CDS account, complete and sign the Bursa Depository Transfer Form according to the instructions printed on the reverse side of the form and lodge it with your ADA/ADM on any Market Day. The transfer request shall be submitted by 4.00 p.m. to effect the transfer on the same Market Day provided that the request for the transfer is in compliance with the directions and the Rules of Bursa Depository.</p> <p>(c) Send within 14 days from the Closing Date, the Depositor Copy of the Bursa Depository Transfer Form, duly verified and acknowledged by your ADA/ADM to the Registrar at the address shown in Section 1.10 of this Appendix III.</p> <p>The Offeror has the right to treat your acceptance as invalid if the Depositor Copy of the Bursa Depository Transfer Form is not received by the Registrar within 14 days from the Closing Date.</p>

- 1.3 If you intend to accept the Offer and if for any reason your Depositor Copy of the Bursa Depository Transfer Form duly verified and acknowledged by your ADA/ADM and/or other document(s) of title is / are not readily available or lost, you should nevertheless complete and send the Form of Acceptance and Transfer to the Registrar at the address shown in **Section 1.10** of this **Appendix III** by 5.00 p.m. on or before the Closing Date, and you should arrange to forward within 14 days from the Closing Date, the Depositor Copy of the Bursa Depository Transfer Form duly verified and acknowledged by your ADA/ADM and/or other document(s) of title to the Registrar.

In such event, the settlement of the consideration in respect of the acceptance of the Offer will not be despatched until the Depositor Copy of the Bursa Depository Transfer Form duly verified and acknowledged by your ADA/ADM and where applicable, other document(s) of title have been received within the aforesaid period of fourteen (14) days and are confirmed to be in order in all respects, failing which the Offeror has the right to treat such acceptance as invalid.

APPENDIX III – PROCEDURES FOR ACCEPTANCE AND METHOD OF SETTLEMENT (Cont'd)

- 1.4 You do not need to take any action if you do not wish to accept the Offer.
- 1.5 No acknowledgement of the receipt of the Form of Acceptance and Transfer (*or the Depositor Copy of the Bursa Depository Transfer Form or other document(s) of title or the relevant contract note*) will be issued. All acceptances and accompanying documents sent by post are at your own risk.
- 1.6 If you fail to comply with any of the terms or condition set out in this **Appendix III** or in the Form of Acceptance and Transfer, the Offeror may, at its discretion, consider that you have not accepted the Offer. The decision of the Offeror is final and binding.
- 1.7 You may obtain additional copies of this Offer Document and the accompanying Form of Acceptance and Transfer from the office of the Registrar (*as provided in Section 1.10 of this Appendix III*) during normal business hours, i.e. from 8.30 a.m. to 5.30 p.m. on Mondays to Fridays (*excluding public holidays*), from the Posting Date up to the Closing Date.
- 1.8 You should address all enquiries concerning the acceptance procedures for the Offer to the Registrar at the address or contact numbers stated in **Section 1.10** of this **Appendix III**.
- 1.9 Under Section 14(1) of the SICDA, Bursa Securities has prescribed TNGB Shares as securities required to be deposited into the CDS. Therefore, all dealings in the TNGB Shares have been and will be carried out in accordance with the SICDA and the Rules of Bursa Depository.
- 1.10 The details of the Registrar, whose normal business hours are from 8.30 a.m. to 5.30 p.m. on Mondays to Fridays (*excluding public holidays*), are as follows:-

ShareWorks Sdn Bhd

No. 2-1, Jalan Sri Hartamas 8
Sri Hartamas
50480 Kuala Lumpur

Telephone : +603-6201 1120

Facsimile : +603-6201 3121

- 1.11 Invalid acceptances will be returned by ordinary mail at your own risk within fourteen (14) days after the Closing Date or, where applicable, within fourteen (14) days of the receipt of the Depositor Copy of the Bursa Depository Transfer Form duly verified and acknowledged by your ADA/ADM, and/or other document(s) of title, whichever is later.
- 1.12 The Offer is made in compliance with the laws of Malaysia only. As such, this Offer Document together with the Form of Acceptance and Transfer comply with Malaysian laws only. The Offeror, the Registrar and Mercury Securities shall not accept any responsibility or liability in the event that any acceptance of the Offer by a Non-resident Holder is or shall become illegal, unenforceable, voidable or void in such countries or jurisdictions outside Malaysia.

Non-resident Holders should therefore immediately consult their professional advisers in relation to the observance of the above and any other applicable laws. Non-resident Holders shall be responsible for payment of any fee or commission that may be required in connection with their acceptance of the Offer and shall keep the Offeror, the Registrar and Mercury Securities indemnified for the payment of such fee or commission. Please refer to **Section 3** of this **Appendix III** for further information.

2. METHOD OF SETTLEMENT

- 2.1 Other than the Offeror's right to reduce the Offer Price for the Offer Shares as set out in **Section 3.1(ii)** of the main letter of this Offer Document and except with the consent of the SC, which would only be granted in certain circumstances in which all the Holders are to be treated similarly, the Offeror will settle the consideration in full, in accordance with the terms set out in this Offer Document, without regards to any lien, right of set-off, counter-claim or any other analogous rights to which the Offeror may otherwise be, or claim to be, entitled against the Accepting Holders. This, however, is without prejudice to the Offeror's rights to make any claim against the Accepting Holders after such full settlement in respect of a breach of the warranty as set out in **Section 1** in **Appendix II** of this Offer Document.
- 2.2 If the Offeror deems your acceptance to be complete and valid in all respects in accordance with the terms and conditions set out in this Offer Document, the Offeror shall issue, allot and credit the Consideration Shares to your securities account maintained with an ADA or ADM in the following manner:-
- (i) where the valid acceptances are received during the period when the Offer is still conditional, settlement shall be within 14 days from the date the Offer becomes or is declared unconditional; or
 - (ii) where the valid acceptances are received during the period when the Offer has become or is declared unconditional, settlement shall be within 14 days from the date of receipt of valid acceptances.
- 2.3 Non-resident Holders are advised that the settlement for the acceptance of the Offer will be made in the form of the Consideration Shares which are denominated in Ringgit Malaysia.

3. NON-RESIDENT HOLDER

All references to "you" in this Section are to a Non-resident Holder.

This Offer Document, the Form of Acceptance and Transfer and/or any other documents related to the Offer have not been (*and will not be*) sent to the Non-resident Holders who do not have a registered Malaysian address. The Offeror will not make or be bound to make any enquiry as to whether the Non-resident Holders have a registered address in Malaysia. If you are a Non-resident Holder and you wish to receive this Offer Document and the accompanying Form of Acceptance and Transfer, you may:-

- (i) provide a registered Malaysian address to the Registrar for the delivery of the said documents; or
- (ii) collect the said documents from the Registrar.

Details of the Registrar are set out in **Section 1.10** of this **Appendix III**.

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3.1 Responsibilities of a Non-resident Holder

- (i) The making of the Offer to you is subject to and may be affected by the laws or regulations of the relevant jurisdiction of your residence. You should keep yourself informed about and observe any applicable legal requirements in your relevant jurisdiction.
- (ii) The Offer is being made for all the Offer Shares and is being made in Malaysia, as well as any other jurisdiction where the Offer is capable of being lawfully made in compliance with local laws or regulations.
- (iii) You may not treat this Offer Document, the Form of Acceptance and Transfer and/or any other documents related to the Offer as an invitation or offer to sell your securities or participate in the Offer in any jurisdiction other than Malaysia.
- (iv) If you wish to accept the Offer, you are solely responsible to satisfy yourself as to the full compliance with and observance of the laws of your relevant jurisdiction and in Malaysia. You are also responsible for obtaining any governmental, exchange control or other consents which may be required, and complying with the necessary formalities, and legal and regulatory requirements.
- (v) You will be responsible for the payment of any transfer fee or tax or other requisite payments due in such jurisdictions. The Offeror, the Registrar and Mercury Securities shall be fully indemnified and held harmless by you for any transfer fee or tax or other requisite payments which you may be required to pay.
- (vi) You should consult your professional advisers in the relevant jurisdiction on compliance with legal and other applicable requirements. In accepting the Offer, you represent and warrant to the Offeror, the Registrar and Mercury Securities on the following:-
 - (a) that you are in full compliance with and observance of the laws of your relevant jurisdiction;
 - (b) that you have not received copies or originals of this Offer Document, the Form of Acceptance and Transfer or any other documents related to the Offer in, into or from a Restricted Jurisdiction;
 - (c) that you have not, in connection with the Offer or the execution or delivery of the Form of Acceptance and Transfer, utilised, directly or indirectly, the mails or any means or instrumentality (*including, without limitation, electronic mail, facsimile transmission, telex, telephone, internet or other forms of electronic communication*) of interstate or foreign commerce of, or any facilities of a national securities exchange of, any Restricted Jurisdiction;
 - (d) that you are accepting the Offer from outside a Restricted Jurisdiction and are in full compliance with all necessary formalities and legal requirements of your relevant jurisdiction; and
 - (e) that you would not cause the Offeror, the Registrar and Mercury Securities to be in breach of the laws of your relevant jurisdiction.

3.2 Treatment of this Offer Document and/or the Form of Acceptance and Transfer in relation to a Non-resident Holder

- (i) The release, publication or distribution of this Offer Document, the Form of Acceptance and Transfer and/or any other documents related to the Offer in any jurisdiction other than Malaysia is subject to and may be affected by the laws or regulations of the relevant jurisdiction of your residence. You should keep yourself informed about and observe any applicable legal requirements in your relevant jurisdiction.
- (ii) The Offer is not being extended, and will not be extended directly or indirectly, in or into, or by use of mails or any means or instrumentality (*including, without limitation, electronic mail, facsimile transmission, telex, telephone, internet or other forms of electronic communication*) of interstate or foreign commerce of, or any facilities of a national securities exchange of, any Restricted Jurisdiction and will not be capable of acceptance by any such use, means, instrumentality or facility or from within such Restricted Jurisdiction (*unless otherwise determined by the Offeror*). Accordingly, copies of this Offer Document, the Form of Acceptance and Transfer and/or any other documents related to the Offer are not being, and must not be, directly or indirectly, mailed, transmitted or otherwise forwarded, distributed or sent in, into or from a Restricted Jurisdiction.
- (iii) You (*including without limitation, your custodians, nominees and trustees*) must not, in connection with the Offer, distribute or send this Offer Document, the Form of Acceptance and Transfer and/or other documents related to the Offer into any Restricted Jurisdiction. If you or your agent or nominee receives this Offer Document, the Form of Acceptance and Transfer and/or other documents related to the Offer in a Restricted Jurisdiction, the Offer may be deemed invalid and may not be accepted.
- (iv) Your acceptance may be invalid and disregarded unless you have fully complied with the laws of your relevant jurisdiction. If you forward this Offer Document, the Form of Acceptance and Transfer and/or other documents related to the Offer into any Restricted Jurisdiction, whether because of a contractual or legal obligation or otherwise, you must inform the recipient of the contents of this section. The Offeror reserves the right to reject a purported acceptance of the Offer from any Non-resident Holder in any such Restricted Jurisdiction.

3.3 The Offeror's reservation of right over acceptance by a Non-resident Holder

The Offeror reserves the right, in its absolute discretion, to treat any acceptance as invalid if it believes such acceptance may violate applicable legal or regulatory requirements. However, the Offeror reserves the right to permit your acceptance of the Offer in circumstances where the Offeror is satisfied that your acceptance will not constitute a breach of any securities or other relevant legislation or impose any obligations on the Offeror not contemplated by the Offer.

3.4 Procedures for acceptance by a Non-resident Holder

Subject to **Sections 3.1 to 3.3** of this **Appendix III**, the procedures for acceptance of the Offer set out in **Section 1** of this **Appendix III** shall apply to you.

3.5 Method of settlement in relation to a Non-resident Holder

The method of settlement set out in **Section 2** of this **Appendix III** shall apply to you if you have accepted the Offer.

APPENDIX IV – INFORMATION ON PLENITUDE

1. HISTORY AND BUSINESS

Plenitude was incorporated in Malaysia under the Act on 6 November 2000 as a private limited company under the name of Plenitude Sdn Bhd. It was converted into a public limited company and assumed its present name on 16 November 2000. On 18 November 2003, Plenitude was listed on the Main Board of the Kuala Lumpur Stock Exchange (now known as the Main Market of Bursa Securities).

The principal activities of Plenitude are investment holding and provision of management services. Through its wholly-owned subsidiaries, Plenitude is involved in, amongst others, property development, property investment, hotel operations and provision of management services (including management services for hotel industry and travel operations).

2. SHARE CAPITAL

As at the LPD, the authorised, issued and paid-up share capital of Plenitude are as follows:-

	Par value RM	No. of ordinary shares	RM
Authorised	1.00	500,000,000	500,000,000
Issued and paid-up	1.00	270,000,000	270,000,000

As at the LPD, Plenitude does not have any outstanding convertible securities.

3. SUBSTANTIAL SHAREHOLDERS

As at the LPD, the shareholders of Plenitude holding 5% or more of the issued and paid-up share capital and their respective shareholdings in Plenitude are as follows:-

Name	Place of incorporation	Direct Interest		Indirect interest	
		No. of shares	%	No. of shares	%
Ikatanbina Sdn Bhd	Malaysia	122,824,726	45.49	-	-
Fields Equity Management Ltd	Singapore	52,881,780	19.59	-	-
En Primeurs Sdn Bhd	Malaysia	20,897,138	7.74	-	-

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APPENDIX IV – INFORMATION ON PLENITUDE (Cont'd)

4. DIRECTORS

As at the LPD, the directors of Plenitude and their shareholdings are as follows:-

Name / Designation	Nationality	Age	Direct Interest		Indirect interest	
			No. of shares	%	No. of shares	%
Chua Elsie (Executive Chairman)	Malaysian	56	-	-	⁽¹⁾ 104,000	0.04
Tan Kak Teck (Independent Non-Executive Director)	Malaysian	56	-	-	-	-
Ir. Teo Boon Keng (Independent Non-Executive Director)	Malaysian	60	-	-	-	-
Rashidah Binti Abdullah (Independent Non-Executive Director)	Malaysian	61	-	-	-	-
Tsang Chee Wah (Non-Independent Non-Executive Director)	Malaysian	61	-	-	-	-

Note:-

(1) Deemed interested by virtue of the shares held by her spouse and children.

5. SUBSIDIARIES AND ASSOCIATED COMPANIES

The details of the subsidiaries of Plenitude as at the LPD are as follows:-

Name of subsidiaries	Place of incorporation	Effective equity interest %	Principal activities
<u>Subsidiaries held by Plenitude</u>			
Plenitude Tebrau Sdn Bhd ("PTSB")	Malaysia	100	Property development and investment holding
Plenitude Permai Sdn Bhd ("PPSB")	Malaysia	100	Property development and investment holding
Plenitude Heights Sdn Bhd ("PHSB")	Malaysia	100	Property development, hoteling and investment holding
Plenitude Hills Sdn Bhd	Malaysia	100	Investment holding
Plenitude Bayu Sdn Bhd	Malaysia	100	Property development and investment
Plenitude Estates Sdn Bhd	Malaysia	100	Property development and property investment
Plenitude Damansara Sdn Bhd	Malaysia	100	Property development, yet to commence operations

APPENDIX IV – INFORMATION ON PLENITUDE (Cont'd)

Name of subsidiaries	Place of incorporation	Effective equity interest %	Principal activities
Plenitude International Sdn Bhd	Malaysia	100	Property development, hoteling and property investment, yet to commence operations
Plenitude Homes Sdn Bhd	Malaysia	100	Property development and property investment, yet to commence operations
Plenitude Gateway Sdn Bhd	Malaysia	100	General trading, land and property investment and investment holding, yet to commence operations
Cipriani Sdn Bhd	Malaysia	100	Investment holding
<u>Subsidiaries held by PTSB</u>			
PNT Materials Trading Sdn Bhd	Malaysia	100	Trading of construction materials
PNT Guards Sdn Bhd	Malaysia	100	Property development and property investment
PNT Property Management Services Sdn Bhd	Malaysia	100	Provision of management services
<u>Subsidiaries held by PHSB</u>			
Plenitude Builders Sdn Bhd	Malaysia	100	Property development and project management
TBBH Management & Venture Holidays Sdn Bhd	Malaysia	100	Provision of management services for hotel industry and travel operations
<u>Subsidiary held by PPSB</u>			
Intisari Sanjung (M) Sdn Bhd	Malaysia	100	Property development, yet to commence operations

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APPENDIX IV – INFORMATION ON PLENITUDE (Cont'd)
6. PROFIT AND DIVIDEND RECORD

The profit and dividend record of the Plenitude Group based on the audited consolidated financial statements of Plenitude for the FYEs 30 June 2012, 30 June 2013 and 30 June 2014 as well as the latest unaudited consolidated financial results for the 6-month FPE 31 December 2014 are as follows:-

	Audited FYE 30 June			Unaudited 6-month FPE 31 December 2014 RM'000
	2012 RM'000	2013 RM'000	2014 RM'000	
Revenue	205,959	208,547	309,887	129,531
Cost of sales	(99,951)	(94,296)	(155,999)	(58,377)
Gross profit	106,008	114,251	153,888	71,154
Investment revenue	11,891	11,991	12,023	6,458
Other income	4,948	5,374	7,226	3,881
Share of profits and losses of associates and joint ventures	-	-	-	-
Finance costs	(87)	(59)	(55)	(33)
Other expenses	(25,131)	(29,355)	(56,166)	(24,101)
PBT	97,629	102,202	116,916	57,359
Income tax expense	(25,284)	(24,410)	(29,270)	(14,883)
PAT	72,345	77,792	87,646	42,476
Gross profit margin (%)	51.47	54.78	49.66	54.93
Net profit margin (%)	35.13	37.30	28.28	32.79
Earnings before interest, taxation, depreciation and amortisation	100,034	103,641	122,033	60,609
PAT attributable to equity holders of Plenitude	72,345	77,792	87,646	42,476
Weighted average number of Plenitude Shares in issue ('000)	270,000	270,000	270,000	270,000
Basic EPS (sen)	26.79	28.81	32.46	15.73
Shareholders' fund / NA	844,802	909,094	980,540	1,006,816
Number of issued and paid-up ordinary shares ('000)	270,000	270,000	270,000	270,000
NA per Plenitude Share (RM)	3.13	3.37	3.63	3.73
Gross dividend per Plenitude Share (sen) ⁽¹⁾	5.0	6.0	6.0	-

Note:-

(1) Based on the dividends declared in respect of the respective FYEs.

Commentaries:-**(1) FYE 30 June 2014**

The Plenitude Group achieved a PBT of RM117 million compared to RM102 million on the back of revenue of RM310 million compared to RM209 million respectively for the previous financial year. This was largely attributable to higher contributions from the Plenitude Group's existing and newly launched projects in Taman Desa Tebrau in Johor, Taman Putra Prima in Selangor, and Bandar Perdana & Lot 88 in Kedah.

Shareholders' equity stood at RM981 million; NA per share was RM3.63 and the Group's EPS was 32.5 sen for the financial year under review compared to RM909 million, RM3.37 and 28.8 sen respectively for the previous financial year.

Four Points by Sheraton Penang was refurbished and officially re-opened for business in October 2013 and has achieved occupancy rates exceeding 70%. The hotel recorded revenue of RM12.8 million for the year under review.

A final dividend of six (6) sen per share amounting to RM16.2 million was declared in respect of the financial year under review.

(2) FYE 30 June 2013

For FYE 30 June 2013, the Plenitude Group achieved a PBT of RM102 million compared to RM98 million, on the back of revenue of RM209 million compared to RM206 million respectively for the previous financial year. This was largely attributable to the improved sales of properties in Phase 9D, 9E and 9F of Taman Desa Tebrau in Johor Bharu, the launch of Phase 6A in Taman Putra Prima in Selangor as well as the disposal of a piece of land in Bukit Damansara, Kuala Lumpur.

Shareholders' equity stood at RM909 million; NA per share was RM3.37 and the Group's EPS was 28.8 sen for the financial year under review compared to RM845 million, RM3.13 and 26.8 sen respectively for the previous financial year.

A final dividend of six (6) sen per share amounting to RM16.2 million was declared in respect of the financial year under review.

(3) FYE 30 June 2012

For FYE 30 June 2012, the Plenitude Group achieved a PBT of RM97.6 million on the back of revenue of RM206.0 million compared to RM121.8 million and RM317.9 million respectively for the previous financial year. This is attributable to lower sales and recent launches of Phase 9D and 9E double-storey terrace houses in Taman Desa Tebrau as well as Lot 88 Phase 3A semi-detached houses in Perdana Heights, Sungai Petani, which are in their early stages of construction.

The NA per share as at 30 June 2012 is RM3.13 and the Group's EPS for the financial year under review is 26.8 sen compared to RM2.91 and 33.2 sen respectively for the previous financial year.

A final dividend of five (5) sen per share amounting to RM13.5 million was declared in respect of the financial year under review.

There is no audit qualification for the financial statements in any of the financial years under review.

APPENDIX IV – INFORMATION ON PLENITUDE (Cont'd)

7. STATEMENT OF ASSETS AND LIABILITIES

The statement of assets and liabilities of the Plenitude Group based on the audited consolidated statements of financial position of Plenitude as at 30 June 2013 and 30 June 2014 as well as the latest unaudited consolidated financial results of Plenitude for the FPE 31 December 2014 are as follows:-

	<-----Audited----->		<----Unaudited---->
	30 June 2013 RM'000	30 June 2014 RM'000	31 December 2014 RM'000
ASSETS			
Non-current assets			
Property, plant and equipment	30,111	46,355	43,820
Land held for future development	221,024	193,916	194,063
Property development projects – non-current portion	156,054	163,303	169,893
Investment properties	46,861	46,629	46,508
Other investment	85	85	85
Goodwill on consolidation	5,638	-	-
Deferred tax assets	22,734	21,420	21,420
	482,507	471,708	475,789
Current assets			
Property development projects – current portion	92,468	140,464	143,645
Inventories	20,982	38,273	36,554
Trade and other receivables	50,893	71,287	51,516
Accrued billings	3,584	9,881	9,063
Tax recoverable	5,518	6,592	9,463
Fixed income trust fund	129,482	100,260	101,942
Fixed deposits with licensed banks	180,962	196,491	189,046
Cash and bank balances	79,002	99,605	148,238
	562,891	662,583	689,467
TOTAL ASSETS	1,045,398	1,134,561	1,165,256
EQUITY AND LIABILITIES			
Equity attributable to owners of Plenitude			
Share capital	270,000	270,000	270,000
Retained earnings	639,094	710,540	736,816
TOTAL EQUITY	909,094	980,540	1,006,816

APPENDIX IV – INFORMATION ON PLENITUDE (Cont'd)

	<-----Audited----->		<----Unaudited---->
	30 June 2013 RM'000	30 June 2014 RM'000	31 December 2014 RM'000
LIABILITIES			
Non-current liabilities			
Deferred tax liabilities	5,514	5,514	5,514
Total non-current liabilities	5,514	5,514	5,514
Current liabilities			
Trade and other payables	116,388	135,814	131,890
Advance billings	10,193	12,005	18,381
Tax liabilities	4,209	688	2,655
Total current liabilities	130,790	148,507	152,926
TOTAL LIABILITIES	136,304	154,021	158,440
TOTAL EQUITY AND LIABILITIES	1,045,398	1,134,561	1,165,256
Current ratio (times)	4.30	4.46	4.51
Gearing ratio (times)	-	-	-

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APPENDIX IV – INFORMATION ON PLENITUDE (Cont'd)

8. HISTORICAL SHARE PRICES

The monthly highest and lowest transacted market prices of Plenitude Shares for the past 12 months from April 2014 to March 2015 (*being the last full trading month prior to the LPD*) are as follows:-

	High	Low
	RM	RM
2014		
April	3.04	2.56
May	2.95	2.80
June	2.83	2.73
July	3.13	2.78
August	3.59	2.87
September	3.20	3.00
October	3.06	2.60
November	2.85	2.59
December	2.59	2.03
2015		
January	2.40	2.20
February	2.38	2.26
March	2.47	2.25

Last transacted market price on 2 March 2015, being the LTD prior to the date of the Notice (RM) 2.32

Last transacted market price on 30 April 2015, being the LPD (RM) 2.33

(Source: Bloomberg)

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APPENDIX V – INFORMATION ON TNGB

Information relating to the TNGB Group in this **Appendix V** has been obtained from publicly available sources. The sole responsibility of the Plenitude Board is limited to ensuring that such information has been accurately reproduced herein.

1. HISTORY AND BUSINESS

TNGB was incorporated in Malaysia under the Act on 7 April 1997 as a private limited company under the name of Awan Bahagia Sdn Bhd and had thereafter changed its name to Kuala Lumpur City Corporation Sdn Bhd on 27 June 1997. Subsequently, it had on 22 September 1997 converted into a public limited company and changed its name to Kuala Lumpur City Corporation Berhad. The company then adopted its current name on 15 April 2008. Effectively, TNGB was listed on the Second Board of the Kuala Lumpur Stock Exchange on 10 June 1998 via a rationalisation exercise (*involving UCM Industrial Corporation Berhad that was listed since 15 April 1992*) and was thereafter transferred to the Main Board of the Kuala Lumpur Stock Exchange (now known as the Main Market of Bursa Securities) where it remained listed since 18 August 1999.

TNGB is principally involved in investment holding. Through its wholly-owned subsidiaries, TNGB is involved in the management and operation of hotels, serviced residences and serviced offices.

Further information on TNGB's subsidiaries is set out in **Section 5** of this **Appendix V**.

2. SHARE CAPITAL

The authorised, issued and paid-up share capital of TNGB are as follows:-

	Par value RM	No. of ordinary shares	RM
Authorised	1.00	500,000,000	500,000,000
Issued and paid-up	1.00	223,067,538	223,067,538

(Source: Analysis of Shareholdings as at 27 March 2014 as extracted from TNGB's Annual Report 2013)

As at the LPD, TNGB does not have any outstanding convertible securities.

