TROPICANA CORPORATION BERHAD (47908-K)

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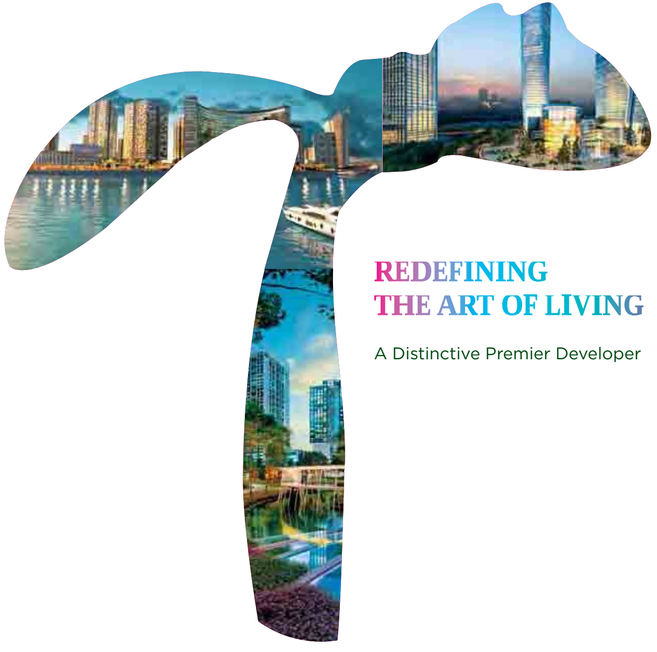
TROPICANA CORPORATION BERHAD (47908-K)

ANNUAL REPORT 2013

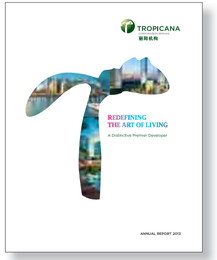
TROPICANA
CORPORATION BERHAD
丽阳机构



REDEFINING THE ART OF LIVING

A Distinctive Premier Developer

ANNUAL REPORT 2013



REDEFINING THE ART OF LIVING

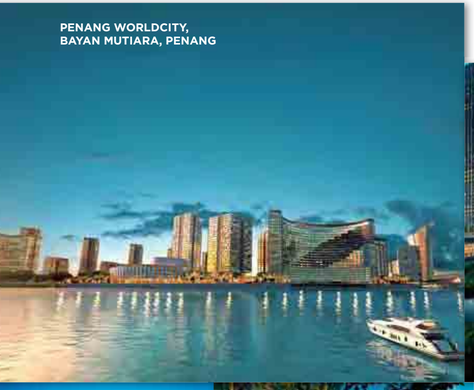
Back in 2013, we changed our name to Tropicana Corporation Berhad ("Tropicana" or "Group" or "Company") – a name synonymous with the prestigious Tropicana Golf & Country Resort. This sets a clear direction for the Group and with it, we began to redefine both ourselves and our integrated developments by leveraging on the iconic 'T' branding.

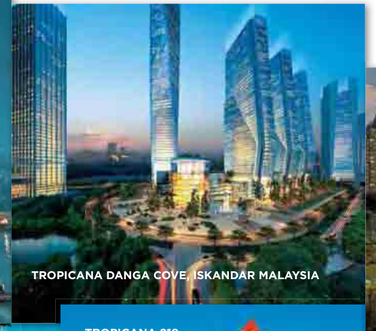
After more than two decades in the property industry, and having pioneered residential resort-style living with the advent of Tropicana Golf & Country Resort, we established a development DNA that sets us apart. This DNA focusses on accessibility, connectivity, innovative concepts and designs, generous open spaces, amenities, facilities, multi-tiered security and quality. With emphasis on our customers' needs, we have been innovating and redefining the art of living through the creation of our integrated developments by incorporating residential and commercial components to create thriving townships that are strategically connected.

For the financial year ended 31 December 2013, Group revenue rose 134% to RM1,475.5 million and new sales in 2013 reached a record high of RM2.16 billion. With our landbank currently close to 2,000 acres and a gross development value of over RM70 billion, we have expanded our geographical footprint with new developments in the key growth corridors of the nation – Penang, Klang Valley and Iskandar Malaysia. As we look to accelerate the pace of our growth, we expect to launch another RM3 billion worth of new projects nationwide in 2014.

Fuelled by passion to be one of the premier property developers, we will continue to deliver to our customers products that are intrinsically linked with our Tropicana brand. Embodied by the core essence of innovation, creativity, quality and excellence, we strive to redefine the art of living.

It is said that home is where the heart is. This rings especially true as we have always believed in building homes that not only appeal to the eyes and minds of our consumers, but to their hearts as well.


PENANG WORLDCITY,
BAYAN MUTIARA, PENANG


TROPICANA DANGA COVE, ISKANDAR MALAYSIA

TROPICANA CITY CENTRE,
ISKANDAR MALAYSIA

TROPICANA METROPARK, SUBANG

TROPICANA 218
MACALISTER, PENANG

TROPICANA HEIGHTS, KAJANG

TROPICANA DANGA BAY,
ISKANDAR MALAYSIA

TROPICANA GARDENS, KOTA DAMANSARA, PETALING JAYA

TROPICANA METROPARK, SUBANG

GOLF VILLAS, TROPICANA INDAH RESORT HOMES

TROPICANA LANDMARK, SABAH

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residential havens

As a forward-thinking developer, we believe in crafting not just homes but lush living concepts with our customers foremost in mind.

about tropicana corporation berhad

The award-winning Tropicana Golf & Country Resort

Tropicana Corporation Berhad ("Tropicana" or "Group" or "Company") is a rapidly evolving company with diversified business interest including property and resort development, property investment, manufacturing and investment holding. Owing to its successful ventures in these chosen areas, the Group was listed on the Main Board of Bursa Malaysia in 1995.

Today, 90% of the Group's revenue is generated from the property development, resort operations and property investment. Tropicana pioneered the concept of resort-themed developments in Malaysia with the introduction of Tropicana Golf & Country Resort. Driven by the success formula of resort-style concepts, Tropicana thereafter developed Tropicana Indah Resort Homes, Tropicana City and other successful projects around Klang Valley.

Tropicana's growth road map has been coloured with many memorable milestones and this has further fuelled its vision in becoming a premier developer in Malaysia. The Group's key achievements are as follows:

- Incorporated in 1979, the Group became one of the fastest growing property developers with diversified business interest including property and resort development, property investment, manufacturing and investment holding
- Pioneered the concept of resort-themed developments in Malaysia with the introduction of the highly sought after 625-acre Tropicana Golf & Country Resort in 1992, housing Malaysia's largest and award-winning clubhouse
- Listed on the Main Board of Bursa Malaysia in 1995
- Driven by the success formula, the Group went on to develop the 409-acre Tropicana Indah Resort Homes and nine-acre Tropicana City integrated development
- Achieved a record revenue of RM1.48 billion and a record sales of RM2.16 billion in 2013
- Has close to 2,000 acres of landbank with potential gross development value ("GDV") of over RM70 billion
- Built a strong presence in three key growth regions of Malaysia
  - o Central region – Klang Valley
  - o Southern region – Iskandar Malaysia, Johor
  - o Northern region – Penang Island
- Continually winning property awards such as being named one of the Top 10 developers in Malaysia at the BCI Awards and the Asia Pacific Property Awards in 2013

TROPICANA'S WINNING EDGE

With a credible and established track record in residential and commercial developments in Malaysia, Tropicana pioneered the concept of resort-style development.

The Group has garnered many prestigious industry awards, including:

- **1995** - Tropicana Golf & Country Resort was named the Best Leisure Development 1995 in Malaysia by FIABCI Malaysia Chapter
- **1997** - Tropicana Golf & Country Club won the Best Landscape in Selangor, Malaysia by Selangor State Government
- **1997, 1999 to 2006** - Tropicana Golf & Country Club was awarded the Best Clubhouse/Facilities Award in Malaysia by Golf Malaysia
- **2005 to 2006** - Tropicana Golf & Country Club was named the Best Customer Service Club in Malaysia by Golf Malaysia
- **1995, 2003 to 2006** - Tropicana Golf & Country Club won the Best Golf Course in Malaysia by Golf Malaysia
- **2009** - Villa Green semi-detached homes were accorded the Best Residential Development with the highest five-star rating in Malaysia, Best Residential Development in Asia Pacific and Best Residential Development in the World by International Property Awards in association with CNBC
- **2010** - Tropicana Golf & Country Resort was named the Best Golf Development with the highest five-star rating in Malaysia and Best Golf Development 2010 in Asia Pacific by International Property Awards in association with Bloomberg Television
- **2011** - Casa Indah 1 condominiums received the Best Medium-High Cost Apartment Award by Dream Home Award
- **2011** - Tropicana Grande golf-fronted condominiums was accorded the Best Residential High-Rise Development with the highest five-star rating in Malaysia and Best Residential High-Rise Development in Asia Pacific by International Property Awards in association with Bloomberg Television
- **2012** - Tropicana was awarded BCI Asia Top 10 Developers Award by BCI Asia Awards
- **2012** - Pool Villas; the three-storey semi-detached homes received the Best Multiple Units Development (Highly Commended) Award in Malaysia by Asia Pacific Property Awards in association with HSBC Bank Malaysia Berhad and the Royal Institute of Chartered Surveyors Asia
- **2012** - Arnica Residence, Tropicana Gardens at Kota Damansara was named Property of the Year by PropertyTalk & Lifestyle Group Malaysia (PTLM) wholly-owned by HAI Sdn Bhd, Patchay Urban Research and Patchay Retail Consulting
- **2012** - Tropicana Metropark, Subang was named Best Development Master Plan of the Year by PropertyTalk & Lifestyle Group Malaysia (PTLM) wholly-owned by HAI Sdn Bhd, Patchay Urban Research and Patchay Retail Consulting
- **2013** – Tropicana was awarded BCI Asia Top 10 Developers Award 2013 by BCI Asia Awards
- **2013** - Tropicana Metropark, Subang, was awarded the highest five-star rating for Best Mixed-Use Development Award (Malaysia) at the Asia Pacific Property Award 2013
- **2013** - Tropicana was awarded the Power Brand Award 2013 for Organisation, Management and Brand Management
- **2013** - Tropicana won the Hall of Fame Award at the 9th Asia Pacific Super Excellent Brand Award 2013

FUTURE PLANS

Following an aggressive landbanking phase, the Group is now ready to begin reaping the benefits. With ongoing projects and future developments located in various hotspots, the Group plans to maintain strong sales and profitability as recorded in 2013. The Group's future will be guided by its core strategies. We are also mindful that every product that we deliver is complete with Tropicana's development DNA.

In Klang Valley, the Group has lined up new projects as well as additional new phases to its current developments such as Tropicana Gardens and Tropicana Avenue in Kota Damansara, Tropicana Metropark in Subang, Tropicana Heights in Kajang, Tropicana Aman in Kota Kemuning and The Residences and W Hotel in Kuala Lumpur.

In Penang, the Group entered into a joint-venture agreement with Ivory Properties Group Berhad to develop Penang WorldCity in Bayan Mutiara. The first phase of the project, known as Tropicana Bay Residences has received great response from the market, achieving over 80% take-up rate. Meanwhile, the Group also entered into a hotel management agreement with Marriott International for the development of the first-ever 'Courtyard by Marriott' in Malaysia at Tropicana 218 Macalister in Penang Island.

Down south in Johor, the Group will further develop its presence in Iskandar Malaysia with vibrant and integrated developments such as Tropicana Danga Bay and Tropicana Danga Cove.

In Sabah, the Group has already begun on the development of the luxurious golf-fronted condominium, Tropicana Landmark.

Fuelled by passion and the spirit of innovation, the Group is in a strong position of growth. The management team remains focused on the Group's mission to be one of the largest property development companies in the country.

Tropicana Gardens, an integrated mixed development at Kota Damansara, Petaling Jaya with direct link to MRT station

Tropicana Grande,
a golf-fronted development
at Tropicana Golf & Country
Resort

our business principles

OUR CUSTOMERS COME FIRST

In delivering innovative products and services, we work towards optimum customer satisfaction. We recognise and reward our loyal customers, who are our pillars of strength and a driving force behind the success of our Company.

OUR PEOPLE ARE OUR GREATEST ASSETS

As a performance-driven organisation, our greatest assets are our people and their dedication to deliver the best. We are not only committed to the growth of our human capital, but we also encourage a culture of excellence and leadership towards greater successes.

OUR COMMITMENT TO OUR SHAREHOLDERS

In practicing the principles of good governance, we endeavour to create shareholder value through our sustainable strategies, full accountability, business continuity and profitability.

OUR TEAMWORK

We have built a nurturing organisation, with shared values and culture, and we are motivated to think and deliver as One Team and One Organisation with One Vision.

our vision

'We strive to be the leading property group, that delivers innovative and quality products that enhance stakeholders' value.'

our signature developments

TROPICANA GOLF & COUNTRY RESORT, PETALING JAYA, SELANGOR

RESIDENTIAL

- Tropicana Grande golf-fronted condominiums
- Casa Tropicana condominiums
- Eva townhouses
- Ana and Bella linked houses
- Cora and Dora semi-detached houses
- Green Acres 1 Gloria and Floria semi-detached homes
- Green Acres 2 linked houses, semi-detached as well as bungalows and prime bungalow lots

MIXED-USE DEVELOPMENT AND COMMERCIAL

- Tropicana Avenue retail, offices and serviced apartments
- Merchant Square shop offices

TROPICANA INDAH RESORT HOMES, PETALING JAYA, SELANGOR

RESIDENTIAL

- Grand Villas bungalows
- Golf Villas bungalows
- Pool Villas semi-detached homes
- Link Villas linked houses
- Adam and Eve linked houses
- Romeo and Juliet linked houses
- Mustika and Persona linked houses
- Green Haven bungalow lots
- Green Haven 1 resort villas
- Villa Green 1 linked bungalows
- Villa Green 2 semi-detached houses
- Villa Green semi-detached houses
- Casa Indah 1 and 2 condominiums

MIXED-USE DEVELOPMENT, COMMERCIAL AND EDUCATION

- St Joseph's Institution International (Malaysia) (Tropicana PJ Campus)*****
- Tropicana Gardens mixed development, Kota Damansara

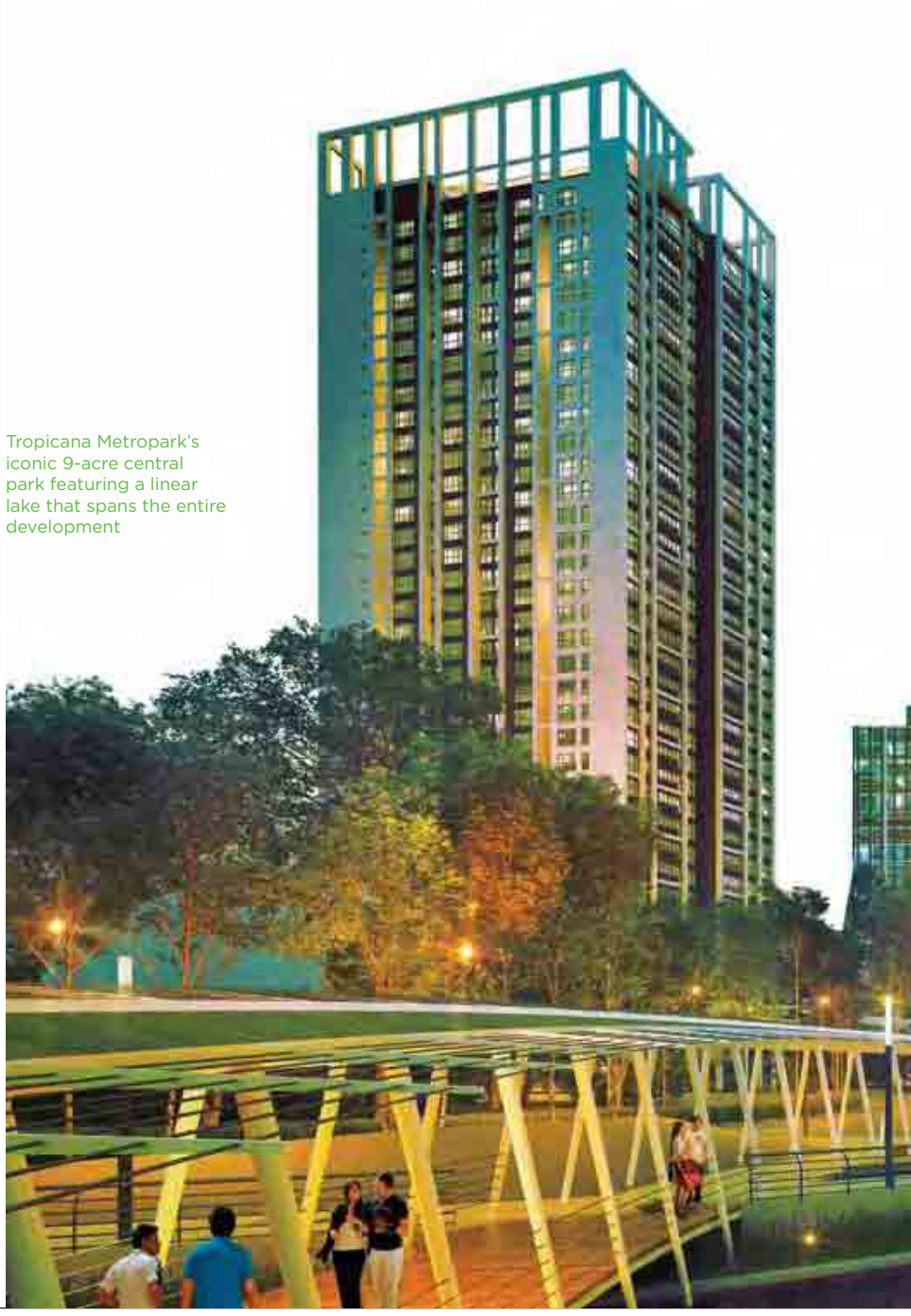
TROPICANA CITY, PETALING JAYA, SELANGOR

RESIDENTIAL

- Tropicana City Tropics serviced apartments
- Casa Damansara 1, 2 and 3 condominiums

RETAIL AND COMMERCIAL

- Tropicana City Mall
- Tropicana City Office Tower
- Damansara Intan e-Business Park



Tropicana Metropark's iconic 9-acre central park featuring a linear lake that spans the entire development

Tropicana Danga Cove, an integrated mixed development in Iskandar Malaysia

KLANG VALLEY DEVELOPMENTS

RESIDENTIAL

- Tropicana Cheras linked houses, semi-detached homes and bungalows, Cheras, Selangor
- Tropicana Heights mixed development, Kajang, Selangor
- Fortune Park apartments, Kuala Lumpur
- Casa Kiara 1 and 2 condominiums, Mont' Kiara, Kuala Lumpur*
- Casa Suites apartments, Petaling Jaya, Selangor

MIXED-USE DEVELOPMENT, COMMERCIAL AND HOSPITALITY

- The Residences and W Hotel in Kuala Lumpur
- TSB Commercial Centre, Sungai Buloh, Selangor
- Tropicana Metropark mixed development, Subang, Selangor
- Arena Mentari shop offices, Dataran Mentari, Petaling Jaya, Selangor**
- Tropicana Aman mixed development, Klang Valley, Selangor

Note:
* Project Manager
** A joint venture with Aliran Firasat Sdn Bhd
*** A joint venture with Ivory Properties Group Berhad
**** A joint venture with Iskandar Waterfront Sdn Bhd
***** A joint venture with Lasallian Asia Partnership For International Schools Pte Ltd

PENANG, JOHOR & SABAH DEVELOPMENTS

RESIDENTIAL

- 10 Island Resort condominiums, Batu Ferringhi, Penang*
- Aston Villa linked houses, semi-detached and shop offices, Bukit Mertajam, Penang
- Tropicana Landmark condominiums, Kota Kinabalu, Sabah
- Tropicana 218 Macalister integrated mixed development, Penang

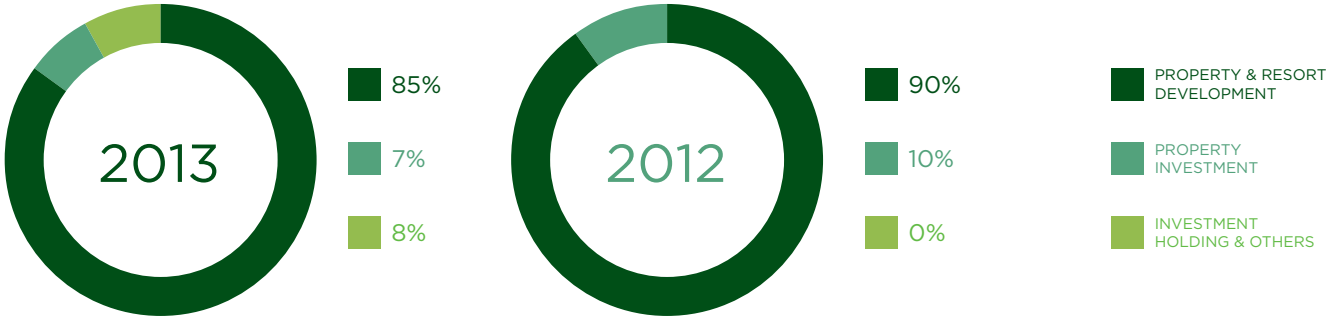
MIXED-USE DEVELOPMENT

- Penang WorldCity mixed development, Bayan Mutiara, Penang***
- Tropicana Danga Bay mixed development, Iskandar Malaysia, Johor
- Tropicana Danga Cove mixed development, Iskandar Malaysia, Johor****
- Tropicana City Centre mixed development Iskandar Malaysia, Johor

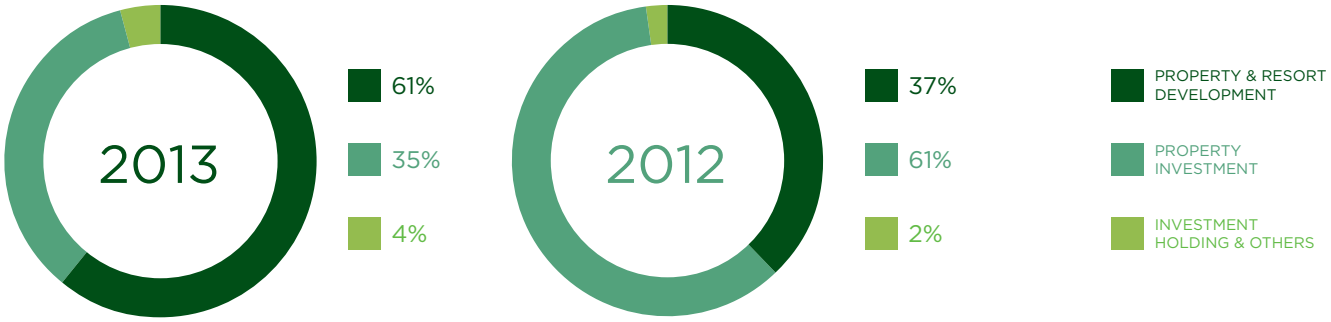
performance at a glance

RM'000	2013 SEGMENTAL REVENUE	2012 SEGMENTAL REVENUE	2013 SEGMENTAL OPERATING PROFIT	2012 SEGMENTAL OPERATING PROFIT
Property & Resort Development	**1,249,957**	570,291	**298,487**	90,254
Property Investment	**107,568**	59,894	**168,880**	149,458
Investment Holding & Others	**117,978**	178	**21,446**	4,968
Consolidated	**1,475,503**	630,363	**488,813**	244,680

SEGMENTAL REVENUE

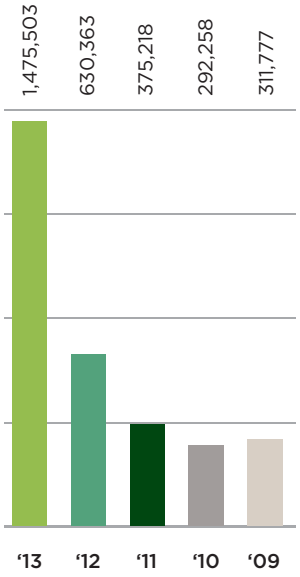


SEGMENTAL OPERATING PROFIT

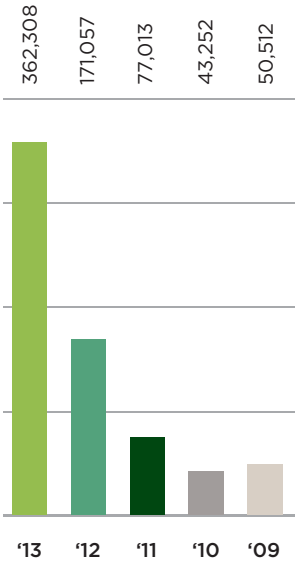


	2013	2012	2011	2010	2009
Revenue (RM'000)	**1,475,503**	630,363	375,218	292,258	311,777
Profit after tax and minority interests (RM'000)	**362,308**	171,057	77,013	43,252	50,512
Total assets (RM'000)	**5,425,716**	4,578,979	2,563,873	1,620,500	1,427,425
Shareholders' equity (RM'000)	**2,570,256**	2,098,605	1,038,769	975,030	839,843
Earnings per share (sen) (basic)	**34.3**	32.5	16.4	9.5	18.8
Net assets per share (RM)	**2.32**	2.65	2.27	2.14	1.85

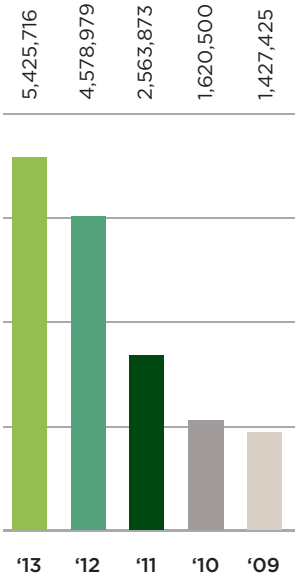
REVENUE (RM'000)



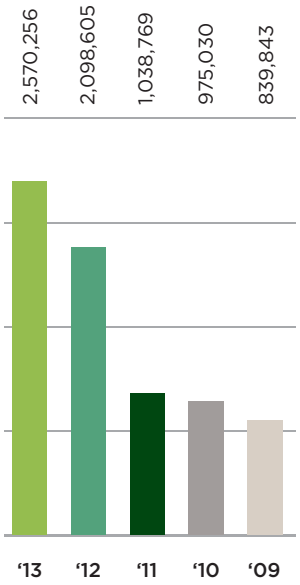
PROFIT AFTER TAX AND MINORITY INTERESTS (RM'000)



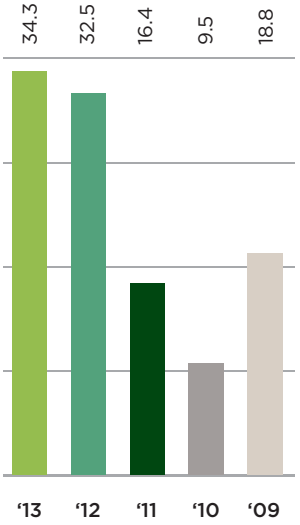
TOTAL ASSETS (RM'000)



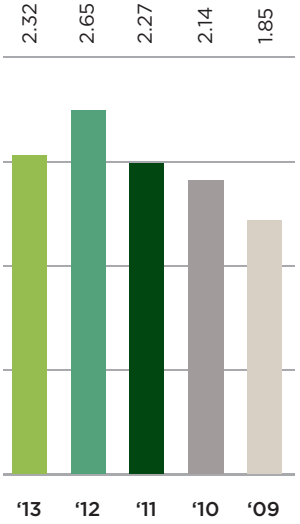
SHAREHOLDERS' EQUITY (RM'000)



EARNINGS PER SHARE (SEN) (BASIC)



NET ASSETS PER SHARE (RM)



financial highlights & insights

KEY FINANCIAL HIGHLIGHTS FOR FINANCIAL YEAR ENDED 31 DECEMBER 2013

- Revenue increased by 134%
- Profit before tax ("PBT") increased by 124%
- Profit attributable to owners of the parent ("PATMI") increased by 112%
- Core PATMI increased by 16%

GROUP FINANCIAL REVIEW

RM'000	FY2013	FY2012
Revenue	**1,475,503**	630,363
PBT	**503,648**	224,944
PATMI	**362,308**	171,057
*Core PATMI	**72,830**	62,866

**Tropicana's core PATMI excludes non-operational items such as gain on disposal of lands, fair value gains from associate and investment properties and unrealised loss on marketable securities.*

The Group recorded revenue of RM1,475.5 million and PBT of RM503.6 million as compared to the revenue of RM630.4 million and PBT of RM224.9 million in the previous year. The major contributors were from the Property & Resort Development and Property Investment segments.

Excluding the net gain in fair value adjustments, the Group registered a PBT of RM286.0 million in FY2013, an improvement of 135% as compared to a PBT of RM121.5 million in FY2012. PBT for FY2013 rose approximately 124% to RM503.6 million mainly derived from a net gain in fair value adjustments of RM217.6 million in FY2013 as compared to net gain of RM103.4 million in FY2012. The fair value adjustments arose from investment properties, marketable securities and re-measurement of an associate.

The Group's core PATMI recorded a 16% improvement to RM72.8 million mainly driven by the strong sales performance of the projects and sale of parcels of land in Klang Valley and Iskandar Malaysia in the property development segments.

A more detailed analysis of the various business segments are as follows:

PROPERTY & RESORT DEVELOPMENT

The Property & Resort Development segment reported revenue of RM1,249.9 million and operating profit of RM298.5 million for FY2013 (FY2012: RM570.3 million and RM90.3 million). The improvement was mainly due to stronger profit recognition from property projects launched and sale of parcels of land in Klang Valley and Iskandar Malaysia.