3. SUBSTANTIAL SHAREHOLDERS

The shareholders of TNGB holding 5% or more of the issued and paid-up share capital and their respective shareholdings in TNGB are as follows:-

Name	Place of incorporation	Direct Interest		Indirect interest	
		No. of shares	%	No. of shares	%
Zhejiang Properties Sdn Bhd	Malaysia	31,751,408	14.23	-	-
Kemudi Ria Sdn Bhd	Malaysia	22,347,828	10.02	-	-
Permatang Maju (M) Sdn Bhd	Malaysia	20,000,000	8.97	-	-
Northside Plantations Sdn Bhd	Malaysia	14,540,636	6.52	-	-
WT Overseas Ltd	Singapore	11,495,755	5.15	-	-

(Source: Analysis of Shareholdings as at 27 March 2014 as extracted from TNGB's Annual Report 2013 and announcements on Bursa Securities)

APPENDIX V – INFORMATION ON TNGB (Cont'd)

4. DIRECTORS

The directors of TNGB and their shareholdings are as follows:-

Name / Designation	Nationality	Age	Direct Interest		Indirect interest	
			No. of shares	%	No. of shares	%
Datuk Mohd Nasir bin Ali (Independent Non-Executive Chairman)	Malaysian	57	10,000	(1)-	-	-
Loh Yeow Boo (Senior Independent Non-Executive Director)	Malaysian	66	-	-	-	-
Josephine Premla Sivaretnam (Non-Independent Non-Executive Director)	Malaysian	60	19,200	0.01	-	-
Tee Kim Chan (Independent Non-Executive Director)	Malaysian	61	-	-	-	-

(Source: Analysis of Shareholdings as at 27 March 2014 as extracted from TNGB's Annual Report 2013)

Note:-

(1) Negligible.

5. SUBSIDIARIES

The details of the subsidiaries of TNGB are as follows:-

Name of subsidiaries	Place of incorporation	Effective equity interest %	Principal activities
<u>Subsidiaries held by TNGB</u>			
The Nomad Hotel Management Sdn Bhd	Malaysia	100	Provision of hotel management and consultancy services
The Nomad Residences Sdn Bhd ("TNRSB")	Malaysia	100	Investment holding
Nomad Properties Sdn Bhd ("NPSB")	Malaysia	100	Investment holding
Nomad International Sdn Bhd	Malaysia	100	Investment holding
The Nomad Offices Sdn Bhd ("TNO SB")	Malaysia	100	Investment holding
The Nomad Offices Asia Sdn Bhd	Malaysia	100	Investment holding

APPENDIX V – INFORMATION ON TNGB (Cont'd)

Name of subsidiaries	Place of incorporation	Effective equity interest %	Principal activities
<u>Subsidiaries held by TNRSB</u>			
The Nomad Bangsar Sdn Bhd	Malaysia	100	Operator of serviced residences
The Nomad Sucasa Sdn Bhd	Malaysia	100	Hotelier and operator of All Suite-Hotel
The Nomad Penang Sdn Bhd	Malaysia	100	Provision of hotel management and consultancy services
City Centre Hotel Sdn Bhd	Malaysia	100	Hotelier and hotel related services
<u>Subsidiaries held by TNOSE</u>			
Nomad Space Sdn Bhd	Malaysia	100	Operator of serviced offices
The Nomad Offices Pte Ltd (“ TNOPL ”)	Singapore	100	Operator of serviced offices and investment holding
Nomad Space (Thailand) Co Ltd	Thailand	100	Operator of serviced offices and investment holding
<u>Subsidiaries held by TNOPL</u>			
Central Offices Pte Ltd	Singapore	100	Operator of serviced offices
The Nomad Offices (Vietnam) Co Ltd	Vietnam	100	Managing of serviced offices and related services
The Nomad Offices (Philippines) Inc	Philippines	100	Operator of serviced offices
The Nomad Offices (Thailand) Co Ltd	Thailand	100	Operator of serviced offices and investment holding
Instant Office Holdings Pte Ltd	Singapore	100	Investment holding
Bizcentre Capital Pte Ltd	Singapore	100	Investment holding
PT Concept Kreatif	Indonesia	100	Operator of serviced offices
PT The Nomad Offices Indonesia	Indonesia	100	Inactive
<u>Subsidiary held by NPSB</u>			
The Nomad Hotel Penang Sdn Bhd	Malaysia	100	Hotelier and hotel related services

(Source: Audited consolidated financial statements of TNGB for the FYE 31 December 2014)

APPENDIX V – INFORMATION ON TNGB (Cont'd)
6. PROFIT AND DIVIDEND RECORD

The profit and dividend record of the TNGB Group based on the audited consolidated financial statements of TNGB for the FYEs 31 December 2012, 31 December 2013 and 31 December 2014 are as follows:-

	Audited FYE 31 December		
	2012 RM'000	2013 RM'000	2014 RM'000
Revenue	76,173	76,291	56,523
Other income	3,910	11,918	4,118
Employee benefits	(16,660)	(21,007)	(16,086)
Depreciation and amortisation	(12,622)	(12,668)	(8,698)
Other expenses	(41,449)	(40,821)	(21,206)
Profit from operations	9,352	13,713	14,651
Finance income	645	335	121
Finance costs	(4,559)	(4,428)	(4,354)
Share in results of an associate company	(528)	(1,265)	-
(Impairment)/Reversal of impairment of investment in an associate company	-	(1,128)	-
PBT	4,910	7,227	10,418
Income tax expense	(2,633)	(1,838)	(2,012)
PAT from continuing operations	2,277	5,389	8,406
PAT from discontinued operations	-	-	4,093
PAT attributable to equity holders of the Company	2,277	5,389	12,499
Operating profit margin (%)	12.28	17.97	25.92
Net profit margin (%)	2.99	7.06	⁽²⁾ 14.87
Earnings before interest, taxation, depreciation and amortisation	21,960	24,454	23,470
Weighted average number of TNGB Shares in issue ('000)	223,068	223,068	223,068
Basic EPS (sen)	1.02	2.42	5.60
Shareholders' fund / NA	345,309	343,713	359,492
Number of issued and paid-up ordinary shares ('000)	223,068	223,068	223,068
NA per TNGB Share (RM)	1.55	1.54	1.61
Gross dividend per TNGB Share (sen) ⁽¹⁾	2.0	5.0	-

Notes:-

(1) Based on the dividends declared in respect of the respective FYEs.

(2) Based on revenue and PAT from continued operations only.

Commentaries:-**(1) FYE 31 December 2014**

The TNGB Group's revenue for the FYE 31 December 2014 decreased by 26% to RM56.5 million due to reclassification of RM24.3 million revenue contributed from discontinued operations of serviced offices. Net profit increased by RM7.1 million to RM12.5 million due to the gain on disposal of property, plant and equipment of the discontinued operations of serviced offices of RM13.8 million.

(Source: Audited consolidated financial statements of TNGB for the FYE 31 December 2014)

(2) FYE 31 December 2013

The TNGB Group's revenue for FYE 31 December 2013 was RM76.3 million, a marginal increase compared to 2012. Notwithstanding the marginal increase in revenue, net profit increased by 137% to RM5.4 million from RM2.3 million due to an extraordinary item, which is the sale of its office building in Jakarta, Indonesia during the year.

(Source: TNGB's Annual Report 2013)

(3) FYE 31 December 2012

The TNGB Group's revenue for FYE 31 December 2012 was RM76.2 million, a marginal reduction of 1% compared to RM76.9 million in 2011, whilst net profit decreased by 62% to RM2.3 million from RM6.1 million. The decrease is mainly due to the preopening costs and gestation period of the three (3) new serviced offices opened and a hotel in Penang that was acquired during the year.

(Source: TNGB's Annual Report 2012)

(4) FYE 31 December 2011

Revenue rose 10% to RM76.9 million in FYE 31 December 2011 from RM70.0 million in the previous year while net profit increased 68% to RM6.1 million from RM3.6 million. EPS jumped to 2.75 sen per share from 1.64 sen per share in the previous year. The TNGB Group's pre-tax profit for the 12 months ended 31 December 2011 of RM7.7 million was 99% higher than previous year's RM3.8 million, due to the improved performance of all business units.

(Source: TNGB's Annual Report 2011)

There is no audit qualification for the financial statements in any of the financial years under review.

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APPENDIX V – INFORMATION ON TNGB (Cont'd)

7. STATEMENT OF ASSETS AND LIABILITIES

The statement of assets and liabilities of the TNGB Group based on the audited consolidated statements of financial position of TNGB as at 31 December 2012, 31 December 2013 and 31 December 2014 are as follows:-

	<-----Audited----->		
	31 December 2012 RM'000	31 December 2013 RM'000	31 December 2014 RM'000
ASSETS			
Non-current assets			
Property, plant and equipment	289,721	295,584	276,810
Investment in an associate	25,319	-	-
Other investments	91	91	-
Other receivables	5,013	4,997	-
Goodwill	11,994	12,134	7,949
	332,138	312,806	284,759
Current assets			
Inventories	213	373	369
Trade receivables	2,866	2,615	2,512
Non-trade receivables, deposits and prepayments	2,458	2,653	13,032
Tax recoverable	1,542	151	79
Other investments	57,363	98,489	118,420
Cash and bank balances	35,362	20,509	35,126
Assets classified as held for sale	24,111	18,484	384
	123,915	143,274	169,922
TOTAL ASSETS	456,053	456,080	454,681
EQUITY AND LIABILITIES			
Equity attributable to owners of the company			
Share capital	223,068	223,068	223,068
Reserves	122,241	120,645	136,424
TOTAL EQUITY	345,309	343,713	359,492

APPENDIX V – INFORMATION ON TNGB (Cont'd)

	<-----Audited----->		
	31 December 2012 RM'000	31 December 2013 RM'000	31 December 2014 RM'000
LIABILITIES			
Non-current liabilities			
Bank borrowings	70,019	68,525	60,511
Deferred tax liabilities	12,682	11,653	12,233
Total non-current liabilities	82,701	80,178	72,744
Current liabilities			
Trade payables	2,136	4,891	2,070
Non-trade payables and accruals	19,032	19,807	10,670
Bank borrowings	6,825	7,150	8,400
Provision for taxation	50	341	813
Liabilities classified as held for sale	-	-	492
Total current liabilities	28,043	32,189	22,445
TOTAL LIABILITIES	110,744	112,367	95,189
TOTAL EQUITY AND LIABILITIES	456,053	456,080	454,681
Current ratio (times)	4.42	4.45	7.57
Gearing ratio (times)	0.22	0.22	0.19

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APPENDIX V – INFORMATION ON TNGB (Cont'd)

8. HISTORICAL SHARE PRICES

The monthly highest and lowest transacted market prices of TNGB Shares for the past 12 months from April 2014 to March 2015 (*being the last full trading month prior to the LPD*) are as follows:-

	High	Low
	RM	RM
2014		
April	0.920	0.865
May	1.000	0.920
June	0.980	0.920
July	0.980	0.920
August	0.935	0.930
September	0.935	0.930
October	0.930	0.930
November	0.945	0.930
December	0.930	0.930
2015		
January	0.940	0.930
February	0.940	0.800
March	1.300	0.870

Last transacted market price on 2 March 2015, being the LTD prior to the date of the Notice (RM) 0.830

Last transacted market price on 30 April 2015, being the LPD (RM) 1.150

(Source: Bloomberg)

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DIRECTORS' REPORT

The directors of PLENITUDE BERHAD have pleasure in submitting their report together with the audited financial statements of the Group and of the Company for the financial year ended 30 June 2014.

PRINCIPAL ACTIVITIES

The Company's principal activities are investment holding and the provision of management services.

The principal activities of its subsidiary companies are stated in Note 15 to the financial statements.

There have been no significant changes in the nature of these principal activities of the Company and its subsidiary companies during the financial year, other than as disclosed in Note 15 to the financial statements.

RESULTS

The results of operations of the Group and of the Company for the financial year are as follows:

	GROUP RM	COMPANY RM
Net profit for the financial year	87,645,907	43,453,065
Attributable to: Owners of the Company	87,645,907	43,453,065

DIVIDENDS

A final 6 sen single-tier dividend of RM16,200,000 proposed in respect of ordinary shares in the previous financial year and dealt with in the previous directors' report was paid by the Company during the financial year.

The directors have proposed a final single-tier dividend of 6 sen on 270,000,000 ordinary shares, amounting to RM16,200,000 in respect of current financial year. This dividend is subject to approval of the shareholders at the forthcoming Annual General Meeting of the Company and has not been included as a liability in the financial statements. Such dividend, if approved by the shareholders, will be accounted for in equity as an appropriation of retained earnings in the financial year ending 30 June 2015.

RESERVES AND PROVISIONS

All material transfers to and from reserves and provisions during the financial year have been disclosed in the financial statements.

ISSUE OF SHARES AND DEBENTURES

During the financial year, the Company did not issue any new shares or debentures.

SHARE OPTIONS

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

No shares have been issued during the financial year by virtue of the exercise of any option to take up unissued shares of the Company. As of the end of the financial year, there were no unissued shares of the Company under options.

DIRECTORS' REPORT (CONTINUED)

OTHER STATUTORY INFORMATION

Before the statements of comprehensive income and statements of financial position of the Group and of the Company were made out, the directors took reasonable steps:

- (a) to ascertain that proper action had been taken in relation to the writing off of bad debts and the making of allowance for doubtful debts, and have satisfied themselves that there are no known bad debts to be written off and that no allowance for doubtful debts are necessary and
- (b) to ensure that any current assets which were unlikely to realise their bookvalues in the ordinary course of business have been written down to their estimated realisable values.

At the date of this report, the directors are not aware of any circumstances:

- (a) which would require the writing off of bad debts or the setting up of an allowance for doubtful debts in the financial statements of the Group and of the Company or
- (b) which would render the values attributed to current assets in the financial statements of the Group and of the Company misleading or
- (c) which have arisen which render adherence to the existing method of valuation of assets and liabilities of the Group and of the Company misleading or inappropriate or
- (d) not otherwise dealt with in this report or financial statements which would render any amount stated in the financial statements of the Group and of the Company misleading.

At the date of this report, there does not exist:

- (a) any charge on the assets of the Group and of the Company which has arisen since the end of the financial year which secures the liability of any other person or
- (b) any contingent liability of the Group and of the Company which has arisen since the end of the financial year.

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, in the opinion of the directors, will or may substantially affect the ability of the Group and of the Company to meet their obligations as and when they fall due.

In the opinion of the directors, 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 and of the Company for the succeeding financial year.

DIRECTORS' REPORT (CONTINUED)

DIRECTORS

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

Chua Elsie
Tan Kak Teck
Ir. Teo Boon Keng
Rashidah Binti Abdullah
Tsang Chee Wah
Tan Yew Ngee (retired on 31 October 2013)

In accordance with Article 86 of the Company's Articles of Association, Chua Elsie and Tan Kak Teck retire at the forthcoming Annual General Meeting. Chua Elsie and Tan Kak Teck, being eligible, offer themselves for re-election.

DIRECTORS' INTERESTS

According to the register of directors' shareholdings kept by the Company under Section 134 of the Companies Act, 1965, the interests of those directors who held office at the end of the financial year in shares in the Company and its related corporations during the financial year ended 30 June 2014 are as follows:

	NUMBER OF ORDINARY SHARES OF RM1 EACH			
	AT 1.7.2013	BOUGHT	SOLD	AT 30.6.2014
<hr/>				
The Company:				
Deemed Interest				
Chua Elsie	104,000	-	-	104,000

Shares held directly by spouse and children. In accordance with Section 134(12)(c) of the Companies Act, 1965, the interests of the spouse/children in the shares of the Company shall be treated as the interests of the director.

None of the other directors in office at the end of the financial year held shares or had beneficial interest in the shares of the Company during or at the beginning and end of the financial year. Under the Company's Articles of Association, the directors are not required to hold shares in the Company.

None of the directors in office at the end of the financial year held shares or had beneficial interest in the shares of the related companies during or at the beginning and end of the financial year.

DIRECTORS' BENEFITS

Since the end of the previous financial year, none of the directors of the Company has received or become entitled to receive any benefit (other than benefits included in the aggregate amount of emoluments received or due and receivable by the directors shown in the financial statements) by reason of a contract made by the Company or subsidiary company with the director or with a firm of which he is a member, or with a company in which he has a substantial financial interest.

During and at the end of the financial year, no arrangement subsisted to which the Company was a party whereby directors of the Company might acquire benefits by means of the acquisition of shares in, or debentures of, the Company or any other body corporate.

DIRECTORS' REPORT (CONTINUED)

SIGNIFICANT EVENTS SUBSEQUENT TO THE FINANCIAL YEAR

The significant events that took place subsequent to the financial year are disclosed in Note 28 to the financial statements.

AUDITORS

The auditors, Messrs Baker Tilly Monteiro Heng, have expressed their willingness to continue in office.

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

CHUA ELSIE

TAN KAK TECK

KUALA LUMPUR
Date: 18 September 2014

APPENDIX VI – AUDITED CONSOLIDATED FINANCIAL STATEMENTS OF PLENITUDE FOR THE FYE 30 JUNE 2014 (Cont'd)

34 PLENITUDE BERHAD

**STATEMENTS OF
COMPREHENSIVE INCOME**
FOR THE FINANCIAL YEAR ENDED 30 JUNE 2014

	NOTE	2014 RM	GROUP 2013 RM	2014 RM	COMPANY 2013 RM
Revenue	4	309,886,521	208,547,873	37,432,000	34,932,000
Cost of sales	5	(155,998,820)	(94,296,375)	-	-
Gross profit		153,887,701	114,251,498	37,432,000	34,932,000
Investment revenue	6	12,023,491	11,990,539	9,366,872	9,434,150
Other income		7,226,569	5,374,339	7,312,046	6,434,974
Finance costs	7	(54,802)	(59,209)	-	-
Other expenses		(56,166,496)	(29,354,660)	(7,112,015)	(6,040,844)
Profit before taxation	8	116,916,463	102,202,507	46,998,903	44,760,280
Taxation	9	(29,270,556)	(24,410,057)	(3,545,838)	(4,543,734)
Net profit for the financial year		87,645,907	77,792,450	43,453,065	40,216,546
Other comprehensive income for the financial year		-	-	-	-
Total comprehensive income for the financial year		87,645,907	77,792,450	43,453,065	40,216,546
Profit attributable to: Owners of the Company		87,645,907	77,792,450	43,453,065	40,216,546
Total comprehensive income attributable to: Owners of the Company		87,645,907	77,792,450	43,453,065	40,216,546
Earnings per ordinary share attributable to Owners of the Company (sen)					
- Basic	10	32.46	28.81		
- Diluted	10	32.46	28.81		

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

STATEMENTS OF FINANCIAL POSITION

AS AT 30 JUNE 2014

	NOTE	2014 RM	GROUP 2013 RM	2014 RM	COMPANY 2013 RM
ASSETS					
Non-Current Assets					
Property, plant and equipment	11	46,354,674	30,111,532	105,681	153,520
Land held for future development	12	193,916,035	221,024,618	-	-
Property development projects - non-current portion	13	163,303,494	156,053,763	-	-
Investment properties	14	46,628,806	46,860,640	-	-
Investment in subsidiary companies	15	-	-	265,409,226	265,409,226
Other investment	16	85,000	85,000	85,000	85,000
Goodwill on consolidation	17	-	5,637,653	-	-
Deferred tax assets	18	21,419,511	22,734,096	-	-
Total Non-Current Assets		471,707,520	482,507,302	265,599,907	265,647,746
Current Assets					
Property development projects - current portion	13	140,463,888	92,467,751	-	-
Inventories	19	38,273,595	20,981,564	-	-
Trade and other receivables	20	71,286,918	50,893,391	3,703,560	48,030
Accrued billings		9,881,465	3,584,018	-	-
Amount owing by subsidiary companies	15	-	-	195,717,666	166,227,495
Tax recoverable		6,591,665	5,517,710	-	-
Fixed income trust fund	21	100,260,278	129,481,936	100,260,278	129,481,936
Fixed deposits with licensed banks	21	196,490,423	180,961,929	159,490,423	180,961,929
Cash and bank balances	21	99,605,192	79,002,405	3,969,150	2,358,928
Total Current Assets		662,853,424	562,890,704	463,141,077	479,078,318
TOTAL ASSETS		1,134,560,944	1,045,398,006	728,740,984	744,726,064

APPENDIX VI – AUDITED CONSOLIDATED FINANCIAL STATEMENTS OF PLENITUDE FOR THE FYE 30 JUNE 2014 (Cont'd)

36 PLENITUDE BERHAD

**STATEMENTS OF
FINANCIAL POSITION**

AS AT 30 JUNE 2014
(CONTINUED)

	NOTE	2014 RM	GROUP 2013 RM	2014 RM	COMPANY 2013 RM
EQUITY AND LIABILITIES					
Capital and Reserves					
Share capital	22	270,000,000	270,000,000	270,000,000	270,000,000
Retained earnings	23	710,540,181	639,094,274	338,492,727	311,239,662
TOTAL EQUITY		980,540,181	909,094,274	608,492,727	581,239,662
Non-Current Liabilities					
Deferred tax liabilities	18	5,513,644	5,513,644	-	-
Current Liabilities					
Trade and other payables	24	135,813,622	116,387,500	1,101,510	1,088,324
Advance billings		12,005,320	10,193,920	-	-
Amount owing to subsidiary companies	15	-	-	118,784,525	161,611,717
Tax liabilities		688,177	4,208,668	362,222	786,361
Total Current Liabilities		148,507,119	130,790,088	120,248,257	163,486,402
TOTAL LIABILITIES		154,020,763	136,303,732	120,248,257	163,486,402
TOTAL EQUITY AND LIABILITIES		1,134,560,944	1,045,398,006	728,740,984	744,726,064

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

STATEMENTS OF
CHANGES IN EQUITY
FOR THE FINANCIAL YEAR ENDED 30 JUNE 2014

	NOTE	SHARE CAPITAL RM	RETAINED EARNINGS RM	TOTAL RM
Group				
At 1 July 2012		270,000,000	574,801,824	844,801,824
Total comprehensive income for the financial year		-	77,792,450	77,792,450
Transactions with owners:				
Dividends for the financial year ended 30 June 2012 - final dividend	26	-	(13,500,000)	(13,500,000)
Total transactions with owners		-	(13,500,000)	(13,500,000)
At 30 June 2013		270,000,000	639,094,274	909,094,274
Total comprehensive income for the financial year		-	87,645,907	87,645,907
Transactions with owners:				
Dividends for the financial year ended 30 June 2013- final dividend	26	-	(16,200,000)	(16,200,000)
Total transactions with owners		-	(16,200,000)	(16,200,000)
At 30 June 2014		270,000,000	710,540,181	980,540,181

APPENDIX VI – AUDITED CONSOLIDATED FINANCIAL STATEMENTS OF PLENITUDE FOR THE FYE 30 JUNE 2014 (Cont'd)

38 PLENITUDE BERHAD

**STATEMENTS OF
CHANGES IN EQUITY**
FOR THE FINANCIAL YEAR ENDED 30 JUNE 2014
(CONTINUED)

	NOTE	SHARE CAPITAL RM	RETAINED EARNINGS RM	TOTAL RM
Company				
At 1 July 2012		270,000,000	284,523,116	554,523,116
Total comprehensive income for the financial year		-	40,216,546	40,216,546
<u>Transactions with owners:</u>				
Dividends for the financial year ended 30 June 2012 - final dividend	26	-	(13,500,000)	(13,500,000)
Total transactions with owners		-	(13,500,000)	(13,500,000)
At 30 June 2013		270,000,000	311,239,662	581,239,662
Total comprehensive income for the financial year		-	43,453,065	43,453,065
<u>Transactions with owners:</u>				
Dividends for the financial year ended 30 June 2013 - final dividend	26	-	(16,200,000)	(16,200,000)
Total transactions with owners		-	(16,200,000)	(16,200,000)
At 30 June 2014		270,000,000	338,492,727	608,492,727

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

STATEMENTS OF CASH FLOWS

FOR THE FINANCIAL YEAR ENDED 30 JUNE 2014

NOTE	GROUP		COMPANY	
	2014 RM	2013 RM	2014 RM	2013 RM
Cash Flows From Operating Activities				
Profit before taxation	116,916,463	102,202,507	46,998,903	44,760,280
Adjustments for:				
Depreciation of property, plant and equipment	4,820,511	1,143,267	62,604	120,342
Depreciation of investment properties	240,922	236,248	-	-
Impairment of goodwill	5,637,653	-	-	-
Interest expense	54,802	59,209	-	-
Property, plant and equipment written off	251,138	280	-	-
Interest income	(7,559,536)	(5,886,615)	(12,637,930)	(10,387,137)
Gain on disposal of property, plant and equipment	(22,199)	(197)	(2)	(1)
Net realised gain on short term investment	-	(939,272)	-	(939,272)
Dividend income	(4,040,987)	(4,542,714)	(36,540,987)	(34,542,714)
Profit/(Loss) Before Working Capital Changes	116,298,767	92,272,713	(2,117,412)	(988,502)
Decrease/(Increase) in:				
Land held for future development	27,108,583	29,544,134	-	-
Investment properties	(9,088)	11,975	-	-
Property development projects	(55,245,868)	(34,560,270)	-	-
Inventories	(17,292,031)	13,032	-	-
Trade and other receivables	(20,393,527)	(9,277,577)	(3,655,530)	1,259,815
Accrued billings	(6,297,447)	(2,788,697)	-	-
Amount owing by subsidiary companies	-	-	(29,490,171)	(4,804,482)
	44,169,389	75,215,310	(35,263,113)	(4,533,169)

APPENDIX VI – AUDITED CONSOLIDATED FINANCIAL STATEMENTS OF PLENITUDE FOR THE FYE 30 JUNE 2014 (Cont'd)

40 PLENITUDE BERHAD

**STATEMENTS
OF CASH FLOWS**

FOR THE FINANCIAL YEAR ENDED 30 JUNE 2014
(CONTINUED)

	NOTE	GROUP 2014 RM	2013 RM	COMPANY 2014 RM	2013 RM
Increase/(Decrease) in:					
Trade and other payables		19,426,122	(25,692,764)	13,186	191,716
Advance billings		1,811,400	6,985,831	-	-
Amount owing to subsidiary companies		-	-	(42,827,192)	39,740,480
Net Cash From/(Used In) Operations		65,406,911	56,508,377	(78,077,119)	35,399,027
Interest income received		1,957,418	1,601,142	7,312,045	6,434,973
Income tax refund		5,522,272	207,117	-	-
Income tax paid		(38,072,689)	(20,814,614)	(3,969,977)	(4,035,774)
Net Cash From/(Used In) Operating Activities		34,813,912	37,502,022	(74,735,051)	37,798,226
Cash Flows From Investing Activities					
Interest income received		5,602,118	4,285,473	5,325,885	3,952,164
Proceeds from disposal of property, plant and equipment		22,201	200	2	2
Purchase of property, plant and equipment		(21,314,793)	(11,126,794)	(14,765)	(65,808)
Proceeds from sale of investment securities		-	12,367,272	-	12,367,272
Dividend income received		4,040,987	4,542,714	36,540,987	34,542,714
Subscription of additional shares issued by a subsidiary company	15	-	-	-	(2,999,000)
Net Cash (Used In)/ From Investing Activities		(11,649,487)	10,068,865	41,852,109	47,797,344

STATEMENTS OF CASH FLOWS

FOR THE FINANCIAL YEAR ENDED 30 JUNE 2014
(CONTINUED)

	NOTE	2014 RM	GROUP 2013 RM	2014 RM	COMPANY 2013 RM
Cash Flows From Financing Activities					
Dividends paid	26	(16,200,000)	(13,500,000)	(16,200,000)	(13,500,000)
Interest paid		(54,802)	(59,209)	-	-
Net Cash Used In Financing Activities		(16,254,802)	(13,559,209)	(16,200,000)	(13,500,000)
Net Increase/(Decrease) In Cash and Cash Equivalents		6,909,623	34,011,678	(49,082,942)	72,095,570
Cash and Cash Equivalents at Beginning of the Financial Year		389,446,270	355,434,592	312,802,793	240,707,223
Cash and Cash Equivalents at End of the Financial Year		396,355,893	389,446,270	263,719,851	312,802,793
Analysis of Cash and Cash Equivalents:					
Fixed income trust fund	21	100,260,278	129,481,936	100,260,278	129,481,936
Fixed deposits with licensed banks	21	196,490,423	180,961,929	159,490,423	180,961,929
Cash and bank balances	21	99,605,192	79,002,405	3,969,150	2,358,928
		396,355,893	389,446,270	263,719,851	312,802,793

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

NOTES TO THE FINANCIAL STATEMENTS

1. GENERAL INFORMATION

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

The Company's principal activities are investment holding and the provision of management services. The principal activities of its subsidiary companies are stated in Note 15 to the financial statements.