PROPERTY INVESTMENT

The Property Investment segment reported a revenue of RM107.6 million and operating profit of RM168.9 million in FY2013 (FY2012: RM59.9 million and RM149.5 million). Excluding the net fair value gain on investment properties amounting to RM104.6 million (FY2012: RM106.7 million), the segment's profit registered an increase of 50% or RM21.5 million boosted by the increase in both occupancy and rental rates.

INVESTMENT HOLDINGS & OTHERS

This segment which includes investment holdings companies, manufacturing companies and other businesses of the Group reported a revenue of RM117.9 million and operating profit of RM21.4 million (FY2012: RM0.2 million and RM5.0 million respectively). The increase of revenue and operating profit was partly contributed by a fair value gain on re-measurement of an associate and due to the increased stake in Tenaga Kimia Sdn Bhd which resulted in the consolidation of its accounts into the Group.

GROUP CAPITAL STRUCTURE

RM'000	**FY2013**	FY2012
Shareholders' Equity	**2,570,256**	2,098,605
Gross Borrowings	**1,917,510**	1,828,314
Cash	**497,233**	210,815
Net Borrowings	**1,420,277**	1,617,499
Gross Gearing Ratio (times)	**0.75**	0.87
Net Gearing Ratio (times)	**0.55**	0.77
Net Assets Per Share (RM)	**2.32**	2.65

The shareholders' equity of the Group improved by 22% to RM2,570.2 million as at 31 December 2013. The improvement was mainly due to higher retention of the current profit and the fair value gains from associates and investment properties.

The current year net gearing ratio is lowered to 0.55 times and gross borrowings has increased to RM1,917.5 million. The stronger operation results and proceeds from land sales has boosted the cash balance of the Group to RM497.2 million.

The Group is expected to continue its satisfactory performance in 2014 amid a more challenging business environment driven by the momentum created from the Group's stellar performance in FY2013 and the various pipelines of on-going projects.

group corporate structure of tropicana corporation berhad

PROPERTY DEVELOPMENT/ PROPERTY INVESTMENT AND RESORT OPERATIONS

Advent Nexus Sdn Bhd - **100%**

Arah Pelangi Sdn Bhd - **100%**

Arena Influx Sdn Bhd - **100%**

Bakat Rampai Sdn Bhd - **100%**
- Dicorp Land Sdn Bhd - **100%**
- Tropicana City Sdn Bhd - **100%**
  - > Dicasa Management Services Sdn Bhd - **100%**
  - > Tropicana City Management Sdn Bhd - **100%**
  - > Tropicana City Parking Sdn Bhd - **100%**
  - > Tropicana Kajang Hill Sdn Bhd - **100%**
- Tropicana Indah Realty Sdn Bhd - **100%**
  (fka Dijaya Indah Sdn Bhd)
  - > Tropicana Indah Sdn Bhd - **70%**

Daya Petaling Sdn Bhd - **100%**

Golddust United Sdn Bhd - **100%**
- Renown Dynamic Sdn Bhd - **70%**

Sapphire Index Sdn Bhd - **100%**
- Sapphire Step Sdn Bhd - **100%**

Tropicana Bukit Bintang Development Sdn Bhd - **100%**

Tropicana Coliseum (Ipoh) Sdn Bhd - **100%**

Tropicana Cheras Sdn Bhd - **100%**
(fka Dijaya Property Sdn Bhd)

Tropicana Danga Bay Land Sdn Bhd - **100%**
(fka Dijaya Tropicana Danga Bay Sdn Bhd)
- Tropicana Danga Bay Sdn Bhd - **60%**
  - > Tropicana Danga Bay Pte Ltd - **100%**
- Desiran Realiti Sdn Bhd - **100%**

Tropicana Danga Cove Holding Sdn Bhd - **100%**
(fka Dijaya Tropicana Cove Sdn Bhd)
- Tropicana Danga Cove Sdn Bhd - **50%**

Tropicana Danga Lagoon Sdn Bhd - **80%**
(fka Aliran Peluang Sdn Bhd)
- Kash Concept Sdn Bhd - **100%**

Tropicana Development (Johor Bahru) Sdn Bhd - **100%**

Tropicana Development Sdn Bhd - **100%**
(fka Dijaya Development Sdn Bhd)

Tropicana Development (Penang) Sdn Bhd - **100%**
- Dijaya Wangsa Sdn Bhd - **60%**
  (in the process of members' voluntary winding up)
- Tropicana Ivory Sdn Bhd - **55%**
  - > Tropicana Ivory Realty Sdn Bhd - **100%**

Tropicana Development (Sabah) Sdn Bhd - **100%**

Tropicana Golf & Country Resort Berhad - **100%**
- Tropicana Management Services Sdn Bhd - **100%**
- Tropicana Desa Mentari Sdn Bhd - **100%**
- Tropicana Sungai Buloh Sdn Bhd - **100%**

Tropicana Harapan Sdn Bhd - **100%**

Tropicana Jaya Sdn Bhd - **100%**

Tropicana Kemayan Development Sdn Bhd - **100%**

Tropicana Kia Peng Sdn Bhd - **100%**
(fka Image Pertiwi Sdn Bhd)

Tropicana KK City Sdn Bhd - **100%**

Tropicana KL Development Sdn Bhd - **100%**

Tropicana Lahad Datu Development Sdn Bhd - **100%**

Tropicana Land Sdn Bhd - **100%**

Tropicana Land (Sandakan) Sdn Bhd - **100%**

Tropicana Landmark Sdn Bhd - **100%**

Tropicana Lido Development Sdn Bhd - **100%**

Tropicana Lintas Development Sdn Bhd - **100%**

Tropicana Macalister Avenue (Penang) Sdn Bhd - **100%**

Tropicana Metro Sdn Bhd - **100%**

Tropicana Metropark Sdn Bhd - **100%**

Tropicana Mentari Development Sdn Bhd - **100%**
(fka Asas Kenari Sdn Bhd)

Tropicana Plaza Sdn Bhd - **100%**
(fka Dijaya Plaza Sdn Bhd)

Tropicana Properties (Keningau) Sdn Bhd - **100%**

Tropicana Properties (Klang) Sdn Bhd - **100%**

Tropicana Properties (Puchong) Sdn Bhd - **100%**

Tropicana Properties (Sabah) Sdn Bhd - **100%**

Tropicana Properties (Sandakan) Sdn Bhd - **100%**

Tropicana Properties Ampang Sdn Bhd - **100%**

Tropicana Property Management Sdn Bhd - **100%**
(fka Dijaya Management Services Sdn Bhd)

PROPERTY DEVELOPMENT/ PROPERTY INVESTMENT AND RESORT OPERATIONS

Tropicana Properties Odeon Sdn Bhd - **100%**

Tropicana Rahang Development Sdn Bhd - **100%**

Tropicana Sadong Jaya Development Sdn Bhd - **100%**

Tropicana Senibong Sdn Bhd - **100%**

Tropicana Serdang Suria Sdn Bhd - **100%**

Tropicana Subang South Development Sdn Bhd - **100%**

Tropicana Tawau Development Sdn Bhd - **100%**

Tropicana Wisma TT Sdn Bhd - **100%**

Wisdom 88 Sdn Bhd - **100%**
- Rhythm Quest Sdn Bhd - **60%**

OTHER INVESTMENTS

Antara Tuah Sdn Bhd - **51%**

Tropicana Credit & Leasing Sdn Bhd
(fka Dijaya Credit & Leasing Sdn Bhd) - **100%**

Star Honour Limited - **100%**

Terbit Berkat Sdn Bhd - **100%**

Tropicana Building Materials Sdn Bhd - **100%**

Tropicana SJII Education Management Sdn Bhd - **100%**
(fka Tropicana Education Sdn Bhd)

Tropicana Education Management Sdn Bhd - **70%**

Tropicana Innovative Landscape Sdn Bhd - **100%**

Supreme Converge Sdn Bhd - **100%**

Noble Kinetic Sdn Bhd - **100%**
- Profile Pillar Sdn Bhd - **100%**

Kuasa Cekapmas Sdn Bhd - **100%**

Tropicana Development (Sg Besi) Sdn Bhd - **100%**

Tropicana Jalan Selangor Development Sdn Bhd - **100%**

Tropicana Kepong Sdn Bhd - **100%**

Ultimate Support Sdn Bhd - **100%**

MANUFACTURING

Sumber Saujana Sdn Bhd - **100%**
- Tropicana Tenaga Kimia Sdn Bhd - **100%**
  (fka Dijaya Tenaga Kimia Sdn Bhd)
  > Tenaga Kimia Sdn Bhd - **73%**

Definition:
"fka" formerly known as

Penang WorldCity an integrated waterfront development, Bayan Mutiara, Penang

Tropicana Headquarters at
Tropicana City Office Tower,
Petaling Jaya

corporate information

BOARD OF DIRECTORS

TAN SRI RASTAM BIN MOHD ISA
Independent Non-Executive Chairman

TAN SRI DATO' TAN CHEE SING
Group Executive Vice Chairman

DATO' YAU KOK SENG
Group Chief Executive Officer

DATO' DICKSON TAN YONG LOONG
Deputy Group Chief Executive Officer

KONG WOON JUN
Group Managing Director

KOK KONG CHIN
Group Managing Director

DILLON TAN YONG CHIN
Executive Director

DIANA TAN SHEIK NI
Executive Director

DATO' NG TIAN SANG @ NG KEK CHUAN
Senior Independent Non-Executive Director

TANG VEE MUN
Independent Non-Executive Director

DATUK SERI PANGLIMA MOHD ANNUAR BIN ZAINI
Independent Non-Executive Director

DATO' GAN NYAP LIOU @ GAN NYAP LIOW
Independent Non-Executive Director

AUDIT COMMITTEE

DATO' NG TIAN SANG @ NG KEK CHUAN
Chairman

DATUK SERI PANGLIMA MOHD ANNUAR BIN ZAINI

TANG VEE MUN

DATO' GAN NYAP LIOU @ GAN NYAP LIOW

RISK MANAGEMENT COMMITTEE

TANG VEE MUN
Chairman

DATO' NG TIAN SANG @ NG KEK CHUAN

DATO' YAU KOK SENG

DATO' DICKSON TAN YONG LOONG

KONG WOON JUN

NOMINATION COMMITTEE

DATO' NG TIAN SANG @ NG KEK CHUAN
Chairman

DATUK SERI PANGLIMA MOHD ANNUAR BIN ZAINI

TANG VEE MUN

REMUNERATION COMMITTEE

DATUK SERI PANGLIMA MOHD ANNUAR BIN ZAINI
Chairman

DATO' NG TIAN SANG @ NG KEK CHUAN

DATO' DICKSON TAN YONG LOONG

TANG VEE MUN

OPTION COMMITTEE

TAN SRI DATO' TAN CHEE SING
Chairman

DATO' YAU KOK SENG

DATO' DICKSON TAN YONG LOONG

DATO' NG TIAN SANG @ NG KEK CHUAN

TANG VEE MUN

EXECUTIVE COMMITTEE

TAN SRI DATO' TAN CHEE SING
Chairman

DATO' YAU KOK SENG
Deputy Chairman

DATO' DICKSON TAN YONG LOONG

KONG WOON JUN

KOK KONG CHIN

DILLON TAN YONG CHIN

DIANA TAN SHEIK NI

PRICING COMMITTEE

DATO' GAN NYAP LIOU @ GAN NYAP LIOW
Chairman

TANG VEE MUN

DATO' YAU KOK SENG

DATO' DICKSON TAN YONG LOONG

KONG WOON JUN

HEAD OFFICE

Level 7, 9, 10, 11 & 12
Tropicana City Office Tower
No 3, Jalan SS 20/27
47400 Petaling Jaya
Selangor Darul Ehsan
Malaysia
Tel : 03 7710 1018
Fax : 03 7710 1025

AUDITORS

Ernst & Young
Chartered Accountants
Level 23A, Menara Milenium
Jalan Damanlela
Pusat Bandar Damansara
50490 Kuala Lumpur
Malaysia
Tel : 03 7495 8000
Fax : 03 2095 9076

COMPANY SECRETARY

TEH PENG PENG
(MAICSA 7021299)

PRINCIPAL BANKERS

Alliance Bank Malaysia Berhad
AmBank (M) Berhad
Affin Bank Berhad
Bank of China (Malaysia) Berhad
CIMB Bank Berhad
Malayan Banking Berhad
OCBC Bank (Malaysia) Berhad
Public Bank Berhad
RHB Bank Berhad
Standard Chartered Bank Berhad

STOCK EXCHANGE LISTING

Main Market
Bursa Malaysia Securities Berhad

Stock name : TROP

Stock code : 5401

REGISTERED OFFICE

Lot LG-A1
Lower Ground Floor
Tropicana City Mall
No 3, Jalan SS 20/27
47400 Petaling Jaya
Selangor Darul Ehsan
Malaysia
Tel : 03 7713 8288
Fax : 03 7713 8228

SHARE REGISTRAR

Symphony Share Registrars Sdn Bhd
Level 6, Symphony House
Pusat Dagangan Dana 1
Jalan PJU 1A/46
47301 Petaling Jaya
Selangor Darul Ehsan
Malaysia
Tel : 03 7841 8000
Fax : 03 7841 8151/8152
Helpdesk : 03 7849 0777

WEBSITE

www.tropicanacorp.com.my

EMAIL

corp.comm@tropicanacorp.com.my

delivering excellence

At Tropicana Corporation Berhad, we constantly push boundaries to remain ahead in the industry. In 2013, we cemented our position as a premier developer by garnering local and international awards not only for the Group, but also for the outstanding individuals of the Company.

TROPICANA METROPARK WINS BEST MIXED-USE DEVELOPMENT AWARD

Tropicana won the Best Mixed-Use Development Award (Malaysia) for the Tropicana Metropark development at the Asia Pacific Property Awards 2013 held at Shangri-La Hotel, Kuala Lumpur. The award cemented the Group's position as a forward thinking developer and a symbol of excellence, globally.

TROPICANA WINS THE BCI ASIA TOP 10 DEVELOPERS' AWARD 2013

As a testimony to its growing role as a key player in the property industry and its numerous contributions to society, Tropicana was awarded the BCI Asia Top 10 Developers' Award 2013. The award also demonstrated the Group's focus on developing high quality and innovative property developments nationwide.

The BCI Asia Awards is a regional event attended by the industry's top architects and building professionals from Hong Kong SAR, Indonesia, the Philippines, Singapore, Thailand and Vietnam. Currently in its ninth year, the event provides an overview of the regional building and construction industry by recognising the top architectural firms and developers that have the greatest impact on the building environment in Southeast Asia.

ABOVE:
Tropicana named as one of the Top 10 developers in Malaysia at the BCI Asia Awards 2013

TROPICANA WINS HALL OF FAME AWARD FROM MALAYSIA POWER BRAND 2013

Tropicana added another feather to its cap when it was honoured with the Hall of Fame Award by Malaysia Power Brand 2013. The award, one of the most prestigious brand awards, recognised the pioneering spirit of the Group and reinforced its position as one of the leading property developers in the country.

The Malaysia Power Brand celebrates and recognizes those who are building and leading successful, growing and dynamic brands. It is also a trademark that signifies pride of the entrepreneurs.

TROPICANA FOUNDER HONOURED WITH THREE PRESTIGIOUS AWARDS

Founder and Group Executive Vice Chairman, Tan Sri Dato' Tan Chee Sing, was honoured in 2013 with three distinctive awards for his astounding contributions to the property industry.

- LIFETIME ACHIEVEMENT AWARD FOR EXCELLENCE IN RESORT & PROPERTY DEVELOPMENT

  Tan Sri Dato' Tan Chee Sing was presented with the prestigious Lifetime Achievement Award for Excellence in Resort & Property Development at the 5th World Chinese Economic Forum (WCEF) which was held at Sunway Resort Hotel & Spa. The Deputy Prime Minister of Malaysia, YAB Tan Sri Muhyiddin Yassin presented the prestigious Lifetime Achievement Award to Tan Sri Dato' Tan Chee Sing. The award presentation is also witnessed by the Governor of Victoria, Australia, His Excellency Alex Chernov.

  The World Chinese Economic Forum Lifetime Achievement Award is to honour individuals who have made significant fundamental contributions in their respective field of work.

- BRANDLAUREATE PREMIER BRAND ICON LEADERSHIP AWARD 2013

  Tan Sri Dato' Tan Chee Sing was conferred the BrandLaureate Premier Brand ICON Leadership Award 2013 at The Majestic Hotel Kuala Lumpur. YABhg Tun Mohammad Hanif bin Omar, President of the Malaysian Institute of Management presented the award to Tan Sri Dato' Tan Chee Sing.

  The BrandLaureate ICON Awards is reserved only for the movers and shakers in their individual industry. It honours leading public personalities, celebrities, national servants and corporate leaders who, through their work, have gone beyond the norm to create brands that are highly recognisable and respected worldwide. Many of the award's recipients have played a large role in building the country's reputation locally and overseas.

ABOVE:
Receiving the BrandLaureate Premier Brand ICON Leadership Award (from left): Ms Chew Bee Peng, Chief Executive Officer of The BrandLaureate; Dr KK Johan, President of The BrandLaureate; YABhg Tun Mohammad Hanif bin Omar, President of the Malaysian Institute of Management; YAB Datuk Wira Ir Idris Haron, Chief Minister of Malacca; recipient Tan Sri Dato' Tan Chee Sing, Group Executive Vice Chairman of Tropicana and Dillon Tan, Executive Director of Tropicana

- ASIA'S MOST INSPIRING BUSINESS ICON AWARD

  In November 2013, Tan Sri Dato' Tan Chee Sing won the Asia's Most Inspiring Business Icon Award at the Top Asia Corporate Ball, held at the Palace of the Golden Horses. The award was a testimony of his contributions and achievement in the property industry.

  The Top Asia Corporate Ball 2013 is supported by the Ministry of International Trade and Industry and the Ministry of Tourism Malaysia. It promotes business networking and international collaborations in a most effective and casual environment. It also showcases Malaysia's businesses, innovation as well as culture to the global community. The event was attended by more than 1,000 distinguished CEOs, business owners and personalities across Asia.

TROPICANA WINS TWO PRESTIGIOUS AWARDS IN MACAU

Tropicana was also honoured with the Hall of Fame Award at the 9th Asia Pacific Super Excellent Brand Award 2013 in Venetian Hotel, Macau. The award reinforces Tropicana's on-going mission to create more sought-after Tropicana homes that offer customers more than just a property, but a lifestyle.

Dato' Yau Kok Seng, Group Chief Executive Officer of Tropicana was also honoured as the 2013 Entrepreneur of the Year with the Entrepreneurial Spirit Award for his contributions to the industry.

The Super Excellent Brand recognises those who are building and leading successful, growing and dynamic brands. It is also a trademark that signifies pride of the entrepreneurs.

BOTTOM:
Receiving the Asia's Most Inspiring Business Icon Award (from left): Tan Sri Dato' Seri Yahaya Ibrahim, Chairman of RHA Media; Yang Amat Mulia, Tunku Besar Seri Menanti, Tunku Ali Redhauddin ibni Tuanku Muhriz; recipient Tan Sri Dato' Tan Chee Sing; Dion Tan of Tropicana and YBhg Dato' R Rajendran, CEO of RHA Media

tropicana news

A dazzling waterfront city

Phase 2 of Tropicana Gardens almost sold out

by **Wong Mei Kay**
FD@bizedge.com

PETALING JAYA: Dijaya Corp Bhd has sold 80% of its 413-unit Bayberry Serviced Residence in Phase 2 of its Tropicana Gardens project.

The price, at RM1,100 psf, is a new benchmark for mixed commercial developments in Kota Damansara, Selangor, according to the property developer.

A sneak preview of the units was held on March 8 for 400 Dijaya Privilege Card members and guests. Then, on March 9 and 10, a numbering queue exercise was held at the Tropicana Gardens sales gallery.

Over 2,000 applicants turned up for the preview, with some queuing up from as early as 5am. At the preview, purchasers were offered an early bird rebate for the standard studio (built-up of 597 sq ft) and 3+1 bedroom (built-up of 1,573 sq ft) units.

The 45-storey Bayberry offers five types of residential units: studio, 2-bedroom, 3-bedroom, 3+1 bedroom and penthouse with built-ups ranging from 597 sq ft to 2,671 sq ft.

Dijaya group managing directo
Dickson Tan said in a statem
the overwhelming response fr

The overwhelming response from their card members and early registrants prompted the company to conduct a numbering queue exercise.

appreciation. An example of this is the Tropicana City Tropics serviced apartments

Tropicana Gardens aims to comply with the certification requirements for Green Building

Tropicana plans to halve borrowings, double sales

The market seems to have welcomed property developer Tropicana Corp Bhd's endeavour as part of its aspiration to join the ranks of Malaysia's property heavyweights.

Tropicana's projects pipeline (RM mil)

Dickson: As we build profits, the reserves will be bigger and bring down the gearing

MLA billion worth of borrowings on its books as at March 31.

The potential asset disposals include RM685 million worth of investment properties, including Tropicana Plaza in Jalan Tun Razak, Kuala Lumpur, Tropicana City Mall in Petaling Jaya and the adjacent office block which are worth a total of about RM870 million. The remaining RM815 million involves smaller investment properties scattered throughout the country.

"We will let these properties go because it is not giving us excellent yield at this time. We want to focus on property development for the time being, so we will sell them to

Powering R

Tropicana gi
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short-term

Profit from us in Asia

Dijaya's aggressive expansion in place

Tropicana Corporation Berhad

Tropicana net profit surges 112% to RM352.3m

Tropicana bina projek RM6.3b

Tropicana Metropark bakal jadi pusat bandar di Subang

Oleh Aizuddin Sapian
aizuddin@mediaprima.com.my

Tropicana Corporation Bhd, yang sebelum ini dikenali sebagai Tropica Corporation Bhd, akan [illegible]

Tropicana's transformation as a premier developer

1 An artist's impression of Oasis 2, the second phase of Tropicana Danga Cove in Johor.

2 An artist's impression of the Tropicana Danga Bay development in Johor.

Tropicana net profit growth soars 112% on strong sales

PETALING JAYA: Tropicana Corp Bhd registered a 112% growth in net profit, lifted by strong sales and fair value adjustments derived mainly from investment properties and re-measurement of an associate for the financial year ended Dec 31, 2013 (FY13). Net profit hit RM362.3mil, compared with RM171.1mil a year ago.

Tropicana's resort-style projects set urban living benchmark

Tropicana to leave a mark

Mixed project to feature a hotel, suites and retail lots

More venture launch

More than just building homes

Bora Residences selling fast

by ABBY TAN

THE second phase of Tropicana Danga Bay in Johor Bahru received overwhelming response at its official launch last Saturday, with more than 30% of the units already being spoken for in the form of bookings and registered interest.

Dubbed Bora Residences, the new phase offers 396 luxury units within a 10-storey tower, which will stand prominently on the site [illegible]

[illegible]

This has brought more changes to Johor's property landscape, signalling market confidence and potential growth prospects. We have strong product differentiation and we believe that Bora Residences will cater to the current growing demand for a mixed-use integrated development that embodies style, quality, safety and convenience," he said.

Lee said that over the last two decades, Tropicana has [illegible]

reputable & distinctive

Our exclusive integrated projects are embedded with the Tropicana development DNA of accessibility, connectivity, innovative concept and designs, generous open spaces, amenities, facilities, multi-tiered security and quality, all of which caters to our customers' wants and needs.

chairman's statement

As assured when we first embarked on this journey, 2013 has been a year where we delivered on results. Our landbank size is close to 2,000 acres at an estimated potential gross development value ("GDV") of over RM70 billion. Our opportunities for growth have increased, and we are able to capitalise on them from a position of strength.

On behalf of the Board of Directors ("**Board**") of Tropicana Corporation Berhad, it gives me great pleasure to present my first Annual Report for the Group, for the financial year ended 31 December 2013.

Throughout 2013, the Malaysian economy remained resilient, expanding 4.7% despite a challenging global economic environment. Growth is expected to be sustained as private investment continues to increase, fuelled partly by the Economic Transformation Programme ("**ETP**").

The introduction of the ETP by the Government is anchored on the vision of becoming a high-income, developed nation by 2020. As part of this, the ETP created key corridors throughout the nation – in the north, south, and central regions to amplify development and create an environment for socio-economic growth. These corridors have evolved into a bedrock for a variety of initiatives – Entry Point Projects ("**EPP**"), talent hubs, innovation hubs, attractive foreign direct investment destination, additional infrastructure such as new highways and the Mass Rapid Transit ("**MRT**") that will provide strong links to urban and suburban development areas. All of this in turn will further boost the property landscape and contribute to overall economic growth.

It is interesting that these new developments and policy changes have created new avenues of growth for the Group. We made good progress on a number of strategic fronts that have laid a strong foundation for future growth. As assured when we first embarked on this journey, 2013 has been a year where we delivered on results. Our landbank size is close to 2,000 acres at an estimated potential GDV of over RM70 billion. Our opportunities for growth have increased, and we are able to capitalise on them from a position of strength.

Our outlook for the year continues to remain positive as we are backed by very competant and professional management, a creative and committed sales team, an experienced leadership team, strategically located landbanks and a resilient domestic economy.

DIVIDENDS

For the fiscal year ended 2013, the Board has declared a first interim dividend of 4.5 sen per share less income tax of 25%.

BUILDING A CULTURE OF POSITIVE DIFFERENCE

1. THE BUSINESS VALUE OF GOOD GOVERNANCE

In any organisation, effective governance plays a key role as it means adhering to policies, rules, regulations and creating shareholder value. At Tropicana, we remain committed to operating in accordance with best practices to ensure business integrity, while adhering to the standards of financial reporting, corporate governance and ethics.

The Malaysian Code of Corporate Governance 2012 ("the Code") has set out not only principles, but also specific recommendations to be adopted. Recognising the impact and importance of maintaining good business practice as set out by the Code, we adhere to the high standards of ethics, corporate behaviour, transparency as well as in managing our relationships with our shareholders, employees, customers, suppliers and the Government.

Building on this, we believe that with the right internal controls in place, it will further promote corporate accountability, sustainable productivity and growth while adding value to the business. As we move towards realising our strategic vision, we remain committed to the achievement of good corporate governance to ensure that our shareholders' interests are protected.

2. A SOCIALLY RESPONSIBLE DEVELOPER

At Tropicana, we have a long-term view on our approach towards sustainability and business success. While we continue to progress, we are also on the journey to build sustainable practices throughout our business as we understand the wide-ranging value we can bring to the communities we serve.

In 2013, as we grew our geographical footprint aggressively across the nation, we continued to reach out to underprivileged communities via specific projects and programmes that made a positive difference in their lives.

3. EMPLOYEE ENGAGEMENT

We understand that a committed, skilled and constantly engaged group of employees has never been more important to our Group as we look to strengthen our position in the industry.

Hands on: The senior management team of Tropicana at the project site

Tropicana staff at Tropicana Metropark's Sales Gallery in Subang

Cognisant of this, we have put in place a comprehensive employee engagement strategy that actively identifies and builds a strong talent pipeline within the Group. In recognition of their contribution in advancing the Group's performance, we continue to introduce long-term initiatives to invest in their skills and capabilities via programmes such as mentoring sessions, training and workshops that build on their talent, as well as incentives including the Employee Share Option Scheme.

We clearly understand that our people play an important role in realising our vision. With the passion and commitment demonstrated by our employees thus far, I look forward to the future with confidence.

4. SHAREHOLDER VALUE

While we continue to deliver on our strategic priorities, a key area that we will continue to focus on are value-added investments that produce sustainable returns to shareholders. We consistently listen to our shareholders as delivering shareholder value remains a priority to us.

As the same time, we will focus on adding more rigour to our internal controls, governance, transparency and management efficiency to ensure the goals are clear, and on target for delivery.

PASSION FOR SUCCESS, COMMITMENT TO EXCEL

Over the last 20 years, Tropicana has developed a reputation for excellence, not just for developing property but building quality resort-themed homes. Today, the Tropicana portfolio reflects the growing aspirations of a much broader range of home purchasers across Malaysia and the region.

The transformation that began in 2013 has allowed the Group to sharpen its focus, leverage and harness synergies across the Company, as well as achieve economies of scale to enhance its competitive edge. Riding on this positive wave, the Group continues to enhance its value proposition with landbanks at the nation's growth corridors in the north, south and central regions of Malaysia; cutting-edge designs and innovative features that appeal to discerning customers, supported by a team that has passion for success, driven by a strong commitment to excel.

Having assumed my position as Chairman of Tropicana since 25 April 2014, I found myself at the epicentre of fast-paced change. There can be no doubt that Tropicana's goal of becoming one of the premier property developers is indeed within reach, and I am deeply honoured to be part of this exciting journey.

We are aware that the future holds many challenges. In spite of this, we recognise that with every challenge comes many opportunities. As we look forward, building our competitive advantage through our transformation strategy, our focus remains constant – to create value for our stakeholders and strengthen our foundations for future growth.

Spacious interior of Tropicana Heights, Kajang

We are aware that the future holds many challenges. In spite of this, we recognise that with every challenge comes many opportunities. As we look forward, building our competitive advantage through our transformation strategy, our focus remains constant – to create value for our stakeholders and strengthen our foundations for future growth.

ACKNOWLEDGEMENT

I would like to take this opportunity to pay tribute to my predecessor, Dato' Rohana Binti Tan Sri Mahmood who stepped down on 9 November 2013 after nine years of being on the Board. She was indeed a well-respected individual and is held in high-regard by many throughout the business community.