There have been no significant changes in the nature of the principal activities of the Company and its subsidiary companies during the financial year, other than as disclosed in Note 15 to the financial statements.

The registered office and the principal place of business of the Company is located at 2nd Floor, No. 2, Jalan Sri Hartamas 8, Sri Hartamas, 50480 Kuala Lumpur, Wilayah Persekutuan (KL), Malaysia.

The financial statements are expressed in Ringgit Malaysia ("RM").

The financial statements of the Group and of the Company were authorised for issuance by the Board of Directors in accordance with a resolution of the directors on 18 September 2014.

2. SUMMARY OF SIGNIFICANT ACCOUNTING POLICIES

2.1 Basis of Preparation

The financial statements of the Group and of the Company have been prepared in accordance with the Financial Reporting Standards ("FRSs") and the requirements of the Companies Act, 1965 in Malaysia.

The financial statements of the Group and of the Company have been prepared under the historical cost basis, except as disclosed in the significant accounting policies in Note 2.4.

The preparation of financial statements in conformity with FRSs requires the use of certain critical accounting estimates and assumptions that affect the reported amounts of assets and liabilities and disclosures of contingent assets and liabilities at the date of the financial statements, and the reported amounts of the revenue and expenses during the reported period. It also requires directors to exercise their judgement in the process of applying the Group's and the Company's accounting policies. Although these estimates and judgement are based on the directors' best knowledge of current events and actions, actual results may differ.

The areas involving a higher degree of judgement or complexity, or areas where assumptions and estimates are significant to the financial statements are disclosed in Note 3.

NOTES TO THE FINANCIAL STATEMENTS (CONTINUED)

2. SUMMARY OF SIGNIFICANT ACCOUNTING POLICIES (CONT'D)

2.2 New and Revised FRSs, Amendments/Improvements to FRSs, New IC Interpretations ("IC Int"), Amendments to IC Int and New Malaysian Accounting Standards Board ("MASB") Approved Accounting Standards, Malaysian Financial Reporting Standards ("MFRSs")

(a) Adoption of Revised FRS, Amendments/Improvements to FRSs, New IC Int and Amendments to IC Int

The Group and the Company had adopted the following revised FRS, amendments/improvements to FRSs, new IC Int and amendments to IC Int that are mandatory for the current financial year:

New FRSs

FRS 10	Consolidated Financial Statements
FRS 11	Joint Arrangements
FRS 12	Disclosure of Interests in Other Entities
FRS 13	Fair Value Measurement

Revised FRSs

FRS 119	Employee Benefits
FRS 127	Separate Financial Statements
FRS 128	Investments in Associates and Joint Ventures

Amendments/Improvements to FRSs

FRS 1	First-time Adoption of Financial Reporting Standards
FRS 7	Financial Instruments: Disclosures
FRS 10	Consolidated Financial Statements
FRS 11	Joint Arrangements
FRS 12	Disclosure of Interests in Other Entities
FRS 101	Presentation of Financial Statements
FRS 116	Property, Plant and Equipment
FRS 132	Financial Instruments: Presentation
FRS 134	Interim Financial Reporting

New IC Int

IC Int 20	Stripping Costs in the Production Phase of a Surface Mine
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Amendments to IC Int

IC Int 2	Members' Shares in Co-operative Entities & Similar Instruments
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NOTES TO THE FINANCIAL STATEMENTS (CONTINUED)

2. SUMMARY OF SIGNIFICANT ACCOUNTING POLICIES (CONT'D)

2.2 New and Revised FRSs, Amendments/Improvements to FRSs, New IC Interpretations ("IC Int"), Amendments to IC Int and New Malaysian Accounting Standards Board ("MASB") Approved Accounting Standards, Malaysian Financial Reporting Standards ("MFRSs") (cont'd)

(a) Adoption of Revised FRS, Amendments/Improvements to FRSs, New IC Int and Amendments to IC Int (cont'd)

The adoption of the above new and revised FRSs, amendments/improvements to FRSs, new IC Int and amendments to IC Int do not have any effect on the financial statements of the Group and of the Company except for those as discussed below:-

FRS 13 Fair Value Measurement

FRS 13 defines fair value and sets out a framework for measuring fair value, and the disclosure requirements about fair value. This standard is intended to address the inconsistencies in the requirements for measuring fair value across different accounting standards. As defined in this standard, 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. As a result of the guidance in FRS 13, the Group reassessed its policies for measuring fair values, in particular, its valuation inputs such as non-performance risk for fair values measurement of liabilities.

Application of FRS 13 has not materially impacted the fair value measurements of the Group. FRS 13 requires more extensive disclosures. Additional disclosures where required, are provided in the individual notes relating to the assets and liabilities whose fair values were determined. Fair value hierarchy is provided in Note 31.

Amendments to FRS 101 Presentation of Financial Statements

The amendments to FRS 101 introduce a grouping of items presented in other comprehensive income. Items that will be reclassified to profit or loss at future point in time have to be presented separately from items that will not be reclassified.

These amendments also clarify the difference between voluntary additional comparative information and the minimum required comparative information. An entity must include comparative information in the related notes to the financial statements when it voluntarily provides comparative information beyond the minimum required comparative period. The amendments clarify that the opening statement of financial position presented as a result of retrospective restatement or reclassification of items in financial statements does not have to be accompanied by comparative information in the related notes. As a result, the Group has not included comparative information in respect of the opening statement of financial position as at 1 July 2013.

The above amendments affect presentation only and have no impact on the Group's financial position or performance.

NOTES TO THE FINANCIAL STATEMENTS (CONTINUED)

2. SUMMARY OF SIGNIFICANT ACCOUNTING POLICIES (CONT'D)

2.2 New and Revised FRSs, Amendments/Improvements to FRSs, New IC Interpretations ("IC Int"), Amendments to IC Int and New Malaysian Accounting Standards Board ("MASB") Approved Accounting Standards, Malaysian Financial Reporting Standards ("MFRSs") (cont'd)

- (b) New and Revised FRSs, Amendments/Improvements to FRSs, New IC Int and Amendments to IC Int that are issued, not yet effective and have not been early adopted

The Group and the Company have not adopted the following new and revised FRSs, amendments/improvements to FRSs, new IC Int and amendments to IC Int that have been issued as at the date of authorisation of these financial statements but are not yet effective for the Group and the Company:

	EFFECTIVE FOR FINANCIAL PERIODS BEGINNING ON OR AFTER
<u>New FRS</u>	
FRS 9 Financial Instruments	To be announced by the MASB
FRS 14 Regulatory Deferral Accounts	1 January 2016
<u>Amendments/Improvements to FRSs</u>	
FRS 1 First-time Adoption of Financial Reporting Standards	1 July 2014
FRS 2 Share-based Payment	1 July 2014
FRS 3 Business Combinations	1 July 2014
FRS 7 Financial Instruments: Disclosures	Effective upon application of FRS 9
FRS 8 Operating Segments	1 July 2014
FRS 9 Financial Instruments	To be announced by the MASB
FRS 10 Consolidated Financial Statements	1 January 2014
FRS 11 Joint Arrangements	1 January 2016
FRS 12 Disclosure of Interests in Other Entities	1 January 2014
FRS 13 Fair Value Measurement	1 July 2014
FRS 116 Property, Plant and Equipment	1 July 2014
FRS 116 Property, Plant and Equipment	1 January 2016
FRS 119 Employee Benefits	1 July 2014
FRS 124 Related Party Disclosures	1 July 2014
FRS 127 Separate Financial Statements	1 January 2014
FRS 132 Financial Instruments: Presentation	1 January 2014
FRS 136 Impairment of Assets	1 January 2014
FRS 138 Intangible Assets	1 July 2014
FRS 138 Intangible Assets	1 January 2016
FRS 139 Financial Instruments: Recognition and Measurement	1 January 2014
FRS 139 Financial Instruments: Recognition and Measurement	Effective upon application of FRS 9
FRS 140 Investment Property	1 July 2014
<u>New IC Int</u>	
IC Int 21 Levies	1 January 2014

NOTES TO THE FINANCIAL STATEMENTS (CONTINUED)

2. SUMMARY OF SIGNIFICANT ACCOUNTING POLICIES (CONT'D)

2.2 New and Revised FRSs, Amendments/Improvements to FRSs, New IC Interpretations ("IC Int"), Amendments to IC Int and New Malaysian Accounting Standards Board ("MASB") Approved Accounting Standards, Malaysian Financial Reporting Standards ("MFRSs") (cont'd)

- (b) New and Revised FRSs, Amendments/Improvements to FRSs, New IC Int and Amendments to IC Int that are issued, not yet effective and have not been early adopted (cont'd)

A brief discussion on the above significant new FRS, amendments/improvements to FRSs and new IC Int are summarised below. Due to the complexity of these new standards, the financial effects of their adoption are currently still being assessed by the Group and the Company.

FRS 9 Financial Instruments

FRS 9 specifies how an entity should classify and measure financial assets and financial liabilities.

This standard requires all financial assets to be classified based on how an entity manages its financial assets (its business model) and the contractual cash flow characteristics of the financial asset. Financial assets are to be initially measured at fair value. Subsequent to initial recognition, depending on the business model under which these assets are acquired, they will be measured at either fair value or at amortised cost.

In respect of the financial liabilities, the requirements are generally similar to the former FRS 139. However, this standard requires that for financial liabilities designated as at fair value through profit or loss, changes in fair value attributable to the credit risk of that liability are to be presented in other comprehensive income, whereas the remaining amount of the change in fair value will be presented in the profit or loss.

FRS 9 Financial Instruments (Hedge Accounting and amendments to FRS 9, FRS 7 and FRS 139)

The new hedge accounting model represents a substantial overhaul of hedge accounting that will enable entities to better reflect their risk management activities in their financial statements. The most significant improvements apply to those that hedge non-financial risk, and they are expected to be of particular interest to non-financial institutions. As a result of these changes, users of the financial statements will be provided with better information about risk management and about the effect of hedge accounting on the financial statements. The FRS 9 hedge accounting model, if adopted, applies prospectively with limited exceptions.

As part of the amendments, an entity is now allowed to change the accounting for liabilities that it has elected to measure at fair value, before applying any of the other requirements in FRS 9. This change in accounting would mean that gains caused by a worsening in the entity's own credit risk on such liabilities are no longer recognised in profit or loss. The amendments will facilitate earlier application of this long-awaited improvement to financial reporting.

The amendments also remove the mandatory effective date from FRS 9.

NOTES TO THE FINANCIAL STATEMENTS (CONTINUED)

2. SUMMARY OF SIGNIFICANT ACCOUNTING POLICIES (CONT'D)

2.2 New and Revised FRSs, Amendments/Improvements to FRSs, New IC Interpretations ("IC Int"), Amendments to IC Int and New Malaysian Accounting Standards Board ("MASB") Approved Accounting Standards, Malaysian Financial Reporting Standards ("MFRSs") (cont'd)

- (b) New and Revised FRSs, Amendments/Improvements to FRSs, New IC Int and Amendments to IC Int that are issued, not yet effective and have not been early adopted (cont'd)

Amendments to FRS 1 First-time Adoption of Financial Reporting Standards

Amendments to FRS 1 relate to the IASB's Basis for Conclusions which is not an integral part of the Standard. The Basis for Conclusions clarifies that a first-time adopter is permitted but not required to apply a new or revised Standard that is not yet mandatory but is available for early application.

Amendments to FRS 3 Business Combinations

Amendments to FRS 3 clarify that when contingent consideration meets the definition of financial instrument, its classification as a liability or equity is determined by reference to FRS 132 Financial Instruments: Presentation. It also clarifies that contingent consideration that is classified as an asset or a liability shall be subsequently measured at fair value at each reporting date and changes in fair value shall be recognised in profit or loss.

In addition, amendments to FRS 3 clarify that FRS 3 excludes from its scope the accounting for the formation of all types of joint arrangements (as defined in FRS 11 Joint Arrangements) in the financial statements of the joint arrangement itself.

Amendments to FRS 8 Operating Segments

Amendments to FRS 8 require an entity to disclose the judgements made by management in applying the aggregation criteria to operating segments. This includes a brief description of the operating segments that have been aggregated and the economic indicators that have been assessed in determining that the aggregated operating segments share similar economic characteristics.

The amendments also clarify that an entity shall provide reconciliations of the total of the reportable segments' assets to the entity's assets if the segment assets are reported regularly to the chief operating decision maker.

Amendments to FRS 13 Fair Value Measurement

Amendments to FRS 13 relate to the IASB's Basis for Conclusions which is not an integral part of the Standard. The Basis for Conclusions clarifies that when IASB issued IFRS 13, it did not remove the practical ability to measure short-term receivables and payables with no stated interest rate at invoice amounts without discounting, if the effect of discounting is immaterial.

The amendments also clarify that the scope of the portfolio exception of FRS 13 includes all contracts accounted for within the scope of FRS 139 Financial Instruments: Recognition and Measurement or FRS 9 Financial Instruments, regardless of whether they meet the definition of financial assets or financial liabilities as defined in FRS 132 Financial Instruments: Presentation.

NOTES TO THE FINANCIAL STATEMENTS (CONTINUED)

2. SUMMARY OF SIGNIFICANT ACCOUNTING POLICIES (CONT'D)

2.2 New and Revised FRSs, Amendments/Improvements to FRSs, New IC Interpretations ("IC Int"), Amendments to IC Int and New Malaysian Accounting Standards Board ("MASB") Approved Accounting Standards, Malaysian Financial Reporting Standards ("MFRSs") (cont'd)

(b) New and Revised FRSs, Amendments/Improvements to FRSs, New IC Int and Amendments to IC Int that are issued, not yet effective and have not been early adopted (cont'd)

Amendments to FRS 116 Property, Plant and Equipment and FRS 138 Intangible Assets

Amendments to FRS 116 and FRS 138 clarify the accounting for the accumulated depreciation/amortisation when an asset is revalued. It clarifies that:

- the gross carrying amount is adjusted in a manner that is consistent with the revaluation of the carrying amount of the asset and
- the accumulated depreciation / amortisation is calculated as the difference between the gross carrying amount and the carrying amount of the asset after taking into account accumulated impairment losses.

Amendments to FRS 140 Investment Property

Amendments to FRS140 clarify that the determination of whether an acquisition of investment property meets the definition of both a business combination as defined in FRS 3 and investment property as defined in FRS 140 requires the separate application of both Standards independently of each other.

(c) MASB Approved Accounting Standards, MFRSs

In conjunction with the planned convergence of FRSs with International Financial Reporting Standards as issued by the International Accounting Standards Board on 1 January 2012, the MASB had on 19 November 2011 issue a new MASB approved accounting standards, MFRSs ("MFRSs Framework") for application in the annual periods beginning on or after 1 January 2012.

The MFRSs Framework is mandatory for adoption by all Entities Other Than Private Entities for annual periods beginning on or after 1 January 2012, with the exception of entities subject to the application of MFRS 141 Agriculture and/or IC Int 15 Agreements for the Construction of Real Estate ("Transitioning Entities"). The Transitioning Entities shall apply the MFRSs framework for annual periods beginning on or after 1 January 2017. Transitioning Entities also includes those entities that consolidate or equity account or proportionately consolidate another entity that has chosen to continue to apply the FRSs framework for annual periods beginning on or after 1 January 2012.

Accordingly, the Group and the Company which are Transitioning Entities have chosen to defer the adoption of the MFRSs framework. The Group and the Company will prepare their first MFRSs financial statements using the MFRSs framework for annual periods beginning on 1 July 2017.

NOTES TO THE FINANCIAL STATEMENTS (CONTINUED)

2. SUMMARY OF SIGNIFICANT ACCOUNTING POLICIES (CONT'D)

2.2 New and Revised FRSs, Amendments/Improvements to FRSs, New IC Interpretations ("IC Int"), Amendments to IC Int and New Malaysian Accounting Standards Board ("MASB") Approved Accounting Standards, Malaysian Financial Reporting Standards ("MFRSs") (cont'd)

(c) MASB Approved Accounting Standards, MFRSs (cont'd)

Application of MFRS 1: First-time Adoption of Malaysian Financial Reporting Standards ("MFRS 1")

MFRS 1 requires comparative information to be restated as if the requirements of MFRSs have always been applied, except when MFRS 1 allows certain elective exemptions from such full retrospective application or prohibits retrospective application of some aspects of MFRSs. The Group and the Company are currently assessing the impact of adoption of MFRS 1, including identification of the differences in existing accounting policies as compared to the new MFRSs and the use of optional exemptions as provided for in MFRS 1. As at the date of authorisation of issue of the financial statements, accounting policy decisions or elections have not been finalised. Thus, the impact of adoption of MFRS 1 cannot be determined and estimated reliably until the process is completed.

IC Int 15 Agreements for the Construction of Real Estate

IC Int 15 establishes that the developer will have to evaluate whether control and significant risks and rewards of the ownership of work in progress, can be transferred to the buyer as construction progresses before revenue can be recognised. The Group is currently assessing the impact of the adoption of this Interpretation.

2.3 Significant Changes in Accounting Policies

As disclosed in Note 2.2(a) to the financial statements, the directors expect that the adoption of the Amendments/Improvements to FRSs, New IC Int and Amendment to IC Int will have no material impact on the financial statements of the Group and of the Company.

2.4 Significant Accounting Policies

The following accounting policies have been used consistently in dealing with items which are considered material in relation to the financial statements.

(a) Revenue Recognition

Revenue is measured at the fair value of the consideration received or receivable and represents amounts receivable for goods and services provided in the normal course of business, net of returns and trade discounts after eliminating sales within the Group.

Revenue is recognised when it is probable that the economic benefits associated with the transaction will flow to the Group and the Company and the amount of the revenue can be measured reliably.

NOTES TO
THE FINANCIAL STATEMENTS
(CONTINUED)

2. SUMMARY OF SIGNIFICANT ACCOUNTING POLICIES (CONT'D)

2.4 Significant Accounting Policies (cont'd)

(a) Revenue Recognition (cont'd)

(i) Gross dividend income from subsidiary companies

Dividend income is recognised when the shareholder's right to receive payment is established.

(ii) Management fees

Management fees are recognised on an accrual basis.

(iii) Property development

Income and cost of property development project are recognised in profit or loss using the percentage of completion method in respect of sales where agreement has been finalised by the end of the financial year. The percentage of completion is determined based on cost incurred for work performed to date over the total estimated cost of the property development project.

Any expected loss on development project is recognised as an expense immediately, including costs to be incurred over the defects liability period.

(iv) Hotel operations

Hotel revenue is recognised upon room occupancy while sales of goods and services are recognised upon delivery of products and when the risks and rewards of ownership have passed and when services are rendered, net of service tax.

(b) Employee Benefits

(i) Short Term Employee Benefits

Wages, salaries, bonuses and social security contributions are recognised as expenses in the financial year in which the associated services are rendered by employees of the Group and of the Company.

(ii) Defined Contribution Plans

The Group and the Company contribute to the Employees Provident Fund ("EPF"), the national defined contribution plan. The contributions are charged to profit or loss in the period to which they relate. Once the contributions have been paid, the Group and the Company have no further payment obligations.

NOTES TO THE FINANCIAL STATEMENTS (CONTINUED)

2. SUMMARY OF SIGNIFICANT ACCOUNTING POLICIES (CONT'D)

2.4 Significant Accounting Policies (cont'd)

(c) Taxation

Income tax for the financial year comprises current and deferred tax. Current tax is the expected amount of income taxes payable in respect of the taxable profit for the financial year and is measured using the tax rates that have been enacted or substantively enacted at the reporting date.

Deferred tax is provided for, using the liability method, on temporary differences at the reporting date between the tax bases of assets and liabilities and their carrying amounts in the financial statements. In principle, deferred tax liabilities are recognised for all taxable temporary differences and deferred tax assets are recognised for all deductible temporary differences, unused tax losses and unused tax credits to the extent that it is probable that taxable profit will be available against which the deductible temporary differences, unused tax losses and unused tax credits can be utilised. Deferred tax is not recognised if the temporary difference arises from goodwill or negative goodwill or from the initial recognition of an asset or liability in a transaction which is not a business combination and at time of the transaction, affects neither accounting profit nor taxable profit.

Deferred tax is measured at the tax rates that are expected to apply in the period when the asset is realised or the liability is settled, based on tax rates that have been enacted or substantively enacted at the reporting date. Deferred tax is recognised in the profit or loss, except when it arises from a transaction which is recognised directly in equity, in which case the deferred tax is also charged or credited directly in equity, or when it arises from a business combination that is an acquisition, in which case the deferred tax is included in the resulting goodwill or the amount of any excess of the acquirer's interest in the net fair value of the acquiree's identifiable assets, liabilities and contingent liabilities over the cost of the combination.

The carrying amount of deferred tax assets, if any, is reviewed at each reporting date and reduced to the extent that it is no longer probable that sufficient future taxable profits will be available to allow all or part of the asset to be recovered.

Deferred tax assets and liabilities are offset when there is a legally enforceable right to offset current tax assets against current tax liabilities and when they relate to income taxes levied by the same taxation authority and the Group intends to settle its current tax assets and liabilities on a net basis.

(d) Foreign Currencies

(i) Functional and Presentation Currency

Items included in the 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 financial statements are presented in RM, which is the Group's functional currency and presentation currency.

NOTES TO THE FINANCIAL STATEMENTS (CONTINUED)

2. SUMMARY OF SIGNIFICANT ACCOUNTING POLICIES (CONT'D)

2.4 Significant Accounting Policies (cont'd)

(d) Foreign Currencies (cont'd)

(ii) Transactions and Balances

Transactions in foreign currencies are measured in the respective functional currencies of the Company and its subsidiary companies and are recorded on initial recognition in the functional currencies at exchange rates approximately those ruling at the transaction dates. Monetary assets and liabilities denominated in foreign currencies are translated at the rate of exchange ruling at the reporting date. Non-monetary items denominated in foreign currencies that are measured at historical cost are translated using the exchange rates at the dates of the initial transactions. Non-monetary items denominated in foreign currencies measured at fair value are translated using the exchange rates at the date when the fair value was determined.

Exchange differences arising on the settlement of monetary items or on translating monetary items at the reporting date are recognised in profit or loss except for exchange differences arising in monetary items that form part of the Group's net investment in foreign operations, which are recognised initially in other comprehensive income and accumulated under foreign currency translation reserve in equity. The foreign currency translation reserve is transferred to profit or loss of the Group on disposal of the foreign operation.

Exchange differences arising on the translation of non-monetary items carried at fair value are included in profit or loss for the period except for the differences arising on the translation on non-monetary items in respect of which gains and losses are recognised directly in equity. Exchange differences arising from such non-monetary items are also recognised directly in equity.

(e) Basis of Consolidation

The consolidated financial statements include the financial statements of the Company and its subsidiary companies mentioned in Note 15 to the financial statements made up to 30 June 2014.

The financial statements of the parent and its subsidiary companies are all drawn up to the same reporting date.

Business combinations are accounted for using the acquisition method from the acquisition date, which is the date on which control is transferred to the Group.

The Group treats all changes in its ownership interest in a subsidiary that do not result in a loss control as equity transactions between the Group and its non-controlling interest holders. Any difference between the Group's share of net assets before and after the change, and any consideration received or paid, is adjusted or against Group reserves.

NOTES TO THE FINANCIAL STATEMENTS (CONTINUED)

2. SUMMARY OF SIGNIFICANT ACCOUNTING POLICIES (CONT'D)

2.4 Significant Accounting Policies (cont'd)

(e) Basis of Consolidation (cont'd)

Intra-group transactions and balances, and resulting unrealised gains are eliminated on consolidation. Unrealised losses resulting from intra-group transactions are also eliminated on consolidation to the extent of the cost of the asset that can be recovered. The extent of the costs that cannot be recovered is treated as write down or impairment losses as appropriate. Where necessary, adjustments are made to the financial statements of the subsidiary companies to ensure consistency with the accounting policies adopted by the Group.