I would like to thank Tan Sri Dato' Tan Chee Sing and the Board of Directors for the trust they have placed in me.

On behalf of the Board of Directors, I would like to record our sincere appreciation to our stakeholders for your support towards the Group.

We wish to thank our loyal customers, business partners, bankers, contractors and associates for their continued commitment and support towards the Group.

To my fellow peers on the Board and management team, thank you for your active participation and drive in building momentum for the greater growth of the Company.

I would also like to extend my appreciation to all our employees who have given their energy, passion, and worked diligently towards fulfilling our common goals.

Malaysia has in place strong fundamentals and a resilient economy to grow further in 2014. We want to be part of Malaysia's growth story, while exploring new opportunities. We are confident of the future, as we remain steadfast in our pursuit of becoming one of Malaysia's leading premier property developers.

YBHG TAN SRI RASTAM MOHD ISA
INDEPENDENT NON-EXECUTIVE CHAIRMAN

group executive vice chairman's message

In our pursuit of driving business growth that is able to withstand the pressures of the economic environment, we have maintained our focus on growth, profitability and sustainability, thus creating value for our stakeholders.

2013 was a remarkable year for Tropicana Corporation Berhad. What started as a vision is now progressively becoming a reality. We initiated bold moves in growing the Group and extended our footprint nationwide despite a challenging economy. Our relentless drive to design and build aspirational resort-themed homes, modern designs within safe, vibrant neighbourhoods at strategic locations, which in turn create unique experiences and lifestyles, has today become our niche area of expertise.

A POSITION OF STRENGTH

Tropicana has had a strong legacy of delivering value for over two decades. In our pursuit of driving a business that is able to withstand the pressures of the economic environment, we have maintained our focus on growth, profitability and sustainability, thus creating added value for our stakeholders and shareholders.

It is interesting when I look back at how much the industry has changed. When I founded Tropicana over 20 years ago, I was given the opportunity to purchase 1,000 acres of rubber plantation on the fringes of Bandar Utama, for just RM2.00 per square feet. Recognising the potential this land had to offer, I wanted to create a desirable address and as a result, the Tropicana Golf & Country Resort was built.

Property development is not just about building houses. It is about designing communities that people call home. Understanding these basic needs, we have created the Tropicana brand to be one that gives individuals not only a home, but surroundings where they can grow to cherish for the long-term.

Today, our landbank size is close to 2,000 acres with a potential GDV of over RM70 billion. Our developments are geographically diversified, located at the key growth corridors throughout Malaysia. Building on this, we are moving forward from a position of strength.

As we continued to expand our presence, I am happy to note that we achieved stellar performance following the strong sales response received for our development projects across key central (Klang Valley), northern (Penang) and southern (Iskandar Malaysia) regions.

We have also launched our flagship sales gallery at TripleOne Somerset in Singapore to promote brand awareness and exposure of the Group's array of exclusive, integrated developments, thus making it more accessible to Singaporeans. We are also extending our reach overseas to Surabaya, Medan, Hong Kong, Macau and Shanghai.

We have also continued to make strategic investments that have well-positioned the Group for the future.

Grand Villas of Tropicana Indah Resort Homes

Although the industry in 2013 experienced some changes with the introduction of certain measures such as the increase in Real Property Gains Tax to 30%, the halt in the Developer Interest Bearing Scheme as well as the introduction of Goods & Services Tax, the outlook on overall property sector 2014 remains promising.

Recognising the competitive nature of the industry in 2014, we have taken proactive steps to reinforce our key transformational pillars.

We will continue to execute on our long-term strategy and strengthen our fundamentals. To share this in greater detail, I will leave it to our Group Chief Executive Officer of Tropicana, Dato' Yau Kok Seng to elaborate further.

Giving back to the community - Tan Sri Dato' Tan Chee Sing (eighth from left), Puan Sri Datin Ivy Tan (fifth from right), Dato' Dickson Tan (third from right) and family members with recipients Dato' Herbert Tan of Tzu Chi Foundation Malaysia (third from left), Tan Sri Dato' Sri Pheng Yin Huah of Huazong (fourth from left) and Datuk Venerable K Sri Dhammaratana of Ti-Ratana Welfare Society (sixth from left)

REACHING OUT TO COMMUNITIES

We understand that we are in the business of creating new communities, always nimble and able to adapt to new design concepts and trends, driving innovation and building relationships while leveraging on our strengths. As we expand our footprint nationwide, we remain aware that we need to balance our goal of being successful, while playing a positive role in shaping the lives of the communities around us.

Consistent with our strategy, we continuously build productive relationships and proactively work with communities to foster trust. As a responsible developer, it is therefore important to contribute to society and deliver value in diverse ways. In 2013, through the Tropicana Foundation and other companies within the Group, we donated more than RM3.5 million to charitable bodies, ranging from schools to local and international charities.

As a Group that is at the cusp of greater growth, we believe in the importance of conducting our business with passion, while ensuring our practices have a positive impact on the communities around us, for the long term.

WORKING TOWARDS A COMMON GOAL

Our journey of transformation has only just begun. The Group's employees have persevered in helping us achieve our milestones. They have demonstrated a high level of professionalism and work ethics that reflect the values of the Group. Coupled with their talent, integrity, discipline and commitment, they have contributed towards our strong performance.

At Tropicana, we have in place a culture that motivates our people to improve daily. In line with this, developing and increasing our talent pool has always been a key priority. As the Company continues to experience these fast-paced changes, we have also further strengthened our Group by streamlining roles and responsibilities, thus increasing members of the management team and drive accountability.

YAB Tan Sri Muhyiddin Yassin (left), Deputy Chief Minister of Malaysia, presenting the prestigious Lifetime Achievement Award to Tan Sri Dato' Tan Chee Sing (right) at the World Chinese Economic Forum 2013

Bora Residences, phase two of Tropicana Danga Bay, an integrated mixed development in Iskandar Malaysia

With our quality landbank, strong suite of products, talented team and strong financial performance that remains on-track with the overall strategy, we are in an excellent position to pursue our goal of becoming one of the premier property developers.

Tropicana 218 Macalister, an integrated development which will house the first 'Courtyard by Marriott' hotel in Malaysia which is located on Penang's famous Macalister Road

With our quality landbank, strong suite of products, talented team and strong financial performance, we remain on-track with the overall strategy and we are in an excellent position to become one of the premier property developers in Malaysia.

We have already identified our future growth opportunities and the challenges that may arise.

Although we anticipate the next 12 months to be competitive, we are optimistic that we will not only meet these challenges, but also rise above it.

ACKNOWLEDGEMENT

On behalf of the Board of Directors, the management and staff of Tropicana, I am pleased to welcome our new Chairman, Tan Sri Rastam Mohd Isa as we believe that he will further contribute to the growth of our Group.

On that note, I would also like to take this opportunity to extend my sincere appreciation to Dato' Rohana Binti Tan Sri Mahmood for her contribution, dedication, guidance and years of service during which we achieved many milestones.

I would like to express my gratitude and thanks to all our stakeholders for your continuous support.

Finally, I would also like to shine the light on our employees, for their determination, dedication and hard work as they have played an important role throughout the year and will continue to fuel Tropicana forward.

YBHG TAN SRI DATO' TAN CHEE SING
GROUP EXECUTIVE VICE CHAIRMAN

Golf Villas at Tropicana Indah Resort Homes

group CEO's message

We have had clear strategic direction focusing on unlocking the value of our sizeable landbank, seeking out opportunities with strategic partners to accelerate growth, and implementation of the de-gearing initiatives to further strengthen our balance sheet.

I am truly honoured and pleased to deliver Tropicana Corporation Berhad's Annual Report for the financial year ended 2013.

During the year under review, we made solid progress on our strategy, charting new milestones throughout the year. Despite the volatile external economic environment, our determination has paid off, and we delivered on results.

CORPORATE OVERVIEW

Following the corporate exercise undertaken in the previous year, 2013 was a year of cementing our strategy. We made important operational and financial progress this year, improved our fundamentals, and this set a compelling foundation to build upon for the future.

For the financial year ended 31 December 2013, the Group's revenue rose 134% to RM1,475.5 million as compared to RM630.4 million achieved in financial year 2012. The Group's PBT increased 124% to RM503.6 million, whilst PATMI gained 112% to RM362.3 million in the fiscal year.

Success in implementing its transformation strategy has enabled Tropicana to achieve key milestones in its development activities, where new sales in 2013 reached a record high of RM2.16 billion. The Group's unbilled sales at the end of 2013 stood at a high of RM2.18 billion the highest ever achieved to date in the history of Tropicana, as compared to RM952 million in the previous year.

Some may say that the operating environment in which we operate in continues to be challenging. Nevertheless, we at Tropicana believe that these challenges can be overcome. We constantly obtain feedback from our customers and truly listen to what they want. Our products continue to sell well as we offer properties that everyone would like to call home. We are uncompromising when it comes to accessibility, connectivity, innovative concepts and designs, generous open spaces, amenities, facilities, multi-tiered security and quality – all this which I proudly refer to as the development DNA of Tropicana.

Other than just developing homes, we remain focused on unlocking the value of our sizeable landbank, seeking out opportunities with strategic partners to accelerate growth, and implementing de-gearing initiatives to further strengthen our balance sheet.

During the period under review, we acquired 1,172 acres of prime development land from Permodalan Negeri Selangor Berhad for a total purchase consideration, via a deferred payment method, of approximately RM1.3 billion over a 20-year period. As land within Klang Valley becomes scarce, the purchase of this land gives us immediate development potential.

The prospects of this land is further validated from the successful performance of neighbouring developments and linkages to major expressways. This land, with its generous size will be another great opportunity for Tropicana. To accelerate growth of this development, EcoWorld, an up-and-coming developer has also participated in this development, by inking the purchase of 308 acres from the Group.

The Group also disposed two adjacent parcels of land measuring approximately 6.41 acres to Mayfair Ventures Sdn Bhd, a wholly-owned subsidiary of Mulpha Land Berhad for a total cash consideration of RM116.1 million. Located in Tropicana Golf & Country Resort and zoned for commercial development, it sold for RM416 per square feet, resulting in a net gain of RM87 million for the Group.

These disposals significantly increased the Group's returns, profitability and most importantly, added value towards shareholder returns.

Following our de-gearing initiatives, we have seen an improvement in our net gearing to 55% as at 31 December 2013, driven partially by proceeds raised amounting to RM531.8 million. Out of this, RM339.3 million was raised from land sales while the remaining RM192.5 million were net proceeds from the issuance of new share via private placement, Employee Share Option Scheme and warrants conversion.

Tropicana also underwent a successful share placement exercise of 10% or 86.3 million shares at RM1.78 per share. The overall exercise was an accomplishment as this contributed RM153.6 million to the Group's balance sheet and it also reaffirmed the confidence among institutional investors towards the Group.

As we accelerate the pace, we expect to launch more new projects nationwide in 2014. Meanwhile, we will continue to pursue land sale opportunities as the value of these landbanks have appreciated. As such, any monetisation of these assets will generate income whilst enhancing returns to our stakeholders.

Recreation Centre at Tropicana Heights, Kajang

LOOKING AHEAD, DELIVERING ON TARGETS

Without a doubt the property industry in Malaysia continues to be one of the key performance drivers of the economy. Despite cooling measures introduced in the Budget 2014, I am pleased with the fundamental progress that we have achieved over the past year.

We made significant strides against the goals set out in our transformational journey, and we are now moving with increased speed, agility and implementing our growth strategy with precision. Looking ahead, we have a clear understanding of what needs to be done at Tropicana to drive long-term shareholder value and deliver on targets.

The Group's de-gearing activities will continue. Although we have acquired and increased the size of our landbank, our long term target is to decrease this further to less than 0.3x via accelerated property sales, disposal of non-core assets and strong operating cash flows.

To achieve our targets, we will continue to invest in the development of our people. We have in place a talented and dedicated team that is not only fully aligned on executing our plans, but also committed in delivering on our growth targets. They are fulfilling the Group's One Team One Vision purpose.

SEIZING THE OPPORTUNITIES OF TOMORROW

Over twenty years ago, our founder and Group Executive Vice Chairman Tan Sri Dato' Tan Chee Sing started with the Tropicana Golf & Country Resort. Today, we have over 12 on-going developments at strategic locations nationwide, and we are still growing.

On that note, I would like to express my gratitude to Tan Sri Dato' Tan Chee Sing for his guidance and support, as well as the cooperation and advice from the Board of Directors.

2014 will continue to be an exciting year. Just recently, we announced a joint-venture with Agile Property Holdings Ltd ("**Agile**"). This strategic partnership with a leading China developer, to develop a mixed commercial project in the heart of Kuala Lumpur, is a historic milestone for us. Agile has a strong presence in China, Hong Kong and Macau and this alliance will allow Tropicana to boost its brand presence and visibility across those regional markets.

We have much to learn from each other, and sincerely hope to integrate new concepts into our products that will set new benchmarks in the industry. What we do and how we perform will be watched closely by our customers, shareholders and the industry. We will continue to seek out similar strategic tie-ups to accelerate our development profile and enhance our growth prospects.

RIGHT:
Dato' Yau Kok Seng was awarded the '2013 Entrepreneur of The Year' with the Entrepreneurial Spirit Award in Macau

As said by Isaac Newton, "An object that is at rest will tend to remain at rest. An object that is in motion will tend to remain in motion". We at Tropicana are dedicated to continue our forward progress. I am optimistic that Tropicana will continue to improve where we need to and continue to build momentum where we are already succeeding.

The journey towards our ultimate goal – to be one of the premier property developers, delivering innovative and quality products that enhance shareholders' value – is on track.

At Tropicana, we understand the opportunities presented and the responsibility that comes with it. Backed by our visionary leadership team, our talented workforce and existing landbank size, together we are transforming our strategies into a reality.

IN APPRECIATION

As we continue to progress, I wish to take this opportunity to express my gratitude to the fellow Board Members and the management team for their continous commitment to deliver excellent performance.

I also wish to convey my sincere appreciation to my colleagues, shareholders, business partners and all stakeholders of Tropicana for their continuous support and confidence throughout the year.

We, at Tropicana today are ready to seize the opportunities of tomorrow.

At Tropicana, we understand the opportunities presented and the responsibility that comes with it. Backed by the our visionary leadership team, our talented workforce and existing landbank size, together we are transforming our vision into reality.

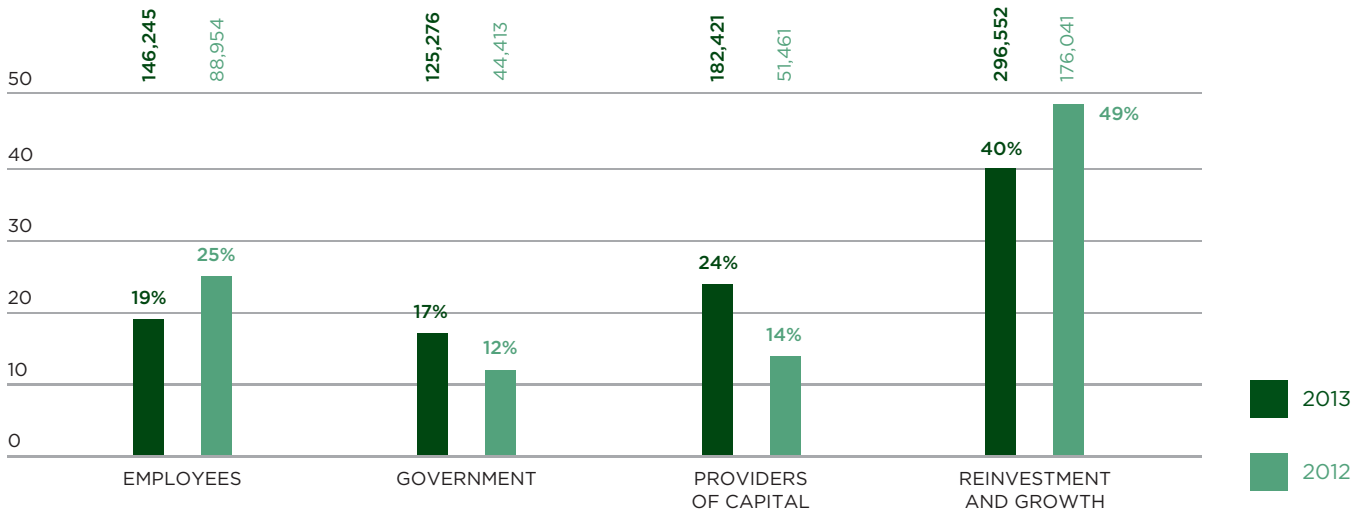
DATO' YAU KOK SENG
GROUP CHIEF EXECUTIVE OFFICER

Sealing the deal on a successful land sale (from left): Dato' Yau Kok Seng, Group CEO of Tropicana; Ronn Yong, Deputy CEO, Property of Mulpha International Berhad and Ghazie Yeoh Abdullah, Executive Director of Mulpha Land Berhad

value added statement

	2013 RM'000	2012 RM'000
VALUE ADDED		
Total Revenue	1,475,503	630,363
Purchases of goods and services	(808,723)	(275,796)
VALUE ADDED BY THE GROUP	666,780	354,567
Share of profits of an associate	4,381	7,807
Share of profits of jointly controlled entities	79,333	(1,505)
TOTAL VALUE ADDED	**750,494**	360,869
Reconciliation:		
Profit for the year	362,308	171,057
Add: Depreciation and amortisation	22,658	15,349
Finance costs	77,943	31,622
Staff costs	146,245	88,954
Taxation	125,276	44,413
Minority interest	16,064	9,474
TOTAL VALUE ADDED	**750,494**	360,869
VALUE DISTRIBUTED		
EMPLOYEES		
Salaries and other staff costs	146,245	88,954
GOVERNMENT		
Corporate taxation	125,276	44,413
PROVIDERS OF CAPITAL		
Dividends	88,414	10,365
Finance costs	77,943	31,622
Minority interest	16,064	9,474
REINVESTMENT AND GROWTH		
Depreciation and amortisation	22,658	15,349
Income retained by the Group	273,894	160,692
TOTAL DISTRIBUTED	**750,494**	360,869

VALUE DISTRIBUTED (RM'000)

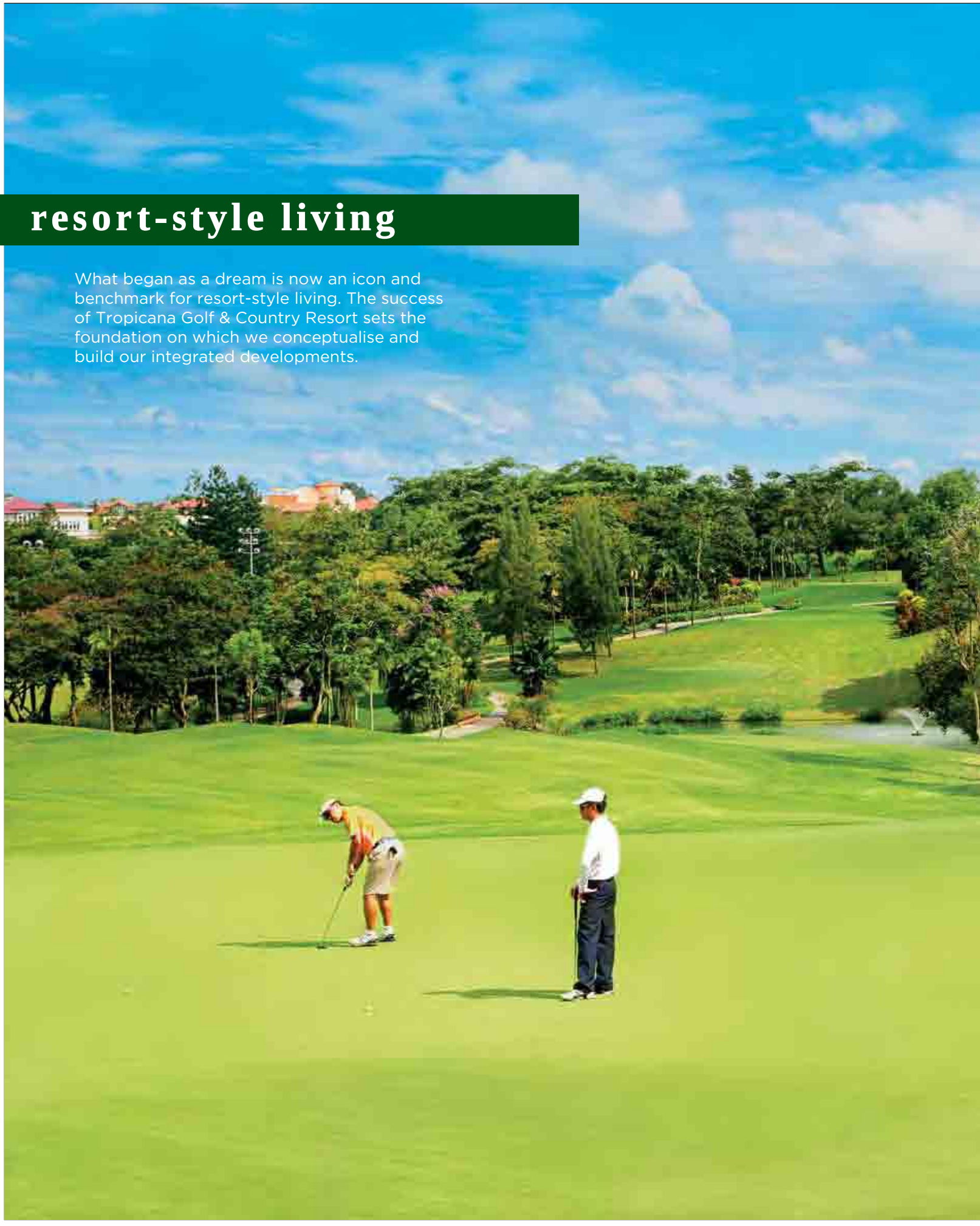


Percentage on total value distributed

Children's playground at
Tropicana Metropark, Subang

resort-style living

What began as a dream is now an icon and benchmark for resort-style living. The success of Tropicana Golf & Country Resort sets the foundation on which we conceptualise and build our integrated developments.



board of directors

KONG WOON JUN

GROUP MANAGING DIRECTOR

DILLON TAN YONG CHIN

EXECUTIVE DIRECTOR

DIANA TAN SHEIK NI

EXECUTIVE DIRECTOR

DATO' DICKSON TAN YONG LOONG

DEPUTY GROUP CHIEF EXECUTIVE OFFICER

DATO' YAU KOK SENG

GROUP CHIEF EXECUTIVE OFFICER

TAN SRI DATO' TAN CHEE SING

GROUP EXECUTIVE VICE CHAIRMAN

board of directors

DATO' GAN NYAP LIOU @ GAN NYAP LIOW

INDEPENDENT NON-EXECUTIVE DIRECTOR

DATO' NG TIAN SIANG @ NG KEK CHUAN

SENIOR INDEPENDENT NON-EXECUTIVE DIRECTOR

DATUK SERI PANGLIMA MOHD ANNUAR BIN ZAINI

INDEPENDENT NON-EXECUTIVE DIRECTOR

TAN SRI RASTAM BIN MOHD ISA

INDEPENDENT NON-EXECUTIVE CHAIRMAN

TANG VEE MUN

INDEPENDENT NON-EXECUTIVE DIRECTOR

KOK KONG CHIN

GROUP MANAGING DIRECTOR

directors' profiles

TAN SRI RASTAM BIN MOHD ISA

INDEPENDENT NON-EXECUTIVE CHAIRMAN

Tan Sri Rastam Bin Mohd Isa, a Malaysian aged 63, was appointed as Independent Non-Executive Chairman of the Board of Tropicana Corporation Berhad ("**the Company**" or "**Tropicana**") on 25 April 2014.

Tan Sri Rastam holds a Bachelor of Social Science (Hons) Degree from Universiti Sains Malaysia. He also holds a Master of Arts Degree in International Relations and Strategic Studies from the University of Lancaster and a Certificate of Diplomacy from the University of Oxford.

Tan Sri Rastam began his career in the Malaysian Administrative and Diplomatic Service in 1974. He was appointed as High Commissioner of Malaysia to Pakistan in October 1994. In November 1996, he became the first Malaysian Ambassador to Bosnia Herzegovina, resident in Sarajevo. He was posted back to New York as Ambassador and Deputy Permanent Representative to the United Nations in May 1998. From September 1999 to March 2003, Tan Sri Rastam assumed the post of Malaysian Ambassador to the Republic of Indonesia. He returned to New York and served as Malaysia's Permanent Representative to the United Nations from March 2003 to August 2005. He served as Deputy Secretary General before being appointed as Secretary General of Foreign Affairs, Malaysia on 8 January 2006. He retired on the 2 September 2010 after serving for more than 36 years with the Government of Malaysia. He served as an advisor to the Chief Minister's Department, Sarawak from November 2010 to December 2013. With more than 36 years of working experience at the Ministry of Foreign Affairs, Malaysia, Tan Sri Rastam gained vast experience in administration, management, diplomacy and international relations.

Tan Sri Rastam was appointed Chief Executive of The Institute of Strategic and International Studies (ISIS) Malaysia on 1 January 2014. He is also currently an independent and non-executive member of the Board of Directors of Eversendai Corporation Berhad and Sime Darby Energy Sdn Bhd.

Tan Sri Rastam does not have any family relationship with any Directors and/or major shareholders of Tropicana nor any personal interest in any business arrangement involving Tropicana.

Note: None of the Directors of Tropicana have any offences to be disclosed in accordance with the Main Market Listing Requirements of Bursa Malaysia Securities Berhad

TAN SRI DATO' TAN CHEE SING

GROUP EXECUTIVE VICE CHAIRMAN

Tan Sri Dato' Tan Chee Sing, a Malaysian aged 59, was appointed to the Board of Tropicana on 5 July 1995. On 7 January 2013, he relinquished from his position as Group Chief Executive Officer and was re-designated as Group Executive Vice Chairman of Tropicana. He is also the Chairman of the Executive Committee and Option Committee of Tropicana.

Tan Sri Dato' Tan is a businessman and entrepreneur having a wide spectrum of businesses with extensive experience in property development, resort management, restaurants, leisure and entertainment operations through his investments in public and private limited corporations.

He is also the Group Executive Vice Chairman of Tropicana Golf & Country Resort Berhad (a wholly-owned subsidiary of Tropicana), the Chairman of Sports Toto Malaysia Sdn Bhd and a trustee of Tropicana Foundation (formerly known as Dijaya Tropicana Foundation).

His sons, Dato' Dickson Tan Yong Loong, Mr Dillon Tan Yong Chin and his daughter, Ms Diana Tan Sheik Ni are also members of the Board. Save as disclosed, Tan Sri Dato' Tan does not have any family relationship with any other Directors and/or major shareholders of Tropicana, nor any personal interest in any business arrangement involving the Company except for certain recurrent related party transactions of revenue or trading nature which are necessary for the day-to-day operations of Tropicana Group.

directors' profiles

DATO' YAU KOK SENG

GROUP CHIEF EXECUTIVE OFFICER

Dato' Yau Kok Seng, a Malaysian aged 55, was appointed to the Board of Tropicana on 7 January 2013 and is currently the Group Chief Executive Officer of Tropicana. He is the Deputy Chairman of the Executive Committee, a member of the Risk Management Committee, Option Committee and Pricing Committee.

Dato' Yau is a Chartered Accountant and is a member of the Malaysian Institute of Accountants and Malaysian Institute of Certified Public Accountants. He has more than 30 years of experience in auditing, corporate finance and general management in which he has held various positions including senior management positions in various companies in the Sunway Group. Dato' Yau started his career with Ernst & Young from 1980 to 1992 before joining the Sunway Group as Head of Corporate Finance in 1992. He was promoted as Group Finance Director in 1995 and subsequently as the Managing Director of Sunway Holdings Berhad in April 2001.

Dato' Yau was the Group Managing Director of Hong Leong Industries Berhad from September 2011 to December 2012. He joined Tropicana as Group Chief Executive Officer on 7 January 2013.

He is also a Director and an Executive Committee member of the Federation of Public Listed Companies Berhad. Dato' Yau is also the Group Chief Executive Officer of Tropicana Golf & Country Resort Berhad (a wholly-owned subsidiary of Tropicana) and a trustee of Tropicana Foundation (formerly known as Dijaya Tropicana Foundation).

Dato' Yau does not have any family relationship with any Directors and/or major shareholders of Tropicana nor any personal interest in any business arrangement involving Tropicana.

DATO' DICKSON TAN YONG LONG

DEPUTY GROUP CHIEF EXECUTIVE OFFICER

Dato' Dickson Tan Yong Loong, a Malaysian aged 33, was appointed to the Board of Tropicana on 20 May 2009 and was subsequently appointed as the Executive Director of Tropicana on 1 April 2010. He was designated as Deputy Managing Director of Tropicana on 8 October 2010 and promoted to the position of Group Managing Director of Tropicana on 7 January 2013. On 14 March 2014, he was promoted to the position of Deputy Group Chief Executive Officer. He is a member of the Executive Committee, Option Committee, Risk Management Committee, Pricing Committee and Remuneration Committee of Tropicana.

Dato' Dickson Tan graduated with a Bachelor of Science (Honours) in Business Management from King's College, University of London, United Kingdom in 2002. He obtained a Master of Science in Internal Auditing and Management from Cass Business School, City University, United Kingdom in 2003.

He started his career with CIMB Securities Sdn Bhd as an Equities Analyst in 2004 and joined Tropicana as Business Development Manager in 2005. He presently oversees group corporate strategy, marketing, planning and risk management as the Deputy Group Chief Executive Officer of Tropicana.

He currently serves on the board of Berjaya Corporation Berhad, Berjaya Sports Toto Berhad, Berjaya Land Berhad, Berjaya Assets Berhad, Tropicana Golf & Country Resort Berhad (a wholly-owned subsidiary of Tropicana), TT Resources Berhad and several other local and international private limited companies involving manufacturing, services, media, leisure, retail, property development and property investment.

Dato' Dickson Tan is affiliated with certain non-profit organisations, including as a trustee of Tropicana Foundation (formerly known as Dijaya Tropicana Foundation), a member of the Kuala Lumpur Business Club and a member of the Malaysian Institute of Management.

His father, Tan Sri Dato' Tan Chee Sing, is the Group Executive Vice Chairman and a major shareholder of Tropicana. His brother, Mr Dillon Tan Yong Chin and his sister, Ms Diana Tan Sheik Ni are Executive Directors of Tropicana. Save as disclosed, he does not have any family relationship with any other Directors and/or major shareholders of Tropicana, nor any personal interest in any business arrangement involving Tropicana except for certain recurrent related party transactions of revenue or trading nature which are necessary for the day-to-day operations of Tropicana Group by virtue of him being a son of Tan Sri Dato' Tan Chee Sing.

Note: None of the Directors of Tropicana have any offences to be disclosed in accordance with the Main Market Listing Requirements of Bursa Malaysia Securities Berhad

directors' profiles

KONG WOON JUN

GROUP MANAGING DIRECTOR

Mr Kong Woon Jun, a Malaysian aged 51, was appointed to the Board of Tropicana as Executive Director on 1 March 2011. He was promoted to Deputy Group Managing Director on 1 March 2013 and subsequently promoted to the position of Group Managing Director of Tropicana on 14 March 2014. He is a member of the Executive Committee, Risk Management Committee and Pricing Committee.

Mr Kong graduated with a Bachelor of Architecture (Honours) from University of Wales Institute of Science and Technology (UWIST), Wales, United Kingdom in 1989. He is a member of the Architects Registration Board (ARB) in United Kingdom and a corporate member of Pertubuhan Akitek Malaysia (PAM).

Mr Kong has more than 25 years of experience in property development and construction industry. He started his career as a Senior Architect in BEP Arkitek Sdn Bhd in-charge of high-end property developments in 1994. He served as the Director of Project and Product Planning of Perdana Parkcity Sdn Bhd from year 2003 to 2008, where he played a major role in the planning and designing of the township called Desa ParkCity, Kuala Lumpur. Prior to joining Tropicana, he joined TA Global Berhad in April 2008 as the Director of Planning & Design and was then promoted to Chief Operating Officer in August 2008. With his experience in township master planning, he was actively involved in concept master plan and product design for the projects under his supervision.

He is also the Group Managing Director of Tropicana Golf & Country Resort Berhad (a wholly-owned subsidiary of Tropicana).

Mr Kong does not have any family relationship with any Directors and/or major shareholders of Tropicana, nor any personal interest in any business arrangement involving Tropicana.

KOK KONG CHIN

GROUP MANAGING DIRECTOR

Mr Kok Kong Chin, a Malaysian aged 49, was appointed to the Board of Tropicana as Group Managing Director on 14 March 2014. He is a member of the Executive Committee.

Mr Kok graduated with Bachelor of Business Administration (Honours) from National University of Malaysia. He obtained a Master of Business Administration from Schulich School of Business, York University, Canada and has completed the Cambridge Advanced Leadership Programme at Judge Business School, University of Cambridge, United Kingdom.

Mr Kok has over 23 years of experience in the Asean banking and financial services industry, particularly in the areas of investment banking, corporate banking, leveraged buyout & financing, loan syndication and capital markets.

Prior to joining Tropicana, Mr Kok was with CIMB Group for over 10 years. He has held several positions including Head of Regional Banking, Co-Head of Investment Banking and Head of Equity Markets & Derivatives during his tenure at CIMB. He was Chairman of CIMB Futures Sdn Bhd, and held directorships in several subsidiaries of CIMB Group including CIMB Securities (Singapore) Pte Ltd.

Prior to joining CIMB, he was the Country Head of an affiliate of the Mitsubishi UFJ Financial Group. Mr Kok started his career in the industry with AmInvestment Bank Group.

He does not hold any directorships in other public companies.

Mr Kok does not have any family relationship with any Directors and/or major shareholders of Tropicana, nor any personal interest in any business arrangement involving Tropicana.

Note: None of the Directors of Tropicana have any offences to be disclosed in accordance with the Main Market Listing Requirements of Bursa Malaysia Securities Berhad

DILLON TAN YONG CHIN

EXECUTIVE DIRECTOR

Mr Dillon Tan Yong Chin, a Malaysian aged 31, was appointed to the Board of Tropicana as an Executive Director on 21 May 2013. He is a member of the Executive Committee.

Mr Dillon Tan graduated with a Bachelor of Science (Honours) in Business Management from King's College, University of London, United Kingdom in 2004. He obtained a Master of Science in Information Security from Royal Holloway, University of London, United Kingdom in 2005.

Mr Dillon Tan has been involved in the property and hospitality sector since 2006 and has been based in Ho Chi Minh, Vietnam since 2009.

He sits on the Board of Tropicana Golf & Country Resort Berhad (a wholly-owned subsidiary of Tropicana) and TT Resources Berhad as well as several private limited companies locally and in Vietnam.

His father, Tan Sri Dato' Tan Chee Sing, is the Group Executive Vice Chairman and a major shareholder of Tropicana. His brother, Dato' Dickson Tan Yong Loong, is the Deputy Group Chief Executive Officer and his sister, Ms Diana Tan Sheik Ni is an Executive Director of Tropicana. Save as disclosed, he does not have any family relationship with any other Directors and/or major shareholders of Tropicana, nor any personal interest in any business arrangement involving Tropicana except for certain recurrent related party transactions of revenue or trading nature which are necessary for the day-to-day operations of Tropicana Group by virtue of him being a son of Tan Sri Dato' Tan Chee Sing.

DIANA TAN SHEIK NI

EXECUTIVE DIRECTOR

Ms Diana Tan Sheik Ni, a Malaysian aged 28, was appointed to the Board as a Non-Independent Non-Executive Director on 28 February 2012 and was re-designated as Executive Director of Tropicana on 13 August 2013. She is a member of the Executive Committee.

Ms Diana Tan graduated with a Bachelor of Laws (LLB) from King's College, University of London, United Kingdom in 2007.

She is a Director of Tropicana Golf & Country Resort Berhad (a wholly-owned subsidiary of Tropicana), TT Resources Berhad and other private limited companies. She also sits on the Board of Trustees of Tropicana Foundation (formerly known as Dijaya Tropicana Foundation), a non-profit organisation.

Her father, Tan Sri Dato' Tan Chee Sing, is the Group Executive Vice Chairman and a major shareholder of Tropicana. Her brother, Dato' Dickson Tan Yong Loong, is the Deputy Group Chief Executive Officer whilst another brother, Mr Dillon Tan Yong Chin, is an Executive Director of Tropicana. Save as disclosed, she does not have any family relationship with any other Directors and/or major shareholders of Tropicana, nor any personal interest in any business arrangement involving Tropicana except for certain recurrent related party transactions of revenue or trading nature which are necessary for the day-to-day operations of Tropicana Group by virtue of her being a daughter of Tan Sri Dato' Tan Chee Sing.

Note: None of the Directors of Tropicana have any offences to be disclosed in accordance with the Main Market Listing Requirements of Bursa Malaysia Securities Berhad

directors' profiles

DATO' NG TIAN SANG @ NG KEK CHUAN

SENIOR INDEPENDENT
NON-EXECUTIVE DIRECTOR

Dato' Ng Tian Sang @ Ng Kek Chuan, a Malaysian aged 67, was appointed to the Board of Tropicana on 29 March 2011. He is the Chairman of the Audit Committee and Nomination Committee as well as a member of the Remuneration Committee, Risk Management Committee and Option Committee.

Dato' Ng graduated with a Bachelor of Commerce degree from the University of Western Australia in 1971. He is a member of the Malaysian Institute of Accountants and Australian Association of Certified Practising Accountants. He is a member of the Australian Institute of Company Directors (AICD).

Dato' Ng was attached with IBM World Trade Corporation from 1973 to 1979 as a Business Controller. From 1980 to 1992, he ventured as an entrepreneur involved in real estate development and other businesses.

Dato' Ng was the Executive Deputy Chairman of PanGlobal Bhd and the Chairman of PanGlobal Insurance Bhd from 1995 to 1999. From 1996 to 1999, he was the Executive Chairman of Econstate Bhd and the Deputy President of REHDA from 1997 to 1999. He was accorded the International Honorary President of the Western Australia Chinese Chamber of Commerce in 1997. He was appointed as the Chairman and Chief Executive Officer of Datong Bhd and was also a Director of TT Resources Bhd from July 2001 to November 2008. He was the Executive Director of Midwest Corporation Ltd (Midwest) from 2006 to 2009. Midwest is involved in iron ore mining in west Australia.

He does not hold any directorships in other public companies.

Dato' Ng does not have any family relationship with any Directors and/or major shareholders of Tropicana, nor any personal interest in any business arrangement involving Tropicana.

DATO' GAN NYAP LIOU @ GAN NYAP LIOW

INDEPENDENT NON-EXECUTIVE DIRECTOR

Dato' Gan Nyap Liou @ Gan Nyap Liow, a Malaysian aged 59, was appointed to the Board of Tropicana on 1 August 2013. He is the Chairman of Pricing Committee and a member of the Audit Committee.

Dato' Gan is a Certified Management Consultant and Chartered Accountant.

Dato' Gan was with Accenture, a global management and technology consulting firm for 26 years until his retirement in December 2004. He was a worldwide partner for 16 years and held many global leadership positions including Managing Director of the Global Management Council from 1997 to 2004.

Dato' Gan served as Chairman of the Association of Computer Industry Malaysia (PIKOM) and was a member of the Ministry of Science and Technology Think Tank, Copyright Tribunal and the Labuan International Financial Exchange Committee.

He is the Group Chief Executive Officer of Formis Resources Berhad, Chairman of Cuscapi Berhad and Catcha Media Berhad, and a Board member of AMMB Holdings Berhad, AmBank (M) Berhad, AmIslamic Bank Berhad, Tanjong Public Limited Company and Saujana Resort (M) Berhad. He is also a Director of Minority Shareholder Watchdog Group, and Chairman of British Malaysian Chamber of Commerce.

Dato' Gan does not have any family relationship with any Directors and/or major shareholders of Tropicana, nor any personal interest in any business arrangement involving Tropicana.

Note: None of the Directors of Tropicana have any offences to be disclosed in accordance with the Main Market Listing Requirements of Bursa Malaysia Securities Berhad

TANG VEE MUN

INDEPENDENT NON-EXECUTIVE DIRECTOR

Mr Tang Vee Mun, a Malaysian aged 41, was appointed to the Board of Tropicana on 13 November 2009. He is the Chairman of the Risk Management Committee as well as member of the Audit Committee, Nomination Committee, Remuneration Committee, Option Committee and Pricing Committee.

He is the principal of Mettiz Capital Limited, an investment and advisory firm with particular focus on private equity and alternative investments.

Mr Tang has significant experience in corporate and financial matters spanning across various asset classes including natural resources, power generation, manufacturing and real estate. He commenced his career as a legal practitioner and was previously a partner of one of the oldest and largest law firm in Malaysia.

He sits on the boards of several companies where he contributes time to their businesses with the objective of achieving strategic and corporate improvements.

Beyond the business sphere, he is a trustee of 1Malaysia Community Alliance Foundation, a charitable foundation dedicated to crisis relief and community services, an investment committee member of Koperasi Jayadiri Berhad, an education and micro credit loans provider to the underprivileged.

Mr Tang graduated with a Bachelor of Laws (Honours) degree from the London School of Economics and Political Science, University of London and was admitted as a Barrister-at-Law of the Honourable Society of Lincoln's Inn, London.

Mr Tang does not have any family relationship with any Directors and/or major shareholders of Tropicana, nor any personal interest in any business arrangement involving Tropicana.

DATUK SERI PANGLIMA MOHD ANNUAR BIN ZAINI

INDEPENDENT NON-EXECUTIVE DIRECTOR

Datuk Seri Panglima Mohd Annuar Bin Zaini, a Malaysian aged 63, was appointed to the Board of Tropicana on 27 January 2010. He is the Chairman of the Remuneration Committee and member of the Audit Committee and Nomination Committee.

Datuk Seri Panglima holds a Master of Arts in Law & Diplomacy from The Fletcher School of Laws & Diplomacy, Tufts University, United States of America and a Bachelor of Arts with honours in Economics from University Kebangsaan Malaysia.

He began his career in the government service as an Administrative and Diplomatic Officer in 1977. He served at various ministries and departments in the Malaysian Government and also the Perak State Government until he chose to take an optional retirement from the government service in 1999.

He was the Advisor and Chief Executive of Northern Corridor Implementation Authority from 2007 to 2009 and the Chairman of the Malaysian National News Agency (BERNAMA) from February 2004 to January 2010. In February 2004, His Royal Highness The Sultan of Perak consented his appointment as Member of the Council of Elders to His Royal Highness Sultan of Perak. He is a member of the Perak Council of Islamic Religion and Malay Customs and a Director of PKEINPk Sdn Bhd. He is also a Distinguished Fellow to Institute of Strategic and International Studies (ISIS) Malaysia, Fellow Institute of Public Safety of Malaysia and Adjunct Professor of Northern Corridor Economic Region Research Centre, Universiti Utara Malaysia. He sits on the board of Manulife Holdings Berhad and several private limited companies.

Datuk Seri Panglima Mohd Annuar does not have any family relationship with any Directors and/or major shareholders of Tropicana, nor any personal interest in any business arrangement involving Tropicana.

Note: None of the Directors of Tropicana have any offences to be disclosed in accordance with the Main Market Listing Requirements of Bursa Malaysia Securities Berhad

management team

1. VAN GUEK CHENG

GENERAL MANAGER - GROUP INFORMATION TECHNOLOGY

2. ANDREA YEE

DEPUTY GENERAL MANAGER - MARKETING & SALES

3. ERIC SEOW

DEPUTY GENERAL MANAGER - MARKETING & SALES

4. SERENA LIM

DEPUTY GENERAL MANAGER - GROUP CORPORATE COMMUNICATIONS

5. NG YEE MING

SENIOR GENERAL MANAGER - HUMAN RESOURCE

6. ANGELA ONG

DEPUTY GENERAL MANAGER - MARKETING & SALES

7. UNG LAY TING

GENERAL MANAGER – BUSINESS DEVELOPMENT AND MARKETING & SALES

8. EVELINE TAN

DEPUTY GENERAL MANAGER - SALES ADMINISTRATION

9. LEONG CHOON MENG

EXECUTIVE DIRECTOR - CORPORATE FINANCE

10. PAMELA LOH

EXECUTIVE DIRECTOR - MARKETING & SALES

11. JEFFREY TAN

GENERAL MANAGER - GROUP LEGAL

12. JENNIFER MOK

DEPUTY GENERAL MANAGER - INTERNAL AUDIT

13. HERMAN TAN

SENIOR GENERAL MANAGER - TROPICANA GOLF & COUNTRY RESORT

14. HO HON CHIAP

GENERAL MANAGER - PROPERTY MANAGEMENT

15. ANDREW ASHWIN

EXECUTIVE DIRECTOR - GROUP ASSETS MANAGEMENT

16. CHOW SOO CHING

SENIOR MANAGER - RISK MANAGEMENT

17. CHOO CHEE BENG

SENIOR GENERAL MANAGER - FINANCE

18. TEH PENG PENG

GENERAL MANAGER - GROUP COMPANY SECRETARIAL

19. JOANNE LEE

EXECUTIVE DIRECTOR - GROUP PROCUREMENT

management team

20. PETER CHEAH
SENIOR GENERAL MANAGER - PROJECT

21. MOHD ZAPI BIN ABDULLAH
SENIOR GENERAL MANAGER - PROJECT

22. BEN NG
SENIOR GENERAL MANAGER - PROJECT

23. EMMA LIM
DEPUTY GENERAL MANAGER - PLANNING & DESIGN

24. KELVIN CHOO
SENIOR GENERAL MANAGER - PROJECT

25. STEVEN CHU
MANAGING DIRECTOR - PROJECT

26. JOHN LOU
EXECUTIVE DIRECTOR - PROJECT

27. TOH CHUEN HAUW
DEPUTY GENERAL MANAGER - QUALITY ASSURANCE

28. HOWARD NG
SENIOR GENERAL MANAGER - BUSINESS DEVELOPMENT

29. CHEW BOON THONG
SENIOR GENERAL MANAGER - COST & CONTRACT

30. DANIEL TEH
EXECUTIVE DIRECTOR - PROJECT

32. YOU BOON PENG

SENIOR GENERAL MANAGER - PROJECT

33. LEONG JEE VAN

EXECUTIVE DIRECTOR - PROJECT

35. JACK PAN

DEPUTY GENERAL MANAGER - PROJECT

36. IR MOHD SOHIMIN MOHD ALAYEDIN

SENIOR GENERAL MANAGER - PROJECT

38. MUHD FIRDAUS AZHARUDDIN

SENIOR GENERAL MANAGER - BUSINESS DEVELOPMENT

31. ANDREW WONG

EXECUTIVE DIRECTOR - PROJECT

34. HAN LOONG KWANG

EXECUTIVE DIRECTOR - PROJECT

37. AZMAN HJ IBRAHIM

SENIOR GENERAL MANAGER - PROJECT

39. LEE HAN MING

MANAGING DIRECTOR - PROJECT

40. ANDREW MCDONALD

EXECUTIVE DIRECTOR - PROJECT

41. WAN MOHD FAUZI WAN NAWANG

DEPUTY GENERAL MANAGER - PROJECT

management profile

1. VAN GUEK CHENG
GENERAL MANAGER - GROUP INFORMATION TECHNOLOGY
- Currently heads Group Information Technology Department
- Oversees Information Technology network infrastructure, system development and project management of application systems
- Has over 17 years of experience in a property software consultancy firm and in the property industry with SP Setia Bhd and Mah Sing Group Bhd

2. ANDREA YEE
DEPUTY GENERAL MANAGER - MARKETING & SALES
- Currently in charge of Marketing & Sales for Tropicana 218 Macalister and Sales for all developments in the Central region
- Oversees the Central Region Sales Team and International Hybrid Team
- Has over 17 years of experience in the property industry with FACB Bhd and UMLand Bhd

3. ERIC SEOW
DEPUTY GENERAL MANAGER - MARKETING & SALES
- Currently in charge of Marketing & Sales for Tropicana Danga Bay
- Oversees the sales and marketing operation of Tropicana Danga Bay
- Has over 19 years of experience in Marketing & Sales with Sunway Integrated Properties Sdn Bhd and Hunza Properties Bhd

4. SERENA LIM
DEPUTY GENERAL MANAGER - GROUP CORPORATE COMMUNICATIONS
- Currently heads the Group Corporate Communications Department
- Oversees all of Tropicana's publications, press releases, corporate announcements and media relations
- Has over 16 years of combined experience in print, advertising, communications and hospitality with local and international advertising agencies such as Grey Global Group; and hotels such as the Ritz Carlton Hotel

5. NG YEE MING
SENIOR GENERAL MANAGER - HUMAN RESOURCE
- Currently managing and supporting the Group's Human Resource Division
- Oversees and supports the human capital needs and development, managing its internal talents and attracting new ones
- Has over 20 years of Human Resource experience in Malaysia and Singapore

6. ANGELA ONG
DEPUTY GENERAL MANAGER - MARKETING & SALES
- Currently in charge of Marketing & Sales for Tropicana Metropark, Tropicana Gardens, Tropicana Avenue and Tropicana Landmark
- Oversees development of marketing collaterals and sales activities
- Has over 20 years of experience in the property industry with Sunway Bhd and Dutaland Bhd

7. UNG LAY TING
GENERAL MANAGER - BUSINESS DEVELOPMENT AND MARKETING & SALES
- Currently in charge of Business Development and Marketing & Sales for projects in Iskandar Malaysia, Kuala Lumpur, Langkawi and Penang for local and overseas market
- Administers effective asset management of the Group as well as oversee development of marketing collaterals and sales events locally and overseas
- Has over 8 years of experience in the property industry

8. EVELINE TAN
DEPUTY GENERAL MANAGER - SALES ADMINISTRATION
- Currently in charge of Sales Administration for overall Klang Valley projects
- Oversees sales documentation
- Has over 18 years experience in the property industry with Sunway Bhd

9. LEONG CHOON MENG
EXECUTIVE DIRECTOR - CORPORATE FINANCE
- Currently heads Corporate Finance Department
- Oversees investor relations as well as managing mergers, acquisitions and investments
- Has over 20 years of working experience in investment banking, accounting & taxation and general management

10. PAMELA LOH
EXECUTIVE DIRECTOR - MARKETING & SALES
- Currently heads the Marketing & Sales team to market all Tropicana properties, locally and internationally
- Oversees product development, planning, marketing & sales of prime residential and commercial developments for Tropicana
- Has over 20 years of industry experience with public-listed property developers

11. JEFFREY TAN
GENERAL MANAGER - GROUP LEGAL
- Heads Group Legal Department
- Primarily involved in advising, structuring and negotiating corporate, conveyance and commercial transactions, drafting legal documents and advising on intellectual property rights protection and commercialisation for the Group
- Previously a partner of two reputed law firms in Malaysia with international presence

12. JENNIFER MOK
DEPUTY GENERAL MANAGER - INTERNAL AUDIT
- Currently heads Group Internal Audit Department
- Supports the Group in achieving its defined strategic, operational, financial and compliance objectives
- Has over 18 years of experience in internal audit with Multi-Purpose Holdings Bhd and Magnum Corporation Bhd

13. HERMAN TAN
SENIOR GENERAL MANAGER - TROPICANA GOLF & COUNTRY RESORT
- Currently heads Tropicana Golf Club
- Oversees development of entire golf club encompassing Golf, F&B, Membership, Tropicana Innovative Landscape and Organic Farm
- Previously with Federal Hotels Group and Phoenix Hotel Singapore

14. HO HON CHIAP
GENERAL MANAGER - PROPERTY MANAGEMENT
- Currently heads the Property Management Department
- Oversees the delivery of vacant possessions, operations and maintenance activities for a portfolio of properties
- Has over 20 years of experience in the Construction and Quantity Surveyor field with Statecom Development Sdn Bhd (Brunei) and Cempaka Asset Management Services Sdn Bhd

15. ANDREW ASHVIN
EXECUTIVE DIRECTOR - GROUP ASSETS MANAGEMENT
- Currently heads Group Assets / Investment Properties Management Team
- Has over 18 years of experience in mixed assets management with stints in Carrefour, Hong Leong Group and Suria KLCC

16. CHOW SOO CHING
SENIOR MANAGER - RISK MANAGEMENT
- Currently heads Risk Management Department
- Responsible for consolidation and presentation of Group Risk Profile to the Risk Management Committee
- Has over 10 years of experience in the Risk Management field with Mulpha International Bhd and Berjaya Corporation Bhd

17. CHOO CHEE BENG
SENIOR GENERAL MANAGER – FINANCE
- Currently heads Group Finance and Treasury Department
- Has over 20 years of experience in property industry with Farlim Group (Malaysia) Bhd, Country Heights Holdings Bhd and OSK Holdings Bhd Group

18. TEH PENG PENG
GENERAL MANAGER - GROUP COMPANY SECRETARIAL
- Currently heads Group Company Secretarial Department
- An associate member of the Malaysian Institute of Chartered Secretaries and Administrators (MAICSA)
- Has over 20 years of corporate secretarial experiences, encompassing the commercial environment of several public-listed companies of Bursa Malaysia Securities Berhad as well as the secretarial services industry

19. JOANNE LEE
EXECUTIVE DIRECTOR - GROUP PROCUREMENT
- Currently heads Group Procurement Department
- Established and heads Tropicana Building Materials Sdn Bhd which supplies building materials to all Tropicana projects since 15 May 2013
- Has over 20 years of experience in Procurement and Purchasing & Logistic with MNC and public listed companies of various industries

management profile

20. PETER CHEAH
SENIOR GENERAL MANAGER - PROJECT
- Currently heads projects in Central region
- Oversees the development of Tropicana Heights, Tropicana Cheras, Golf Villas and Casa Damansara 3
- Has over 25 years of experience in construction management, project management, property development with Gamuda Bhd, Perdana Parkcity Sdn Bhd and in Singapore

21. MOHD ZAPI ABDULLAH
SENIOR GENERAL MANAGER - PROJECT
- Currently heads Project Department for Central region
- Oversees all projects in Central region to smoothen the development process
- Has over 18 years of experience in Project Management and Customer Service in Property Industry with Tropicana Corporation Bhd and Sunway Group of Companies

22. BEN NG
SENIOR GENERAL MANAGER - PROJECT
- Oversees and in charge of Project Development for Tropicana Aman, The Residences & W Hotel Kuala Lumpur and Tropicana Bukit Bintang
- Oversees all projects development
- Has over 25 years of experience in the property industry with Naim Holdings Bhd and Sunway Bhd

23. EMMA LIM
DEPUTY GENERAL MANAGER - PLANNING & DESIGN
- Currently heads Planning & Design for the Central region
- Oversees design matters for development planning
- Has over 13 years of experience in the building industry with at Quill Group and Dixon Jones Ltd

24. KELVIN CHOO
SENIOR GENERAL MANAGER - PROJECT
- Currently heads development projects at Tropicana Metropark Sdn Bhd and St Joseph's Institution International (Malaysia) (Tropicana PJ Campus)
- Oversees execution of projects from conceptual planning, approvals and execution until delivery of the project
- Has over 19 years of experience in the property industry with Sunway City Bhd (now known as Sunway Bhd) and five years in the consulting engineering industry with HS Liao Sdn Bhd and JK (SEA) Sdn Bhd

25. STEVEN CHU
MANAGING DIRECTOR – PROJECT
- Currently heads Southern region special projects
- Has over 30 years of experience in Property Development and Project Management of various real estates with regional experience and exposure in Malaysia, Australia and Indo-China
- Previously with senior management of MBf Property Malaysia & Australia, Banyan Tree Indo-China Singapore & Vietnam and Gamuda Land Malaysia & Vietnam

26. JOHN LOU
EXECUTIVE DIRECTOR - PROJECT
- Currently heads Projects in Northern and Eastern regions
- Has over 26 years of experience in the property industry with Symphony Life Bhd, Guocoland Bhd and Ireka Land Sdn Bhd

27. TOH CHUEN HAUW
DEPUTY GENERAL MANAGER - QUALITY ASSURANCE
- Currently heads Quality Assurance Department
- Oversees development, implementation and maintenance of Quality Management System (QMS) and promote various quality improvement initiatives encompass CONQUAS, QLASSIC and ISO 9001 certification
- Has over 10 years of experience in the construction industry with Sunway Construction

28. HOWARD NG
SENIOR GENERAL MANAGER - BUSINESS DEVELOPMENT
- Currently in charge of Business Development for Tropicana Danga Cove
- Oversees matters involving local councils and State Government for property development as well as identifying potential land parcels for banking and future development
- Has over four years of experience in the property industry with Iskandar Waterfront Sdn Bhd and Multiplex Constructions Sdn Bhd

29. CHEW BOON THONG
SENIOR GENERAL MANAGER – COST & CONTRACT
- Currently heads Cost & Contract Department for Central region
- Oversees project feasibility studies, costing, commercial & procurement functions from design inception stage until construction stage
- Has over 30 years of experience in the property and construction industry

30. DANIEL TEH
EXECUTIVE DIRECTOR - PROJECT
- Currently in charge of Tropicana Metropark, Tropicana Gardens, St Joseph's Institution International (Malaysia) (Tropicana PJ Campus) and Tropicana Avenue
- Oversees the project's development and timely delivery of projects
- Has over 25 years of experience in the property industry with 1MDB and Nakheel (Dubai, UAE)

31. ANDREW WONG
EXECUTIVE DIRECTOR – PROJECT
- Currently heads Tropicana City Centre and Tropicana Danga Lagoon
- Oversees the projects from planning to completion
- Has over 31 years of experience in the Heavy Civil Engineering. Spearheaded projects like Marina Bay Sands North Podium and Resort World of Sentosa in Singapore

32. YOU BOON PENG
SENIOR GENERAL MANAGER - PROJECT
- Currently involved in the planning and design of Tropicana City Centre and Tropicana Danga Lagoon
- Involved in the design and planning, tendering and construction of projects and general liaison with local authorities
- Has over 33 years of involvement in the property industry and was previously with M/s Glenmarie Properties Bhd (a subsidiary of DRB HICOM) and M/s Plenitude Bhd

33. LEONG JEE VAN
EXECUTIVE DIRECTOR - PROJECT
- Currently heads Tropicana Danga Cove
- Oversees the projects from planning to completion
- Has over 19 years of experience in the property industry with BRDB and Naim Holdings Bhd

34. HAN LOONG KWANG
EXECUTIVE DIRECTOR - PROJECT
- Currently heads Tropicana Danga Bay
- Has over 23 years of experiences in project development, construction and business development with United Engineers, DP Architects and Sato Kogyo in Singapore, Indonesia and China

35. JACK PAN
DEPUTY GENERAL MANAGER – PROJECT
- Currently oversees architectural & engineering design developments and construction under the Project Team
- Has over 17 years of experience in the property and construction industry of which 10 years are with Ove Arup & Partners in Hong Kong
- Has worked on overseas projects in Hong Kong, Singapore, Macau, Middle East and the Philippines