(i) Acquisition on or after 1 January 2011

For acquisitions on or after 1 January 2011, the Group measures the cost of goodwill at the acquisition date as:

- ♦ the fair value of the consideration transferred; plus
- ♦ the recognised amount of any non-controlling interests in the acquiree; plus
- ♦ if the business combination is achieved in stages, the fair value of the existing equity interest in the acquiree less
- ♦ the net recognised amount (generally fair value) of the identifiable assets acquired and liabilities assumed

When the excess is negative, a bargain purchase is recognised immediately in profit or loss.

For each business combination, the Group elects whether it measures the non-controlling interests in the acquiree either at fair value or at the proportionate share of the acquiree's identifiable net assets at the acquisition date.

Transaction costs, other than those associated with the issue of debt or equity securities, that the Group incurs in connection with a business combination are expensed as incurred.

(ii) Acquisition before 1 January 2011

Goodwill arising on acquisition represents the excess of cost of business combination over the Group's share of the net fair values of the identifiable assets, liabilities and contingent liabilities. Following the initial recognition, goodwill is stated at cost less impairment loss, if any.

Goodwill is not amortised but is reviewed for impairment, annually or more frequently for impairment in value and is written down where it is considered necessary. Gain or losses on the disposal of an entity include the carrying amount of goodwill relating to the entity sold.

NOTES TO
THE FINANCIAL STATEMENTS
(CONTINUED)

2. SUMMARY OF SIGNIFICANT ACCOUNTING POLICIES (CONT'D)

2.4 Significant Accounting Policies (cont'd)

(f) Property, Plant and Equipment

All property, plant and equipment are initially stated at cost less accumulated depreciation and impairment losses, if any. The policy for the recognition and measurement of impairment losses is in accordance with Note 2.4(m) to the financial statements.

Cost includes expenditure that is directly attributable to the acquisition of the asset. When significant parts of an item of property, plant and equipment have different useful lives, they are accounted for as separate items of property, plant and equipment.

The cost of replacing part of an item of property, plant and equipment is included in the asset's carrying amount or recognised as a separate asset, as appropriate, only when it is probable that the future economic benefits associated with the part will flow to the Group and the Company and its cost can be measured reliably. The carrying amount of the replaced part is derecognised to profit or loss. All other repairs and maintenance are charged to profit or loss as incurred.

Freehold land of hotel property is not depreciated.

Depreciation of property, plant and equipment is computed on a straight-line method based on their estimated useful lives.

The annual rates used are as follows:

Buildings	10%
Hotel building	2%
Office equipment and computers	10% – 40%
Furniture and fittings	15% – 33⅓%
Renovations	20%
Operating supplies and equipment	12%
Motor vehicles	20%

The residual values and useful lives of property, plant and equipment are reviewed, and adjusted if appropriate, at the end of each reporting date. The effects of any revisions of the residual values and useful lives are included in profit or loss for the financial year in which the changes arise.

At each reporting date, the Group assesses whether there is any indication of impairment. If such indications exist, an analysis is performed to assess whether the carrying amount of the asset is fully recoverable. A write down is made if the carrying amount exceeds the recoverable amount. The policy for the recognition and measurement of impairment loss is in accordance with Note 2.4(m) to the financial statements.

Fully depreciated assets are retained in the accounts until the assets are no longer in use.

All items of property, plant and equipment is derecognised upon disposal or when no future economic benefits are expected from its use or disposal. Any gain or loss arising on derecognition of the asset is included in profit or loss in the financial year the asset is derecognised.

NOTES TO THE FINANCIAL STATEMENTS (CONTINUED)

2. SUMMARY OF SIGNIFICANT ACCOUNTING POLICIES (CONT'D)

2.4 Significant Accounting Policies (cont'd)

(g) Investment in Subsidiary Companies

Subsidiary Companies are all entities (including structured entities) over which the Group has control. The Group controls an entity when the Group :

- ♦ has power over the entity;
- ♦ is exposed, or has rights, to variable returns from its involvement with the entity; and
- ♦ has the ability to affect those returns through its power over the entity.

The Group reassesses whether it controls an investee if facts and circumstances indicate that there are changes to one or more of the three elements of controls listed above.

In the Company's separate financial statements, investments in subsidiary companies are stated at costs less impairment losses, if any. The policy for the recognition and measurement of impairment losses is in accordance with Note 2.4(m) to the financial statements. On disposal of such investments, the difference between the net disposal proceeds and their carrying amount is recognised as a gain or loss on disposal in profit or loss.

Upon the loss of control of a subsidiary, the Group derecognises the assets and liabilities of the subsidiary, any non-controlling interests and the other components of equity related to the subsidiary. Any surplus or deficit arising on the loss of control is recognised in profit or loss.

(h) Property Development Activities

(i) Land Held for Future Development

Land held for future development consists of development costs on which no significant development activities have been carried out or where development activities are not expected to be completed within the normal operating cycle. Such land is classified as non-current assets and is stated at cost less impairment losses, if any. The policy for the recognition and measurement of impairment losses is in accordance with Note 2.4(m) to the financial statements.

Land held for future development will be reclassified to property development project when significant development work has been undertaken and is expected to be completed within the normal operating cycle of two to three years.

(ii) Property Development Projects

Property development project consists of the cost of land and related development expenditure incurred less cost recognised in profit or loss and allowances for foreseeable loss (if any).

Cost comprises the cost of land and all related costs incurred on activities necessary to prepare the land for its intended use. Where the Group had previously recorded the land at a revalued amount, it continues to retain this amount as its surrogate cost as followed by FRS 201 Property Development Activities.

NOTES TO
THE FINANCIAL STATEMENTS
(CONTINUED)

2. SUMMARY OF SIGNIFICANT ACCOUNTING POLICIES (CONT'D)

2.4 Significant Accounting Policies (cont'd)

(h) Property Development Activities (cont'd)

(ii) Property Development Projects (cont'd)

When the financial outcome of a development activity can be reliably estimated, property development revenue and expenses are recognised on profit or loss by using the percentage of completion method. The stage of completion is determined by the proportion of property development costs incurred for the work performed up to the reporting date over the estimated total property development costs to completion. Under this method, profits are recognised as the property development activity progresses.

Where the financial outcome of a development activity cannot be reliably estimated, property development revenue and expenses are recognised only to the extent of property development costs incurred that is probable will be recoverable, and property development costs on properties sold are recognised as an expense in the period in which they are incurred.

Any foreseeable loss on a development project, including costs to be incurred over the defects liability period, is recognised as an expense immediately in profit or loss.

Property development costs not recognised as an expense is recognised as an asset, which is measured at the lower of cost and net realisable value. Upon the completion of development, the unsold completed development properties are transferred to inventories.

Interest costs incurred on the development of property development project are capitalised and included as part of development expenditure.

The excess of revenue recognised in profit or loss over billings to purchasers is classified as accrued billings and the excess of billings to purchasers over revenue recognised in profit or loss is classified as advance billings.

The Group considers as current assets that portion of property development project on which significant development work has been done and is expected to be completed within the normal operating cycle of two to three years.

(i) Investment Properties

Investment properties are investment in land and buildings that are held for long term rental yields and/or for capital appreciation.

Investment in freehold land is stated at cost and is not depreciated as it has indefinite life. Other investment properties are stated at cost less accumulated depreciation and impairment losses, if any. The policy for the recognition and measurement of impairment losses is in accordance with Note 2.4(m) to the financial statements.

Other investment properties are depreciated on a straight line basis to write off the cost of the assets to their residual values over their estimated useful lives at an annual rate of 2% (2013: 2%).

NOTES TO THE FINANCIAL STATEMENTS (CONTINUED)

2. SUMMARY OF SIGNIFICANT ACCOUNTING POLICIES (CONT'D)

2.4 Significant Accounting Policies (cont'd)

(i) Investment Properties (cont'd)

On the disposal of the investment properties, or when it is permanently withdrawn from use and no economic benefits are expected from its disposal, it shall be derecognised (eliminated) from the statement of financial position. The difference between the net proceeds and the carrying amount is recognised in profit or loss in the period of the retirement or disposal.

(j) Other Investment

Other investment, which consists of investment in golf club membership, is stated at cost less impairment loss (if any). The policy for the recognition and measurement of impairment loss is in accordance with Note 2.4(m) to the financial statements.

(k) Inventories

Inventories are stated at the lower of cost and net realisable value. The cost of completed houses and shop lots is determined on the specific identification method. The cost of food and beverages is determined on a first-in-first-out basis and includes the original purchase cost plus cost incurred in bringing the inventories to its present location. Net realisable value represents the estimated selling price in the ordinary course of business less the estimated costs necessary to make the sale and all other estimated costs to completion.

(l) 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.

On initial recognition, financial assets are measured at fair value, plus transaction costs for financial assets and not at fair value through profit or loss'.

Effective interest method is a method of calculating the amortised cost of financial assets and of allocating the interest income over the relevant period. The effective interest rate is the rate that exactly discounts estimate future cash receipts through the expected life of the financial assets or a shorter period to the net carrying amount of the financial assets.

After initial recognition, financial assets are classified into one of four categories: financial assets at fair value through profit or loss', held-to-maturity' investments, loans and receivables' and available-for-sale' financial assets.

NOTES TO
THE FINANCIAL STATEMENTS
(CONTINUED)

2. SUMMARY OF SIGNIFICANT ACCOUNTING POLICIES (CONT'D)

2.4 Significant Accounting Policies (cont'd)

(l) Financial Assets (cont'd)

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

Fair value through profit or loss category comprises financial assets that are held for trading, including derivatives (except for a derivative that is a financial guarantee contract or a designated and effective hedging instrument) or financial assets that are specifically designated into this category upon initial recognition.

Derivatives that are linked to and must be settled by delivery of unquoted equity instruments whose fair values cannot be reliably measured are measured at cost.

Other financial assets categorised as fair value through profit or loss are subsequently measured at their fair values with the gain or loss recognised in profit or loss.

(ii) Loans and Receivables

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

Subsequent to initial recognition, loans and receivables are measured at 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.

(iii) Held-to-Maturity Investments

Financial assets with fixed or determinable payments and fixed maturity are classified as held to maturity when the Group has the positive intention and ability to hold the investment to maturity.

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

Held-to-maturity investments are classified as non-current assets, except for those having maturity within 12 months after the reporting date which are classified as current.

NOTES TO THE FINANCIAL STATEMENTS (CONTINUED)

2. SUMMARY OF SIGNIFICANT ACCOUNTING POLICIES (CONT'D)

2.4 Significant Accounting Policies (cont'd)

(l) Financial Assets (cont'd)

(iv) Available-for-Sale Financial Assets

Available-for-sale financial assets are financial assets that are designated as available for sale or are not classified in any of the three preceding categories.

After initial recognition, available-for-sale financial assets are measured at fair value. Any gains or losses from changes in fair value of the financial assets are recognised in other comprehensive income, except that impairment losses, foreign exchange gains and losses on monetary instruments and interest calculated using the effective interest method are recognised in 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 available-for-sale equity instrument are recognised in profit or loss when the Group's and the Company's right to receive payment is established.

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

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

A financial asset is derecognised where the contractual right to receive cash flows from the assets 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.

Regular way purchases or sales are purchases or sales of financial assets that require delivery of assets within the period generally established by regulation or convention in the marketplace concerned. All regular way purchases and sales of financial assets are recognised and derecognised on the trade date i.e. the date that the Group and the Company commit to purchase or sell the asset.

(m) Impairment

(i) Impairment of Financial Assets

All financial assets (except for financial assets categorised as fair value through profit or loss, investment in subsidiaries and associates) are assessed at each reporting date whether there is any objective evidence of impairment as a result of one or more events having an impact on the estimated future cash flows of the asset. Losses expected as a result of future events, no matter how likely, are not recognised. For an equity instrument, a significant or prolonged decline in the fair value below its cost is an objective evidence of impairment.

NOTES TO THE FINANCIAL STATEMENTS (CONTINUED)

2. SUMMARY OF SIGNIFICANT ACCOUNTING POLICIES (CONT'D)

2.4 Significant Accounting Policies (cont'd)

(m) Impairment (cont'd)

(i) Impairment of Financial Assets (cont'd)

An impairment loss in respect of loans and receivables and held-to-maturity investments is recognised in profit or loss and is measured as the difference between the asset's carrying amount and the present value of estimated future cash flows discounted at the asset's original effective interest rate. The carrying amount of the asset is reduced through the use of an allowance account.

An impairment loss in respect of available-for-sale financial assets is recognised in the profit or loss and is measured as the difference between the asset's acquisition cost (net of any principal repayment and amortisation) and the asset's current fair value, less any impairment loss previously recognised. Where a decline in the fair value of an available-for-sale financial asset has been recognised in the other comprehensive income, the cumulative loss in other comprehensive income is reclassified from equity and recognised to profit or loss.

An impairment loss in respect of unquoted equity instrument that is carried at cost is recognised in profit or loss and is measured as the difference between the asset's carrying amount and the present value of estimated future cash flows discounted at the current market rate of return for a similar financial asset.

Impairment losses recognised in profit or loss for an investment in an equity instrument is not reversed through the profit or loss.

If, in a subsequent period, the fair value of a debt instrument increases and the increase can be objectively related to an event occurring after the impairment loss was recognised in profit or loss, the impairment loss is reversed, to the extent that the asset's carrying amount does not exceed what the carrying amount would have been had the impairment not been recognised at the date the impairment is reversed. The amount of the reversal is recognised in the profit or loss.

(ii) Impairment of Non-Financial Assets

The carrying amounts of non-financial assets (except for inventories, assets arising from construction contract, deferred tax asset, assets arising from employee benefits, investment property that is measured at fair value and non-current assets (or disposal groups) classified as held for sale) are reviewed at the end of each reporting period to determine whether there is any indication of impairment.

If any such indication exists, then the asset's recoverable amount is estimated. For the purpose of impairment testing, assets are grouped together into the smallest group of assets that generates cash inflows from continuing use that are largely independent of the cash inflows of other assets or groups of assets. The goodwill acquired in a business combination, for the purpose of impairment testing, is allocated to cash generating units ("CGU") that are expected to benefit from the synergies of the combination.

The recoverable amount of an asset or CGU is the greater of its value in use and its fair value less costs to sell. 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.

NOTES TO THE FINANCIAL STATEMENTS (CONTINUED)

2. SUMMARY OF SIGNIFICANT ACCOUNTING POLICIES (CONT'D)

2.4 Significant Accounting Policies (cont'd)

(m) Impairment (cont'd)

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

An impairment loss is recognised if the carrying amount of an asset or its CGU exceeds its recoverable amount.

Impairment losses are recognised in profit or loss. Impairment losses recognised in respect of CGU are allocated first to reduce the carrying amount of any goodwill allocated to the units and then to reduce the carrying amount of the other assets in the unit groups of units on a pro rata basis.

An impairment loss in respect of goodwill is not reversed. In respect of other assets, impairment losses recognised in prior periods are assessed at the end of each reporting period for any indications that the loss has decreased or no longer exists. An impairment loss is reversed if there has been a change in the estimates used to determine the recoverable amount since the last impairment loss was recognised. An impairment loss is reversed only to the extent that the asset's carrying amount does not exceed the carrying amount that would have been determined, net of depreciation or amortisation, if no impairment loss had been recognised. Reversals of impairment losses are credited to profit or loss in the year in which the reversals are recognised.

(n) Cash and Cash Equivalents

The Group and the Company adopt the indirect method in the preparation of statements of cash flows.

Cash and cash equivalents comprise cash at banks and on hand, deposits in banks and other financial institutions that are readily convertible to known amount of cash and which are subject to an insignificant risk of changes in value. These also include bank overdrafts that form an integral part of the Group's cash management.

(o) Equity Instruments

Ordinary shares are recorded at the nominal value and the consideration in excess of nominal value of shares issued, if any, is accounted for as share premium. Both ordinary shares and share premium are classified as equity.

Dividends on ordinary shares are recognised as liabilities when proposed or declared before the financial year end. A dividend proposed or declared after the financial year end, but before the financial statements are authorised for issue, is not recognised as a liability at the financial year end.

Cost incurred directly attributable to the issuance of the shares are accounted for as a deduction from share premium, if any, otherwise it is charged to profit or loss. Equity transaction costs comprise only those incremental external costs directly attributable to the equity transaction which would otherwise have been avoided.

NOTES TO THE FINANCIAL STATEMENTS (CONTINUED)

2. SUMMARY OF SIGNIFICANT ACCOUNTING POLICIES (CONT'D)

2.4 Significant Accounting Policies (cont'd)

(p) Financial Liabilities

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

Financial liabilities, within the scope of FRS 139, are recognised in the statements of financial position when, and only when, the Group and the Company become a party to the contractual provisions of the financial instrument. Financial liabilities are classified as either financial liabilities at fair value through profit or loss or other financial liabilities.

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

Financial liabilities at fair value through profit or loss include financial liabilities held for trading and financial liabilities designated upon initial recognition as at fair value through profit or loss.

Financial liabilities held for trading include derivatives entered into by the Group and the Company that do not meet the hedge accounting criteria. Derivative liabilities are initially measured at fair value and subsequently stated at fair value, with any resulted gains or losses recognised in profit or loss. Net gains or losses on derivatives include exchange differences.

The Group and the Company have not designated any financial liabilities as at fair value through profit or loss.

(ii) Other Financial Liabilities

The Group's and the Company's other financial liabilities include trade payables, other payables and loans and borrowings.

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

Loans and borrowings are recognised initially at fair value, net of transaction costs incurred, and subsequently measured at amortised cost using the effective interest method. Borrowings are classified as current liabilities unless the Group has an unconditional right to defer the 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.

NOTES TO THE FINANCIAL STATEMENTS (CONTINUED)

2. SUMMARY OF SIGNIFICANT ACCOUNTING POLICIES (CONT'D)

2.4 Significant Accounting Policies (cont'd)

(q) Financial Guarantee Contracts

A financial guarantee contract is a contract that requires the issuer to make specified payments to reimburse the holder for a loss it incurs because a specified debtor fails to make payment when due.

Financial guarantee contracts are recognised initially as a liability at fair value, net of transaction costs. Subsequent to initial recognition, financial guarantee contracts are recognised as income in profit or loss over the period of the guarantee. If the debtor fails to make payment relating to financial guarantee contract when is due and the Group, as the issuer, is required to reimburse the holder for the associated loss, the liability is measured at the higher of the best estimate of the expenditure required to settle the present obligation at the reporting date and the amount initially recognised less cumulative amortisation.

(r) Provisions for Liabilities

Provision for liabilities are recognised when the Group has a present obligation as a result of a past event, when it is probable that an outflow of resources embodying economic benefits will be required to settle the obligation, and a reliable estimate of the amount can be made. Where the Group expects a provision to be reimbursed, the reimbursement is recognised as a separate asset but only when the reimbursement is virtually certain. Provisions are not recognised for future operating losses. Provisions are reviewed at each reporting date and adjusted to reflect the current best estimate. Where 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 finance cost.

(s) Earnings per Ordinary Share

The Group presents basic and diluted earnings per share data for its ordinary shares ("EPS").

Basic EPS is calculated by dividing the profit or loss attributable to ordinary shareholders of the Company by weighted average number of ordinary shares outstanding during the period, adjusted for own shares held.

Diluted EPS is determined by adjusting the profit or loss attributable to ordinary shareholders and the weighted average number of ordinary shares outstanding adjusted for own shares held for the effects of all dilutive potential ordinary shares, which comprise convertible notes, bonus issue and share options granted to employees.

(t) 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 events not wholly within the control of the Group.

Contingent liabilities and assets are not recognised in the statements of financial position of the Group.

NOTES TO THE FINANCIAL STATEMENTS (CONTINUED)

2. SUMMARY OF SIGNIFICANT ACCOUNTING POLICIES (CONT'D)

2.4 Significant Accounting Policies (cont'd)

(u) Operating Segment

An operating segment is a component of the Group that engages in business activities from which it may earn revenues and incur expenses, including revenues and expenses that relate to transactions with any of the Group's other components. An operating segment's operating results are reviewed regularly by the management of the Group, to make decisions about resources to be allocated to the segment and to assess its performance, and for which discrete financial information is available.

(v) Fair Value Measurement

From 1 July 2013, the Group adopted FRS 13, Fair Value Measurement which prescribed that fair value of an asset or a liability, except for share-based payment and lease transactions, is determined as 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 measurement assumes that the transaction to sell the asset or transfer of the liability takes place either in the principal market or in the absence of a principal market, in the most advantageous market.

For non-financial asset, the fair value measurement 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.

In accordance with the transitional provision of FRS 13, the Group applied the new fair value measurement guidance prospectively, and has not provided any comparative fair value information for new disclosures. The adoption of FRS 13 has not significantly affected the measurements of the Group's assets or liabilities other than additional disclosures.

3. SIGNIFICANT ACCOUNTING ESTIMATES AND JUDGEMENTS

The preparation of the Group's financial statements requires management to make judgements, estimates and assumptions that affect the reported amounts of revenues, 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 adjustments to the carrying amount of the asset or liability affected in the future.

3.1 Judgements Made in Applying Accounting Policies

In the process of applying the Group's accounting policies, management has made the following judgements, apart from those involving estimations, which have the most significant effect on the amounts recognised in the financial statements:

Classification of Financial Assets

The Group has classified its investment in securities as held for trading investments. In applying the accounting policy, the Group assesses its nature and the intention at each reporting date. Should the circumstances change in the future, the classification of this financial asset may no longer be appropriate.

NOTES TO THE FINANCIAL STATEMENTS (CONTINUED)

3. SIGNIFICANT ACCOUNTING ESTIMATES AND JUDGEMENTS (CONT'D)

3.2 Key Source of Estimation Uncertainty

(a) Revenue Recognition on Property Development Projects

The Group recognises property development projects in the profit or loss by using the percentage of completion method, which is the standard for similar industries.

The percentage of completion is determined by the proportion that property development and contract costs incurred for work performed to date bear to the estimated total property development and contract costs. Estimated losses are recognised in full when determined. Property development projects and expenses estimates are reviewed and revised periodically as work progresses and as variation orders are approved.

Significant judgement is required in determining the percentage of completion, the extent of the property development projects incurred, the estimated total property development and contract revenue and costs as well as the recoverability of the project undertaken. In making the judgement, the Group evaluates based on past experience and by relying on the work of specialists. If the Group is unable to make reasonably dependable estimates, the Group would not recognise any profit before a contract is completed, but would recognise a loss as soon as the loss becomes evident.

Adjustments based on the percentage of completion method are reflected in property development and contract revenue in the reporting period. To the extent that these adjustments result in a reduction or elimination of previously reported property development and contract revenue and costs, the Group recognises a charge or credit against current earnings and amounts in prior periods, if any, are not restated.

Note 2.4(a)(iii) to the financial statements describes the Group's policy to recognise revenue from sales of properties using the percentage of completion method. Property development revenue is recognised in respect of all development units that have been sold.

(b) Taxation

Significant judgement is required in determining the capital allowances and deductibility of certain expenses during the estimation of the provision for income taxes. There are many transactions and calculations for which the ultimate tax determination is uncertain during the course of business. Where the final tax outcome of these matters are different from the amounts that were initially recorded, such differences will impact the income tax and deferred income tax provisions in the period in which such determination are made.

(c) Deferred Tax Assets

Deferred tax assets are recognised for all deductible temporary differences and unused tax credits to the extent that it is probable that taxable profit will be available against which the deductible temporary differences and unused tax credits 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.

NOTES TO
THE FINANCIAL STATEMENTS
(CONTINUED)

3. SIGNIFICANT ACCOUNTING ESTIMATES AND JUDGEMENTS (CONT'D)

3.2 Key Source of Estimation Uncertainty (cont'd)

(d) Depreciation and Useful Lives of Property, Plant and Equipment and Investment Properties

The estimates for the residual values, useful lives and related depreciation charges for the property, plant and equipment and investment properties are based on commercial factors which could change significantly as a result of technical innovations and competitors' actions in response to the market conditions.

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

(e) Provision for Cost to Completion

The provision for cost to completion represents development costs identified to be incurred for completed projects. Judgement is required in determining and estimating the amount of provision to be made. The Group evaluates the amount of provision required based on past track records and experience.

(f) Provision for Affordable Housing Obligations

The provision for affordable housing obligations represents development costs identified to be incurred for development of affordable housing projects. Judgement is required in determining and estimating the amount of provision to be made. The Group evaluates the amount of provision required based on past track records and experience.

(g) Allowances for Impairment – Trade and Other Receivables

The Group makes allowances for impairment based on an assessment of the recoverability of receivables. Allowances for impairment are applied to receivables where events or changes in circumstances indicate that the carrying amounts may not be recoverable. Management specifically analysed historical bad debts, customer concentrations, customer creditworthiness, current economic trends and changes in customer payment terms when making a judgement to evaluate the adequacy of the allowance for impairment of receivables. Where the expectation is different from the original estimate, such difference will impact the carrying value of receivables.

(h) Allowance for Inventories

Reviews are made periodically by management on slow moving, damaged and obsolete inventories. These reviews require judgement and estimates. Possible changes in these estimates could result in revisions to the valuation of inventories.

(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 of the cash generating units ("CGU") to which goodwill is allocated. Estimating a value in use amount requires management to make an estimation of the expected future cash flows from the CGU and also to choose a suitable discount rate in order to calculate the present value of those cash flows. The carrying amount of goodwill as at 30 June 2014 was RM Nil (2013: RM5,637,653) as disclosed in Note 17 to the financial statements.

NOTES TO
THE FINANCIAL STATEMENTS
(CONTINUED)

3. SIGNIFICANT ACCOUNTING ESTIMATES AND JUDGEMENTS (CONT'D)

3.2 Key Source of Estimation Uncertainty (cont'd)

(j) Impairment of Investment in Subsidiary Companies and Recoverability of Amount Owing by Subsidiary Companies

The Group tests investment in subsidiary companies for impairment annually in accordance with its accounting policy. More regular reviews are performed if events indicate that this is necessary. The assessment of the net tangible assets of the subsidiary companies affects the result of the impairment test. Costs of investments in subsidiary companies which have ceased operations were impaired up to net assets of the subsidiary companies. The impairment made on investment in subsidiary companies entails an impairment of receivables to be made to the amount owing by these subsidiary companies.