36. IR MOHD SOHIMIN BIN MOHD ALAYEDIN
SENIOR GENERAL MANAGER - PROJECT
- Currently heads Project Management for special projects
- Oversees overall project development
- Has over 23 years of experience in the property industry with DRB Hicom Bhd/Glenmarie Properties Sdn Bhd and Sunway City Bhd

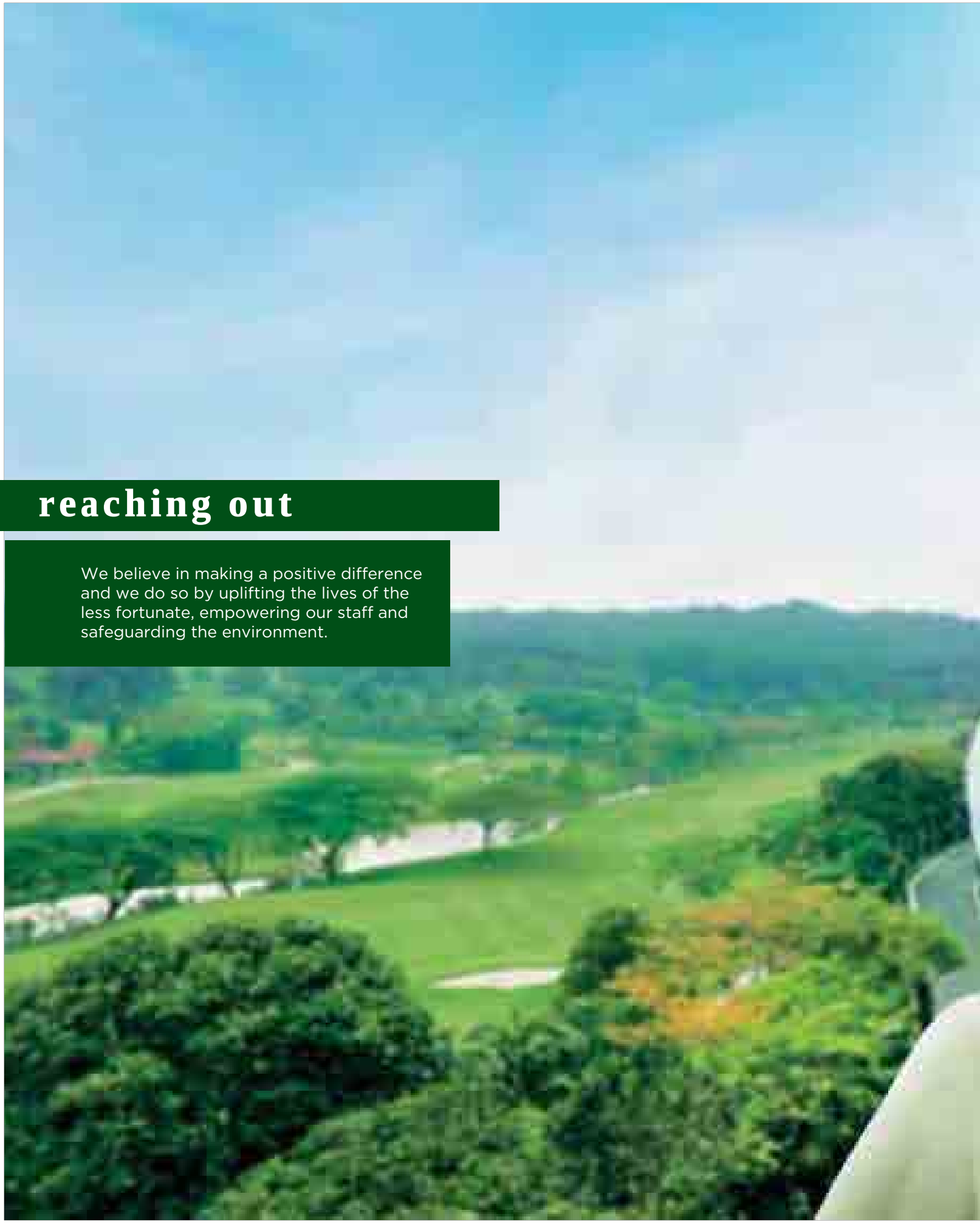
37. AZMAN HJ IBRAHIM
SENIOR GENERAL MANAGER - PROJECT
- Currently heads Property Development and Projects
- Oversees land acquisitions, development and project implementation
- Previously with EMAAR Properties LLC (Dubai), Sofitel Zallaq Resort (Bahrain)

38. MUHD FIRDAUS AZHARUDDIN
SENIOR GENERAL MANAGER - BUSINESS DEVELOPMENT
- Currently heads Business Development for the Southern region
- Responsible for all key authority engagements for all projects in the Southern Region
- Has over eight years of experience in Johor working in a government agency with Desaru Development Corporation and Iskandar Regional Development Authority (IRDA)

39. LEE HAN MING
MANAGING DIRECTOR – PROJECT
- Currently oversees Southern region projects such as Tropicana Danga Bay, Tropicana Danga Cove, Tropicana City Centre and Tropicana Danga Lagoon
- Has over 20 years of working experience in Property Development locally and in the UK with exposure to large scale international projects such as KLIA
- Previously with Sunway Iskandar Sdn Bhd

40. ANDREW MCDONALD
EXECUTIVE DIRECTOR – PROJECT
- Currently in charge of special projects in Johor
- Oversaw the development of Tropicana's Southern Region Office in Johor Bahru
- Has over 20 years of experience in the property & construction industry in both South-East Asia as well as the Middle East with Meinhardt (Singapore) Pte Ltd and with Sama-ECH on the Dubai Towers Dubai project

41. WAN MOHD FAUZI WAN NAWANG
DEPUTY GENERAL MANAGER - PROJECT
- Currently in charge of land acquisition, business development and pre-development of special projects
- Has over 17 years of experience in property development sector in pre-development processes, private-public partnerships, privatisation projects and commercial & business development with Malaysia Mining Corporation Bhd and Malaysia Airports Holdings Bhd



reaching out

We believe in making a positive difference and we do so by uplifting the lives of the less fortunate, empowering our staff and safeguarding the environment.

corporate responsibility

corporate responsibility isn't a particular programme, it's what we do everyday

Throughout our journey of growth, we have consistently introduced high quality products and services that address the diverse needs of our stakeholders. As we continued to expand our footprint nationwide, we kept the importance of making a difference to the lives of those around us close to our hearts.

Being a responsible developer is a fundamental aspect of our success. As we accelerate forward to build a more powerful brand, we are also harnessing the dynamism and aspirations of our teams to drive positive change in the communities where we serve, the environment, the marketplace and the workplace. Also known as our corporate social responsibility pillars, these components are interconnected, and each has a pivotal role in realising our vision and mission.

More importantly, we know we will be successful in fulfilling this mission when we retain the trust and confidence of our customers, clients, shareholders, employees, policymakers and the communities we serve nationwide.

FORGING STRONGER RELATIONSHIPS

As a responsible developer, we continue to extend a helping hand to those in need.

In addressing their issues, we create a platform to help them secure a better future.

Recognising this growing need, Tropicana Foundation (formerly known as Dijaya Tropicana Foundation) and other companies within the Group joined forces with various societies and organisation, donating more than RM3.5 million throughout 2013. Through our various initiatives, we provided assistance to the underprivileged, the health-impaired and senior citizens.

For the first time this year, we also donated to the 36th Penang Starwalk, reaching out to the communities of northern Malaysia.

We believe that by supporting the socioeconomic development of those in areas in where we have a presence, we are forging strong relationships that will help not only communities, but also enable our own business, to grow and prosper.

EMBRACING SUSTAINABLE PRACTICES

We are also conscious of the important role we play in minimising any adverse impact we have on the environment and embrace sustainability practices, however small.

We believe our homeowners, tenants or even serviced residents guests should have the ability to enjoy fresh air, beautiful landscapes, verdant greenery, all which are synonymous with our brand, as we identify smarter solutions and innovative design concepts that are in favour of the environment. Given these responsibilities, our master plans are carefully thought out – from maintaining natural landscapes, replanting of trees, preservation of unique species to efforts to reduce the carbon footprint.

corporate responsibility

RIGHT:
In support for better education, Tropicana Foundation donates to Foon Yew Associated Chinese Schools, Johor

BELOW:
Mature trees planted to improve the landscaping and add more green lung to Tropicana developments

As we continue to design beautiful home concepts, we ensure that our plans adhere to the requirements of the Green Building Index. In 2013, we made conscious efforts to ensure our developments have beautiful landscapes such as waterfront features, lush gardens, parks and pedestrian walkways that connect the entire development, which in turn encourages residents to reduce their carbon footprints. These developments include Tropicana Gardens and Tropicana Avenue in Kota Damansara, Tropicana Metropark in Subang, Tropicana Heights in Kajang, Penang WorldCity in Penang Island, Tropicana Danga Bay and Tropicana Danga Cove in Iskandar Malaysia.

FOSTERING ETHICS AND GOOD BUSINESS

At Tropicana, corporate governance, ethics and transparency is part of the fabric and essence that make us who we are. Our corporate governance policy and agenda have been designed to foster ethical conduct, maintain internal checks and balances that in turn, builds a solid platform for responsible decision making. In line with this, we continue to promote responsible business practices at every level of the company, and we expect the same from our partners.

Our commitment to corporate governance, ethical behaviour and transparency guides our business decisions and how we approach new opportunities. In all our business practices, we create open dialogue and encourage active conversations with all stakeholders to ensure they understand the various elements of our journey of transformational growth. As such, this also means being transparent and responsive to our stakeholders, while managing the company for long-term success.

We believe that active conversations enable innovation, while at the same time, ensures good business practices are incorporated. From professionalism to integrity, we have made available various platforms including industry seminars, conferences, talks, and even face-to-face interaction.

HARNESSING TALENT, FUELLING TEAM SPIRIT

At Tropicana, the drive towards fulfilling our vision is fuelled by high levels of commitment, trust and team spirit.

Our people are our biggest asset. Central to this vision is our ability to provide opportunities for our people from diverse backgrounds and cultures across the economic spectrum.

Understanding their importance, we are focused on developing and refining our practices, processes and tools to address the needs of our employees throughout the Group. We have a comprehensive range of benefits to ensure their performance is aligned towards the strategic vision. To harness their talent, we encourage employee engagement, continuous learning, professionalism and career development opportunities. Additionally, we also have the Employee Share Option Scheme.

We are committed to attracting the best possible talent. And in terms of growth, we provide appropriate incentives to encourage our employees to continue developing their careers with us. Our goal is clear – strive to be the best, create value for the business and innovate to widen our lead.

Throughout 2013, the Group conducted several outreach programmes that made a positive impact by improving lives, investing in our future and inspiring talent.

BELOW:
Tan Sri Dato' Tan Chee Sing supports his alma mater, SRJK(C) Yeong Chang, Batu Pahat for better education in rural areas

corporate responsibility

Running for a good cause - Tropicana entered a record number of 9 teams (5 to a team), the highest number the Group has entered thus far for the annual The Edge-Bursa Malaysia KL Rat Race

LEFT:
Tropicana Danga Cove and Tropicana Danga Bay donates RM2 Million to the Johor Football Association for the development of the sport in the state

IMPROVING LIVES: TOWARDS POSITIVE SOCIAL UPLIFTMENT

- Donated RM500,000 to three charitable organisations, namely The Federation of Chinese Associations Malaysia (Huazong), Ti-Ratana Welfare Society and Tzu Chi Foundation Malaysia through the Tropicana Foundation. This was conducted during the birthday celebration of Tan Sri Dato' Tan Chee Sing
- As the Platinum Sponsor of the 36th Penang Starwalk 2013, Tropicana donated RM100,000, marking its commitment to the Penang community
- Donated RM70,000 to 5th World Chinese Economic Forum held in Kuala Lumpur to drive positive change through economic collaborations

INVESTING IN OUR FUTURE: SUPPORTING CHILD EDUCATION AND HEALTH

- Donated RM500,000 to the Foon Yew Associated Chinese School in Johor Bahru in conjunction with its 100th Anniversary celebration. The oldest and largest Chinese independent school in Malaysia, the school aims to provide holistic higher education while implementing the Chinese education system.
- Donated RM100,000 to SRJK(C) Yeong Chang, Batu Pahat, Johor, through the Tropicana Foundation. The donations will be used for the renovation and installation of IT equipment for the school's library as well as intelligent classrooms at the newly constructed Tan Lam Hui Information Block.
- Donated RM10,000 to Hospis Malaysia, the nation's palliative care treatment in support of its Voices of Hospices 2013 gala dinner. The funds will be used to raise awareness of the medical, social, practical and spiritual needs of patients and their families who are living with life-limiting diseases.
- Donated RM90,000 to the Ti-Ratana Welfare Society, Persatuan Rumah KIDS and Rumah RACTAR at the launch of the final phase of Pandora Serviced Residences at Tropicana Metropark.
- Tropicana Foundation donated RM80,000 to the Tan Sri Muhyiddin (TSM) Charity Golf Foundation to help boost the TSM Charity Foundation's efforts in developing young golfing talents, fund another TSM Charity Dialysis Centre, provide scholarships and aid the less fortunate.

INSPIRING TALENT: CULTIVATING A SPIRIT FOR JOY AND WELFARE

- Contributed RM84,000 towards the Edge-Bursa Malaysia Kuala Lumpur Rat Race, the highest ever given by the Group to date. More than 45 employees took part and walked away as the first runner-up in the Team Spirit category.
- Tropicana Danga Bay and Tropicana Danga Cove donated RM2 million to the Football Association of Johor to train professional footballers to represent the sport for both state and country.

ABOVE:
In support of Penang community - Dato' Dickson Tan (centre), Deputy Group Chief Executive Officer of Tropicana with Datuk Seri Wong Chun Wai (left), Group Chief Executive Officer of The Star and Dato' Andy Khoo

while we grow organically, we remain unchanged in our efforts to engage with the communities

retail & commerce

The commercial centres we create within our integrated developments provide convenience for the neighbourhood and its surrounding areas.

investor relations

ABOVE:
Top Management of Tropicana engages with investors and reporters

ENHANCING VALUE THOUGH EFFECTIVE AND TIMELY COMMUNICATION

We at Tropicana Corporation Berhad recognise that timely and effective communication with our shareholders is integral to our commitment towards creating a culture of excellent corporate governance, transparency and integrity.

We strive to provide comprehensive and quality information to the investment community about Tropicana's business operations, financial performance, business strategies and prospects, within the boundaries of Bursa Malaysia Berhad's disclosure guidelines. This serves to equip investors at large with a fair, current and accurate representation of Tropicana, thereby facilitating informed decision-making. We firmly believe that being pro-active and effective in engaging with investors is essential to enhancing shareholder value.

During the financial year under review, the Tropicana's IR Team conducted several one-on-one as well as group meetings with analysts and investment managers, and engaged with investors through domestic and international investor roadshows. We also participated and presented at Invest Malaysia 2013 in Kuala Lumpur, an investor conference organised by Bursa Malaysia Berhad and Maybank Investment Bank attended by domestic as well as international investment institutions. Additionally, the Group conducts regular briefings and/or group meetings in conjunction with the release of our quarterly financial results to Bursa Malaysia. This provides a forum for analysts and investment managers to discuss our financial performance with senior management and keep abreast of Tropicana's operational performance in a timely manner.

The majority of these engagements with analysts and institutional investors were led by our Group CEO, and at least one of our Executive Directors.

OPEN CHANNELS FOR COMMUNICATION AND FEEDBACK

The Group is of the view that we should not just be disseminating information, but engaging in active dialogue with its shareholders.

We value the constant exchange of views, ideas and feedback with members of the investment community and capital markets, in helping us manage market expectations and address any potential areas of concern.

Our Annual General Meeting also provides an opportunity for us to interact and communicate with shareholders. At the meeting, the Board of Directors present on Tropicana's progress and business prospects, as well as respond to queries from shareholders.

In addition to the regular meetings and events outlined below, the Group maintains an open channel of communication with its stakeholders.

Relevant corporate information can be accessed via our corporate website www.tropicanacorp.com.my as well as through Bursa Malaysia Securities' website www.bursamalaysia.com. Shareholders, investors and members of the public may forward their feedback to us by contacting members of our IR Team, Leong Choon Meng (leongcm@tropicanacorp.com.my) or Justin Law (justin.law@tropicanacorp.com.my).

Tropicana is a member of the Malaysian Investor Relations Association (MIRA), and this allows us to be kept abreast of the latest developments and practices in the area of Investor Relations, and promotes constant enhancements to our IR initiatives.

DATE	ORGANISER	EVENT	VENUE
8 MAY 2013	STANDARD CHARTERED BANK	NON DEAL ROAD SHOW	HONG KONG
9 MAY 2013	STANDARD CHARTERED BANK	NON DEAL ROAD SHOW	SINGAPORE
23 MAY 2013	STANDARD CHARTERED BANK	NON DEAL ROAD SHOW	KUALA LUMPUR
12 JUNE 2013	BURSA MALAYSIA & MAYBANK	INVEST MALAYSIA 2013	KUALA LUMPUR
27 JUNE 2013	RHB INVESTMENT BANK	RHB CORPORATE DAY	SINGAPORE
2 JULY 2013	AFFIN INVESTMENT BANK	AFFIN CORPORATE DAY	KUALA LUMPUR
3 JULY 2013	OKASAN SECURITIES	NON DEAL ROAD SHOW	JAPAN

event highlights 2013

TROPICANA CORPORATION BERHAD

18 JANUARY

TROPICANA DANGA BAY AND TROPICANA DANGA COVE DONATES RM2 MILLION TO THE FOOTBALL ASSOCIATION, JOHOR

20 FEBRUARY

TROPICANA'S CHINESE NEW YEAR GROUP LUNCHEON

9 MAY

TROPICANA METROPARK WINS THE HIGHEST FIVE-STAR RATING FOR BEST MIXED-USE DEVELOPMENT AT THE ASIA PACIFIC PROPERTY AWARDS

28 JUNE

TROPICANA CORPORATION BERHAD ANNUAL GENERAL MEETING

23 SEPTEMBER

TROPICANA AWARDED THE POWER BRAND AWARD FOR ORGANISATION, MANAGEMENT AND BRAND DEVELOPMENT

31 MAY

A NIGHT OF GLITZ AND GLAMOUR, AS TROPICANA IS THE MAIN PRESENTER FOR THE THE MISS MALAYSIA TOURISM PAGEANT 2013

31 MAY

OFFICIAL GROUNDBREAKING OF TROPICANA METROPARK

20 OCTOBER

TROPICANA INDUCTED INTO HALL OF FAME AT THE EXCELLENT BRAND AWARD IN MACAU AND DATO' YAU KOK SENG WAS HONOURED THE '2013 ENTREPRENEUR OF THE YEAR' WITH THE ENTREPRENEURIAL SPIRIT AWARD

20 NOVEMBER

TROPICANA - MARRIOTT PARTNERSHIP TO INTRODUCE 'COURTYARD BY MARRIOTT' AT TROPICANA 218 MACALISTER, PENANG ISLAND

25 NOVEMBER

PENANG WORLDCITY OFFICIAL GROUNDBREAKING CEREMONY

event highlights 2013

TROPICANA GOLF & COUNTRY RESORT

16 FEBRUARY

CHINESE NEW YEAR CELEBRATION

26 APRIL

TROPICANA GOLF & COUNTRY RESORT AWARDED MOST IMPROVED GOLF COURSE AT THE PARGOLF AWARDS

28 APRIL

'LET'S REJUVENATE' WITH THE MOST VENERABLE AJAHN BRAHMAVAMSO

5 AUGUST

MUDBALL ACTIVITY WITH THE CHILDREN FROM KINDYLAND TROPICANA

5 SEPTEMBER

'WE ARE WITH YOU' CHARITABLE VISIT TO RUMAH AMAL CHESHIRE HOMES

7 SEPTEMBER

TROPICANA GOLF COURSE NITERACE IV

11 JUNE

HARI RAYA CELEBRATIONS WITH RASA KAMPUNG BUFFET

22 JUNE

RAJA PERMAISURI AGONG CUP CHARITY GOLF EVENT

7 NOVEMBER

FRIENDLY INTER CLUB GOLF GAME BETWEEN TROPICANA GOLF & COUNTRY RESORT AND HERON LAKE CLUB, VIETNAM

18 DECEMBER

'KOPISUSU WITH YUDI' CHARITY DINNER IN SUPPORT OF YAYASAN NANYANG PRESS

event highlights 2013

TROPICANA CITY MALL

1 JANUARY TO 8 FEBRUARY

CHINESE NEW YEAR CELEBRATION

20 JANUARY

MAGNUM YOUNG STRENGTH LION DANCE COMPETITION 2013

17 JULY TO 7 AUGUST

HARI RAYA AIDILFITRI

3 AUGUST

MAJLIS BERBUKA PUASA BERSAMA RUMAH ANAK YATIM

4 TO 18 SEPTEMBER

MID-AUTUMN CELEBRATION

30 MAY TO 8 JUNE

CELEBRATING WORLD ENVIRONMENT DAY

31 MAY

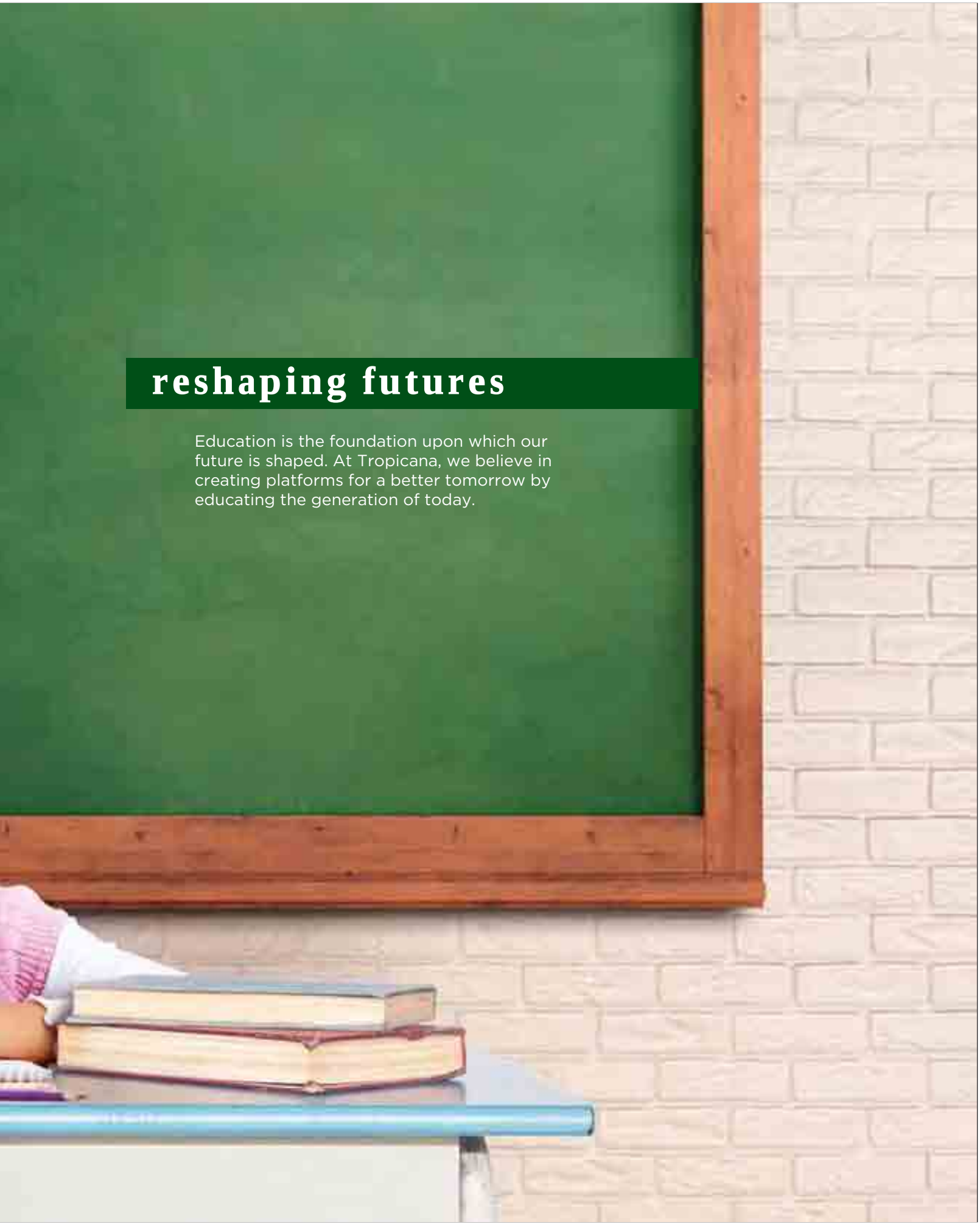
MISS MALAYSIA TOURISM 2013 RUNWAY CHALLENGE

20 NOVEMBER TO 25 DECEMBER

CELEBRATING A JOYFUL CHRISTMAS SEASON

31 DECEMBER

NEW YEAR'S EVE COUNTDOWN



reshaping futures

Education is the foundation upon which our future is shaped. At Tropicana, we believe in creating platforms for a better tomorrow by educating the generation of today.

statement on corporate governance

The Board of Directors of Tropicana Corporation Berhad (formerly known as Dijaya Corporation Berhad) ("**Tropicana**" or "**Company**") is committed to maintain high standards of corporate governance to protect and enhance the shareholders' value as well as the continued growth and success of the Company and its subsidiaries ("**Group**"). The Board supports the principles and recommendations of the Malaysian Code on Corporate Governance 2012 ("**MCCG 2012**") issued by the Securities Commission of Malaysia. The Board will continue to review the existing corporate governance practices throughout the Group and to undertake appropriate actions in embedding the principles and recommendations of the MCCG 2012 in its existing corporate governance practices in achieving excellence in corporate governance.

This statement, which is made pursuant to paragraph 15.25 of the Main Market Listing Requirements ("**MMLR**") of Bursa Malaysia Securities Berhad ("**Bursa Securities**"), sets out the extent to which the Group has applied the principles and the recommendations of the MCCG 2012 throughout the financial year ended 31 December 2013 ("**FY2013**").

BOARD OF DIRECTORS

COMPOSITION OF THE BOARD

The Board, as at the date of this statement, consists of twelve (12) members made up of five (5) Independent Non-Executive Directors and seven (7) Executive Directors. The Board composition complies with paragraph 15.02 of the MMLR of Bursa Securities whereby at least one-third of the Board must be made up of Independent Directors.

The Board comprises members from diverse backgrounds ranging from architecture, property development, property investment, finance, investment banking, legal, business management and public administration, all of which provide the Group with a wealth of expertise, experiences and networks to draw upon. The profiles of the Directors are set out in pages 50 to 57 of this annual report.

There is a clear division of responsibilities at the head of the Company. The Independent Non-Executive Chairman represents the Board to the shareholders and is responsible for the effective running of the Board. In his absence, the Independent Non-Executive Chairman is assisted by the Group Executive Vice Chairman, who mainly takes the executive leadership role. The Group Chief Executive Officer, assisted by the Deputy Group Chief Executive Officer, the Group Managing Directors and the Executive Directors, are fully responsible for the effective running of the Group's operations and the implementation of the Board's policies and decisions. The presence of a sizeable number of experienced Independent Non-Executive Directors ensures proper check and balance in the Board, and provides unbiased and independent views, advice and judgement, besides playing key supporting roles. The clear distinction of responsibilities between the Chairman and the Group Chief Executive Officer ensure a balance of power and authority, such that no individual or small group of individuals can dominate the Board's decision making. It is mandatory for all members of the Board to declare any of their interests in the transactions undertaken by the Group. In such instances, the interested Director(s) shall abstain from deliberation and the decision-making process.

Tan Sri Rastam Bin Mohd Isa was appointed the Independent Non-Executive Chairman of Tropicana on 25 April 2014 to replace Dato' Rohana Binti Tan Sri Mahmood, who resigned on 9 November 2013 as the Independent Non-Executive Chairman and Director of the Company due to the expiry of her ninth year term of independence pursuant to the MCCG 2012.

The Board recognises that the foundation, growth and success of Tropicana have been built on the contributions and strength of Tan Sri Dato' Tan Chee Sing, who is the founder and backbone of Tropicana. Tan Sri Dato' Tan Chee Sing was re-designated from Group Chief Executive Officer to Group Executive Vice Chairman on 7 January 2013 by a resolution of the Board, while the Chairman has been and is an Independent Non-Executive.

As at the date of this statement, Tan Sri Dato' Tan Chee Sing is a significant shareholder, who is having the ability to exercise a majority of votes for the election of directors. He holds a total of approximately seventy per cent (70%) of direct and indirect interests in the Company. The representations of five (5) Independent Non-Executive Directors in the Board of the Company, which is equivalent to forty-two per cent (42%) of the Board members, fairly reflects the investment of minority shareholders in the Company, which aggregated approximately thirty per cent (30%) of the issued and paid-up capital of the Company.

DUTIES AND RESPONSIBILITIES OF THE BOARD

The Board assumes the following principal responsibilities in discharging its fiduciary and leadership functions:-

- reviewing and adopting the strategic plan for the Group;
- overseeing the conduct of the Group's business to determine whether the business is being properly managed;
- identifying principal risks and ensuring the implementation of appropriate systems to manage these risks;
- establishing a succession plan for the Company;
- overseeing the development and implementation of an investor relations programme or shareholder communications policy for the Company;

- reviewing the adequacy and the integrity of the Group's internal control systems and management information systems, including systems for compliance with applicable laws, regulations, rules, directives and guidelines;
- ensuring that the Company's financial statements are true and fair and conform with the laws; and
- ensuring that the Company adheres to high standards of ethics and corporate behaviour.