4. REVENUE

Analysis of revenue of the Group and of the Company is as follows:

	GROUP		COMPANY	
	2014 RM	2013 RM	2014 RM	2013 RM
Property development	297,088,040	208,521,582	-	-
Hotel operations	12,798,481	26,291	-	-
Gross dividend income from subsidiary companies (Note 30)	-	-	32,500,000	30,000,000
Management fees (Note 30)	-	-	4,932,000	4,932,000
	309,886,521	208,547,873	37,432,000	34,932,000

5. COST OF SALES

	GROUP		COMPANY	
	2014 RM	2013 RM	2014 RM	2013 RM
Property development costs (Note 13)	150,686,010	94,294,603	-	-
Hotel operation costs	5,312,810	1,772	-	-
	155,998,820	94,296,375	-	-

NOTES TO
THE FINANCIAL STATEMENTS
(CONTINUED)

6. INVESTMENT REVENUE

	GROUP		COMPANY	
	2014 RM	2013 RM	2014 RM	2013 RM
Lease rental income (Note 14)	2,380,386	2,223,080	-	-
Net realised gain from sale of investment securities	-	939,272	-	939,272
Interest income from fixed deposits	5,602,118	4,285,473	5,325,885	3,952,164
Dividend income from fixed income trust fund	4,040,987	4,050,514	4,040,987	4,050,514
Dividend income from investment securities	-	492,200	-	492,200
	12,023,491	11,990,539	9,366,872	9,434,150

7. FINANCE COSTS

	GROUP	
	2014 RM	2013 RM
Interest expense and commitment fees on: Bank overdrafts	54,802	59,209

NOTES TO
THE FINANCIAL STATEMENTS
(CONTINUED)

8. PROFIT BEFORE TAXATION

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

	GROUP		COMPANY	
	2014 RM	2013 RM	2014 RM	2013 RM
Interest income from				
Housing Development Accounts	1,748,251	1,432,064	-	-
Late interest income from customers	209,167	169,078	-	-
Rental income	3,566,205	1,903,992	-	-
Gain on disposal of property, plant and equipment	22,199	197	2	1
Interest on unsecured advances to subsidiary companies (Note 30)	-	-	7,312,045	6,434,973
Auditors' remuneration:				
Statutory				
Current year	(109,600)	(108,750)	(29,000)	(28,000)
Non-statutory	(8,200)	(8,200)	(8,200)	(8,200)
Employee benefits expense	(20,306,337)	(14,633,953)	(4,667,600)	(4,059,984)
Directors' remuneration:				
Fees	(140,600)	(140,500)	(140,600)	(137,500)
Contribution to EPF	(36,000)	(38,400)	(36,000)	(38,400)
Other emoluments	(343,017)	(354,620)	(343,017)	(354,620)
Depreciation of property, plant and equipment (Note 11)	(4,820,511)	(1,143,267)	(62,604)	(120,342)
Depreciation of investment properties (Note 14)	(240,922)	(236,248)	-	-
Rental of:				
Premises	(398,400)	(398,400)	(158,400)	(158,400)
Equipment	(35,856)	(27,848)	(7,360)	(6,360)
Impairment of goodwill (Note 17)	(5,637,653)	-	-	-
Property, plant and equipment written off	(251,138)	(280)	-	-

Employee benefits expense includes salaries, contribution to EPF and other staff related expenses. Contribution to EPF during the financial year by the Group and the Company amounted to RM1,922,903 and RM494,461 (2013: RM1,469,929 and RM424,900) respectively.

The estimated monetary value of benefits-in-kind received by the directors other than in cash from the Group and the Company amounted to RM7,500 and RM7,500 (2013: RM17,500 and RM15,000) respectively.

NOTES TO
THE FINANCIAL STATEMENTS
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9. TAXATION

	GROUP		COMPANY	
	2014 RM	2013 RM	2014 RM	2013 RM
Estimated Malaysian tax payable:				
Current	27,771,472	19,643,758	3,549,722	4,536,362
Prior years	184,499	(42,576)	(3,884)	7,372
	27,955,971	19,601,182	3,545,838	4,543,734
Deferred tax (Note 18):				
Current	1,289,074	4,660,210	-	-
Prior years	25,511	148,665	-	-
	1,314,585	4,808,875	-	-
	29,270,556	24,410,057	3,545,838	4,543,734

A numerical reconciliation of current tax expense applicable to profit before taxation at the applicable statutory income tax rate to income tax expense at the effective income tax rate of the Group and of the Company is as follows:

	GROUP		COMPANY	
	2014 RM	2013 RM	2014 RM	2013 RM
Profit before taxation	116,916,463	102,202,507	46,998,903	44,760,280
Tax at the applicable tax rate of 25%	29,229,116	25,550,627	11,749,726	11,190,070
Tax effects of:				
Expenses that are not deductible in determining taxable profit	3,351,695	3,152,389	1,187,398	1,892,895
Income not subject to tax	(3,637,945)	(4,395,798)	(9,135,247)	(8,543,541)
Unrecognised / (utilisation) of deferred tax assets	117,680	(3,250)	(2,155)	(3,062)
Utilisation of group tax relief	-	-	(250,000)	-
Under/ (over) provision in prior years in respect of current tax	184,499	(42,576)	(3,884)	7,372
Under provision in prior years in respect of deferred tax	25,511	148,665	-	-
	29,270,556	24,410,057	3,545,838	4,543,734

NOTES TO
THE FINANCIAL STATEMENTS
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10. EARNINGS PER ORDINARY SHARE

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

	2014	GROUP 2013
Net profit attributable to Owners of the Company (RM)	87,645,907	77,792,450
Weighted average number of ordinary shares in issue	270,000,000	270,000,000
Basic earnings per share (sen)	32.46	28.81

The basic and diluted earnings per ordinary share are equal as the Group has no dilutive potential ordinary share(s).

NOTES TO THE FINANCIAL STATEMENTS (CONTINUED)

11. PROPERTY, PLANT AND EQUIPMENT

	OFFICE EQUIPMENT	ICE EQUIPMENT AND COMPUTERS	FURNITURE AND FITTINGS	INNOVATIONS EQUIPMENT	OPERATING SUPPLIES AND MOTOR VEHICLES	TOTAL
Group 2014						
Cost						
A t1 July	19,154,032	1,935,274	409,505	15,653,311	985,154	40,571,938
A additions	-	1,502,569	13,476,791	599,805	5,735,626	21,314,793
D disposals	-	(5,998)	-	-	(218,666)	(224,664)
Written off	-	(448,246)	(244,555)	(3,764,620)	(895,537)	(5,352,958)
A t30 June 2014	19,154,032	2,983,599	13,641,741	12,488,496	5,825,243	1,144,672,563,309,109
Accumulated depreciation						
A t1 July	1,598,943	704,320	356,321	4,181,818	719,216	1,231,893,104,460,406
Charge for the financial year	133,248	543,041	1,522,885	1,869,565	583,393	4,820,511
D disposals	-	(5,998)	-	-	(218,664)	(224,662)
Written off	-	(475,808)	(230,195)	(3,657,444)	(738,373)	(5,101,820)
A t30 June 2014	1,732,191	1,729,130	1,649,011	2,393,939	564,236	1,110,575 9,954,435
Carrying Amount						
A t30 June 2014	17,421,841	295,973	12,544,691	10,094,557	5,261,007	34,097 46,354,674

NOTES TO
THE FINANCIAL STATEMENTS
(CONTINUED)

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

	OFFICE EQUIPMENT AND COMPUTERS RM	FURNITURE AND FITTINGS RM	RENOVATIONS RM	MOTOR VEHICLES RM	TOTAL RM
Company 2014					
Cost					
At 1 July 2013	392,815	12,464	199,726	344,894	949,899
Additions	14,765	-	-	-	14,765
Disposals	-	-	-	-	-
Written off	(5,998)	-	-	-	(5,998)
At 30 June 2014	401,582	12,464	199,726	344,894	958,666
Accumulated Depreciation					
At 1 July 2013	259,485	8,164	183,839	344,891	796,379
Charge for the financial year	56,357	1,188	5,059	-	62,604
Disposals	-	-	-	-	-
Written off	(5,998)	-	-	-	(5,998)
At 30 June 2014	309,844	9,352	188,898	344,891	852,985
Carrying Amount					
At 30 June 2014	91,738	3,112	10,828	3	105,681

NOTES TO
THE FINANCIAL STATEMENTS
(CONTINUED)

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

	OFFICE EQUIPMENT AND COMPUTERS RM	FURNITURE AND FITTINGS RM	RENOVATIONS RM	MOTOR VEHICLES RM	TOTAL RM
Company					
2013					
Cost					
At 1 July 2012	351,962	11,330	199,726	344,894	907,912
Additions	64,674	1,134	-	-	65,808
Disposals	(15,543)	-	-	-	(15,543)
Written off	(8,278)	-	-	-	(8,278)
At 30 June 2013	392,815	12,464	199,726	344,894	949,899
Accumulated Depreciation					
At 1 July 2012	222,971	6,570	168,024	302,292	699,857
Charge for the financial year	60,334	1,594	15,815	42,599	120,342
Disposals	(15,542)	-	-	-	(15,542)
Written off	(8,278)	-	-	-	(8,278)
At 30 June 2013	259,485	8,164	183,839	344,891	796,379
Carrying Amount					
At 30 June 2013	133,330	4,300	15,887	3	153,520

NOTES TO
THE FINANCIAL STATEMENTS
(CONTINUED)

12. LAND HELD FOR FUTURE DEVELOPMENT

Land held for future development consists of:

	FREEHOLD LAND AT COST RM	FREEHOLD LAND AT REVALUATION RM	LONG TERM LEASEHOLD LAND AT COST RM	DEVELOPMENT EXPENDITURE RM	TOTAL RM
Group					
At 1 July 2012	167,000,378	35,189,487	41,677,729	6,701,158	250,568,752
Additions	-	-	-	6,510,216	6,510,216
Transfer to property development projects (Note 13)	(35,293,627)	-	-	(760,723)	(36,054,350)
At 30 June 2013	131,706,751	35,189,487	41,677,729	12,450,651	221,024,618
Additions	-	-	-	1,952,326	1,952,326
Transfer to property development projects (Note 13)	(19,314,210)	-	-	(9,746,699)	(29,060,909)
At 30 June 2014	112,392,541	35,189,487	41,677,729	4,656,278	193,916,035

The freehold land at revaluation held by a subsidiary company was revalued in 1997 based on valuations carried out by an independent professional valuer using the open market value of existing use basis.

NOTES TO
THE FINANCIAL STATEMENTS
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13. PROPERTY DEVELOPMENT PROJECTS

	GROUP	
	2014 RM	2013 RM
At 1 July		
Freehold land, at cost	86,850,001	135,458,551
Freehold land, at valuation	6,290,069	6,290,069
Development expenditure	753,500,186	825,180,860
	846,640,256	966,929,480
Add:		
Transfer from land held for future development (Note 12):		
Freehold land, at cost	19,314,210	35,293,627
Development expenditure, at cost	9,746,699	760,723
	29,060,909	36,054,350
Cost incurred during the financial year:		
Development expenditure	194,067,444	92,800,523
	223,128,353	128,854,873
Less:		
Reversal of completed projects:		
Freehold land, at cost	28,110,121	83,902,177
Freehold land, at valuation	1,423,371	-
Development expenditure	285,234,791	165,241,920
	314,768,283	249,144,097
Transfer to inventories:		
Freehold land, at cost	4,182,324	-
Development expenditure	13,014,151	-
	17,196,475	-
	(331,964,758)	(249,144,097)
	737,803,851	846,640,256
Less: Cost recognised to date		
Previous years	598,118,742	752,968,236
Current year (Note 5)	150,686,010	94,294,603
Reversal of completed projects	(314,768,283)	(249,144,097)
	(434,036,469)	(598,118,742)
	303,767,382	248,521,514
Less: Non-current portion	(163,303,494)	(156,053,763)
Current portion	140,463,888	92,467,751

The freehold land at revaluation held by a subsidiary company was revalued in 1997 based on valuations carried out by an independent professional valuer using the open market value of existing use basis.

NOTES TO
THE FINANCIAL STATEMENTS
(CONTINUED)

14. INVESTMENT PROPERTIES

	FREEHOLD LAND RM	BUILDINGS RM	TOTAL RM
Group 2014			
Cost			
At 1 July 2013	36,516,193	12,241,802	48,757,995
Additions	-	11,616	11,616
Reversal	-	(2,528)	(2,528)
At 30 June 2014	36,516,193	12,250,890	48,767,083
Accumulated Depreciation			
At 1 July 2013	-	1,897,355	1,897,355
Charge for the financial year	-	240,922	240,922
At 30 June 2014	-	2,138,277	2,138,277
Carrying Amount At 30 June 2014	36,516,193	10,112,613	46,628,806
2013			
Cost			
At 1 July 2012	36,516,193	12,253,777	48,769,970
Additions	-	11,800	11,800
Reversal	-	(23,775)	(23,775)
At 30 June 2013	36,516,193	12,241,802	48,757,995
Accumulated Depreciation			
At 1 July 2012	-	1,661,107	1,661,107
Charge for the financial year	-	236,248	236,248
At 30 June 2013	-	1,897,355	1,897,355
Carrying Amount At 30 June 2013	36,516,193	10,344,447	46,860,640
Fair Value			
At 30 June 2014	121,600,000	19,747,200	141,347,200
At 30 June 2013	121,600,000	18,906,150	140,506,150

NOTES TO THE FINANCIAL STATEMENTS (CONTINUED)

14. INVESTMENT PROPERTIES (CONT'D)

The rental income earned by the Group from its investment properties amounted to RM2,380,386 (2013: RM2,223,080). Direct operating expenses pertaining to the investment properties during the financial year amounted to RM481,241 (2013: RM478,913).

Fair value information

The fair value of investment properties are categorised as follows:

Policy on transfer between levels

The fair value of an asset to be transferred between levels is determined as of the date of the event or change in circumstances that caused the transfer.

- Level 1 fair value: Level 1 fair value is derived from quoted price (unadjusted) in active markets for identical investment properties that the entity can access at the measurement date.
- Level 2 fair value: Level 2 fair value is estimated using inputs other than quoted prices included within Level 1 that are observable for the investment properties, either directly or indirectly.
- Level 3 fair value: Level 3 fair value is estimated using unobservable inputs for the investment property.

The fair value of investment properties of the Group are categorised as Level 3. The fair value on the investment properties are determined based on information available through internal research and directors' best estimation.

There is no transfer between levels of fair values hierarchy during the financial year.

Sales Comparison Approach

The Group's investment properties consist of freehold lands and condominium. Sales price of comparable properties in close proximity are adjusted for differences in key attributes such as property size. The most significant input into this valuation approach is price per square foot of comparable properties.

15. INVESTMENT IN SUBSIDIARY COMPANIES

	2014 RM	GROUP 2013 RM
Unquoted shares, at cost	265,409,226	265,409,226

NOTES TO
THE FINANCIAL STATEMENTS
(CONTINUED)

15. INVESTMENT IN SUBSIDIARY COMPANIES (CONT'D)

(a) Details of the subsidiary companies, all of which are incorporated in Malaysia, are as follows:

	EFFECTIVE PERCENTAGE OF OWNERSHIP		PRINCIPAL ACTIVITIES
	2014 %	2013 %	
SUBSIDIARY COMPANIES			
Plenitude Tebrau Sdn Bhd	100	100	Property development and investment holding
Plenitude Permai Sdn Bhd	100	100	Property development and investment holding
Plenitude Heights Sdn Bhd	100	100	Property development, hoteling and investment holding
Plenitude Hills Sdn Bhd	100	100	Investment holding
Plenitude Bayu Sdn Bhd	100	100	Property development and investment
Plenitude Estates Sdn Bhd	100	100	Property development and property investment
Plenitude Damansara Sdn Bhd	100	100	Property development, yet to commence operations
Plenitude International Sdn Bhd	100	100	Property development, hoteling and property investment, yet to commence operations
Plenitude Homes Sdn Bhd	100	100	Property development and property investment, yet to commence operations
Plenitude Gateway Sdn Bhd	100	100	General trading, land and property investment and investment holding, yet to commence operations
Cipriani Sdn Bhd	100	100	Investment holding

NOTES TO
THE FINANCIAL STATEMENTS
(CONTINUED)

15. INVESTMENT IN SUBSIDIARY COMPANIES (CONT'D)

	EFFECTIVE PERCENTAGE OF OWNERSHIP		PRINCIPAL ACTIVITIES
	2014 %	2013 %	
INDIRECT SUBSIDIARY COMPANIES			
HELD THROUGH PLENITUDE TEBRAU SDN BHD			
PNT Materials Trading Sdn Bhd	100	100	Trading of construction materials
PNT Guards Sdn Bhd	100	100	Property development and property investment
PNT Property Management Services Sdn Bhd	100	100	Provision of management services
HELD THROUGH PLENITUDE HEIGHTS SDN BHD			
Plenitude Builders Sdn Bhd	100	100	Property development and project management
TBBH Management & Venture Holidays Sdn Bhd	100	100	Provision of management services for hotel industry and travel operations
HELD THROUGH PLENITUDE PERMAI SDN BHD			
Intisari Sanjung (M) Sdn Bhd	100	100	Property development, yet to commence operations

(b) Amount owing by subsidiary companies, which arose mainly from management fees and expenses paid on behalf, are interest free and repayable on demand except for unsecured advances which bear interest at rates of 4.00% (2013: 4.00%) per annum.

Amount owing to subsidiary companies, which arose mainly from unsecured advances, are interest-free and repayable on demand.

(c) In the previous financial year, the Company increased its equity interest in Plenitude Estates Sdn Bhd from RM1,000 to RM3 million.

**NOTES TO
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16. OTHER INVESTMENT

	GROUP AND COMPANY	
	2014	2013
	RM	RM
Investment in golf club membership	85,000	85,000

17. GOODWILL ON CONSOLIDATION

	GROUP	
	2014	2013
	RM	RM
At 1 July	5,637,653	5,637,653
Less : Impairment of goodwill (Note 8)	(5,637,653)	-
At 30 June	-	5,637,653

Goodwill acquired in a business combination is allocated, at acquisition, to the cash-generating unit (“CGU”) that is expected to benefit from that business combination.

The carrying amount of goodwill had been allocated to investment holding segment as independent CGU.

The Group tests goodwill annually for impairment or more frequently if there are indications that goodwill might be impaired.

The recoverable amount of the CGU is determined from value in use calculation. The key assumptions for the value in use calculation are those regarding the discount rate, growth rates and expected changes to selling prices and direct costs during the period. Management estimates discount rate using pre-tax rate that reflect current market assessments of the time value of money and the risks specific to the CGU. The growth rates and changes in selling prices and direct costs are based on expectations of future changes in the market. An impairment loss is recognised immediately in the profit or loss if the recoverable amount is less than the carrying amount.

As a result of the above, an impairment loss of RM5,637,653 was recognised during the current financial year.

NOTES TO
THE FINANCIAL STATEMENTS
(CONTINUED)

18. DEFERRED TAX ASSETS/(LIABILITIES)

(a) Deferred tax assets and liabilities are offset when there is a legally enforceable right to set off current tax assets against current tax liabilities and when the deferred taxes relate to the same tax authority. The amounts of deferred tax assets and liabilities, after appropriate offsetting, are included in the statements of financial position, as follows:

	2014 RM	GROUP 2013 RM
Deferred tax assets		
At 1 July	22,734,096	27,542,971
Recognised in profit or loss (Note 9)	(1,314,585)	(4,808,875)
At 30 June	21,419,511	22,734,096
Deferred tax liabilities		
At 1 July/30 June	(5,513,644)	(5,513,644)
Presented after appropriate offsetting as follows:		
Deferred tax assets	21,419,511	22,734,096
Deferred tax liabilities	(5,513,644)	(5,513,644)
At 30 June	15,905,867	17,220,452

(b) The component and movements of deferred tax assets and liabilities of the Group during the financial year prior to offsetting are as follows:

Deferred tax assets	PROPERTY DEVELOPMENT PROJECTS RM	INVESTMENT PROPERTY RM	PROPERTY PLANT AND EQUIPMENT RM	OTHERS RM	TOTAL RM
2014					
At 1 July 2013	16,175,863	3,544,217	-	3,162,645	22,882,725
Recognised in profit or loss	(2,454,831)	-	579,861	426,381	(1,448,589)
At 30 June 2014	13,721,032	3,544,217	579,861	3,589,026	21,434,136
2013					
At 1 July 2012	20,534,337	3,544,217	-	3,659,267	27,737,821
Recognised in profit or loss	(4,358,474)	-	-	(496,622)	(4,855,096)
At 30 June 2013	16,175,863	3,544,217	-	3,162,645	22,882,725

NOTES TO
THE FINANCIAL STATEMENTS
(CONTINUED)

18. DEFERRED TAX ASSETS/(LIABILITIES) (CONT'D)

- (b) The component and movements of deferred tax assets and liabilities of the Group during the financial year prior to offsetting are as follows (cont'd) :

Deferred tax liabilities	PROPERTY PLANT AND EQUIPMENT RM	LAND HELD FOR FUTURE DEVELOPMENT RM	TOTAL RM
2014			
At 1 July 2013	148,629	5,513,644	5,662,273
Recognised in profit or loss	(134,004)	-	(134,004)
At 30 June 2014	14,625	5,513,644	5,528,269
2013			
At 1 July 2012	194,850	5,513,644	5,708,494
Recognised in profit or loss	(46,221)	-	(46,221)
At 30 June 2013	148,629	5,513,644	5,662,273

- (c) As mentioned in Note 2 to the financial statements, the tax effects of deductible temporary differences, unused tax losses and unused tax credits which would give rise to deferred tax assets are recognised to the extent that it is probable that future taxable profits will be available against which the deductible temporary differences, unused tax losses and unused tax credits can be utilised. As of 30 June 2014, the estimated amount of deferred tax assets calculated at the applicable tax rate, which is not recognised in the financial statements due to uncertainty of its realisation is as follows:

	GROUP DEFERRED TAX ASSET 2014 RM	2013 RM
Tax effects of unused tax losses	1,638,209	1,512,465

The unused tax losses, which are subject to the agreement by the tax authorities, are available for offset against future chargeable income.

NOTES TO
THE FINANCIAL STATEMENTS
(CONTINUED)

19. INVENTORIES

	2014 RM	GROUP 2013 RM
At cost:		
Completed houses and shop lots	38,138,142	20,941,667
Food and beverages	135,453	39,897
	38,273,595	20,981,564

20. TRADE AND OTHER RECEIVABLES

	2014 RM	GROUP 2013 RM	2014 RM	COMPANY 2013 RM
Trade				
Trade receivables	62,131,794	44,163,148	-	-
Less : Allowance for impairment	-	-	-	-
	62,131,794	44,163,148	-	-
Non-Trade				
Other receivables	3,910,736	2,273,365	3,202,004	-
Refundable deposits	2,775,295	2,726,951	38,130	38,030
Prepaid expenses	2,469,093	1,729,927	463,426	10,000
Less : Allowance for impairment	-	-	-	-
	9,155,124	6,730,243	3,703,560	48,030
Total trade and other receivables	71,286,918	50,893,391	3,703,560	48,030

Trade receivables

Trade receivables comprise amounts receivable for the sales of goods and progress billings to customers. Trade receivables are non-interest bearing and normal credit terms offered by the Group is 21 days (2013: 21 days). Other credit terms are assessed and approved on a case by case basis. They are recognised at their original invoice amounts which represent their fair values on initial recognition.

The carrying amounts of trade and other receivables approximate their fair values.

NOTES TO
THE FINANCIAL STATEMENTS
(CONTINUED)

20. TRADE AND OTHER RECEIVABLES (CONT'D)

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

	2014 RM	GROUP 2013 RM
Neither past due nor impaired	46,493,467	29,564,096
Past due but not impaired		
Past due 1 to 30 days	9,524,342	9,457,783
Past due 31 to 60 days	1,908,122	3,301,455
Past due 61 to 90 days	3,380,104	961,644
Past due 91 to 120 days	337,054	231,604
Past due over 120 days	488,705	646,566
	15,638,327	14,599,052
Less: Allowance for impairment	-	-
	62,131,794	44,163,148

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.

Receivables that are past due but not impaired

Included in the Group's trade receivables are receivables with carrying value of RM15.6 million (2013: RM14.6 million) which are past due but not impaired at the end of the financial year. The Group has not made any allowances for impairment for these receivables since there has not been a significant change in the credit quality of these receivables and the amounts owing are still considered as being recoverable.

In determining the recoverability of a trade receivable, the Group considers any change in the credit quality of the trade receivables from the date the credit was initially granted up to the reporting date. The Group has policies in place to ensure that credit is extended only to customers with acceptable credit history and/or payment track records. Allowances for impairment are made on specific trade receivables when there is objective evidence that the Group will not be able to collect the amounts due.

NOTES TO
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21. SHORT TERM DEPOSITS, CASH AND BANK BALANCES

	GROUP		COMPANY	
	2014 RM	2013 RM	2014 RM	2013 RM
Fixed income trust fund	100,260,278	129,481,936	100,260,278	129,481,936
Fixed deposits with licensed banks	196,490,423	180,961,929	159,490,423	180,961,929
Cash and bank balances	99,605,192	79,002,405	3,969,150	2,358,928
	396,355,893	389,446,270	263,719,851	312,802,793

Included in cash and bank balances of the Group is an amount of RM81,366,028 (2013: RM68,013,686) deposited into Housing Development Accounts in accordance with Section 7(A) of the Housing Developers (Control and Licensing) Act, 1966. These accounts, which consist of monies received from purchasers and interest credited thereon, are for the payment of property development expenditure incurred. The surplus monies, if any, will be released to the Group upon the completion of the property development project and after all property development expenditure has been fully settled.

The effective interest rates per annum of deposits with licensed banks and fixed income trust fund are as follows:

	GROUP		COMPANY	
	2014 RM	2013 RM	2014 RM	2013 RM
Fixed income trust fund	3.31% to 3.36%	3.36% to 3.44%	3.31% to 3.36%	3.36% to 3.44%
Fixed deposits with licensed banks	2.55% to 3.35%	2.55% to 3.20%	2.55% to 3.35%	2.55% to 3.20%

The maturities and repricing of deposits with licensed banks and fixed income trust fund at the end of the financial year are as follows:

	GROUP		COMPANY	
	2014 RM	2013 RM	2014 RM	2013 RM
Within one year:				
Fixed income trust fund	100,260,278	129,481,936	100,260,278	129,481,936
Fixed deposits with licensed banks	196,490,423	180,961,929	159,490,423	180,961,929
	296,750,701	310,443,865	259,750,701	310,443,865

**NOTES TO
THE FINANCIAL STATEMENTS
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22. SHARE CAPITAL

	GROUP AND COMPANY			
	NUMBER OF SHARES		NOMINAL VALUE	
	2014 UNITS	2013 UNITS	2014 RM	2013 RM
Ordinary shares of RM1 each				
Authorised:				
At 1 July/30 June	500,000,000	500,000,000	500,000,000	500,000,000
Issued and fully paid:				
At 1 July/30 June	270,000,000	270,000,000	270,000,000	270,000,000

23. RETAINED EARNINGS

Under the single tier system which comes into effect from the year of assessment 2008, companies are not required to have tax credits under Section 108 of the Income Tax, 1967 for dividend payment purposes. Under this system, all the Company's retained earnings are distributable by way of dividend and tax on the Company's profit is the final tax and dividend distributed to shareholders will be exempted from tax.

The Company has elected for the irrevocable option under the Finance Act 2007 to disregard the Section 108 balance. The Company will be able to distribute dividends out of its entire retained earnings as at 30 June 2014 under the single tier system.

24. TRADE AND OTHER PAYABLES

	GROUP		COMPANY	
	2014 RM	2013 RM	2014 RM	2013 RM
Trade				
Trade payables	19,719,885	17,061,528	-	-
Retention monies	15,692,862	16,398,125	-	-
	35,412,747	33,459,653	-	-
Non-Trade				
Other payables	9,557,413	10,076,613	35,642	19,484
Accrued expenses	14,606,533	10,672,082	1,065,868	1,068,840
Deferred income	122,533	-	-	-
Provision for cost to completion	34,087,612	62,179,152	-	-
Provision for affordable housing obligations	42,026,784	-	-	-
	100,400,875	82,927,847	1,101,510	1,088,324
Total trade and other payables	135,813,622	116,387,500	1,101,510	1,088,324

NOTES TO
THE FINANCIAL STATEMENTS
(CONTINUED)

24. TRADE AND OTHER PAYABLES (CONT'D)

Trade Payables

Trade payables comprise amounts outstanding for construction and ongoing costs. Trade payables are non-interest bearing and the normal credit period granted to the Group for construction costs range from 30 to 60 days (2013: 30 to 60 days).

Provision for Cost to Completion

The provision for cost to completion represents development costs identified to be incurred for completed projects. The movements in the provision for cost to completion are as follows:

	2014 RM	GROUP 2013 RM
At 1 July	62,179,152	81,229,047
Charge to profit or loss	15,675,250	2,998,401
Utilised/write back to profit or loss	(43,766,790)	(22,048,296)
At 30 June	34,087,612	62,179,152

Provision for Affordable Housing Obligations

The estimated amount of shortfall relating to affordable housing obligation is to be recognised as a provision. The recognition of a corresponding asset in the form of common costs in the development of premium housing as included in Note 13 on Property Development Projects.

The movement of the provision for affordable housing obligations are as follows :

	GROUP 2014 RM
At 1 July	-
Provision made during the year	42,026,784
At 30 June	42,026,784

**NOTES TO
THE FINANCIAL STATEMENTS
(CONTINUED)**

25. BANK OVERDRAFTS AND OTHER CREDIT FACILITIES

The subsidiary companies have bank overdrafts and bank guarantee facilities of RM14.3 million (2013: RM14.3 million) obtained from a local bank. These facilities are secured by corporate guarantees issued by the Company and negative pledge on assets of the respective subsidiary companies.

The bank overdrafts facilities bear interest at rates of 6.60% (2013: 6.60%) per annum.

26. DIVIDENDS

Dividends recognised by the Company are as follows:

	COMPANY	
	2014 RM	2013 RM
Recognised during the financial year:		
Dividends on ordinary shares:		
Final single-tier dividend (2013: 6 sen 2012: 5 sen)	16,200,000	13,500,000

The directors have proposed a final single-tier dividend of 6 sen on 270,000,000 ordinary shares, amounting to RM16,200,000 in respect of current financial year. This dividend is subject to approval of the shareholders at the forthcoming Annual General Meeting of the Company and has not been included as a liability in the financial statements. Such dividend, if approved by the shareholders, will be accounted for in equity as an appropriation of retained earnings in the financial year ending 30 June 2015.

27. FINANCIAL LIABILITIES

Corporate Guarantee

	COMPANY	
	2014 RM	2013 RM
Unsecured:		
Corporate guarantee given to a bank for credit facilities granted to subsidiary companies	14,278,000	14,278,000

28. SIGNIFICANT EVENT SUBSEQUENT TO THE FINANCIAL YEAR

Plenitude International Sdn Bhd, a wholly-owned subsidiary of Plenitude Berhad had on 24 July 2014, entered into a sale and purchase agreement with Lembaga Kumpulan Wang Simpanan Pekerja, to acquire a 259-suite hotel known as The Gurney Resort Hotel & Residences, retail units and 551 car park bays, bearing postal address of 18, Persiaran Gurney, 10250 Georgetown, Penang, Malaysia, the furniture, fixtures, fittings and equipment, the IT systems, the supplies and the food and beverages, for total cash consideration of RM160,100,000.

NOTES TO THE FINANCIAL STATEMENTS (CONTINUED)

29. SEGMENT INFORMATION

The Group prepared the following segment information in accordance with FRS 8 Operating Segments and on the basis of internal reports on the Group's strategic business units which are regularly reviewed by the management in order to allocate resources to the segments and to assess their performances.

There are varying levels of integration among Investment Holding and other segments with the other segments. This integration includes corporate support and provision of financial support. Inter-segment pricing is determined on a negotiated basis.

Segment assets

The total of segment asset is measured based on all assets (including goodwill) of a segment, as included in the internal management reports that are reviewed by the directors. Segment total asset is used to measure the return on assets of each segment.

Segment liabilities

The total segment liability is measured based on all liabilities of a segment, as included in the internal management reports that are reviewed by the directors.

Segment capital expenditure

Segment capital expenditure is the total cost incurred during the financial year to acquire property, plant and equipment.

For management purposes, the Group is organised into the following operating divisions:

- Property development
- Hotel operations
- Others

Information on the Group's operations by geographical segments has not been presented as the Group operated principally in Malaysia.

APPENDIX VI – AUDITED CONSOLIDATED FINANCIAL STATEMENTS OF PLENITUDE FOR THE FYE 30 JUNE 2014 (Cont'd)

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**NOTES TO
THE FINANCIAL STATEMENTS
(CONTINUED)**

29. SEGMENT INFORMATION (CONT'D)

	PROPERTY DEVELOPMENT RM	HOTEL OPERATIONS RM	INVESTMENT HOLDING AND OTHERS RM	ELIMINATIONS RM	NOTE	TOTAL RM
Group 2014						
Revenue						
External customers	297,088,040	12,798,481	-	-		309,886,521
Inter-segment sales	-	-	5,173,156	(5,173,156)	(a)	-
Dividend income	-	-	32,500,000	(32,500,000)	(a)	-
Total revenue	297,088,040	12,798,481	37,673,156	(37,673,156)		309,886,521
Results						
Operating profit	99,620,698	(4,644,676)	31,878,049	(21,906,297)	(b)	104,947,774
Investment revenue						12,023,491
Finance costs						(54,802)
Profit before taxation						116,916,463
Taxation						(29,270,556)
Net profit attributable to Owners of the Company						87,645,907
Consolidated Statements of Financial Position						
Segment assets	805,014,912	50,746,990	884,964,926	(634,177,060)	(b)&(c)	1,106,549,768
Unallocated assets						28,011,176
						1,134,560,944
Segment liabilities	303,206,191	56,040,270	126,765,947	(338,193,466)	(c)	147,818,942
Unallocated liabilities						6,201,821
						154,020,763
Other Information						
Capital expenditure	133,880	21,166,148	14,765	-		21,314,793
Depreciation						
- Property, plant and equipment	291,195	4,462,788	66,528	-		4,820,511
- Investment properties	220,686	-	20,236	-		240,922
Interest income	276,233	-	5,325,885	-		5,602,118

NOTES TO
THE FINANCIAL STATEMENTS
(CONTINUED)

29. SEGMENT INFORMATION (CONT'D)

	PROPERTY DEVELOPMENT RM	HOTEL OPERATIONS RM	INVESTMENT HOLDING AND OTHERS RM	ELIMINATIONS RM	NOTE	TOTAL RM
Group 2013						
Revenue						
External customers	208,521,582	26,291	-	-		208,547,873
Inter-segment sales	-	-	6,753,343	(6,753,343)	(a)	-
Dividend income	-	-	30,000,000	(30,000,000)	(a)	-
Total revenue	208,521,582	26,291	36,753,343	(36,753,343)		208,547,873
Results						
Operating profit	82,874,173	(2,297,946)	36,298,374	(26,603,424)	(b)	90,271,177
Investment revenue						11,990,539
Finance costs						(59,209)
Profit before taxation						102,202,507
Taxation						(24,410,057)
Net profit attributable to Owners of the Company						77,792,450
Consolidated Statements of Financial Position						
Segment assets	743,572,486	29,555,252	900,968,868	(662,588,059)	(b)&(c)	1,011,508,547
Goodwill on consolidation	-	-	5,637,653	-		5,637,653
Unallocated assets						28,251,806
						1,045,398,006
Segment liabilities	282,788,050	29,202,418	169,393,009	(354,802,057)	(c)	126,581,420
Unallocated liabilities						9,722,312
						136,303,732
Other Information						
Capital expenditure	88,042	10,972,944	65,808	-		11,126,794
Depreciation						
- Property, plant and equipment	301,607	700,727	140,933	-		1,143,267
- Investment properties	220,662	-	15,586	-		236,248
Interest income	333,309	-	3,952,164	-		4,285,473

Notes Nature of elimination to arrive at amounts reported in the consolidated financial statements:

- (a) Inter-segment revenues are eliminated on consolidation
- (b) Inter-segment expenses are eliminated on consolidation and
- (c) Inter-segment balances are eliminated on consolidation.

**NOTES TO
THE FINANCIAL STATEMENTS
(CONTINUED)**

30. SIGNIFICANT RELATED PARTY DISCLOSURES

Parties are considered to be related if one party has the ability to control the other party or exercise significant influences over the other party in making financial and operational decisions, or if one other party controls both.

Related parties also included key management personnel defined as those group of persons having authority and responsibility for planning, directing, and controlling the activities of the Group either directly or indirectly. The key management personnel include all the directors of the Group, and certain members of senior management of the Group.

The Group has related party relationship with its subsidiaries, directors and key management personnel.

(a) Significant transactions undertaken on agreed terms and prices by the Company with its subsidiary companies during the financial year are as follows:

	COMPANY	
	2014 RM	2013 RM
Dividend income received (Note 4)	32,500,000	30,000,000
Interest on unsecured advances to subsidiary companies (Note 8)	7,312,045	6,434,973
Management fees received (Note 4)	4,932,000	4,932,000

(b) The compensation of key management personnel during the financial year are as follows:

	GROUP		COMPANY	
	2014 RM	2013 RM	2014 RM	2013 RM
Short-term employee benefits	4,699,173	3,538,507	2,770,938	2,402,429
Contributions to EPF	501,112	416,772	329,077	287,500
	5,200,285	3,955,279	3,100,015	2,689,929

The estimated monetary value of benefit-in-kind received by the key management personnel other than in cash from the Group and the Company amounted to RM16,650 and RM14,900 (2013: RM23,092 and RM20,592) respectively.

Included in the above compensation of key management personnel are directors' remuneration as disclosed in Note 8 to the financial statements.

NOTES TO
THE FINANCIAL STATEMENTS
(CONTINUED)

31. FINANCIAL INSTRUMENTS

(a) Classification of Financial Instruments

The following table analyses the financial assets and liabilities of the Group and the Company in the statements of financial position as at 30 June 2014 by the class of financial instrument to which they are assigned, and therefore by the measurement basis.

	NOTE	LOANS AND RECEIVABLES RM	FAIR VALUE THROUGH PROFIT OR LOSS RM	FINANCIAL LIABILITIES AT AMORTISED COST RM	TOTAL RM
Group					
2014					
Financial Assets					
Trade and other receivables	20	68,817,825	-	-	68,817,825
Fixed income trust fund	21	100,260,278	-	-	100,260,278
Fixed deposits with licensed banks	21	196,490,423	-	-	196,490,423
Cash and bank balances	21	99,605,192	-	-	99,605,192
Total Financial Assets		465,173,718	-	-	465,173,718
Financial Liabilities					
Trade and other payables	24	-	-	59,699,226	59,699,226
Total Financial Liabilities		-	-	59,699,226	59,699,226
2013					
Financial Assets					
Trade and other receivables	20	49,163,464	-	-	49,163,464
Fixed income trust fund	21	129,481,936	-	-	129,481,936
Fixed deposits with licensed banks	21	180,961,929	-	-	180,961,929
Cash and bank balances	21	79,002,405	-	-	79,002,405
Total Financial Assets		438,609,734	-	-	438,609,734
Financial Liabilities					
Trade and other payables	24	-	-	54,208,348	54,208,348
Total Financial Liabilities		-	-	54,208,348	54,208,348
Exclude prepayments Exclude provisions					

**NOTES TO
THE FINANCIAL STATEMENTS
(CONTINUED)**

31. FINANCIAL INSTRUMENTS (CONT'D)

(a) Classification of Financial Instruments (cont'd)

	NOTE	LOANS AND RECEIVABLES RM	FAIR VALUE THROUGH PROFIT OR LOSS RM	FINANCIAL LIABILITIES AT AMORTISED COST RM	TOTAL RM
Company 2014					
Financial Assets					
Trade and other receivables	20	3,240,134	-	-	3,240,134
Amount owing by subsidiary companies		195,717,666	-	-	195,717,666
Fixed income trust fund	21	100,260,278	-	-	100,260,278
Fixed deposits with licensed banks	21	159,490,423	-	-	159,490,423
Cash and bank balances	21	3,969,150	-	-	3,969,150
Total Financial Assets		462,677,651	-	-	462,677,651
Financial Liabilities					
Trade and other payables	24	-	-	1,101,510	1,101,510
Amount owing to subsidiary companies		-	-	118,784,525	118,784,525
Total Financial Liabilities		-	-	119,886,035	119,886,035
2013					
Financial Assets					
Trade and other receivables	20	38,030	-	-	38,030
Amount owing by subsidiary companies		166,227,495	-	-	166,227,495
Fixed income trust fund	21	129,481,936	-	-	129,481,936
Fixed deposits with licensed banks	21	180,961,929	-	-	180,961,929
Cash and bank balances	21	2,358,928	-	-	2,358,928
Total Financial Assets		479,068,318	-	-	479,068,318
Financial Liabilities					
Trade and other payables	24	-	-	1,088,324	1,088,324
Amount owing to subsidiary companies		-	-	161,611,717	161,611,717
Total Financial Liabilities		-	-	162,700,041	162,700,041

Exclude prepayments

NOTES TO THE FINANCIAL STATEMENTS (CONTINUED)

31. FINANCIAL INSTRUMENTS (CONT'D)

(b) Financial Risk Management Objectives and Policies

The operations of the Group and of the Company are subject to a variety of financial risks, including credit risk, liquidity risk, interest rate risk and market price risk. The Group and the Company have formulated a financial risk management framework whose principal objective is to minimise the Group's and the Company's exposure to risks and/or costs associated with the financing, investing and operating activities of the Group and of the Company.

The following sections provide details regarding the Group's and Company's exposure to the above-mentioned financial risks and the objectives, policies and processes for the management of these risks.

(i) Credit Risk

Credit risk is the risk of loss that may arise on outstanding financial instruments should a counter party default on its obligation. The Group's and the Company's exposure to credit risk arises primarily from trade and other receivables and deposits with banks and other financial institutions.

Trade and other receivables may give rise to credit risk which requires the loss to be recognised if a counter party fails to perform as contracted. It is the Group's and the Company's policy to monitor the financial standing of these receivables on an ongoing basis to ensure that the Group and the Company are exposed to minimal credit risk. For deposits with banks and other financial institutions, the Group and the Company minimise credit risk by dealing with various counter parties with good reputation and high credit ratings only.

Exposure to credit risk

As at end of financial year, the Group and the Company have no significant concentration of credit risk. The maximum exposure to credit risk for the Group and the Company are represented by the carrying amount of each financial asset.

Financial assets that are neither past due nor impaired

Receivables that are neither past due nor impaired are creditworthy debtors with good payment records with the Group and the Company.

Information regarding trade receivables that are neither past due nor impaired is disclosed in Note 20 to the financial statements.

Deposits with banks and other financial institutions are placed with reputable financial institutions with high credit ratings and no history of default.

Financial assets that are either past due or impaired

Information regarding financial assets that are past due or impaired is disclosed in Note 20 to the financial statements.

NOTES TO
THE FINANCIAL STATEMENTS
(CONTINUED)

31. FINANCIAL INSTRUMENTS (CONT'D)

(b) Financial Risk Management Objectives and Policies (cont'd)

(i) Credit Risk (cont'd)

Inter-company balances

The Company provides unsecured loans and advances to subsidiaries. The Company monitors the results of the subsidiaries regularly.

As at the end of the reporting period, the maximum exposure to credit risk is represented by their carrying amounts in the statement of financial position. There is no indication that the unsecured loans and advances to the subsidiaries are not recoverable.

Financial guarantees

The Company provides unsecured financial guarantees to banks in respect of banking facilities granted to certain subsidiaries. The Company monitors on an ongoing basis the results of the subsidiaries and repayments made by the subsidiaries.

The financial guarantees have not been recognised since the fair value on initial recognition was not material.

(ii) Liquidity Risk

Liquidity risk is the risk that the Group and the Company will not be able to meet their financial obligations as they fall due. The Group's and the Company's exposure to liquidity risk arises principally from their various payables, loans and borrowings.

The Group and the Company maintain a level of cash and cash equivalents and bank facilities deemed adequate by the management to ensure, as far as possible, that they will have sufficient liquidity to meet their liabilities when they fall due.

NOTES TO
THE FINANCIAL STATEMENTS
(CONTINUED)

31. FINANCIAL INSTRUMENTS (CONT'D)

(b) Financial Risk Management Objectives and Policies (cont'd)

(ii) Liquidity Risk (cont'd)

Maturity analysis

The table below summarises the maturity profile of the Group's and the Company's liabilities at the reporting date based on contractual undiscounted repayment obligations.

	WITHIN 1 YEAR RM	1 TO 5 YEARS RM	MORE THAN 5 YEARS RM	TOTAL RM
Group				
2014				
Financial Liabilities				
Trade and other payables	59,699,226	-	-	59,699,226
2013				
Financial Liabilities				
Trade and other payables	54,208,348	-	-	54,208,348
Company				
2014				
Financial Liabilities				
Trade and other payables	1,101,510	-	-	1,101,510
Amount owing to subsidiary companies	118,784,525	-	-	118,784,525
	119,886,035	-	-	119,886,035
2013				
Financial Liabilities				
Trade and other payables	1,088,324	-	-	1,088,324
Amount owing to subsidiary companies	161,611,717	-	-	161,611,717
	162,700,041	-	-	162,700,041

Exclude provisions

NOTES TO
THE FINANCIAL STATEMENTS
(CONTINUED)

31. FINANCIAL INSTRUMENTS (CONT'D)

(b) Financial Risk Management Objectives and Policies (cont'd)

(iii) 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 and the Company are exposed to interest rate risk through the deposits in banks and other financial institutions. The Group's and the Company's interest bearing deposits are mainly short term in nature and have been mostly placed in fixed deposits. The Group and the Company have no interest bearing debt as at the reporting date.

The interest rate profile of the Group's and the Company's significant interest bearing financial instruments, based on carrying amounts as at the reporting date were:

			2014		2013
	NOTE	WEIGHTED AVERAGE EFFECTIVE INTEREST RATE %	AMOUNT RM	WEIGHTED AVERAGE EFFECTIVE INTEREST RATE %	AMOUNT RM
Floating Rate					
Group					
Financial Assets					
Fixed income trust fund	21	3.33%	100,260,278	3.39%	129,481,936
Fixed deposits with licensed banks	21	3.16%	196,490,423	3.11%	180,961,929
			296,750,701		310,443,865
Company					
Financial Assets					
Fixed income trust fund	21	3.33%	100,260,278	3.39%	129,481,936
Fixed deposits with licensed banks	21	3.16%	159,490,423	3.11%	180,961,929
			259,750,701		310,443,865

NOTES TO
THE FINANCIAL STATEMENTS
(CONTINUED)

31. FINANCIAL INSTRUMENTS (CONT'D)

(b) Financial Risk Management Objectives and Policies (cont'd)

(iii) Interest Rate Risk (cont'd)

Sensitivity analysis for interest rate risk

A change of 25 basis point in interest rates at the reporting date would result in the profit or loss before tax to be higher/(lower) by the amounts shown below. The analysis assumes that all other variables remain constant.

	GROUP		COMPANY	
	2014 RM	2013 RM	2014 RM	2013 RM
25 basis points increase				
Floating rate financial assets	741,877	776,110	649,377	776,110
25 basis points decrease				
Floating rate financial assets	(741,877)	(776,110)	(649,377)	(776,110)

(c) Fair Value

Financial instruments that are not carried at fair value and whose carrying amounts are reasonably approximated to fair value:

The following are classes of financial instruments that are not carried at fair value and whose carrying amounts are reasonable approximation of fair value:

	GROUP		COMPANY	
	2014 RM	2013 RM	2014 RM	2013 RM
Financial Assets				
Trade and other receivables	68,817,825	49,163,464	3,240,134	38,030
Amount owing by subsidiary companies	-	-	195,717,666	166,227,495
Fixed income trust fund	100,260,278	129,481,936	100,260,278	129,481,936
Fixed deposits with licensed banks	196,490,423	180,961,929	159,490,423	180,961,929
Cash and bank balances	99,605,192	79,002,405	3,969,150	2,358,928
	465,173,718	438,609,734	462,677,651	479,068,318

Exclude prepayments

NOTES TO
THE FINANCIAL STATEMENTS
(CONTINUED)

31. FINANCIAL INSTRUMENTS (CONT'D)

(c) Fair Value (cont'd)

Financial instruments that are not carried at fair value and whose carrying amounts are reasonably approximated to fair value (cont'd):

	GROUP		COMPANY	
	2014 RM	2013 RM	2014 RM	2013 RM
Financial Liabilities				
Trade and other payables	59,699,226	54,208,348	1,101,510	1,088,324
Amount owing to subsidiary companies	-	-	118,784,525	161,611,717
	59,699,226	54,208,348	119,886,035	162,700,041

Exclude provisions

The carrying amount of these financial assets and liabilities is reasonable approximations of fair values, either due to their short-term nature or that they are floating rate instruments that are re-priced to market interest rates on or near the reporting date.

The carrying amount of the financial liabilities is reasonable approximations of fair values due to the insignificant impact of discounting.

(d) Fair Value Hierarchy

The following are classes of financial instruments that are carried at fair value, by valuation method. The different levels have been defined as follows:

- (i) Level 1 – Unadjusted quoted prices in active market for identical financial instruments
- (ii) Level 2 – Inputs other than quoted prices included within Level 1 that are observable either directly or indirectly
- (iii) Level 3 – Inputs that are not based on observable market data

As none of the financial assets and financial liabilities of the Group and Company are carried at fair value, the fair value hierarchy analysis of fair value of financial instruments is not presented.

NOTES TO
THE FINANCIAL STATEMENTS
(CONTINUED)

32. CAPITAL MANAGEMENT

The Group's primary objective when managing capital is to maintain a strong capital base and safeguard the Group's ability to continue as a going concern, so as to maintain investor, creditor and market confidence and to sustain future development of the business.

The Group manages its capital structure and makes adjustments to it in light of changes in economic conditions and the risk characteristic of the underlying assets. To maintain and or adjust the capital structure, the Group may adjust the dividend payment to shareholders, return capital to shareholders, issue new shares, buy back issued shares, obtain new borrowings or reduce borrowings.

There were no changes made on the capital management objectives, policies and processes of the Group during the financial year.

The Group monitors capital on the basis of the gearing ratio. The ratio is calculated as net debt divided by total capital plus net debt. Net debt is calculated as total interest bearing financial liabilities less cash and cash equivalents. Total capital refers to equity attributable to the owners of the Company.

	2014 RM	GROUP	2013 RM
Borrowings	-		-
Less: Short term deposits, cash and bank balances	(396,355,893)		(389,446,270)
Sub-total	(396,355,893)		(389,446,270)
Net debt	-		-
Equity attributable to the Owners of the Company, representing total capital	980,540,181		909,094,274
Total capital and net debt	980,540,181		909,094,274
Gearing ratio	-		-

The Group is also required to comply with the disclosure and necessary capital requirements as prescribed in the Main Market Listing Requirements of Bursa Securities.

SUPPLEMENTARY INFORMATION ON THE DISCLOSURE OF REALISED AND UNREALISED PROFITS OR LOSSES

On 25 March 2010, Bursa Securities issued a directive to all listed issuers pursuant to Paragraphs 2.06 and 2.23 of Main Market Listing Requirements of Bursa Securities. The directive requires all listed issuers to disclose the breakdown of the retained profits or accumulated losses as at the end of the reporting period, into realised and unrealised profits and losses.

On 20 December 2010, Bursa Securities further issued guidance on the disclosure and the format required.

Pursuant to the directive, the amounts of realised and unrealised profits or losses included in the retained profits of the Group and the Company as at 30 June 2014 are as follows:

	GROUP		COMPANY	
	2014 RM	2013 RM	2014 RM	2013 RM
Total retained earnings of the Company and its subsidiaries:				
- Realised	749,518,447	684,052,974	338,492,727	311,239,662
- Unrealised	(38,978,266)	(44,958,700)	-	-
Total Group retained earnings as per consolidated financial statements	710,540,181	639,094,274	338,492,727	311,239,662

The determination of realised and unrealised profits is based on Guidance of Special Matter No. 1, Determination of Realised and Unrealised Profits and Losses in the Context of Disclosure Pursuant to Bursa Malaysia Securities Berhad Listing Requirements, issued by the Malaysian Institute of Accountants on 20 December 2010.

The disclosure of realised and unrealised profits above is solely for complying with the disclosure requirements stipulated in the directive of Bursa Securities and should not be applied for any other purposes.