The Board is also mindful of the importance of building a sustainable business and therefore, takes into consideration its environmental, social and governance impact when developing the corporate strategy of the Group. The Company's activities in corporate social responsibilities for the year under review are disclosed in pages 68 to 73 of this annual report.

ETHICS AND CODES

The Board acknowledges its leadership role in creating ethical values and observing ethical conduct. The Board adopts and observes the Code of Ethics for Company Directors established by the Companies Commission of Malaysia, as the Board is fully supportive of the principles of the said Code of Ethics and finds it suitable for the Company to uphold the same principles. A copy of the said Code of Ethics can be found in the Board Charter in the Group's website at www.tropicanacorp.com.my.

BOARD CHARTER

The Board is accountable and responsible for the performance and governance activities of the Group with a view of protecting shareholders' value and recognising the interests of all other stakeholders namely customers, suppliers, contractors, employees, regulators, members of the communities and all others with whom Tropicana interfaces.

The Board Charter is intended to identify the role, structure and processes related to key governance activities of the Board. It serves as a reference point for Board activities. It is designed to provide guidance and clarity for Directors and management with regard to the role of the Board and its committees, the roles of the top key positions of the Company, the requirements of Directors in carrying out their roles and in discharging their duties towards the Company as well as the Board's operating practices. A copy of the Board Charter is available at the Group's website www.tropicanacorp.com.my.

BOARD MEETINGS

The Board meets at least once every quarter on a scheduled basis and additional meetings will be convened as and when deemed necessary by the Board. The quarterly Board meetings are scheduled in advance around the commencement of the financial year to allow the Directors to plan their appointments ahead and endeavours to facilitate full attendance at Board meetings. All proceedings, deliberations and conclusions of Board meetings are minuted by the Company Secretary and are confirmed by the Board members at the next Board meeting and subsequently signed by the Chairman of the next Board meeting as correct records of the proceedings of the meeting, or signed by the Chairman of the meeting at which the proceedings were held.

A total of seven (7) Board meetings were held during the financial year ended 31 December 2013. Attendance record of each Board member is set out below:-

NAME OF DIRECTORS	ATTENDANCE *
Dato' Rohana Binti Tan Sri Mahmood *(resigned on 9 November 2013)*	5/6
Tan Sri Rastam Bin Mohd Isa *(appointed on 25 April 2014)*	N/A
Tan Sri Dato' Tan Chee Sing	7/7
Dato' Yau Kok Seng *(appointed on 7 January 2013)*	7/7
Dato' Dickson Tan Yong Loong	6/7
Kong Woon Jun	7/7
Kok Kong Chin *(appointed on 14 March 2014)*	N/A
Dillon Tan Yong Chin *(appointed on 21 May 2013)*	2/4
Diana Tan Sheik Ni	5/7
Dato' Ng Tian Sang @ Ng Kek Chuan	4/7
Datuk Seri Panglima Mohd Annuar Bin Zaini	5/7
Tang Vee Mun	5/7
Dato' Gan Nyap Liou @ Gan Nyap Liow *(appointed on 1 August 2013)*	1/2
Dato' Khoo Poh Chye *(resigned on 14 March 2014)*	6/7
Koong Wai Seng *(resigned on 18 March 2013)*	1/2
Loh Chen Peng *(resigned on 27 February 2013)*	1/1

** Number of meetings attended/Number of meetings held during his tenure as Director*

All the Directors have complied with the minimum 50% attendance requirement in respect of Board meetings as stipulated in the MMLR of Bursa Securities. In the intervals between Board meetings, for any matters requiring Board's decisions, Board's approvals are obtained through circular resolutions. The resolutions passed by way of such circular resolutions were then noted in the next Board meetings.

The Directors are to allocate sufficient time to the Company to perform their duties effectively including being prepared for the meetings and contributing effectively to the business of the Company. They should notify the Board before accepting any new directorships and such notification should include an indication of time that will be spent on the new appointment.

SUPPLY OF INFORMATION

The Directors have full and unrestricted access to all information pertaining to the Group's business and affairs to enable them to discharge their duties. All Directors are provided with reports and other relevant information on timely manner, covering various aspects of the Group's operations and performance. They are also provided with an agenda and a set of board papers pertaining to agenda items prior to Board meetings to allow sufficient time for the Directors to review, consider and deliberate on the issues and, where necessary, to obtain further information and explanations to facilitate informed decision making.

The management is responsible for furnishing the Board with all information that may assist the Board in discharging its responsibilities and to facilitate informed decision making. The Company Secretary, who is qualified and experienced, attends all Board meetings and ensures that accurate and adequate records of the proceedings of the Board meetings and decisions made are properly recorded. Senior management of the Group, external auditors and advisors are also invited to attend Board meetings on specific items on the agenda which require clarification. The Board will also be briefed on latest updates on the Group's business activities.

All Directors have access to the advice and services of the Company Secretary and senior management and may seek independent professional advice, at the Company's expense, if required, in furtherance of their duties.

The Company Secretary is responsible for ensuring the Board meeting procedures are followed and that applicable rules and regulations are complied with. The Company Secretary updates the Directors on any new changes and development to the statutory or regulatory requirements concerning their duties and responsibilities as well as general statutory compliances whenever the changes arise.

APPOINTMENT AND RE-ELECTION TO THE BOARD

In accordance with the Company's Articles of Association ("**Articles**"), all Directors who are appointed by the Board either to fill a casual vacancy or as an addition to the existing Directors are subject to re-election by shareholders at the Annual General Meeting ("**AGM**") following their appointment. The Articles also provide that at least one-third of the remaining directors be subject to re-election by rotation at each AGM, including the Group Chief Executive Officer, Deputy Group Chief Executive Officer, Group Managing Directors and Executive Directors provided always that all the Directors shall retire from their office at least once every three years. All retiring Directors are eligible to offer themselves for re-election at the AGM. Directors over 70 years of age will be required to submit themselves for re-appointment annually in accordance with Section 129(6) of the Companies Act, 1965.

The Board continuously reviews its size and composition with particular consideration on its impact on the effective functioning of the Board.

Any proposed candidate for the appointment as Director of the Board will be recommended by the Nomination Committee to the Board for full deliberation.

During the financial year under review, the Independent Non-Executive Directors did a self-evaluation of their independence based on the criteria of independence of the MMLR of Bursa Securities and the Board had reviewed and assessed the results of the said self-evaluation. The Board Charter indicates the restriction for the tenure of an Independent Director to a cumulative term of nine (9) years. However, an Independent Director may continue to serve the Board upon reaching the 9-year limit subject to the Independent Director's re-designation as a Non-Independent Non-Executive Director. In the event the Board intends to retain the Director as Independent after the latter has served a cumulative term of nine (9) years, the Board must justify the decision and seek shareholders' approval at general meeting. In justifying the decision, the Nominating Committee is entrusted to assess the candidate's suitability to continue as an Independent Non-Executive Director based on the criteria on independence.

DIRECTORS' TRAINING

All existing Directors have attended the Mandatory Accreditation Programme ("**MAP**") prescribed by Bursa Securities except for Mr Kok Kong Chin, who was recently appointed on 14 March 2014 and will be attending the MAP within four (4) months from the date of his appointment. The Directors are encouraged to attend continuing education programmes and seminars to keep abreast with current developments in the market place and with new statutory and regulatory requirements. They are provided with updates from time to time on relevant new laws and regulations affecting their directorships and relevant compliances.

The Directors of the Company, who attended training programmes during the FY2013, are enlisted as below:-

NAME OF DIRECTORS	TITLE OF SEMINAR/WORKSHOPS/COURSES
Dato' Rohana Binti Tan Sri Mahmood *(resigned on 9 November 2013)*	• World Capital Markets Symposium • 27th Asia Pacific Roundtable: Strategising Change in Asia • Invest Malaysia 2013 • Briefing on Goods and Services Tax • FIDE Programme Module B • The New Development Economies: The Hardware and the Software Development
Kong Woon Jun	• Township Development • Datum: KL International Architectural Design Conference 2013

Datuk Seri Panglima Mohd Annuar Bin Zaini	• Banking Fundamentals • Roles of the Board and Committee in Financial Reporting and Strategy • Leading a Learning Organisation in an Age of Change
Dillon Tan Yong Chin	• Mandatory Accreditation Programme organised by Bursatra Sdn Bhd
Dato' Gan Nyap Liou @ Gan Nyap Liow *(appointed on 1 August 2013)*	• Standard Chartered Global Research • 15th Malaysia Strategic Outlook Conference • International Investment Panel • Financial Institution Directors' Education (FIDE) - Banking Training Module B • Presentation by Lord Mayor of City of London • World Capital Markets Symposium

On 13 February 2014, the Company organised an in-house training conducted by Ernst & Young, which covered the topics as described below. All the Directors of Tropicana and some of the senior management attended the in-house training.

- GST Briefing
- Corporate Governance
  Part 1: Corporate Governance Overview: Risk Management and Internal Control - Are Boards Aware What They Are Up Against?
  Part 2: Board Responsibilities in relation to Risk Management and Internal Control
  Part 3: Risks - What to Watch Out For Under Current Economic Conditions - Sharing of Ernst & Young's Risk Survey.

- MFRS Update
  Overview of MFRS 10, MFRS 11 and MFRS 12: Consolidated Financial Statements, Joint Arrangements and Disclosure of Interests in Other Entities

BOARD COMMITTEES

During the FY2013, the Board has delegated specific responsibilities to several committees, namely the Audit Committee, Nomination Committee, Remuneration Committee, Option Committee, Risk Management Committee and Executive Committee. These Committees operate within their respective defined terms of reference approved and specific authority delegated by the Board. The Chairman of the respective Committees will report to the Board the outcome of each Committee meeting and the reporting of the outcome will be minuted accordingly. The Board, however, retains full responsibility for the final decision on all matters.

(I) AUDIT COMMITTEE

As at the date of this statement, the Audit Committee consists of four (4) Independent Non-Executive Directors, two of whom are qualified Accountants. The members of the Audit Committee are as follows:-

- Dato' Ng Tian Sang @ Ng Kek Chuan (Chairman)
- Datuk Seri Panglima Mohd Annuar Bin Zaini
- Tang Vee Mun
- Dato' Gan Nyap Liou @ Gan Nyap Liow

The Audit Committee assists and supports the Board in fulfilling its fiduciary responsibilities in terms of the Group's applicable financial reporting standards, practices, accounting policies, internal controls, business ethics policies and in assessing the suitability and independence of the Group's external and internal auditors.

Every year, the external auditors, at one of the Audit Committee meetings, would confirm to the Audit Committee members their independence throughout the conduct of the audit engagement with the Company in accordance with the independence criteria set out by the Malaysian Institute of Accountants. It is a policy of the external auditor firm to rotate the partner-in-charge after five (5) years of audit engagement with the Company.

The Audit Committee Report is set out in pages 100 to 103 of this annual report.

(II) NOMINATION COMMITTEE

The Nomination Committee, as at the date of this statement, comprises the following three (3) members, all being Independent Non-Executive Directors:-

- Dato' Ng Tian Sang @ Ng Kek Chuan (Chairman)
- Datuk Seri Panglima Mohd Annuar Bin Zaini
- Tang Vee Mun

The Nomination Committee has been given the responsibility to recommend new appointments to the Board and Board Committees of Tropicana. The Nomination Committee reviews the evaluation process and evaluation forms for all Board members to participate in the annual evaluation of the effectiveness of the Board, Board Committees and the contribution of each Director.

The Board supports gender diversity in the Board composition. When given the opportunity of meeting the suitable female candidates, the Board through its Nomination Committee will consider the gender diversity as part of its future selection process. The Board currently has only one (1) female Board member.

The Nomination Committee makes no decision on behalf of the Board but makes recommendations to the Board for approval.

The Nomination Committee met three (3) times during the FY2013. The activities of the Nomination Committee in the discharge of its duties for the FY2013 were as follows:-

(a) Reviewed the process and evaluation forms for assessing the effectiveness of the Board as a whole, the effectiveness of the Board Committees, the contributions of each individual Director and the independence of the Independent Directors, taking into consideration the required mix skills, experience, competence, integrity and other requisite qualities, including core competencies contributed by Non-Executive Directors.
(b) Considered and recommended additional Directors to the Board;
(c) Considered and recommended the re-designation and promotion of Executive Directors on the Board;
(d) Considered and recommended changes to the composition of Board Committee;
(e) The summaries of the results of the Board evaluation for FY2013 were analysed by the Nomination Committee, who then identified action plan and timeframe for implementation of the action plan for recommendation to the Board for approval. The Board evaluations carried out were properly documented.

(III) REMUNERATION COMMITTEE

As at the date of this statement, the Remuneration Committee comprises three (3) Independent Non-Executive Directors and the Deputy Group Chief Executive Officer, the majority of whom are Independent Non-Executive Directors. They are as follows:-

- Datuk Seri Panglima Mohd Annuar Bin Zaini (Chairman)
- Dato' Ng Tian Sang @ Ng Kek Chuan
- Tang Vee Mun
- Dato' Dickson Tan Yong Loong

The Remuneration Committee assists the Board in its responsibilities of assessing the remuneration packages of the Directors.

The policy practised on Directors' remuneration by the Remuneration Committee is that the level of remuneration should be sufficient to attract, motivate and retain Directors of the quality required to effectively manage the businesses of the Group. As for Non-Executive Directors, the fees reflect the experience and level of responsibilities undertaken by the Non-Executive Directors concerned. All Directors had abstained from discussion and decision on their own remuneration.

The Remuneration Committee met twice (2) during the FY2013 mainly to review the remuneration packages of the Executive Directors.

The details of the remuneration of Directors of the Company for the FY2013 are as follows:-

CATEGORY	FEES (RM '000)	SALARIES AND OTHER EMOLUMENTS (RM '000)	BONUS (RM '000)	DEFINED CONTRIBUTION PLAN (RM '000)	SHARE OPTIONS GRANTED UNDER ESOS (RM '000)	TOTAL (RM '000)
Executive Directors	3,900	21,013	20,395	4,157	4,171	53,636
Non-Executive Directors	631	*133	0	*7	0	771

(The above disclosures include all Directors who held office during the FY2013)
**Included are emoluments received from a jointly controlled entity*

The aggregate remuneration of Directors of the Company categorised into appropriate bands of RM50,000 are as follows:-

RANGE OF REMUNERATION	NO. OF DIRECTORS EXECUTIVE DIRECTORS	NON-EXECUTIVE DIRECTORS
Below RM50,000	-	-
RM50,001 – RM100,000	-	1
RM100,001 – RM150,000	-	2
RM150,001 – RM200,000	2	-
RM200,001 – RM250,000	-	2
RM1,750,001 – RM1,800,000	-	-
RM1,800,001 – RM1,850,000	2	-
RM2,000,001 – RM2,050,000	1	-
RM3,100,001 – RM3,150,000	1	-
RM3,850,001 - RM3,900,000	1	-
RM4,550,001 - RM4,600,000	1	-
RM31,900,001 – RM31,950,000	1	-

(The above disclosures include all Directors who held office during the financial year)

(IV) OPTION COMMITTEE

The Option Committee, established to administer the Company's Employee Share Option Scheme ("**ESOS**"), comprises the following members as at the date of this statement:-

- Tan Sri Dato' Tan Chee Sing (Chairman)
- Dato' Yau Kok Seng
- Dato' Dickson Tan Yong Loong
- Dato' Ng Tian Sang @ Ng Kek Chuan
- Tang Vee Mun

The primary responsibility of the Option Committee is to administer the ESOS in accordance with the objectives and regulations thereof as set out in the ESOS Bye-Laws and in such manner as it shall deem fit and with such powers and duties as are conferred upon it by the Board.

(V) RISK MANAGEMENT COMMITTEE

The Risk Management Committee ("**RMC**") shall comprise not fewer than five (5) members. As at the date of this statement, the RMC comprises the following members:-

- Tang Vee Mun (Chairman)
- Dato' Ng Tian Sang @ Ng Kek Chuan
- Dato' Yau Kok Seng
- Dato' Dickson Tan Yong Loong
- Kong Woon Jun

The responsibilities of the RMC for risk oversight include, amongst others, to set out the objectives, strategy and scope of risk management activities for the Group and to ensure that the Group's risk management strategy and methodology have been implemented and consistently applied.

The Risk Management Committee held three (3) meetings during the financial year to review the quarterly risk profiles of Tropicana Group and to review and recommend the Statement of Risk Management and Internal Control for the Board's approval.

(VI) EXECUTIVE COMMITTEE

The Executive Committee ("**EXCO**") is made up of Executive Directors and the members, as at the date of this statement, are as follows:-

- Tan Sri Dato' Tan Chee Sing (Chairman)
- Dato' Yau Kok Seng (Deputy Chairman)
- Dato' Dickson Tan Yong Loong
- Kong Woon Jun
- Kok Kong Chin
- Dillon Tan Yong Chin
- Diana Tan Sheik Ni

The EXCO provides oversight of key strategic activities and conducts periodic reviews of financial performance, operations and human resource matters.

The EXCO shall have primary authority for the management of the Group's operations and strategic policy implementation, subject to policies approved by the Board.

(VII) PRICING COMMITTEE

Subsequent to the FY2013 and as at the date of this statement, the Pricing Committee has been formed. The Pricing Committee is to be made up of no fewer than five (5) members, majority of whom shall be Executive Directors and a minimum of two (2) Non-Executive Directors. As at the date of this statement, the members are as follows:-

- Dato' Gan Nyap Liou @ Gan Nyap Liow (Chairman)
- Tang Vee Mun
- Dato' Yau Kok Seng
- Dato' Dickson Tan Yong Loong
- Kong Woon Jun

The principal objective of the Pricing Committee is to determine the selling price of the properties developed by Tropicana Group.

SHAREHOLDERS

COMMUNICATIONS WITH SHAREHOLDERS AND RELATIONSHIP WITH INVESTORS

Tropicana Group recognises and practices transparency and accountability to its shareholders and investors. As such, the Group ensures timely dissemination of information through appropriate channels of communications to shareholders and investors to ensure that they are properly informed of major developments of the Group. Such information is communicated to them through the annual reports, press releases and the various disclosures and announcements made to Bursa Securities from time to time, including the quarterly and annual results. These information and documents are accessible on Bursa Malaysia's website at www.bursamalaysia.com. The Company attends to the requests of analysts and fund managers for briefings from time to time.

Tropicana's website at www.tropicanacorp.com.my also provides an avenue for shareholders and members of the public to access information pertaining to Tropicana Group, which is being updated regularly.

Dato' Ng Tian Sang @ Ng Kek Chuan is the Senior Independent Non-Executive Director, whose primary function is to facilitate any concerns of the shareholders of the Company.

GENERAL MEETINGS

The Company's annual general meetings are the principal forum for dialogue and interaction with its shareholders at which the shareholders are annually informed and updated on current developments of Tropicana Group. The Board presents an overview of the performance of businesses in Tropicana Group and encourages shareholders to participate in the question and answer sessions. The Board members, senior management and the Company's external auditors as well as advisers, if applicable, are available to respond to shareholders' questions during the meeting. Shareholders are also informed of their right to demand for a poll.

The results of all resolutions proposed at general meetings are announced to Bursa Securities.

ACCOUNTABILITY AND AUDIT

FINANCIAL REPORTING

The Board is responsible for ensuring that all financial statements of the Company and the Group are drawn up in accordance with the applicable approved accounting standards in Malaysia and the provisions of the Companies Act, 1965 so as to give a true and fair view of the state of affairs and the results of the Company and of the Group. The Board is committed to providing a clear, balanced and comprehensive meaningful assessment of the Group's financial performance and prospects, primarily through the annual financial statements and quarterly announcements of results to shareholders as well as through the Chairman's Statement, the messages from the Group Executive Vice Chairman and the Group Chief Executive Officer in the annual report. The Group's audited financial statements for the FY2013 are presented in pages 108 to 233 in this annual report.

RISK MANAGEMENT AND INTERNAL CONTROL

The Board has overall responsibility for maintaining a sound system of internal controls which includes financial controls, operational and compliance controls and risk management to safeguard shareholders' interest and the Company's assets. The Group's system of internal control is regularly reviewed to ensure its effectiveness. While acknowledging its responsibility for the system of internal control, the Board is aware that such a system cannot totally eliminate risks and thus can never be an absolute assurance against the Group failing to achieve its objectives.

The Board has established an internal audit function and identified a head of internal audit, who reports directly to the Audit Committee.

The Group's Statement on Risk Management and Internal Control for the FY2013 is set out in page 95 to 99 of this annual report.

RELATIONSHIP WITH EXTERNAL AUDITORS

The Board, through the Audit Committee, has always maintained a formal and transparent relationship with the external auditors. The Audit Committee meets up with the external auditors to discuss the audit planning memorandum and their audit findings. The Audit Committee also engages in private sessions with the external auditors without the presence of the Executive Directors and employees of the Company or Group.

The report by the Audit Committee for the FY2013 is set out in pages 100 to 103 of this annual report.

This statement is made in accordance with a resolution of the Board dated 9 May 2014.

additional compliance information

STATUS OF UTILISATION OF PROCEEDS RAISED FROM CORPORATE EXERCISES

Save as disclosed below, Tropicana Corporation Berhad did not raise any proceeds from any other corporate proposal during the financial year ended 31 December 2013:

PRIVATE PLACEMENT

The status of the utilisation of proceeds raised from the issuance of 86,307,200 new ordinary shares of RM1.00 each at an issue price of RM1.78 per placement share pursuant to the private placement exercise during the financial year under review (please see the Company's announcement made on 6 June 2013 on the completion of the private placement exercise) are as follows:-

PURPOSE	PROPOSED UTILISATION	ACTUAL UTILISATION	EXPLANATION
	RM'000	RM'000	
Landbank acquisitions and/or working capital	150,112	(150,089)	
Defraying expenses	3,515	(3,538)	Under estimation of professional cost
Total	153,627	153,627	

RIGHTS ISSUE

The status of the utilisation of proceeds raised from the issuance of 265,931,873 new ordinary shares of RM1.00 each at an issue price of RM1.20 per rights share, together with an attached bonus issue of 66,482,968 new bonus shares credited as fully paid-up, on the basis of four (4) rights shares for every five (5) of the Company's existing shares held and one (1) bonus share for every four (4) rights shares subscribed for ("**Rights Issue**") are as follows:-

PURPOSE	PROPOSED UTILISATION	ACTUAL UTILISATION	EXPLANATION
	RM'000	RM'000	
Partially settle the purchase consideration of the acquisitions of companies and properties *(please see the Company's announcement made on 6 March 2012)*	247,500	(247,500)	
Working capital	65,618	(63,040)	
Defraying expenses	6,000	(8,578)	Under estimation of professional cost as well as incurred additional non-audit fees
Total	319,118	(319,118)	

SHARE BUY-BACK

During the FY2013, the Company bought back a total of 22,816,300 ordinary shares of RM1.00 each from the open market. Details of the shares bought back during the financial year were as follows:-

MONTH	NUMBER OF SHARES BOUGHT BACK AND HELD AS TREASURY SHARES	PRICE PAID PER SHARE (RM)			TOTAL CONSIDERATION (RM)
		HIGHEST	LOWEST	AVERAGE	
June	21,966,300	1.91	1.79	1.87	41,158,100
July	850,000	1.91	1.91	1.91	1,620,500

All the 22,816,300 shares bought back during the FY2013 are held as treasury shares. None of the treasury shares were resold or cancelled during the financial year under review.

WARRANTS 2009/2019

Tropicana did not issue any warrants during FY2013. However, a total of 7,146,020 warrants were exercised during this period.

OPTIONS

During the financial year under review, there were 57,498,700 options granted to the eligible employees and Executive Directors of the Group. A total of 30,741,507 share options were exercised during that period.

CONVERTIBLE SECURITIES

Tropicana issued 10-year 3% redeemable convertible unsecured loan stocks ("**RCULS**") of RM684,681,436 nominal value on 30 August 2012. The salient features of the RCULS are disclosed in Note 31 to the Audited Financial Statements for the FY2013.

There was a conversion of RM247,000,000 nominal value of RCULS into 190,000,000 ordinary shares of RM1.00 each in Tropicana at the conversion price of RM1.30 per RCULS during the financial year under review.

DEPOSITORY RECEIPT PROGRAMME

The Company did not sponsor any Depository Receipt Programme during the FY2013.

SANCTIONS AND/OR PENALTIES

No sanctions or penalties were imposed on the Company or its subsidiaries, Directors or management by the relevant regulatory bodies during the FY2013.

NON-AUDIT FEES

The total amount of non-audit fees incurred for services rendered to the Company and its subsidiaries for the FY2013 by the Company's external auditors, Messrs Ernst & Young or their affiliates was RM326,200.

VARIANCE IN RESULTS

There was no profit estimate, forecast or projection made by the Company for the FY2013.

There was no deviation of 10% or more in the profit after tax and minority interest between the Group's unaudited results previously announced and the audited results for the FY2013.

PROFIT GUARANTEE

The Company did not receive any profit guarantee during the financial year under review.

MATERIAL CONTRACTS INVOLVING DIRECTORS AND MAJOR SHAREHOLDERS

Neither the Company nor any of its subsidiaries had entered into any material contracts (not being contracts entered into in the ordinary course of business) which involved Directors and/or major shareholders' interests, either still subsisting at the end of the FY2013, or entered into since the end of the previous financial year.

statement on risk management and internal control

INTRODUCTION

In compliance with Paragraph 15.26(b) of the Main Market Listing Requirements ("**MMLR**") and guided by the Statement on Risk Management and Internal Control: Guidelines for Directors of Listed Issuers, the Board of Directors is pleased to provide the following Statement on Risk Management and Internal Control.

BOARDS RESPONSIBILITY

The Board is fully committed to ensure the existence of an effective risk management and internal control systems within the Group, and continuously reviews and evaluates the adquacy and integrity of those systems. The Board affirms its responsibility for reviewing the adequacy and integrity of the Group's internal control which covers financial, organisational, operational, compliance, strategic and commercial areas. The Board also confirms that there is an on-going process of identifying, evaluating, monitoring and managing the significant risks affecting the achievement of the Group's business objectives throughout the financial year under review.

Due to limitations that are inherent in any systems of risk management and internal control, these systems adopted by the Group are designed to manage rather than to eliminate the risk of failure to achieve business objectives. These systems can only provide reasonable but not absolute assurance against any material misstatement or loss. However, the extent of responsibility does not extend to include that of the Group's associated companies for the purpose of this review.

RISK MANAGEMENT PROCESSES

The Group has in place an Enterprise Risk Management ("**ERM**") Framework (refer to **Appendix 1**) to identify, evaluate, monitor and manage the significant risks affecting the achievement of its business objectives. This process is regularly reviewed by the Risk Management Committee ("**RMC**"). The RMC is charged with the responsibilities to ensure that the ERM Framework is consistently adopted throughout the Group and is within the parameters established by the Board. The responsibilities and detailed administrative duties of the RMC are set out in the Board-approved Risk Management Committee's Terms of Reference (refer to **Appendix 2**).

All identified risks and the controls for managing them are documented in the Risk Register. The Risk Management Department will consolidate the risks and summarise the significant items into the Group Risk Profile. This will then be presented to the RMC on a quarterly basis for their consideration and further action(s) to be taken. The key risks faced by the Group are listed in **Appendix 3** of this Statement.

The continuous risk management processes will enable the Group to achieve its business objectives and help maintain the Company's reputation, while facilitating compliance with corporate governance best practices.

INTERNAL CONTROL PROCESSES

1. BOARD COMMITTEES

Clear roles of the Board and Board Committees are stated under the Statement of Corporate Governance section of this Annual Report. These Board Committees, which include Audit Committee, Nomination Committee, Remuneration Committee, Option Committee, Risk Management Committee and Executive Committee, operate within their respective defined terms of reference approved and specific authority delegated by the Board.

2. ORGANISATIONAL STRUCTURE AND RESPONSIBILITY LEVELS

The Group has a well-defined organisational structure with a clear line of accountability and has strict authorisation, approval and control procedures which provide a sound framework within the organisation and facilitate proper corporate decision-making at the appropriate level in the organisation's hierarchy. Responsibility levels are communicated throughout the Group which set out, amongst others, authorisation levels, segregation of duties and other control procedures.

3. AUTHORITY LEVELS

The Board's approving authority is delegated to the Management through a clearly and formally defined Delegated Authority Limits ("**DAL**") which governs and manages the business decision-making process in the Group. The DAL is continuously reviewed and updated to ensure its relevance to the Groups's operations.

4. COMPETENCY AND TALENT MANAGEMENT

To enhance the competencies of the Group's talent pool and establish a culture of continuous learning, there are policies and procedures for recruitment, performance appraisals and promotion to ensure that suitably qualified and competent personnel are hired and retained. High recruitment standards which identify talented individuals who possess qualities that fit the Group's culture of excellence ensure the integrity and competence of employees.

5. SENIOR MANAGEMENT MEETINGS

Regular meetings of senior management which comprises of the Group Chief Executive Officer, Deputy Group Chief Executive Officer, Group Managing Directors, Executive Directors and all divisional heads are conducted periodically to ensure effective implementation of all major decisions and business objectives are met.

6. FINANCIAL PERFORMANCE

Management accounts and reports which compares against the approved budget are prepared on a monthly basis for review by the senior management for effective monitoring and decision making. The Board monitors the Group's performance by reviewing the quarterly results and examines the announcement to be made to the BMSB. These results are reviewed by the Audit Committee before they are tabled to the Board.