STATEMENT BY DIRECTORS

We, CHUA ELSIE and TAN KAK TECK, being two of the directors of PLENITUDE BERHAD, do hereby state that in the opinion of the directors, the financial statements set out on pages 34 to 103 are properly drawn up in accordance with the Financial Reporting Standards and the requirements of the Companies Act, 1965 in Malaysia so as to give a true and fair view of the financial position of the Group and of the Company as at 30 June 2014 and of the financial performance and cash flows of the Group and of the Company for the financial year then ended.

The supplementary information set out on page 104 has been compiled in accordance with 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.

Signed on behalf of the board in accordance with a resolution of the directors,

CHUA ELSIE

TAN KAK TECK

Kuala Lumpur
Date: 18 September 2014

STATUTORY DECLARATION

I, WONG CHOONG MING, being the officer primarily responsible for the financial management of PLENITUDE BERHAD, do solemnly and sincerely declare that the financial statements set out on pages 34 to 103 and the supplementary information set out on page 104 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.

WONG CHOONG MING

Subscribed and solemnly declared by the abovenamed at Kuala Lumpur in the Federal Territory on 18 September 2014.

Before me,

ZULKIFLA MOHD DAHLIM
W541
Commissioner for Oaths

**INDEPENDENT AUDITORS'
REPORT TO THE MEMBERS OF
PLENITUDE BERHAD
(INCORPORATED IN MALAYSIA)**

Report on the Financial Statements

We have audited the financial statements of PLENITUDE BERHAD, which comprise the statements of financial position as at 30 June 2014 of the Group and of the Company, and the statements of comprehensive income, statements of changes in equity and statements of cash flows of the Group and of the Company for the financial year then ended, and a summary of significant accounting policies and other explanatory information, as set out on pages 34 to 103.

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 the Financial Reporting Standards and the requirements of the Companies Act, 1965 in Malaysia. The directors are also responsible for such internal controls as the directors determine are necessary to enable the preparation of financial statements that are free from material misstatement, whether due to fraud or error.

Auditors' Responsibility

Our responsibility is to express an opinion on these financial statements based on our audit. We conducted our audit in accordance with approved standards on auditing in Malaysia. Those standards require that we comply with ethical requirements and plan and perform the audit to obtain reasonable assurance about whether the financial statements are free from material misstatement.

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

We believe that the audit evidence 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 June 2014 and of their financial performance and cash flows for the financial year then ended in accordance with the Financial Reporting Standards and the requirements of the Companies Act, 1965 in Malaysia.

**INDEPENDENT AUDITORS'
REPORT TO THE MEMBERS OF
PLENITUDE BERHAD
(INCORPORATED IN MALAYSIA)**

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 in Malaysia to be kept by the Company and its subsidiaries have been properly kept in accordance with the provisions of the Companies Act, 1965 in Malaysia.
- (b) We are satisfied that the financial statements of the subsidiaries that have been consolidated with the Company's financial statements are in form and content appropriate and proper for the purposes of the preparation of the financial statements of the Group and we have received satisfactory information and explanations required by us for those purposes.
- (c) Our audit reports on the financial statements of the subsidiaries did not contain any qualification or any adverse comments made under Section 174(3) of the Companies Act, 1965 in Malaysia.

Other Reporting Responsibilities

The supplementary information set out on Page 104 is disclosed to meet the requirement of Bursa Malaysia Securities Berhad and is not part of the financial statements. The directors are responsible for the preparation of the supplementary information in accordance with the Guidance on Special Matter No. 1, Determination of Realised and Unrealised Profits or Losses in the Context of Disclosure Pursuant to Bursa Malaysia Securities Berhad Listing Requirements, as issued by the Malaysian Institute of Accountants ("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 contents of this report.

Baker Tilly Monteiro Heng
No. AF0117
Chartered Accountants

Lock Peng Kuan
No. 2819/10/14 (J)
Chartered Accountant

Kuala Lumpur
Date: 18 September 2014

APPENDIX VII – UNAUDITED INTERIM FINANCIAL REPORT OF PLENITUDE FOR THE FPE 31 DECEMBER 2014



PLENITUDE BERHAD

Company No. 531086-T

(Incorporated in Malaysia)

**INTERIM FINANCIAL REPORT
FOR THE SECOND QUARTER ENDED 31 DECEMBER 2014**

UNAUDITED CONDENSED CONSOLIDATED STATEMENT OF COMPREHENSIVE INCOME

	INDIVIDUAL QUARTER		CUMULATIVE QUARTERS	
	3 Months Ended		6 Months Ended	
	31.12.2014	31.12.2013	31.12.2014	31.12.2013
	RM'000	RM'000	RM'000	RM'000
Revenue	67,194	79,050	129,531	151,522
Cost of sales	(32,737)	(37,810)	(58,377)	(72,358)
Gross profit	34,457	41,240	71,154	79,164
Investment revenue	3,382	3,018	6,458	6,009
Other income	1,862	1,680	3,881	3,369
Finance costs	(18)	(12)	(33)	(27)
Other expenses	(12,414)	(11,562)	(24,101)	(20,017)
Profit before taxation	27,269	34,364	57,359	68,498
Taxation	(6,531)	(7,931)	(14,883)	(15,951)
Profit for the period	20,738	26,433	42,476	52,547
Other comprehensive income	-	-	-	-
Total comprehensive income for the period	20,738	26,433	42,476	52,547
Profit attributable to:				
Owners of the Company	20,738	26,433	42,476	52,547
Total comprehensive income attributable to:				
Owners of the Company	20,738	26,433	42,476	52,547
Earnings per share (sen)				
- Basic / Diluted	7.7	9.8	15.7	19.5

(The Condensed Consolidated Statement of Comprehensive Income should be read in conjunction with the Audited Financial Statements for the year ended 30 June 2014 and the Explanatory Notes for the quarter ended 31 December 2014)

APPENDIX VII – UNAUDITED INTERIM FINANCIAL REPORT OF PLENITUDE FOR THE FPE 31 DECEMBER 2014 (Cont'd)



PLENITUDE BERHAD
Company No. 531086-T
(Incorporated in Malaysia)

UNAUDITED CONDENSED CONSOLIDATED STATEMENT OF FINANCIAL POSITION

	As at 31.12.2014 (Unaudited) RM'000	As at 30.06.2014 (Audited) RM'000
NON-CURRENT ASSETS		
Property, plant and equipment	43,820	46,355
Land held for future development	194,063	193,916
Property development projects - non current portion	169,893	163,303
Investment properties	46,508	46,629
Other investment	85	85
Deferred tax assets	21,420	21,420
	<u>475,789</u>	<u>471,708</u>
CURRENT ASSETS		
Property development projects - current portion	143,645	140,464
Inventories	36,554	38,273
Trade receivables	29,214	62,132
Other receivables, deposits and prepaid expenses	22,302	9,155
Accrued billings	9,063	9,881
Tax recoverable	9,463	6,592
Fixed income trust funds	101,942	100,260
Fixed deposits with licensed banks	189,046	196,491
Cash and bank balances	148,238	99,605
	<u>689,467</u>	<u>662,853</u>
TOTAL ASSETS	<u>1,165,256</u>	<u>1,134,561</u>
EQUITY AND LIABILITIES		
Capital & Reserves		
Share capital	270,000	270,000
Retained earnings	736,816	710,540
TOTAL EQUITY	<u>1,006,816</u>	<u>980,540</u>
NON-CURRENT LIABILITIES		
Deferred tax liabilities	5,514	5,514
CURRENT LIABILITIES		
Trade payables	21,435	19,720
Retention monies	11,091	15,693
Other payables, accrued expenses and provisions	99,364	100,401
Advance billings	18,381	12,005
Tax liabilities	2,655	688
	<u>152,926</u>	<u>148,507</u>
TOTAL LIABILITIES	<u>158,440</u>	<u>154,021</u>
TOTAL EQUITY & LIABILITIES	<u>1,165,256</u>	<u>1,134,561</u>
Net assets per share attributable to owners of the Company (RM)	3.73	3.63

(The Condensed Consolidated Statement of Financial Position should be read in conjunction with the Audited Financial Statements for the year ended 30 June 2014 and the Explanatory Notes for the quarter ended 31 December 2014)

APPENDIX VII – UNAUDITED INTERIM FINANCIAL REPORT OF PLENITUDE FOR THE FPE 31 DECEMBER 2014 (Cont'd)



PLENITUDE BERHAD

Company No. 531086-T

(Incorporated in Malaysia)

UNAUDITED CONDENSED CONSOLIDATED STATEMENT OF CHANGES IN EQUITY

	Share Capital	Retained Earnings	Total Equity
	RM'000	RM'000	RM'000
6 Months Ended 31 December 2014			
At 1 July 2014	270,000	710,540	980,540
Total comprehensive income for the financial period	-	42,476	42,476
Dividend for the financial year ended			
30 June 2014 - final dividend	-	(16,200)	(16,200)
At 31 December 2014	270,000	736,816	1,006,816

	Share Capital	Retained Earnings	Total Equity
	RM'000	RM'000	RM'000
6 Months Ended 31 December 2013			
At 1 July 2013	270,000	639,094	909,094
Total comprehensive income for the financial period	-	52,547	52,547
Dividend for the financial year ended			
30 June 2013 - final dividend	-	(16,200)	(16,200)
At 31 December 2013	270,000	675,441	945,441

(The Condensed Consolidated Statement of Changes in Equity should be read in conjunction with the Audited Financial Statements for the year ended 30 June 2014 and the Explanatory Notes for the quarter ended 31 December 2014)

APPENDIX VII – UNAUDITED INTERIM FINANCIAL REPORT OF PLENITUDE FOR THE FPE 31 DECEMBER 2014 (Cont'd)



PLENITUDE BERHAD
Company No. 531086-T
(Incorporated in Malaysia)

UNAUDITED CONDENSED CONSOLIDATED STATEMENT OF CASH FLOWS

	6 Months Ended	
	31.12.2014	31.12.2013
	RM'000	RM'000
CASH FLOWS FROM OPERATING ACTIVITIES		
Profit before taxation	57,359	68,498
Adjustments for:-		
Depreciation and amortisation	3,217	778
Other non-cash items	(6,460)	(5,842)
Profit Before Working Capital Changes	54,116	63,434
Net change in current assets	12,391	(35,605)
Net change in current liabilities	2,452	9,042
Cash Generated From Operations	68,959	36,871
Interest income received	1,323	961
Income tax refunded	-	1,816
Income tax paid	(15,787)	(8,736)
Net Cash Generated From Operating Activities	54,495	30,912
CASH FLOWS FROM INVESTING ACTIVITIES		
Interest received	3,490	2,677
Proceeds from disposal of property, plant and equipment	-	22
Purchase of property, plant & equipment	(564)	(17,188)
Dividend received from fixed income trust funds	1,682	2,209
Net Cash Generated From/ (Used In) Investing Activities	4,608	(12,280)
CASH FLOWS FROM FINANCING ACTIVITIES		
Dividend paid	(16,200)	(16,200)
Interest paid	(33)	(27)
Net Cash Used In Financing Activities	(16,233)	(16,227)
NET INCREASE IN CASH & CASH EQUIVALENTS	42,870	2,405
CASH & CASH EQUIVALENTS AT BEGINNING OF THE PERIOD	396,356	389,446
CASH & CASH EQUIVALENTS AT END OF THE PERIOD	439,226	391,851

Cash and cash equivalents included in the cash flows comprise the following:-

	31.12.2014	31.12.2013
	RM'000	RM'000
Fixed income trust funds	101,942	161,691
Fixed deposits with licensed banks	189,046	137,607
Cash and bank balances	148,238	92,553
	439,226	391,851

(The Condensed Consolidated Statement of Cash Flows should be read in conjunction with the Audited Financial Statements for the year ended 30 June 2014 and the Explanatory Notes for the quarter ended 31 December 2014)



INTERIM FINANCIAL REPORT FOR THE SECOND QUARTER ENDED 31 DECEMBER 2014

PART A - EXPLANATORY NOTES PURSUANT TO FRS 134

1. Basis of Preparation

The interim financial statements are unaudited and have been prepared in accordance with the reporting requirements of Financial Reporting Standards (“FRS”) 134: Interim Financial Reporting issued by the Malaysian Accounting Standards Board (“MASB”) and paragraph 9.22 of the Listing Requirements of Bursa Malaysia Securities Berhad and should be read in conjunction with the Group’s annual audited financial statements for the financial year ended 30 June 2014. These explanatory notes provide an explanation of events and transactions that are significant to the understanding of the changes in the financial position and performance of the Group since the financial year ended 30 June 2014.

2. Significant Accounting Policies

The significant accounting policies and methods of computation adopted by the Group in this interim financial report are consistent with those adopted in the annual financial statements of the Group for the financial year ended 30 June 2014 except for the adoption of the relevant new FRSSs, amendments to FRSSs and IC Interpretations that are effective for annual periods beginning on or after 1 January 2014 respectively. The Group has not early adopted the standards that have been issued by the Malaysian Accounting Standards Board (“MASB”) which are effective for the accounting periods beginning 1 January 2016. The adoption of the new FRSSs, amendments to FRSSs and IC Interpretations does not have any material impact on the financial position and results of the Group.

On 19 November 2011, the MASB issued a new MASB approved accounting standards, Malaysian Financial Reporting Standards (“MFRSs Framework”). The MFRSs Framework is mandatory for adoption by all Entities Other Than Private Entities for annual period beginning on or after 1 January 2012, with the exception of entities subject to the application of MFRS 141 Agriculture and/or IC Int 15 Agreements for the Construction of Real Estate (“Transitioning Entities”).

The Transitioning Entities are given an option to defer adoption of the MFRSs framework to financial periods beginning on or after 1 January 2017. Accordingly, the Group which is a Transitioning Entity have chosen to defer the adoption of MFRSs framework. The Group will prepare its first MFRSs financial statements using the MFRSs framework for the financial year ending 30 June 2018.

3. Auditors’ Report on Preceding Annual Financial Statements

The annual audited financial statements for the financial year ended 30 June 2014 were not subject to any qualification.



INTERIM FINANCIAL REPORT FOR THE SECOND QUARTER ENDED 31 DECEMBER 2014

4. Comments about Seasonal or Cyclical Factors

The Group's business operations are not significantly affected by seasonal or cyclical factors.

5. Unusual Items Affecting Assets, Liabilities, Equity, Net Income or Cash Flows

There were no unusual items affecting assets, liabilities, equity, net income or cash flows for the current quarter and year-to-date other than disclosed in this report.

6. Significant Changes in Estimates

There were no changes in estimates that have any material effect on the current quarter and year-to-date results.

7. Debt and Equity Securities

There were no issuances, cancellations, repurchases, resale and repayments of debt and equity securities for the current quarter and year-to-date.

8. Dividend Paid

The following dividends were paid during the current and previous corresponding quarter:

	<u>31.12.2014</u>	<u>31.12.2013</u>
Final dividend for the financial year	30 June 2014	30 June 2013
Approved and declared on	29 October 2014	31 October 2013
Date paid	14 November 2014	15 November 2013
Number of ordinary shares on which dividends were paid ('000)	270,000	270,000
Amount per share (single tier)	6 sen	6 sen
Net dividend paid (RM'000)	16,200	16,200



INTERIM FINANCIAL REPORT FOR THE SECOND QUARTER ENDED 31 DECEMBER 2014

9. Segmental Information

Segmental information is presented in respect of the Group's business segments which form the primary basis of segmental reporting.

Segment information for the six (6) months ended 31 December 2014 was as follows:

	Property development RM'000	Hotel operations RM'000	Investment holding and others RM'000	Elimination RM'000	Consolidated RM'000
Revenue					
External	119,995	9,536	-	-	129,531
Inter-segment sales	-	20	2,478	(2,498)	-
Total revenue	119,995	9,556	2,478	(2,498)	129,531
Operating profit	52,877	(1,344)	3,244	(3,843)	50,934
Finance costs					(33)
Investment revenue					6,458
Profit before taxation					57,359
Taxation					(14,883)
Profit for the period					42,476

Segment information for the six (6) months ended 31 December 2013 was as follows:

	Property development RM'000	Hotel operations RM'000	Investment holding and others RM'000	Elimination RM'000	Consolidated RM'000
Revenue					
External sales	147,382	4,140	-	-	151,522
Inter-segment sales	-	-	2,701	(2,701)	-
Total revenue	147,382	4,140	2,701	(2,701)	151,522
Operating profit	53,359	(1,376)	3,192	7,341	62,516
Finance costs					(27)
Investment revenue					6,009
Profit before taxation					68,498
Taxation					(15,951)
Profit for the period					52,547



INTERIM FINANCIAL REPORT FOR THE SECOND QUARTER ENDED 31 DECEMBER 2014

10. Valuation of Property, Plant and Equipment

There were no changes in the valuation of property, plant and equipment brought forward from the previous financial year.

11. Material Subsequent Events

There were no material events subsequent to the end of the current quarter.

12. Changes in the Composition of the Group

There were no changes to the composition of the Group for the current quarter including business combination, acquisition or disposal of subsidiary, long term investments and restructuring.

13. Changes in Contingent Liabilities and Contingent Assets

There were no changes in the contingent liabilities and contingent assets of the Group since the last annual reporting date.



INTERIM FINANCIAL REPORT FOR THE SECOND QUARTER ENDED 31 DECEMBER 2014

**PART B - EXPLANATORY NOTES PURSUANT TO APPENDIX 9B OF THE MAIN
MARKET LISTING REQUIREMENTS OF BURSA MALAYSIA
SECURITIES BERHAD**

1. Performance Review

The Group registered a revenue of RM67.2 million and net profit of RM20.7 million for current quarter ended 31 December 2014 as compared to a revenue of RM79.1 million and net profit of RM26.4 million for the corresponding quarter of the previous year.

The Group's current revenue and profit were principally derived from its property development activities carried out at Taman Desa Tebrau in Johor, Taman Putra Prima in Selangor, Bayu Ferringhi in Penang and Bandar Perdana & Lot 88 in Kedah.

The lower revenue and net profit for the current quarter was mainly due to the completion of Phase 9F Cluster Home at Taman Desa Tebrau in Johor and Phase 6C Double Storey Terrace House at Bandar Perdana in Kedah. Besides, the newly launch project in the current quarter, The Marin Condominium at Bayu Ferringhi in Penang, is in the early stage of construction.

The Group's financial position remains healthy with zero gearing. Cash and cash equivalents amount to RM439.2 million as at 31 December 2014.

2. Material Changes in Profit Before Tax of Current Quarter Compared to Preceding Quarter

The Group posted a profit before tax of RM27.3 million for the current quarter ended 31 December 2014 as compared to profit before tax of RM30.1 million for the immediate preceding quarter. The decrease in profit in the current quarter is mainly due to certain niche properties which were fully recognised in the immediate preceding quarter.

3. Current Year Prospects

The property market is expected to experience slower growth amidst global, regional and national economic uncertainties and cautious market sentiments. In spite of this, properties in good locations are expected to continue to draw property buyers.

In view of the above, the Board of Directors expects challenging performance for the financial year ending 30 June 2015.

4. Profit Forecast

Not applicable as no profit forecast was issued.



INTERIM FINANCIAL REPORT FOR THE SECOND QUARTER ENDED 31 DECEMBER 2014

5. Profit Before Taxation

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

	Individual Quarter	Cumulative Quarters
	3 months ended 31.12.2014	6 months ended 31.12.2014
	RM'000	RM'000
Depreciation of property, plant and equipment	(1,548)	(3,096)
Depreciation of investment properties	(61)	(121)
Interest expense	(18)	(33)
Dividend income from fixed income trust fund	862	1,682
Interest income from short term deposits	1,874	3,490

Other than the above items, there were no impairment of assets, provision for and write off of receivables, provision for and write off of inventories, gain or loss on disposal of quoted or unquoted investments or properties, foreign exchange gain or loss, gain or loss on derivatives and exceptional items for current quarter and financial period ended 31 December 2014.

6. Taxation

Taxation for the current quarter and year-to-date comprised the following:

	Individual Quarter		Cumulative Quarters	
	3 months ended 31.12.2014	31.12.2013	6 months ended 31.12.2014	31.12.2013
	RM'000	RM'000	RM'000	RM'000
Taxation	6,531	7,931	14,883	15,951

The Group's effective tax rate for the financial period was higher than the statutory rate as certain expenses were disallowed as deductions for tax purposes. Losses incurred by certain subsidiary companies were also not available for set off against taxable profits in other companies within the Group.

7. Status of Corporate Proposals

There were no corporate proposals announced but not completed as at the reporting date.

8. Group Borrowings and Debt Securities

There were no borrowings and debt securities as at 31 December 2014.



INTERIM FINANCIAL REPORT FOR THE SECOND QUARTER ENDED 31 DECEMBER 2014

9. Changes in Material Litigation

There were no material litigation against the Group as at 9 February 2015, being 7 days prior to the date of this report.

10. Dividend Proposed or Declared

The Board of Directors does not recommend any interim dividend for the current quarter and year-to-date.

11. Realised and Unrealised Profits/Losses Disclosure

The details of the retained earnings as at 31 December 2014 and 31 December 2013 are as follows :

	31.12.2014	31.12.2013
	RM'000	RM'000
Total retained earnings of the Company and its subsidiaries :		
- Realised	783,166	729,873
- Unrealised	(46,350)	(54,432)
Total group retained earnings as per consolidated financial statements	<u>736,816</u>	<u>675,441</u>

12. Earnings Per Share

	Individual Quarter		Cumulative Quarters	
	3 months ended		6 months ended	
	31.12.2014	31.12.2013	31.12.2014	31.12.2013
Profit attributable to owners of the Company (RM'000)	20,738	26,433	42,476	52,547
Weighted average number of ordinary shares in issue ('000)	270,000	270,000	270,000	270,000
Basic earnings per ordinary share (sen)	7.7	9.8	15.7	19.5

Diluted earnings per ordinary share is not applicable as the Company does not have any convertible instruments.



INTERIM FINANCIAL REPORT FOR THE SECOND QUARTER ENDED 31 DECEMBER 2014

13. Auditors' Report on Preceding Annual Financial Statements

The auditors' report on the financial statements for the financial year ended 30 June 2014 was unqualified.

14. Authorisation for Issue

The interim financial report was authorised for issue by the Board of Directors in accordance with a resolution of the Directors dated 16 February 2015.

**By Order of the Board
PLENITUDE BERHAD**

WONG KEO ROU (MAICSA 7021435)
Company Secretary
Kuala Lumpur

16 February 2015



BAKER TILLY

Baker Tilly Monteiro Heng
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30 April 2015

The Board of Directors
Plenitude Berhad
2nd Floor, No. 2 Jalan Sri Hartamas 8
Sri Hartamas
50480 Kuala Lumpur

STRICTLY CONFIDENTIAL

Dear Sirs,

PLENITUDE BERHAD AND ITS SUBSIDIARIES
Report on the Compilation of Proforma Consolidated Statement of Financial Position

We have completed our assurance engagement to report on the compilation of Proforma Consolidated Statement of Financial Position of Plenitude Berhad (“Plenitude” or “the Company”) and its subsidiaries (“the Group”) as at 30 June 2014 for which the directors of Plenitude are solely responsible. The Proforma Consolidated Statement of Financial Position consists of the consolidated statements of financial position as at 30 June 2014 together with the accompanying notes thereon, as set out in the accompanying statements, for which we have stamped for the purpose of identification. The applicable criteria on the basis of which the directors of Plenitude have compiled the Proforma Consolidated Statement of Financial Position are as described in Note 1 to the Proforma Consolidated Statement of Financial Position (“Applicable Criteria”).

The Proforma Consolidated Statement of Financial Position of the Group has been compiled by the directors of Plenitude to illustrate the impact of the conditional take-over offer by Plenitude to acquire all the ordinary shares of RM1.00 each in The Nomad Group Bhd (“TNGB”) (“Offer Shares”) at an offer price of RM1.25 per Offer Share to be satisfied through the issuance of new ordinary shares of RM1.00 each in Plenitude (“Plenitude shares”) at an issue price of RM2.50 each (“Consideration Shares”) where each holder of the Offer Shares who accepts the offer will receive one (1) Consideration Share for every two (2) Offer Shares surrendered (“Proposed offer”) on the Group’s financial position as at 30 June 2014, as if the Proposed Offer had taken place at 30 June 2014.

As part of this process, information about the Group’s financial position has been extracted by the directors of Plenitude from the audited consolidated financial statements of the Group for the financial year ended 30 June 2014, on which an audit report dated 18 September 2014 has been published to the members of Plenitude without any modifications.

- 1 -



PLENITUDE BERHAD AND ITS SUBSIDIARIES

Proforma Consolidated Statement of Financial Position as at 30 June 2014

Directors' Responsibility for the Proforma Consolidated Statements of Financial Position

The directors of Plenitude are responsible for compiling the Proforma Consolidated Statement of Financial Position based on the Applicable Criteria.

Reporting Accountants' Responsibilities

Our responsibility is to express an opinion, as required by the Prospectus Guidelines about whether the Proforma Consolidated Statement of Financial Position has been compiled, in all material respects, by the directors of Plenitude based on the Applicable Criteria.

We conducted our engagement in accordance with *International Standard on Assurance Engagements (ISAE) 3420: Assurance Engagements to Report on the Compilation of Proforma Financial Information Included in a Prospectus*, issued by the International Auditing and Assurance Standards Board and adopted by the Malaysian Institute of Accountants. This standard requires that we comply with ethical requirements and plan and perform procedures to obtain reasonable assurance about whether the directors of Plenitude have compiled, in all material respects, the Proforma Consolidated Statement of Financial Position based on the Applicable Criteria.

For the purpose of this engagement, we are not responsible for updating or reissuing any reports or opinions on any historical financial information used in compiling the Proforma Consolidated Statement of Financial Position, nor have we, in the course of this engagement, performed an audit or review of the financial information used in compiling the Proforma Consolidated Statement of Financial Position.

The purpose of Proforma Consolidated Statement of Financial Position is for inclusion in the circular to shareholders of Plenitude in connection with the Proposed Offer and is solely to illustrate the impact of the Proposed Offer on the unadjusted financial information of the Group as if the Proposed Offer had been undertaken at an earlier date selected for illustrative purposes only. Accordingly, we do not provide any assurance that the actual outcome of the Proposed Offer would have been as presented.