7. MONITORING AND REVIEW

The Group has an in-house internal audit function whose primary responsibility is to assure the Board, through the Audit Committee, that the internal control systems function as intended. In providing this assurance, the Internal Audit Department carries out regular audit for review of the adequacy and integrity of the internal control system and the report of shortcomings together with recommendations as appropriate are submitted to the Audit Committee. These together with the external auditors' findings arising from the audit of the statutory financial statements provide further assurance of the soundness and effectiveness of the internal control systems. Results of audits are reported to the Audit Committee.

CONCLUSION

The systems of risk management and internal control described in this statement are considered appropriate to the business operations. It should be noted that such arrangements do not eliminate the possibility of collusion or deliberate circumvention of procedures by employees. Human error and/or other unforeseen circumstances can result in poor judgment. However, the systems of risk management and internal control that exist throughout the year provide a level of confidence on which the Board relies for assurance.

This statement is made in accordance with a resolution of the Board of Directors dated 9 May 2014 and has been duly reviewed by the external auditors pursuant to paragraph 15.26(b) of the MMLR of Bursa Malaysia Securities Berhad.

APPENDIX 1

ENTERPRISE RISK MANAGEMENT FRAMEWORK

The Enterprise Risk Management Framework is a set of components that support and sustain risk management throughout an organisation.

1. **TERMS OF REFERENCE** clearly define the following:
   - Objective of the Risk Management Committee ("**RMC**")
   - Authority and Scope of RMC
   - Composition of RMC
   - Frequency of Meetings
   - Quorum
   - Minutes and Meetings
   - Roles and Responsibilities

   Enterprise Risk Management Policy ("**ERMP**") expresses Tropicana's commitment to risk management and clarifies its general direction or intention.

2. **RISK IDENTIFICATION** is a process that involves finding, recognising, and describing the risks that could affect the achievement of an organisation's objectives. It is used to identify possible sources of risk in addition to the events and circumstances that could affect the achievement of the objectives set out. It also includes the identification of possible causes and potential consequences.

3. **RISK EVALUATION** is a process that is used to compare risk analysis results with risk criteria, in order to determine whether or not a specified level of risk is acceptable or tolerable.

4. **RISK TREATMENT** is a risk modification process. It involves selecting and implementing one or more treatment options. Once a treatment has been implemented, it becomes a control or modifies an existing control(s). Due to the many treatment options, this risk can be reduced, spread, transferred or avoided.

5. A **RISK OWNER** is a person or entity that has been given the authority to manage a particular risk and is accountable for doing so.

6. **RISK ACTION PLAN** is any measure or control that modifies risk. Controls include any policy, procedure, practice, process, technology, technique, method, or device that modifies or manages risk. Risk treatments become controls, or modify existing controls, once they have been implemented.

7. **RISK REPORTING** is the Risk Register which documents all the identified risks, risks rating of evaluation, risks treatments, risks ownership and the action plans on mitigating the identified risks. This Risk Register will be reviewed on a quarterly basis by all the Head of Divisions to determine whether the controls are a suitable, adequate, and an effective way of achieving established objectives.

APPENDIX 2

TERMS OF REFERENCE OF RISK MANAGEMENT COMMITTEE

INTRODUCTION

Risk is inherent in every business, and the increased complexity of today's business risk profile coupled with the introduction of new legislation means that the ability to effectively manage risk and release potential business benefits has become ever more important. Whilst the Board still retains ultimate responsibility for risk management and for determining the appropriate level of risk appetite, a Risk Management Committee ("**RMC**") has been established to provide assurance concerning the Group's profile to the Board.

1. OBJECTIVE

The objective of the RMC is threefold:

- To ensure that a risk management framework is embedded throughout Tropicana Corporation Berhad ("**Tropicana**" or "**Group**" or "**Company**")
- To ensure that the risk management framework is consistently adopted throughout the Group and is within the parameters established by the Board; and
- To ensure compliance with external requirements such as the Bursa Malaysia Securities Berhad's Statement of Internal Control - Guidance for Directors of Public Listed Companies.

2. AUTHORITY AND SCOPE

The RMC has delegated authority from the Board with a remit that encompasses all risk management activities within the Group, including compliance with the risk management strategy. The RMC reports to the Board.

COMPOSITION

a) The RMC shall be appointed by the Board and shall comprise not fewer than five (5) members; of which one shall be Independent Non-Executive Director.
b) The membership of the RMC should be approved by the Board and includes a mixture of risk and business management knowledge and experience.
c) The members of the RMC shall elect a Chairman from amongst their members.
d) In the event of any vacancy in the RMC resulting in the number of members being reduced to below five (5), the Board shall, within three (3) months fill the vacancy.
e) Other Board members, Group Managing Directors, Head of Business Units and/or other appropriate officers may attend meetings, only upon the invitation of the Committee.

3. FREQUENCY OF MEETINGS

The RMC will meet on a quarterly basis. However, additional meetings may be called at any time at the RMC Chairman's discretion.

4. QUORUM

A quorum shall consist of three (3) members; of which one shall be Independent Non-Executive Director.

5. MINUTES & MEETINGS

a) The Company Secretary shall act as Secretary of the RMC and shall be responsible, with the concurrence of the Chairman of the RMC, for drawing up and circulating the agenda and notice of meetings together with supporting explanatory documentation to all RMC members at least one (1) week prior to each meeting.
b) The minutes of each Committee meeting shall be circulated to the Committee's members and presented to the Board for its review.

6. ROLES AND RESPONSIBILITIES

a) Establishing risk management context / structure:
   - Formalise the Group's Risk Management Policy, which includes setting out clear objectives, strategy and scope of risk management activities for the Group; and
   - Ensure that the Group's risk management strategy, framework and methodology have been implemented and consistently applied.
b) Establishing risk management process:
   - Ensure that a well-structured and systematic process exists to ensure comprehensive identification, assessment and management of risk facing the Group.
   - Ensure that the risk management strategy is clearly communicated to relevant personnel of the Group; and
   - Ensure that appropriate training in risk awareness and risk management is conducted at key levels.

c) Establishing monitoring and reporting mechanism:
- On a quarterly basis, ensure that appropriate reporting and feedback is received from management with regards to risk management activity carried out;
- Responsible for annual reporting on the Group Risk Profile (risks, controls and mitigating action plans) to the Board; and
- Responsible for immediate reporting to the Board on any major changes to the risk profile requiring immediate attention / notification.

APPENDIX 3

KEY RISK FACTORS

1. PROJECT MANAGEMENT RISK

One of the key risk factors in project management is project cost overrun. Failure to maintain construction costs within budget could result in cost overrun when actual costs exceed the budget. The reason may be due to changes in design to adapt the rapid changes based on market preferences, preliminary cost escalation, project delay and more. This translates to lower profit margins and unexpected fluctuations in project cash flows.

To mitigate the risk, consensus decision-making is being practised to allow views of all levels of management to be considered, quarterly review of feasibility study to ensure costs are kept within the budgeted amount and a contingency sum is allocated for all contracts that have potential cost overruns.

2. COMPLIANCE WITH REGULATORY REQUIREMENTS / CHANGES IN GOVERNMENT REGULATIONS

The Group is required to comply with various rules and regulations governing by the various local authorities in its course of business; for example, Development Order, Building Plan, Development License, Advertising Permit, billboard placement and more.

Other regulatory changes introduced from time to time, particularly by local councils or authority bodies could result in new compliance requirements for housing developers. Such regulatory changes may be minor or major; for example, change of Real Property Gains Tax (RPGT), abolishment of developer Interest Bearing Scheme, minimum price of property for foreigners, loan-to-value ratio based on net selling price would have an impact on the marketability for the construction industry.

As such, the Group will closely monitor the compliance requirements set by the local authorities; emphasise strict compliance and increase marketing efforts; and better product portfolio / product mix to increase product marketability.

3. COMPETITION

Stiff competition on similar properties from existing developers may result in lower demand. Other than pricing, competition could also be in the form of location and promotional packages offered.

The Management continuously focuses on proper project and marketing planning to meet the right segmental markets; emphasise on product differentiation, performs intelligence study and to package competitively in the market.

4. EXPOSURE TO INTEREST RATE FLUCTUATION

The Group may be exposed to interest rate fluctuation due to changes in the economic environment and Bank Negara Malaysia's policy on bank lending rates.

To mitigate the risk, the Management will consistently review financial and cash flow positions; match cash flow requirements to the loan tenure and obtain long-term tenure of financing whenever possible; and also spread the risk by working with more financing Institutions.

5. LOSS OF DATA

Loss of data from the information systems may result from sabotage by hackers, computer virus attack, hardware problems, fire and flooding. Data loss will affect business continuity, potential leakage of confidential data and inability to provide timely information due to loss of pertinent data.

The Group minimises its exposure to this risk by backing up data into external hard disk and tape, provide offsite storage of backup data as part of the disaster recovery plan, install firewalls to prevent unauthorised access, install antivirus software to prevent virus attack and placement of the fire extinguishers in server rooms to suppress flames in case of fire.

audit committee report

The Board of Directors of Tropicana Corporation Berhad (formerly known as Dijaya Corporation Berhad) ("**Tropicana**" or "**Company**") presents the Audit Committee Report of Tropicana for the financial year ended 31 December 2013 ("**FY2013**") as follows:-

A. COMPOSITION OF THE AUDIT COMMITTEE

The Audit Committee comprised the following Directors during the FY2013:-

	ATTENDANCE*
Dato' Ng Tian Sang @ Ng Kek Chuan (Chairman / Independent Non-Executive Director) (Re-designated from member to Chairman on 27 February 2013)	4/4
Datuk Seri Panglima Mohd Annuar Bin Zaini (Member / Independent Non-Executive Director)	4/4
Tang Vee Mun (Member / Independent Non-Executive Director)	3/4
Dato' Gan Nyap Liou @ Gan Nyap Liow (Member / Independent Non-Executive Director) (Appointed on 1 August 2013)	1/2
Loh Chen Peng (Former Chairman / Former Independent Non-Executive Director) (Resigned on 27 February 2013)	1/1

** Number of meetings attended / Number of meetings held during his tenure as member*

Throughout the financial year under review, the Audit Committee of the Board was made up of no fewer than three (3) members, who were all Independent Non-Executive Directors, including the Audit Committee Chairman. Dato' Ng Tian Sang @ Ng Kek Chuan, the current Audit Committee Chairman, and Dato' Gan Nyap Liao @ Gan Nyap Liow are members of the Malaysian Institute of Accountants ("**MIA**"). Dato' Ng Tian Sang @ Ng Kek Chuan is also a member of the Australian Association of Certified Practising Accountants. He was re-designated from the position of member to Chairman of the Audit Committee on 27 February 2013 following the resignation of Mr Loh Chen Peng on the same day. All members of the Audit Committee are financially literate. The composition of the Audit Committee meets the provisions of paragraphs 15.09 and 15.10 of the Main Market Listing Requirements ("**MMLR**") of Bursa Malaysia Securities Berhad ("**Bursa Securities**").

B. SUMMARY OF TERMS OF REFERENCE OF THE AUDIT COMMITTEE

COMPOSITION OF THE AUDIT COMMITTEE

The Audit Committee must be appointed by the Board from amongst the Directors and shall consist of no fewer than three (3) members. All the Audit Committee members must be Non-Executive Directors, with a majority of them being Independent Directors.

All members of the Audit Committee should be financially literate and at least one member of the Audit Committee must be a member of the MIA or fulfills such other requirements as prescribed or approved by Bursa Securities.

No alternate director shall be appointed as a member of the Audit Committee.

The Chairman of the Audit Committee must be an Independent Director appointed by the Board.

FUNCTIONS AND DUTIES

The Audit Committee assists and supports the Board in fulfilling its fiduciary responsibilities relating to the Group's financial reporting practices, accounting policies, internal controls, business ethics policies and the independence of the Group's external and internal auditors. In this respect, the Board has specified the duties of the Audit Committee in the terms of reference of the Audit Committee and they are tabled as below:-

1. To review the following and report the same to the Board:-

   (a) with the external auditor, the audit plan;

   (b) with the external auditor, his evaluation of the system of internal controls;

   (c) with the external auditor, the audit reports, the external auditors' management letter and management's response;

   (d) to discuss with the external auditor before the audit commences, the nature and scope of the audit, and ensure coordination where more than one audit firm is involved;

   (e) the assistance given by the Company's employees to the external auditor;

   (f) the quarterly results and year end financial statements, prior to the approval by the Board, focusing particularly on:-

      i) changes in accounting policies and practices;

      ii) significant adjustments arising from the audit;

      iii) compliance with accounting standards and other statutory and legal requirements;

      iv) the going concern assumption; and

      v) any major judgmental areas;

   (g) any related party transaction and conflict of interest situation that may arise within the Company or Group including any transaction, procedure or course of conduct that raises questions of management integrity;

2. To review any matters concerning the appointment and re-appointment, audit fee and any questions of resignation or dismissal of external auditors as well as on the external auditors' independence, objectives and effectiveness, taking into consideration their relevant professional and regulatory requirements.

3. To prepare the Audit Committee Report at the end of each financial year.

4. To discuss all other problems and reservations arising from the interim and final external audits and any matters the external auditors may wish to discuss in the absence of management and/or executive board members, where necessary.

5. To promptly report to Bursa Securities where the Audit Committee is of the view that a matter reported by it to the Board has not been satisfactorily resolved resulting in a breach of the MMLR of Bursa Securities.

6. To do the following in relation to the internal audit function:-

   (a) review the adequacy of the scope, functions, competency and resources of the internal audit function and that it has the necessary authority to carry out its work;

   (b) review the internal audit programme, processes, the results of the internal audit programme, processes or investigation undertaken and whether or not appropriate action is taken on the recommendations of the internal audit function;

   (c) review and approve any appointment, termination, appraisal and assessment of the members of the internal audit function; and

   (d) take cognisance of the resignation of internal audit staff members and provide the resigning staff member an opportunity to submit his reason for resigning.

7. To consider the major findings of internal investigations and management's response; and

8. To consider other related matters as defined by the Board.

C. MEETINGS OF THE AUDIT COMMITTEE

The Audit Committee held four (4) meetings during the FY2013. The attendance record is as indicated in the table under item A above, next to the respective names of the Audit Committee members.

The Executive Directors of the Board, which included the Group Chief Executive Officer and senior management attended the Audit Committee meetings held in the FY2013 upon the invitation by the Chairman of the Audit Committee. The Group's head of internal audit attended all the Audit Committee meetings.

The external auditors attended two (2) of the Audit Committee meetings during the financial year under review. In addition to that, the external auditors had two (2) private sessions with the Audit Committee where all the Executive Directors and the senior management were excused from the meetings save for the Company Secretary, who recorded the proceedings of the private sessions.

The Audit Committee has direct access with the external auditors and internal auditors, or vice versa, if they wish to do so.

D. SUMMARY OF ACTIVITIES OF THE AUDIT COMMITTEE DURING THE FINANCIAL YEAR

During the financial year under review, the Audit Committee carried out the following activities in accordance with its terms of reference:-

(a) Reviewed the unaudited interim consolidated results of the Group for the quarter ended 31 December 2012, 31 March 2013, 30 June 2013 and 30 September 2013 as well as the audited financial statements of the Group and the Company for the financial year ended 31 December 2012 before the recommendation to the Board for approval and subsequent announcements to Bursa Securities and submission to the Securities Commission.

(b) Reviewed the quarterly report by the internal auditors in relation to the recurrent related party transactions of revenue nature entered into by the Group during the FY2013.

(c) Reviewed the reports by the internal auditors with regard to the findings of the audit activities in line with the internal audit programme, the recommendations of the internal auditors and the management responses.

(d) Discussed the significant audit findings of the external auditors in respect of the financial statements of the Group for the year ended 31 December 2012.

(e) Reviewed the Audit Committee Report, the Statement on Risk Management and Internal Control and Additional Compliance Information for the purpose of publication of the Annual Report 2012.

(f) Reviewed the revised budgets of the Group for FY2013 and the projections for financial years 2014 and 2015 and recommended the same to the Board for approval.

(g) Reviewed and approved the Internal Audit Planning Memorandum for the Company and its subsidiaries for the financial year ending 2014.

(h) Reviewed and discussed the External Audit Planning Memorandum for the Company and its subsidiaries in respect of the FY2013.

(i) Met the external auditors without the presence of the Executive Directors and employees of the Company or Group save and except for the Company Secretary, who recorded the proceedings of meeting.

E. INTERNAL AUDIT FUNCTION

The Audit Committee is supported by an independent and adequately resourced in-house Group Internal Audit Department ("**GIAD**") in the discharge of its duties and responsibilities. Its principal activity is to perform regular and systematic reviews of the system internal control so as to provide reasonable assurance that such system continues to operate satisfactorily and effectively.

During the financial year under review, the internal audit activities have been carried out by the GIAD according to the Audit Planning Memorandum ("**APM**"), which had been approved by the Audit Committee. The scope of the internal audit covered the audits of all units and operations, including subsidiaries to provide the Audit Committee with assurance that the system of internal control of the Group achieved the following:-

(a) The business was planned and conducted in an orderly, prudent and cost effective manner;
(b) Transactions and commitments were entered into in accordance with management's authority;
(c) Compliance with set policies and procedures;
(d) The management was able to safeguard the assets and control the liabilities of the Group i.e. there were measures to minimise and detect any loss from irregularities, frauds and errors; and
(e) The financial and other operational records of the business provided complete, accurate and timely information.

Fifteen (15) audit reports were issued during the financial year incorporating findings and recommendations with regard to system and control, weaknesses noted in the course of audit, the management's responses and the remedial actions on the implementation of all findings and recommendations in its review process.

In the course of auditing, the Internal Auditors have identified some internal control weaknesses which have been or are being addressed. None of these weaknesses have resulted in any material losses, contingencies or uncertainties that would require disclosure in the Company's Annual Report.

The total cost incurred for the internal audit function in respect of the FY2013 was RM707,348.96

F. EMPLOYEE SHARE OPTION SCHEME

The Company implemented an Employee Share Option Scheme ("**ESOS**") for the eligible Executive Directors and employees of Tropicana Group on 21 September 2005 for a period of 10 years expiring on 20 September 2015. The set of bye-laws in relation to this ESOS was approved by the shareholders of the Company at an Extraordinary General Meeting ("**EGM**") held on 24 June 2005 and was later amended and approved by the shareholders at an EGM held on 30 October 2011.

The salient terms of the ESOS and the movement of the options during the FY2013 are set out in Note 33 to the financial statements.

Disclosure of ESOS information pursuant to Appendix 9C, Part A (27) of MMLR of Bursa Securities are as follows:-

(A) BRIEF DETAILS OF THE ESOS:

ESOS MOVEMENT	DURING THE FINANCIAL YEAR
Total number of options granted as at 1.1.2013	19,408,255
Total options granted/additional adjustment	57,498,700
Total number of options exercised	30,741,507
Total number of options forfeited	2,205,763
Total options outstanding as at 31.12.2013	43,959,685

(B) ESOS GRANTED TO DIRECTORS AND CHIEF EXECUTIVE OF TROPICANA:

ESOS MOVEMENT	DURING THE FINANCIAL YEAR
Total number of options granted as at 1.1.2013	3,831,158
Total options granted/additional adjustment	27,321,100
Total number of options exercised	14,509,018
Total number of options forfeited	359,070
Total options outstanding as at 31.12.2013	16,284,170

(C) ESOS GRANTED TO DIRECTORS AND SENIOR MANAGEMENT OF TROPICANA GROUP:

	SINCE COMMENCEMENT OF THE ESOS	DURING THE FINANCIAL YEAR
Aggregate maximum allocation in percentage	65.1%	69.9%
Actual percentage granted	64.1%	67.7%

The Company does not grant any options to the Non-Executive Directors pursuant to the ESOS. As such, the disclosure requirement for a breakdown of the options offered to and exercised by non-executive directors pursuant to an employee share option scheme under Appendix 9C, Part A (27)(d) of the MMLR is not applicable to the Company.

At the end of the FY2013, the Audit Committee reviewed the report by the Internal Audit Department on the verification of the allocation of the options to eligible Executive Directors and employees of the Group under the ESOS. The result of the said verification indicates that the said allocation as being in compliance with the criteria for the allocation of options pursuant to the ESOS, as required under paragraph 8.17 of the MMLR of Bursa Securities.

This Audit Committee Report is made in accordance with a resolution of the Board dated 9 May 2014.

rewarding investment

Built on the cornerstones of signature concepts, innovative designs, accessibility and connectivity, our exclusive developments are backed by a strong track record of good appreciation value and positive returns.

Arnica Serviced Residences, the first phase of Tropicana Gardens at Kota Damansara was fully sold within the first two days of launch

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Directors' Report

DIRECTORS' REPORT

The Directors have pleasure in presenting their report together with the audited financial statements of the Group and of the Company for the financial year ended 31 December 2013.

CHANGE OF NAME

On 22 May 2013, the Company changed its name from Dijaya Corporation Berhad to Tropicana Corporation Berhad.

PRINCIPAL ACTIVITIES

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

The principal activities of the subsidiaries, associate and jointly controlled entities are described in Notes 18, 19 and 20 to the financial statements respectively.

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

RESULTS

	GROUP RM'000	COMPANY RM'000
Profit, net of tax	378,372	106,543
Profit attributable to:		
Equity holders of the Company	362,308	106,543
Non–controlling interests	16,064	–
	378,372	106,543

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

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

a) the effects arising from fair value gain on investment properties which has resulted in an increase in the Group's profit for the year by RM104,628,000 as disclosed in Note 6 to the financial statements;

b) the effects arising from gain on disposal of property, plant and equipment which has resulted in an increase in the Group's profit for the year by RM59,017,000 as disclosed in Note 6 to the financial statements; and

c) the effects arising from fair value gain on remeasurement of a former associate on becoming a subsidiary which has resulted in an increase in the Group's profit for the year by RM29,705,000 as disclosed in Note 6 to the financial statements.

Directors' Report (Cont'd)

DIVIDENDS

The amount of dividends paid by the Company since 31 December 2012 were as follows:

	RM '000
In respect of the financial year ended 31 December 2012:	
First and final dividend of 6.4 sen per share less 25% taxation, on 1,079,550,823 ordinary shares, declared on 12 August 2013 and paid on 6 September 2013	51,818
In respect of the financial year ended 31 December 2013:	
First interim dividend of 4.5 sen per share less 25% taxation, on 1,084,316,254 ordinary shares, declared on 16 December 2013 and paid on 26 December 2013	36,596
	88,414

The directors do not recommend the payment of final dividend in respect of the financial year ended 31 December 2013.

DIRECTORS

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

Tan Sri Dato' Tan Chee Sing	
Dato' Yau Kok Seng	
Dato' Dickson Tan Yong Loong	
Tang Vee Mun	
Datuk Seri Panglima Mohd Annuar Bin Zaini	
Kong Woon Jun	
Dato' Ng Tian Sang @ Ng Kek Chuan	
Diana Tan Sheik Ni	
Dato' Khoo Poh Chye	
Dillon Tan Yong Chin	(Appointed on 21 May 2013)
Dato' Gan Nyap Liou @ Gan Nyap Liow	(Appointed on 1 August 2013)
Dato' Rohana Binti Tan Sri Mahmood	(Resigned on 9 November 2013)

DIRECTORS' BENEFITS

Neither at the end of the financial year, nor at any time during that year, did there subsist any arrangement to which the Company was a party, whereby the directors might acquire benefits by means of acquisition of shares in or debentures of the Company or any other body corporate, other than those arising from the share options granted under the Employee Share Option Scheme ("ESOS").

Since the end of the previous financial year, no director has received or become entitled to receive a benefit (other than benefits included in the aggregate amount of emoluments received or due and receivable by the directors as shown in Note 11 to the financial statements or the fixed salary of a full–time employee of the Company) by reason of a contract made by the Company or a related corporation with any director or with a firm of which the director is a member, or with a company in which the director has a substantial financial interest, except as disclosed in Note 41 to the financial statements.

Directors' Report (Cont'd)

DIRECTORS' INTERESTS

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

	TROPICANA CORPORATION BERHAD			
	NUMBER OF ORDINARY SHARES OF RM1 EACH			
	AT 1 JANUARY 2013	ACQUIRED	DISPOSED	AT 31 DECEMBER 2013
DIRECT INTEREST				
Tan Sri Dato' Tan Chee Sing	234,619,832	147,131,998	(25,143,000)	356,608,830
Kong Woon Jun	173,000	862,200	(673,000)	362,200
Dato' Ng Tian Sang @ Ng Kek Chuan	1,500,000	500,000	-	2,000,000
Dato' Yau Kok Seng	-	2,000,000	-	2,000,000
Dato' Dickson Tan Yong Loong	-	1,500,071	(1,500,071)	-
Diana Tan Sheik Ni	-	200,000	-	200,000
Dato' Khoo Poh Chye	-	1,843,500	(963,500)	880,000
INDIRECT INTEREST*				
Tan Sri Dato' Tan Chee Sing	331,681,537	190,000,000	(193,680,000)	328,001,537
Dato' Khoo Poh Chye	100,000	-	(100,000)	-

	TROPICANA CORPORATION BERHAD			
	NUMBER OF WARRANTS 2009/2019			
	AT 1 JANUARY 2013	ACQUIRED	EXERCISED	AT 31 DECEMBER 2013
DIRECT INTEREST				
Tan Sri Dato' Tan Chee Sing	49,304,036	-	-	49,304,036
INDIRECT INTEREST*				
Tan Sri Dato' Tan Chee Sing	24,800,950	-	-	24,800,950

	TROPICANA CORPORATION BERHAD			
	NUMBER OF OPTIONS OVER ORDINARY SHARES OF RM1 EACH			
	AT 1 JANUARY 2013	GRANTED	EXERCISED	AT 31 DECEMBER 2013
Tan Sri Dato' Tan Chee Sing	286,188	6,958,610	(7,131,998)	112,800
Dato' Dickson Tan Yong Loong	716,271	7,183,690	(1,500,071)	6,399,890
Kong Woon Jun	406,870	2,420,100	(862,200)	1,964,770
Dato' Khoo Poh Chye	579,870	2,420,100	(1,843,500)	1,156,470
Dato' Yau Kok Seng	-	7,900,000	(2,000,000)	5,900,000

Directors' Report (Cont'd)

	NOMINAL VALUE OF REDEEMABLE CONVERTIBLE UNSECURED LOAN STOCK			
	AT 1 JANUARY 2013 RM	ISSUED RM	CONVERSION RM	AT 31 DECEMBER 2013 RM
Tan Sri Dato' Tan Chee Sing*	**684,681,436**	**–**	**(247,000,000)**	**437,681,436**

* Indirect interest (shareholding by companies in which the directors are deemed to have interest and/or shares held by spouse).

Tan Sri Dato' Tan Chee Sing, by virtue of his interest in shares in the Company, is also deemed interested in the shares in all the Company's subsidiaries to the extent the Company has an interest.

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

ISSUE OF SHARES

The Company increased its issued and paid-up share capital from RM793,086,627 to RM1,107,281,354 by way of the issuance of:

a) 30,741,507 ordinary shares of RM1 each for cash pursuant to the exercise of share options exercised under the Company's Employee Share Option Scheme at an average exercise price of RM1.03 per ordinary share;

b) 7,146,020 ordinary shares of RM1 each for cash pursuant to the exercise of Warrant 2009/2019 at an exercise price of RM1.00 per ordinary share;

c) 86,307,200 ordinary shares of RM1 each pursuant to private placement at an issue price of RM1.78 per ordinary shares; and

d) 190,000,000 ordinary shares of RM1 each pursuant to the conversion of RM247,000,000 nominal value Redeemable Convertible Unsecured Loan Stock converted at RM1.30 per ordinary share.

The new ordinary shares issued during the financial year ranked pari passu in all respects with the existing ordinary shares of the Company.

TREASURY SHARES

During the financial year, the Company repurchased 22,816,300 of its issued ordinary shares from the open market at an average price of RM1.87 per share. The shares repurchased are being held as treasury shares in accordance with Section 67A of the Companies Act, 1965.

EMPLOYEE SHARE OPTION SCHEME

The Company's Employee Share Option Scheme ("ESOS") is governed by the Bye-Laws approved by the shareholders at an Extraordinary General Meeting held on 24 June 2005 and Amended Bye-Laws dated 3 October 2011. The ESOS was implemented on 21 September 2005 and is enforceable for a period of 10 years from the date of implementation. The salient features and other terms of the ESOS are disclosed in Note 33 to the financial statements.

The Company has been granted exemption by the Companies Commission of Malaysia from having to disclose the names of options holder, other than directors, who have granted options to subscribe for not less than 2,000,000 ordinary shares of RM1 each. The names of option holders granted options to subscribe for 2,000,000 ordinary shares of RM1 each during the financial year are as follows:

Directors' Report (Cont'd)

EMPLOYEE SHARE OPTION SCHEME (CONT'D)

				NUMBER OF SHARE OPTIONS			
NAME	GRANT DATE	EXPIRY DATE	EXERCISE PRICE	GRANTED ('000)	EXERCISED ('000)	FORFEITED ('000)	31 DECEMBER 2013 ('000)
Kho Joo Hee	22.01.2013	20.09.2015	RM1.00	1,200	720	480	–
	07.03.2013	20.09.2015	RM1.32	800	480	320	–
Andrew Ashwin S/O	22.01.2013	20.09.2015	RM1.00	1,000	–	–	1,000
Podimhatia	07.03.2013	20.09.2015	RM1.32	1,000	–	–	1,000
John Lou Chee Khiam	22.01.2013	20.09.2015	RM1.00	1,000	500	–	500
	07.03.2013	20.09.2015	RM1.32	1,000	300	–	700
Chu Chee Kwang	22.01.2013	20.09.2015	RM1.00	1,200	400	–	800
	07.03.2013	20.09.2015	RM1.32	800	–	–	800
Loh Pek Mee, Pamela	22.01.2013	20.09.2015	RM1.00	1,000	300	–	700
	07.03.2013	20.09.2015	RM1.32	1,000	–	–	1,000
Leong Choon Meng	07.03.2013	20.09.2015	RM1.32	2,000	600	–	1,400
Chong Choon Yeng	07.03.2013	20.09.2015	RM1.32	2,000	–	–	2,000
Lee Han Ming	13.12.2013	20.09.2015	RM1.32	2,000	–	–	2,000
Leong Jee Van	13.12.2013	20.09.2015	RM1.32	2,000	–	–	2,000

Details of options granted to directors are disclosed in the directors' interests section in this report.