A reasonable assurance engagement to report on whether the Proforma Consolidated Statement of Financial Position has been compiled, in all material respects, based on the Applicable Criteria involves performing procedures to assess whether the Applicable Criteria used by the directors of Plenitude in the compilation of the Proforma Consolidated Statement of Financial Position of the Group provide a reasonable basis for presenting the significant effects directly attributable to the Proposed Offer, and to obtain sufficient appropriate evidence about whether:-

- (a) The related proforma adjustments give appropriate effect to those criterias; and
- (b) The Proforma Consolidated Statement of Financial Position reflect the proper application of those adjustments to the unadjusted financial information.

The procedures selected depend on our judgement, having regard to our understanding of the nature of the Group, the event or transaction in respect of which the Proforma Consolidated Statement of Financial Position has been compiled, and other relevant engagement circumstances.

PLENITUDE BERHAD

Proforma Consolidated Statement of Financial Position as at 30 June 2014



The engagement also involves evaluating the overall presentation of the Proforma Consolidated Statement of Financial Position.

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

Opinion

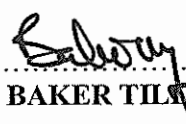
In our opinion:-

- (i) the Proforma Consolidated Statement of Financial Position of the Group as at 30 June 2014 have been properly compiled on the basis set out in the accompanying notes to the Proforma Consolidated Statement of Financial Position based on the audited financial statements of the Group for the financial year ended 30 June 2014 (which have been prepared by the directors of Plenitude in accordance with the Financial Reporting Standards in Malaysia), and in a manner consistent with both the format of the financial statements and the accounting policies adopted by the Group in the preparation of its audited financial statements for the financial year ended 30 June 2014; and
- (ii) each material adjustment made to the information used in the preparation of the Proforma Consolidated Statement of Financial Position of the Group as at 30 June 2014 is appropriate for the purposes of preparing the Proforma Consolidated Statement of Financial Position.

Other matters

This letter has been prepared for the inclusion in the circular of shareholders of Plenitude in connection with the Proposed Offer and is not to be used, circulated, quoted or otherwise referenced to in any document or used for any other purpose without the prior written consent from us. Neither the firm nor any member or employee of the firm undertakes responsibility arising in any way whatsoever to any party in respect of this letter contrary to the aforesaid purpose.

Yours faithfully,


BAKER TILLY MONTEIRO HENG

**APPENDIX VIII – PRO FORMA CONSOLIDATED STATEMENT OF FINANCIAL POSITION OF
PLENITUDE FOR THE FYE 30 JUNE 2014 TOGETHER WITH THE REPORTING
ACCOUNTANTS' REPORT THEREON (Cont'd)**

PLENITUDE BERHAD AND ITS SUBSIDIARIES

**PROFORMA CONSOLIDATED STATEMENT OF FINANCIAL POSITION AS AT 30 JUNE
2014**

The Proforma Consolidated Statement of Financial Position of Plenitude Berhad ("Plenitude" or "the Company") and its subsidiaries ("the Group") as at 30 June 2014 as set out below for which the directors of Plenitude are solely responsible, have been prepared for illustrative purposes only to show the effects on the audited consolidated statement of financial position of the Group as at 30 June 2014 had the transactions as described in Note 2 and the proposal as described in Note 3 been effected on that date, and should be read in conjunction with the notes accompanying to the Proforma Consolidated Statement of Financial Position.

	Audited Consolidated Statement of Financial Position as at 30 June 2014 RM'000	Adjusted Consolidated Statement of Financial Position as at 30 June 2014 RM'000	Proforma I After the Proposed Offer RM'000
ASSETS			
Non-current assets			
Property, plant and equipment	46,355	212,263	489,073
Land held for future development	193,916	193,916	193,916
Property development projects	163,303	163,303	163,303
Investment properties	46,629	46,629	46,629
Other investments	85	85	85
Goodwill on consolidation	-	-	7,949
Deferred tax assets	21,420	21,420	21,420
	<u>471,708</u>	<u>637,616</u>	<u>922,375</u>
Current assets			
Property development projects	140,464	140,464	140,464
Inventories	38,274	38,274	38,643
Trade and other receivables	71,287	68,085	83,629
Accrued billings	9,881	9,881	9,881
Tax recoverable	6,592	6,592	6,671
Other investments	-	-	118,420
Fixed income trust fund	100,260	50,060	50,060
Fixed deposits with licensed banks	196,490	73,592	101,082
Cash and bank balances	99,605	93,797	100,433
	<u>662,853</u>	<u>480,745</u>	<u>649,283</u>
Assets classified as held for sale	-	-	384
TOTAL ASSETS	<u>1,134,561</u>	<u>1,118,361</u>	<u>1,572,042</u>

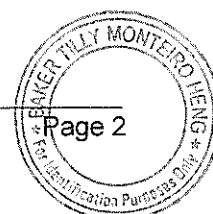
**APPENDIX VIII – PRO FORMA CONSOLIDATED STATEMENT OF FINANCIAL POSITION OF
PLENITUDE FOR THE FYE 30 JUNE 2014 TOGETHER WITH THE REPORTING
ACCOUNTANTS' REPORT THEREON (Cont'd)**

PLENITUDE BERHAD AND ITS SUBSIDIARIES

**PROFORMA CONSOLIDATED STATEMENT OF FINANCIAL POSITION AS AT 30 JUNE
2014 (Continued)**

	Audited Consolidated Statement of Financial Position as at 30 June 2014 RM'000	Adjusted Consolidated Statement of Financial Position as at 30 June 2014 RM'000	Proforma I After the Proposed Offer RM'000
EQUITY AND LIABILITIES			
Share capital	270,000	270,000	381,534
Share premium	-	-	166,300
Retained earnings	710,540	694,340	774,998
TOTAL EQUITY	<u>980,540</u>	<u>964,340</u>	<u>1,322,832</u>
Non-current liabilities			
Term loans	-	-	60,511
Deferred taxation	5,514	5,514	17,747
	5,514	5,514	78,258
Current liabilities			
Trade and other payables	135,814	135,814	148,554
Advanced billings	12,005	12,005	12,005
Term loans	-	-	8,400
Tax liabilities	688	688	1,501
	148,507	148,507	170,460
Liabilities classified as held for sale	-	-	492
TOTAL LIABILITIES	<u>154,021</u>	<u>154,021</u>	<u>249,210</u>
TOTAL EQUITY AND LIABILITIES	<u>1,134,561</u>	<u>1,118,361</u>	<u>1,572,042</u>
Number of ordinary shares of RM1.00 each ('000)	<u>270,000</u>	<u>270,000</u>	<u>381,534</u>
Net assets (RM'000) *	<u>980,540</u>	<u>964,340</u>	<u>1,322,832</u>
Net assets per ordinary share (RM) *	<u>3.63</u>	<u>3.57</u>	<u>3.47</u>

* *Attributable to the owners of Plenitude.*



**APPENDIX VIII – PRO FORMA CONSOLIDATED STATEMENT OF FINANCIAL POSITION OF
PLENITUDE FOR THE FYE 30 JUNE 2014 TOGETHER WITH THE REPORTING
ACCOUNTANTS' REPORT THEREON (Cont'd)**

PLENITUDE BERHAD AND ITS SUBSIDIARIES

**NOTES TO THE PROFORMA CONSOLIDATED STATEMENT OF FINANCIAL POSITION AS
AT 30 JUNE 2014**

1. Basis of Preparation

- 1.1 The Proforma Consolidated Statement of Financial Position of the Group as at 30 June 2014, for which the directors are solely responsible, have been prepared for illustrative purposes only, to show the effects on the audited consolidated statement of financial position of the Group as at 30 June 2014 had the transactions as described in Note 2 and the proposal as described in Note 3 been effected on that date, and should be read in conjunction with the notes accompanying thereto.
- 1.2 The Proforma Consolidated Statement of Financial Position of the Group as at 30 June 2014 have been prepared in a manner consistent with both the format of the financial statements and the accounting policies adopted by the Group in the preparation of its audited consolidated financial statements for the financial year ended 30 June 2014, which have been prepared in accordance with the Financial Reporting Standards in Malaysia
- 1.3 The audited financial statements of the Company for the financial year ended 30 June 2014 were reported by the auditors to the members on 18 September 2014 without any modifications.

2. Adjusted Consolidated Statement of Financial Position as at 30 June 2014

The audited consolidated statement of financial position of the Group as at 30 June 2014 was adjusted for the following material transactions prior to the implementation of the proposal as described in Note 3:-

2.1 Payment of Final Dividends

The Board of Directors of Plenitude had on 3 October 2014 proposed a final single-tier dividend of 6 sen per ordinary share for the financial year ended 30 June 2014 ("Final Dividend"). The Final Dividend was approved by the shareholders at the Annual General Meeting on 29 October 2014 and the payments were made on 14 November 2014 ("Payment of Final Dividends").

The Payment of Final Dividend had the following impact on the audited consolidated statement of financial position of the Group as at 30 June 2014:-

	Increase/(Decrease)	
	Effects on	Effects on
	Total Assets	Total Equity
	RM'000	RM'000
Fixed deposits with licensed bank	(16,200)	-
Retained earnings	-	(16,200)
	<u>(16,200)</u>	<u>(16,200)</u>



**APPENDIX VIII – PRO FORMA CONSOLIDATED STATEMENT OF FINANCIAL POSITION OF
PLENITUDE FOR THE FYE 30 JUNE 2014 TOGETHER WITH THE REPORTING
ACCOUNTANTS' REPORT THEREON (Cont'd)**

PLENITUDE BERHAD AND ITS SUBSIDIARIES

**NOTES TO THE PROFORMA CONSOLIDATED STATEMENT OF FINANCIAL POSITION AS
AT 30 JUNE 2014 (Continued)**

**2. Adjusted Consolidated Statement of Financial Position as at 30 June 2014
(Continued)**

2.2 Acquisition of The Gurney Resort & Residences

On 24 July 2014, the Board of Directors of Plenitude announced that Plenitude International Sdn Bhd ("PISB"), a wholly-owned subsidiary of Plenitude had on the even date entered into a sale and purchase agreement with Lembaga Kumpulan Wang Simpanan Pekerja to acquire a 259-suite hotel known as The Gurney Resort & Residences, retail units and 551 car park bays which bear postal address of 18, Persiaran Gurney, 10250 Georgetown, Penang, together with the furniture, fixtures, fittings and equipment, the information technologies system, the supplies and the food and beverages for a total cash consideration of RM160.10 million ("Acquisition"). As at 30 June 2014, Plenitude had paid RM3,202 million as deposit for the Acquisition. The Acquisition was completed on 18 March 2015. The expenses which includes the stamp duty, registration fee and other related expenses of approximately RM5.81 million incurred in connection with the Acquisition were capitalised as property, plant and equipment.

The Acquisition had the following impact on the audited consolidated statement of financial position of the Group as at 30 June 2014:-

	Increase/ (Decrease) Effects on Total Assets RM'000
Property, plant and equipment	165,908
Trade and other receivables	(3,202)
Fixed income trust fund	(50,200)
Fixed deposits with licensed banks	(106,698)
Cash and bank balances	(5,808)
	<hr/>
	-
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3. The Proposal

3.1 The Board of Directors of Plenitude has proposed to undertake the conditional take-over offer by Plenitude to acquire all the ordinary shares of RM1.00 each in The Nomad Group Bhd ("TNGB") ("Offer Shares") at an offer price of RM1.25 per Offer Share to be satisfied through the issuance of new ordinary shares of RM1.00 each in Plenitude ("Plenitude shares") at an issue price of RM2.50 each ("Consideration Share(s)") where each holder of the Offer Shares who accepts the offer will receive one (1) Consideration Share for every two (2) Offer Shares surrendered ("Proposed Offer").



**APPENDIX VIII – PRO FORMA CONSOLIDATED STATEMENT OF FINANCIAL POSITION OF
PLENITUDE FOR THE FYE 30 JUNE 2014 TOGETHER WITH THE REPORTING
ACCOUNTANTS' REPORT THEREON (Cont'd)**

PLENITUDE BERHAD AND ITS SUBSIDIARIES

**NOTES TO THE PROFORMA CONSOLIDATED STATEMENT OF FINANCIAL POSITION AS
AT 30 JUNE 2014 (Continued)**

4. Proforma Consolidated Statement of Financial Position

4.1 Proforma I

Proforma I incorporates the effects of the adjusted consolidated statement of financial position of the Group as at 30 June 2014 and the Proposed Offer as described in Note 3.1.

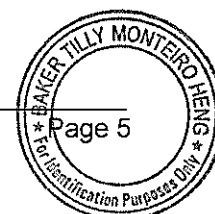
For the purpose of the preparation of the Proforma Consolidated Statement of Financial Position of Plenitude as at 30 June 2014 and for illustrative purposes only, based on TNGB's issued and paid-up share capital comprising 223,067,538 Offer Share as at 30 April 2015, being the latest practicable date prior to the printing of this Circular ("LPD"), the maximum number of Plenitude Shares to be issued by the Company under the Proposed Offer is 111,533,769 Consideration Shares,

For the purpose of the preparation of the Proforma Consolidated Statement of Financial Position of Plenitude as at 30 June 2014 and for illustrative purposes only, the directors of Plenitude have not taken into consideration any fair value adjustments in respect of the assets and liabilities of the TNGB Group to be acquired as the directors of Plenitude have assumed that the fair values of the identifiable assets and liabilities of the TNGB Group are approximately their audited net carrying amounts as at 31 December 2014.

The Proposed Offer will result in the excess of the sum of the net fair value of the TNGB Group's identifiable assets and liabilities over the fair value of the consideration transferred pursuant to the Proposed Offer as below:-

	RM'000
Purchase consideration	278,834
Less: Share of net fair value of the identifiable assets, liabilities of the TNGB Group based on the audited consolidated net assets of the TNGB Group as at 31 December 2014	359,492
	<u>(80,658)</u>

The estimated expenses to be incurred in relation to the Proposed Offer of RM1.0 million will be debited to the Share Premium Account.



**APPENDIX VIII – PRO FORMA CONSOLIDATED STATEMENT OF FINANCIAL POSITION OF
PLENITUDE FOR THE FYE 30 JUNE 2014 TOGETHER WITH THE REPORTING
ACCOUNTANTS' REPORT THEREON (Cont'd)**

PLENITUDE BERHAD AND ITS SUBSIDIARIES

**NOTES TO THE PROFORMA CONSOLIDATED STATEMENT OF FINANCIAL POSITION AS
AT 30 JUNE 2014 (Continued)**

4. Proforma Consolidated Statement of Financial Position (Continued)

4.1 Proforma I (Continued)

The Proposed Offer will have the following impact on the adjusted consolidated statement of financial position of the Group as at 30 June 2014:-

	Increase/(Decrease)	
	Effects on	Effects on
	Total Assets	Total Equity
	RM'000	and Liabilities
		RM'000
Property, plant and equipment	276,810	-
Goodwill on consolidation	7,949	-
Inventories	369	-
Trade and other receivables	15,544	-
Tax recoverable	79	-
Other investments - current	118,420	-
Fixed deposits with licensed banks	27,490	-
Cash and bank balances	7,636	-
Assets classified as held for sale	384	-
Share capital	-	111,534
Share premium	-	167,300
Retained earnings	-	80,658
Term loans - non-current	-	60,511
Deferred tax liabilities	-	12,233
Trade and other payables	-	12,740
Term loans - current	-	8,400
Tax liabilities	-	813
Liabilities classified as held for sale	-	492
	454,681	454,681



**APPENDIX VIII – PRO FORMA CONSOLIDATED STATEMENT OF FINANCIAL POSITION OF
PLENITUDE FOR THE FYE 30 JUNE 2014 TOGETHER WITH THE REPORTING
ACCOUNTANTS' REPORT THEREON (Cont'd)**

PLENITUDE BERHAD AND ITS SUBSIDIARIES

**NOTES TO THE PROFORMA CONSOLIDATED STATEMENT OF FINANCIAL POSITION AS
AT 30 JUNE 2014 (Continued)**

5. Movements in Share Capital and Reserves

	← Share capital →		Share Premium RM'000	Retained Earnings RM'000
	Number of Shares '000	Amount RM'000		
Audited consolidated statement of financial position as at 30 June 2014	270,000	270,000	-	710,540
Arising from the Payment of Final Dividends	-	-	-	(16,200)
Adjusted consolidated statement of financial position as at 30 June 2014	270,000	270,000	-	694,340
Arising from the Proposed Offer				
- issuance of Consideration Shares	111,534	111,534	167,300	-
- defrayment of estimated expenses in relation to the Proposed Offer	-	-	(1,000)	-
- the excess of the sum of the net fair value of the TNGB Group's identifiable assets and liabilities over the fair value of the consideration transferred pursuant to the Proposed Offer	-	-	-	80,658
Per Proforma I	381,534	381,534	166,300	774,998



**APPENDIX VIII – PRO FORMA CONSOLIDATED STATEMENT OF FINANCIAL POSITION OF
PLENITUDE FOR THE FYE 30 JUNE 2014 TOGETHER WITH THE REPORTING
ACCOUNTANTS' REPORT THEREON (Cont'd)**

PLENITUDE BERHAD AND ITS SUBSIDIARIES

**NOTES TO THE PROFORMA CONSOLIDATED STATEMENT OF FINANCIAL POSITION AS
AT 30 JUNE 2014 (Continued)**

6. Movements in Cash and Cash Equivalents

	Fixed Income Trust Fund RM'000	Fixed Deposits with Licensed Banks RM'000	Cash and Bank Balances RM'000	Total RM'000
Audited consolidated statement of financial position as at 30 June 2014	100,260	196,490	99,605	396,355
Arising from the Payment of Final Dividends	-	(16,200)	-	(16,200)
Arising from the Acquisition				
- cash consideration	(50,200)	(106,698)	-	(156,898)
- defrayment of the estimated expenses in relation to the Acquisition	-	-	(5,808)	(5,808)
Adjusted consolidated statement of financial position as at 30 June 2014	50,060	73,592	93,797	217,449
Arising from the Proposed Offer				
- defrayment of estimated expenses in relation to the Proposed Offer	-	-	(1,000)	(1,000)
- fixed deposits with licensed bank of the TNGB Group acquired	-	27,490	-	27,490
- cash and bank balances of the TNGB Group acquired	-	-	7,636	7,636
Per Proforma I	50,060	101,082	100,433	251,575



**APPENDIX VIII – PRO FORMA CONSOLIDATED STATEMENT OF FINANCIAL POSITION OF
PLENITUDE FOR THE FYE 30 JUNE 2014 TOGETHER WITH THE REPORTING
ACCOUNTANTS' REPORT THEREON (Cont'd)**

PLENITUDE BERHAD AND ITS SUBSIDIARIES

APPROVAL BY BOARD OF DIRECTORS

Approved and adopted by the Board of Directors of Plenitude Berhad in accordance with a
resolution dated 02 MAR 2015



.....
CHUA ELSIE
Director



APPENDIX IX – ADDITIONAL INFORMATION

1. CONSENTS

Mercury Securities and ShareWorks have given and have not subsequently withdrawn their written consent to the inclusion of their names and all references in the form and context in which they appear in this Offer Document.

BTMH has given and has not subsequently withdrawn their written consent to the inclusion of its Reporting Accountants' Report in the form and context in which it appears in this Offer Document.

2. INTERESTS IN TNGB

The disclosure of interests below is in respect of TNGB Shares, being the only one (1) class of shares in issue.

2.1 By the Offeror

As at the LPD, the Offeror does not have any interest, whether direct or indirect, in TNGB Shares.

2.2 By the directors of the Offeror

As at the LPD, the directors of the Offeror do not have any interest, whether direct or indirect, in TNGB Shares.

2.3 By persons who have irrevocably committed to accept the Offer

As at the LPD, the Offeror has not received any irrevocable undertaking from any Holder to accept the Offer.

3. INTERESTS IN PLENITUDE

The disclosure of interests below is in respect of Plenitude Shares, being the only one (1) class of shares in issue.

3.1 By the Offeror

As at the LPD, the Offeror does not hold any Plenitude Shares as treasury shares.

3.2 By the directors of the Offeror

Save as disclosed below, the directors of the Offeror do not have any interest, whether direct or indirect, in Plenitude Shares as at the LPD:-

Name	Designation	Direct Interest		Indirect interest	
		No. of shares	%	No. of shares	%
Chua Elsie	Executive Chairman	-	-	⁽¹⁾ 104,000	0.04

Note:-

(1) Deemed interested by virtue of the shares held by her spouse and children

3.3 By persons who have irrevocably committed to accept the Offer

As at the LPD, the Offeror has not received any irrevocable undertaking from any Holder to accept the Offer.

4. DEALINGS IN TNGB SHARES**4.1 By the Offeror**

The Offeror has not dealt, whether directly or indirectly, in TNGB Shares during the period commencing six (6) months prior to the beginning of the Offer Period up to the LPD.

4.2 By the directors of the Offeror

The directors of the Offeror have not dealt, whether directly or indirectly, in TNGB Shares during the period commencing six (6) months prior to the beginning of the Offer Period up to the LPD.

5. DEALINGS IN PLENITUDE SHARES**5.1 By the Offeror**

The Offeror has not purchased its own voting shares during the period commencing six (6) months prior to the beginning of the Offer Period up to the LPD.

5.2 By the directors of the Offeror

The directors of the Offeror have not dealt, whether directly or indirectly, in Plenitude Shares during the period commencing six (6) months prior to the beginning of the Offer Period up to the LPD.

6. CONFLICT OF INTERESTS

There is no deemed conflict of interest situation under Practice Note 12 of the Code as indicated below.

- (i) A person is a common director in the offeror and the offeree; : Nil
- (ii) A director of the offeree has more than 20% voting shares or voting rights in the offeror, or a director of the offeror has more than 20% voting shares or voting rights in the offeree, held either directly or indirectly; : Nil
- (iii) There is a cross-holding of more than 20% of the voting shares or voting rights between the offeror and the offeree; or : Nil
- (iv) A person holding more than 20% of voting shares or voting rights in both the offeror and the offeree. : Nil

7. GENERAL DISCLOSURES

- (i) As at the LPD, the Offeror has not entered into any option to acquire the Offer Shares.
- (ii) As at the LPD, there is no on-going negotiation which exists between the Offeror and any person with respect to the Offer Shares or the shares of the Offeror.
- (iii) As at the LPD, there is no agreement, arrangement or understanding which exists between the Offeror and any of its directors or past directors (*being such person who was, during the six (6) months prior to the beginning of the Offer Period, a director*) of TNGB, or any of the shareholders or past shareholders (*being such person who was, during the six (6) months prior to the beginning of the Offer Period, a shareholder*) of TNGB, having any connection with or dependence upon the Offer.

APPENDIX IX – ADDITIONAL INFORMATION (Cont'd)

- (iv) As at the LPD, there is no agreement, arrangement or understanding entered into by the Offeror whereby any Offer Shares acquired pursuant to the Offer will be transferred to any other person(s) within a foreseeable period from the date of this Offer Document.
- (v) All the Offer Shares validly accepted under the Offer will be registered in the name of the Offeror or its appointed nominee(s), if any.
- (vi) As at the LPD, the emoluments of the directors of Plenitude will not be affected as a direct result of the Offer.
- (vii) As at the LPD, there are no service contracts or proposed service contracts between Plenitude or any of its subsidiaries and its directors (excluding contracts expiring or determinable by the employing company without payment of compensation within one (1) year from the LPD).
- (viii) As at the LPD, there are no known trends, demands, commitments, events or uncertainties that will or are likely to materially increase or decrease the liquidity of the Plenitude Group.
- (ix) As at the LPD, there are no unusual, infrequent events or transactions or significant economic changes which may materially affect the amount of reported income from operations.

8. MATERIAL CONTRACTS

Save for the Sale and Purchase Agreement dated 24 July 2014 between PISB and KWSP for the Acquisition, the Plenitude Group has not entered into any material contracts (*not being contracts entered into in the ordinary course of business*) within the past two (2) years preceding the LPD.

9. MATERIAL COMMITMENTS AND CONTINGENT LIABILITIES**Material commitments**

As at the LPD, the Plenitude Board is not aware of any material commitments incurred or known to be incurred by the Plenitude Group, which upon becoming due or enforceable may have a material impact on the profits or NA value of the Plenitude Group.

Contingent liabilities

As at the LPD, the Plenitude Board is not aware of any contingent liabilities incurred or known to be incurred by the Plenitude Group, which may have a material impact on the profits or NA of the Plenitude Group.

10. WORKING CAPITAL

After taking into account the Plenitude Group's existing cash reserves and the funds generated from operations, the Plenitude Group will have sufficient working capital available for a period of 12 months from the date of this Offer Document.

11. BORROWINGS

As at the LPD, the Plenitude Group does not have any borrowings.

12. MATERIAL LITIGATION

As at the LPD, neither Plenitude nor its subsidiaries are engaged in any material litigation, claims or arbitration, either as plaintiff or defendant, which has or would have a material and adverse effect on the financial position of the Plenitude Group and, to the best of the Plenitude Board's knowledge and belief, the Plenitude Board is not aware of any proceedings pending or threatened against the Plenitude Group or of any facts likely to give rise to any proceedings which might materially and adversely affect the financial position or business of the Plenitude Group.

13. DOCUMENTS AVAILABLE FOR INSPECTION

Copies of the following documents are available for inspection at the registered office of the Offeror at 2nd Floor, No. 2, Jalan Sri Hartamas 8, Sri Hartamas, 50480 Kuala Lumpur during normal business hours, from Mondays to Fridays (*excluding public holidays*) from the date of this Offer Document up to and including the Closing Date:

- (i) Memorandum and Articles of Association of Plenitude;
- (ii) a copy of the Notice dated 2 March 2015 referred to in **Appendix I** of this Offer Document;
- (iii) audited consolidated financial statements of Plenitude for the FYE 30 June 2013 and FYE 30 June 2014 as well as the unaudited interim financial report of Plenitude for the six (6)-month FPE 31 December 2014;
- (iv) pro forma consolidated statement of financial position of Plenitude as at 30 June 2014 together with the Reporting Accountants' Report;
- (v) letters of consent referred to in **Section 1** of this **Appendix IX**; and
- (vi) Sale and Purchase Agreement referred to in **Section 8** of this **Appendix IX**.