OTHER STATUTORY INFORMATION

(a) 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:

(i) 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 satisfied themselves that all known bad debts had been written off and that adequate allowance had been made for doubtful debts; and

(ii) to ensure that any current assets which were unlikely to realise their values as shown in the accounting records in the ordinary course of business had been written down to an amount which they might be expected so to realise.

(b) At the date of this report, the directors are not aware of any circumstances which would render:

(i) the amount written off for bad debts or the amount of the allowance for doubtful debts inadequate to any substantial extent in respect of these financial statements; and

(ii) the values attributed to the current assets in the financial statements of the Group and of the Company misleading.

(c) At the date of this report, the directors are not aware of any circumstances which have arisen which would render adherence to the existing method of valuation of assets or liabilities of the Group and of the Company misleading or inappropriate.

(d) At the date of this report, the directors are not aware of any circumstances not otherwise dealt with in this report or financial statements of the Group and of the Company which would render any amount stated in the financial statements misleading.

Directors' Report (Cont'd)

OTHER STATUTORY INFORMATION (CONT'D)

(e) As at the date of this report, there does not exist:

(i) any charge on the assets of the Group or of the Company which has arisen since the end of the financial year which secures the liabilities of any other person; or

(ii) any contingent liability of the Group or of the Company which has arisen since the end of the financial year.

(f) In the opinion of the directors:

(i) no contingent or other liability has become enforceable or is likely to become enforceable within the period of twelve months after the end of the financial year which will or may affect the ability of the Group or of the Company to meet their obligations when they fall due; and

(ii) no item, transaction or event of a material and unusual nature has arisen in the interval between the end of the financial year and the date of this report which is likely to affect substantially the results of the operations of the Group or of the Company for the financial year in which this report is made.

SIGNIFICANT AND SUBSEQUENT EVENTS

In addition to the significant events disclosed elsewhere in this report, other significant events are disclosed in Notes 49 and 50 to the financial statements.

AUDITORS

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

Signed on behalf of the Board in accordance with a resolution of the directors dated 20 February 2014.

DATO' YAU KOK SENG **DATO' DICKSON TAN YONG LOONG**

Statement by Directors

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

We, Dato' Yau Kok Seng and Dato' Dickson Tan Yong Loong, being two of the directors of Tropicana Corporation Berhad (formerly known as Dijaya Corporation Berhad), do hereby state that, in the opinion of the directors, the accompanying financial statements set out on pages 117 to 232 are drawn up in accordance with Financial Reporting Standards and the Companies Act, 1965 in Malaysia so as to give a true and fair view of the financial position of the Group and of the Company as at 31 December 2013 and of their financial performance and cash flows for the year then ended.

The information set out in Note 52 on page 233 to the financial statements have been prepared in accordance with the Guidance on Special Matter No. 1, Determination of Realised and Unrealised Profits or Losses in the Context of Disclosure Pursuant to Bursa Malaysia Securities Berhad Listing Requirements, as issued by the Malaysian Institute of Accountants.

Signed on behalf of the Board in accordance with a resolution of the directors dated 20 February 2014.

DATO' YAU KOK SENG

DATO' DICKSON TAN YONG LOONG

Statutory Declaration

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

I, Chong Choon Yeng, being the officer primarily responsible for the financial management of Tropicana Corporation Berhad (formerly known as Dijaya Corporation Berhad), do solemnly and sincerely declare that the accompanying financial statements set out on pages 117 to 233 are in my opinion correct, and I make this solemn declaration conscientiously believing the same to be true and by virtue of the provisions of the Statutory Declarations Act, 1960.

Subscribed and solemnly declared by
the abovenamed Chong Choon Yeng
at Petaling Jaya in the State of Selangor,
Darul Ehsan on 20 February 2014

CHONG CHOON YENG

Before me,
S. AROKIADASS
B390
Commissioner for Oaths

Independent Auditors' Report

TO THE MEMBERS OF TROPICANA CORPORATION BERHAD (FORMERLY KNOWN AS DIJAYA CORPORATION BERHAD) (INCORPORATED IN MALAYSIA)

REPORT ON THE FINANCIAL STATEMENTS

We have audited the financial statements of Tropicana Corporation Berhad (formerly known as Dijaya Corporation Berhad), which comprise the statements of financial position as at 31 December 2013 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 year then ended, and a summary of significant accounting policies and other explanatory notes, as set out on pages 117 to 232.

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 Financial Reporting Standards and the Companies Act, 1965 in Malaysia, and for such internal control as the directors determine are necessary to enable the preparation of financial statements that are free from material misstatement, whether due to fraud or error.

Auditors' responsibility

Our responsibility is to express an opinion on these financial statements based on our audit. We conducted our audit in accordance with approved standards on auditing in Malaysia. Those standards require that we comply with ethical requirements and plan and perform the audit to obtain reasonable assurance about whether the financial statements are free from material misstatement.

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

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

Opinion

In our opinion, the financial statements have been properly drawn up in accordance with Financial Reporting Standards and the Companies Act, 1965 in Malaysia so as to give a true and fair view of the financial position of the Group and of the Company as at 31 December 2013 and of their financial performance and cash flows for the year then ended.

REPORT ON OTHER LEGAL AND REGULATORY REQUIREMENTS

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

(a) In our opinion, the accounting and other records and the registers required by the Act to be kept by the Company and its subsidiaries of which we have acted as auditors have been properly kept in accordance with the provisions of the Act.

(b) We have considered the financial statements and the auditors' reports of all the subsidiaries of which we have not acted as auditors, which are indicated in Note 18 to the financial statements, being financial statements that have been included in the consolidated financial statements.

(c) We are satisfied that the financial statements of the subsidiaries that have been consolidated with the financial statements of the Company are in form and content appropriate and proper for the purposes of the preparation of the consolidated financial statements and we have received satisfactory information and explanations required by us for those purposes.

(d) The auditors' reports on the financial statements of the subsidiaries were not subject to any qualification material to the consolidated financial statements and did not include any comment required to be made under Section 174(3) of the Act.

Independent Auditors' Report

TO THE MEMBERS OF TROPICANA CORPORATION BERHAD (FORMERLY KNOWN AS DIJAYA CORPORATION BERHAD) (CONT'D)

OTHER MATTERS

The supplementary information set out in Note 52 on page 233 is disclosed to meet the requirement of Bursa Malaysia Securities Berhad. The directors are responsible for the preparation of the supplementary information in accordance with Guidance on Special Matter No. 1, Determination of Realised and Unrealised Profits or Losses in the Context of 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.

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

ERNST & YOUNG
AF: 0039
Chartered Accountants

LOW KHUNG LEONG
No.2697/01/15(J)
Chartered Accountant

Kuala Lumpur, Malaysia
20 February 2014

Statements of Comprehensive Income

FOR THE YEAR ENDED 31 DECEMBER 2013

	NOTE	GROUP		COMPANY	
		2013 RM'000	2012 RM'000	2013 RM'000	2012 RM'000
REVENUE	4	**1,475,503**	630,363	**159,863**	96,575
Cost of sales	5	**(893,576)**	(351,790)	**–**	–
GROSS PROFIT		**581,927**	278,573	**159,863**	96,575
OTHER ITEMS OF INCOME					
Other income	6	**206,881**	138,471	**1**	2
OTHER ITEMS OF EXPENSE					
Administrative expenses		**(191,135)**	(108,384)	**(43,718)**	(16,070)
Other expenses		**(108,860)**	(63,980)	**(3,223)**	(2,130)
OPERATING PROFIT		**488,813**	244,680	**112,923**	78,377
Finance income	7	**9,064**	5,584	**51,790**	13,454
Finance costs	8	**(77,943)**	(31,622)	**(30,922)**	(7,011)
Share of results of an associate		**4,381**	7,807	**–**	–
Share of results of jointly controlled entities		**79,333**	(1,505)	**–**	–
PROFIT BEFORE TAX	9	**503,648**	224,944	**133,791**	84,820
Income tax expense	12	**(125,276)**	(44,413)	**(27,248)**	(18,374)
PROFIT, NET OF TAX		**378,372**	180,531	**106,543**	66,446
OTHER COMPREHENSIVE INCOME TO BE RECLASSIFIED TO PROFIT AND LOSS IN SUBSEQUENT PERIOD					
Foreign currency translation		**(404)**	(209)	**–**	–
Share of other comprehensive income of an associate		**–**	(239)	**–**	–
TOTAL OTHER COMPREHENSIVE INCOME		**377,968**	180,083	**106,543**	66,446
PROFIT ATTRIBUTABLE TO:					
Equity holders of the Company		**362,308**	171,057		
Non-controlling interests		**16,064**	9,474		
		378,372	180,531		
TOTAL COMPREHENSIVE INCOME ATTRIBUTABLE TO:					
Equity holders of the Company		**361,904**	170,609		
Non-controlling interests		**16,064**	9,474		
		377,968	180,083		
EARNINGS PER SHARE ATTRIBUTABLE TO OWNERS OF THE PARENT (SEN PER SHARE)					
Basic	13	**34.31**	32.48		
Diluted	13	**25.59**	17.90		
NET DIVIDENDS PER ORDINARY SHARE IN RESPECT OF THE YEAR (SEN PER SHARE)	14	**3.40**	4.80		

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

Statements of Financial Position – Group

AS AT 31 DECEMBER 2013

	NOTE	2013 RM'000	2012 RM'000
ASSETS			
NON-CURRENT ASSETS			
Property, plant and equipment	15	**554,309**	656,231
Land held for property development	16(A)	**1,390,636**	1,184,839
Investment properties	17	**1,299,445**	1,446,288
Investments in an associate	19	**1,763**	31,093
Investments in jointly controlled entities	20	**186,169**	68,193
Other investments	22	**312**	365
Security retainers accumulation fund	23	**3,837**	3,630
Intangible assets	24	**80,378**	20,625
Deferred tax assets	35	**50,875**	63,328
		3,567,724	3,474,592
CURRENT ASSETS			
Property development costs	16(B)	**554,339**	558,412
Inventories	25	**67,089**	31,079
Trade and other receivables	26	**383,287**	144,622
Other current assets	27	**248,820**	142,837
Marketable securities	21	**–**	11,231
Tax recoverable		**3,245**	5,391
Cash and bank balances	28	**497,233**	210,815
		1,754,013	1,104,387
Asset classified as held for sale	29	**103,979**	–
		1,857,992	1,104,387
TOTAL ASSETS		**5,425,716**	4,578,979

Statements of Financial Position – Group (Cont'd)

AS AT 31 DECEMBER 2013

	NOTE	2013 RM'000	2012 RM'000
EQUITY AND LIABILITIES			
EQUITY ATTRIBUTABLE TO EQUITY HOLDERS OF THE COMPANY			
Share capital	30	**1,107,281**	793,087
Treasury shares	30	**(42,779)**	–
Reserves	31	**1,505,754**	1,305,518
		2,570,256	2,098,605
Non-controlling interests		**163,778**	127,643
TOTAL EQUITY		**2,734,034**	2,226,248
NON-CURRENT LIABILITIES			
Sinking fund	32	**1,005**	143
Provision for liabilities	34	**41,390**	5,486
Deferred tax liabilities	35	**120,566**	112,668
Security retainers	36	**1,485**	1,375
Deferred licence fees	37	**77,400**	73,389
Borrowings	38	**1,566,751**	1,596,535
		1,808,597	1,789,596
CURRENT LIABILITIES			
Deferred licence fees	37	**2,236**	2,223
Borrowings	38	**350,759**	231,779
Trade and other payables	39	**474,918**	323,246
Other current liabilities	40	**12,704**	7
Tax payable		**42,468**	5,880
		883,085	563,135
TOTAL LIABILITIES		**2,691,682**	2,352,731
TOTAL EQUITY AND LIABILITIES		**5,425,716**	4,578,979

Statements of Financial Position – Company

AS AT 31 DECEMBER 2013

	NOTE	2013 RM'000	2012 RM'000
ASSETS			
NON-CURRENT ASSETS			
Property, plant and equipment	15	**3,425**	4,604
Investments in subsidiaries	18	**1,438,521**	920,355
Other investments	22	**312**	312
Trade and other receivables	26	**–**	180,744
Deferred tax assets	35	**22,011**	36,909
		1,464,269	1,142,924
CURRENT ASSETS			
Trade and other receivables	26	**1,104,626**	1,075,891
Other current assets	27	**3,725**	55
Tax recoverable		**1,150**	1,166
Cash and bank balances	28	**61,718**	46,734
		1,171,219	1,123,846
TOTAL ASSETS		**2,635,488**	2,266,770
EQUITY AND LIABILITIES			
EQUITY			
Share capital	30	**1,107,281**	793,087
Treasury shares	30	**(42,779)**	–
Reserves	31	**896,572**	951,697
Shareholder's equity		**1,961,074**	1,744,784
NON-CURRENT LIABILITY			
Borrowings	38	**423,892**	413,553
CURRENT LIABILITIES			
Borrowings	38	**59,768**	82,250
Other payables	39	**190,754**	26,183
		250,522	108,433
TOTAL LIABILITIES		**674,414**	521,986
TOTAL EQUITY AND LIABILITIES		**2,635,488**	2,266,770

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

Statements of Changes in Equity – Group

FOR THE YEAR ENDED 31 DECEMBER 2013

	← ATTRIBUTABLE TO EQUITY HOLDER OF THE COMPANY →											
	← NON-DISTRIBUTABLE →											
	SHARE CAPITAL RM'000 NOTE 30	TREASURY SHARES RM'000 NOTE 30	SHARE PREMIUM RM'000 NOTE 30	FOREIGN CURRENCY TRANS-LATION RESERVE RM'000 NOTE 31 (A)	SHARE OPTIONS RESERVE RM'000 NOTE 31 (B)	WARRANTS RESERVE 2009/2019 RM'000 NOTE 31 (C)	RCULS RESERVE 2012/2022 RM'000 NOTE 31 (D)	RETAINED PROFIT RM'000	TOTAL RESERVES/ RETAINED PROFIT RM'000	TOTAL RM'000	NON CONTROL-LING INTERESTS RM'000	TOTAL EQUITY RM'000
AT 1 JANUARY 2013	**793,087**	**-**	**354,549**	**(489)**	**3,966**	**48,124**	**576,481**	**322,887**	**1,305,518**	**2,098,605**	**127,643**	**2,226,248**
TOTAL COMPREHENSIVE INCOME	**-**	**-**	**-**	**(404)**	**-**	**-**	**-**	**362,308**	**361,904**	**361,904**	**16,064**	**377,968**
TRANSACTIONS WITH OWNERS												
Issue of ordinary shares pursuant to ESOS	**30,741**	**-**	**1,031**	**-**	**-**	**-**	**-**	**-**	**1,031**	**31,772**	**-**	**31,772**
Issue of ordinary shares pursuant to warrants 2009/2019	**7,146**	**-**	**2,164**	**-**	**-**	**(2,164)**	**-**	**-**	**-**	**7,146**	**-**	**7,146**
Issue of ordinary shares pursuant to Conversion of RCULS	**190,000**	**-**	**56,414**	**-**	**-**	**-**	**(207,821)**	**-**	**(151,407)**	**38,593**	**-**	**38,593**

Statements of Changes in Equity – Group (Cont'd)

FOR THE YEAR ENDED 31 DECEMBER 2013

	← ATTRIBUTABLE TO EQUITY HOLDER OF THE COMPANY →											
	← NON-DISTRIBUTABLE →											
	SHARE CAPITAL RM'000 NOTE 30	TREASURY SHARES RM'000 NOTE 30	SHARE PREMIUM RM'000 NOTE 30	FOREIGN CURRENCY TRANS-LATION RESERVE RM'000 NOTE 31 (A)	SHARE OPTIONS RESERVE RM'000 NOTE 31 (B)	WARRANTS RESERVE 2009/2019 RM'000 NOTE 31 (C)	RCULS RESERVE 2012/2022 RM'000 NOTE 31 (D)	RETAINED PROFIT RM'000	TOTAL RESERVES/ RETAINED PROFIT RM'000	TOTAL RM'000	NON CONTROL-LING INTERESTS RM'000	TOTAL EQUITY RM'000
TRANSACTIONS WITH OWNERS (CONT'D)												
Issue of ordinary shares pursuant to Private Placement	**86,307**	**-**	**67,320**	**-**	**-**	**-**	**-**	**-**	**67,320**	**153,627**	**-**	**153,627**
Share issuance expenses for Private Placement	**-**	**-**	**(3,539)**	**-**	**-**	**-**	**-**	**-**	**(3,539)**	**(3,539)**	**-**	**(3,539)**
Purchase of treasury shares	**-**	**(42,779)**	**-**	**-**	**-**	**-**	**-**	**-**	**-**	**(42,779)**	**-**	**(42,779)**
Effects pursuant to ESOS on:												
- conversion	**-**	**-**	**10,183**	**-**	**(10,183)**	**-**	**-**	**-**	**-**	**-**	**-**	**-**
- grant	**-**	**-**	**-**	**-**	**13,341**	**-**	**-**	**-**	**13,341**	**13,341**	**-**	**13,341**
- forfeiture	**-**	**-**	**-**	**-**	**(352)**	**-**	**-**	**352**	**-**	**-**	**-**	**-**

Statements of Changes in Equity – Group (Cont'd)

FOR THE YEAR ENDED 31 DECEMBER 2013

	← ATTRIBUTABLE TO EQUITY HOLDER OF THE COMPANY →											
	← NON-DISTRIBUTABLE →											
	SHARE CAPITAL RM'000 NOTE 30	TREASURY SHARES RM'000 NOTE 30	SHARE PREMIUM RM'000 NOTE 30	FOREIGN CURRENCY TRANS-LATION RESERVE RM'000 NOTE 31 (A)	SHARE OPTIONS RESERVE RM'000 NOTE 31 (B)	WARRANTS RESERVE 2009/2019 RM'000 NOTE 31 (C)	RCULS RESERVE 2012/2022 RM'000 NOTE 31 (D)	RETAINED PROFIT RM'000	TOTAL RESERVES/ RETAINED PROFIT RM'000	TOTAL RM'000	NON CONTROL-LING INTERESTS RM'000	TOTAL EQUITY RM'000
TRANSACTIONS WITH OWNERS (CONT'D)												
Issuance of equity of non-controlling interest	-	-	-	-	-	-	-	-	-	-	17,140	17,140
Remeasurement of non-controlling interest	-	-	-	-	-	-	-	-	-	-	6,231	6,231
Dividend paid												
– to the shareholders of the Company	-	-	-	-	-	-	-	(88,414)	(88,414)	(88,414)	-	(88,414)
– to non-controlling interest of a subsidiary	-	-	-	-	-	-	-	-	-	-	(3,300)	(3,300)
Total transactions with owners	314,194	(42,779)	133,573	-	2,806	(2,164)	(207,821)	(88,062)	(161,668)	109,747	20,071	129,818
AT 31 DECEMBER 2013	1,107,281	(42,779)	488,122	(893)	6,772	45,960	368,660	597,133	1,505,754	2,570,256	163,778	2,734,034

Statements of Changes in Equity – Group (Cont'd)

FOR THE YEAR ENDED 31 DECEMBER 2013

	ATTRIBUTABLE TO EQUITY HOLDER OF THE COMPANY											
	NON-DISTRIBUTABLE											
	SHARE CAPITAL RM'000 NOTE 30	TREASURY SHARES RM'000 NOTE 30	SHARE PREMIUM RM'000 NOTE 30	FOREIGN CURRENCY TRANS-LATION RESERVE RM'000 NOTE 31 (A)	SHARE OPTIONS RESERVE RM'000 NOTE 31 (B)	WARRANTS RESERVE 2009/2019 RM'000 NOTE 31 (C)	RCULS RESERVE 2012/2022 RM'000 NOTE 31 (D)	RETAINED PROFIT RM'000	TOTAL RESERVES/ RETAINED PROFIT RM'000	TOTAL RM'000	NON CONTROL-LING INTERESTS RM'000	TOTAL EQUITY RM'000
AT 1 JANUARY 2012	458,119	-	366,664	(41)	4,081	39,320	-	170,626	580,650	1,038,769	117,970	1,156,739
TOTAL COMPREHENSIVE INCOME	-	-	-	(448)	-	-	-	171,057	170,609	170,609	9,474	180,083
TRANSACTIONS WITH OWNERS												
Issue of ordinary shares pursuant to ESOS	2,550	-	349	-	-	-	-	-	349	2,899	-	2,899
Issue of ordinary shares pursuant to warrants 2009/2019	3	-	1	-	-	(1)	-	-	-	3	-	3
Issue of ordinary shares persuant to Rights Issue	265,932	-	53,186	-	-	-	-	-	53,186	319,118	-	319,118

Statements of Changes in Equity – Group (Cont'd)

FOR THE YEAR ENDED 31 DECEMBER 2013

	← ATTRIBUTABLE TO EQUITY HOLDER OF THE COMPANY →											
	← NON-DISTRIBUTABLE →											
	SHARE CAPITAL RM'000 NOTE 30	TREASURY SHARES RM'000 NOTE 30	SHARE PREMIUM RM'000 NOTE 30	FOREIGN CURRENCY TRANS-LATION RESERVE RM'000 NOTE 31 (A)	SHARE OPTIONS RESERVE RM'000 NOTE 31 (B)	WARRANTS RESERVE 2009/2019 RM'000 NOTE 31 (C)	RCULS RESERVE 2012/2022 RM'000 NOTE 31 (D)	RETAINED PROFIT RM'000	TOTAL RESERVES/ RETAINED PROFIT RM'000	TOTAL RM'000	NON CONTROL-LING INTERESTS RM'000	TOTAL EQUITY RM'000
TRANSACTIONS WITH OWNERS (CONT'D)												
Issue of ordinary shares pursuant to Bonus Share	66,483	-	(66,483)	-	-	-	-	-	(66,483)	-	-	-
Share issuance expenses for Rights Issue	-	-	(129)	-	-	-	-	-	(129)	(129)	-	(129)
Issuance of RCULS 2012/2022	-	-	-	-	-	-	576,481	-	576,481	576,481	-	576,481
Issuance of warrants 2009/2019	-	-	-	-	-	8,805	-	(8,805)	-	-	-	-
Effects pursuant to ESOS on:												
- conversion	-	-	961	-	(961)	-	-	-	-	-	-	-
- grant	-	-	-	-	1,231	-	-	-	1,231	1,231	-	1,231
- forfeiture	-	-	-	-	(385)	-	-	374	(11)	(11)	11	-

Statements of Changes in Equity – Group (Cont'd)

FOR THE YEAR ENDED 31 DECEMBER 2013

	← ATTRIBUTABLE TO EQUITY HOLDER OF THE COMPANY →											
	← NON-DISTRIBUTABLE →											
	SHARE CAPITAL RM'000 NOTE 30	TREASURY SHARES RM'000 NOTE 30	SHARE PREMIUM RM'000 NOTE 30	FOREIGN CURRENCY TRANS-LATION RESERVE RM'000 NOTE 31 (A)	SHARE OPTIONS RESERVE RM'000 NOTE 31 (B)	WARRANTS RESERVE 2009/2019 RM'000 NOTE 31 (C)	RCULS RESERVE 2012/2022 RM'000 NOTE 31 (D)	RETAINED PROFIT RM'000	TOTAL RESERVES/ RETAINED PROFIT RM'000	TOTAL RM'000	NON CONTROL-LING INTERESTS RM'000	TOTAL EQUITY RM'000
TRANSACTIONS WITH OWNERS (CONT'D)												
Issuance of equity to non-controlling interests	–	–	–	–	–	–	–	–	–	–	6,788	6,788
Dividend paid – to the shareholders of the Company	–	–	–	–	–	–	–	(10,365)	(10,365)	(10,365)	–	(10,365)
– to non-controlling interest of a subsidiary	–	–	–	–	–	–	–	–	–	–	(6,600)	(6,600)
Total transactions with owners	334,968	–	(12,115)	–	(115)	8,804	576,481	(18,796)	554,259	889,227	199	889,426
At 31 December 2012	793,087	–	354,549	(489)	3,966	48,124	576,481	322,887	1,305,518	2,098,605	127,643	2,226,248

Statements of Changes in Equity – Company

FOR THE YEAR ENDED 31 DECEMBER 2013

			RESERVES						
			NON-DISTRIBUTABLE RESERVES						
	SHARE CAPITAL RM'000 NOTE 30	TREASURY SHARES RM'000 NOTE 30	SHARE PREMIUM RM'000 NOTE 30	SHARE OPTIONS RESERVE RM'000 NOTE 31 (B)	WARRANTS RESERVE 2009/2019 RM'000 NOTE 31 (C)	RCULS RESERVE 2012/2022 RM'000 NOTE 31 (D)	ACCU-MULATED LOSSES RM'000 NOTE 31 (E)	TOTAL RESERVES RM'000	TOTAL EQUITY RM'000
AT 1 JANUARY 2013	**793,087**	**–**	**354,549**	**3,966**	**48,124**	**576,481**	**(31,423)**	**951,697**	**1,744,784**
TOTAL COMPREHENSIVE INCOME	**–**	**–**	**–**	**–**	**–**	**–**	**106,543**	**106,543**	**106,543**
TRANSACTIONS WITH OWNERS									
Issue of ordinary shares pursuant to ESOS	**30,741**	**–**	**1,031**	**–**	**–**	**–**	**–**	**1,031**	**31,772**
Issue of ordinary shares pursuant to warrant 2009/2019	**7,146**	**–**	**2,164**	**–**	**(2,164)**	**–**	**–**	**–**	**7,146**
Issue of ordinary shares pursuant to Conversion of RCULS	**190,000**	**–**	**56,414**	**–**	**–**	**(207,821)**	**–**	**(151,407)**	**38,593**
Issue of ordinary shares pursuant to Private Placement	**86,307**	**–**	**67,320**	**–**	**–**	**–**	**–**	**67,320**	**153,627**
Share issuance expenses for Private Placement	**–**	**–**	**(3,539)**	**–**	**–**	**–**	**–**	**(3,539)**	**(3,539)**
Effects pursuant to ESOS on:									
– conversion	**–**	**–**	**10,183**	**(10,183)**	**–**	**–**	**–**	**–**	**–**
– grant	**–**	**–**	**–**	**13,341**	**–**	**–**	**–**	**13,341**	**13,341**
– forfeiture	**–**	**–**	**–**	**(352)**	**–**	**–**	**352**	**–**	**–**
Purchase of treasury shares	**–**	**(42,779)**	**–**	**–**	**–**	**–**	**–**	**–**	**(42,779)**
Dividend paid	**–**	**–**	**–**	**–**	**–**	**–**	**(88,414)**	**(88,414)**	**(88,414)**
Total transactions with owners	**314,194**	**(42,779)**	**133,573**	**2,806**	**(2,164)**	**(207,821)**	**(88,062)**	**(161,668)**	**109,747**
AT 31 DECEMBER 2013	**1,107,281**	**(42,779)**	**488,122**	**6,772**	**45,960**	**368,660**	**(12,942)**	**896,572**	**1,961,074**

Statements of Changes in Equity – Company (Cont'd)

FOR THE YEAR ENDED 31 DECEMBER 2013

			RESERVES						
			NON-DISTRIBUTABLE RESERVES						
	SHARE CAPITAL RM'000 NOTE 30	TREASURY SHARES RM'000 NOTE 30	SHARE PREMIUM RM'000 NOTE 30	SHARE OPTIONS RESERVE RM'000 NOTE 31 (B)	WARRANTS RESERVE 2009/2019 RM'000 NOTE 31 (C)	RCULS RESERVE 2012/2022 RM'000 NOTE 31 (D)	ACCU-MULATED LOSSES RM'000 NOTE 31 (E)	TOTAL RESERVES RM'000	TOTAL EQUITY RM'000
AT 1 JANUARY 2012	458,119	–	366,664	4,081	39,320	–	(79,084)	330,981	789,100
TOTAL COMPREHENSIVE INCOME	–	–	–	–	–	–	66,446	66,446	66,446
TRANSACTIONS WITH OWNERS									
Issue of ordinary shares pursuant to ESOS	2,550	–	349	–	–	–	–	349	2,899
Issue of ordinary shares pursuant to warrant 2009/2019	3	–	1	–	(1)	–	–	–	3
Issue of ordinary shares pursuant to Bonus Share	66,483	–	(66,483)	–	–	–	–	(66,483)	–
Issue of ordinary shares pursuant to Rights Issue	265,932	–	53,186	–	–	–	–	53,186	319,118
Share issuance expenses for Right Issue	–	–	(129)	–	–	–	–	(129)	(129)
Issuance of RCULS 2012/2022	–	–	–	–	–	576,481	–	576,481	576,481
Issuance of warrants	–	–	–	–	8,805	–	(8,805)	–	–
Effects pursuant to ESOS on:									
– conversion	–	–	961	(961)	–	–	–	–	–
– grant	–	–	–	1,231	–	–	–	1,231	1,231
– forfeiture	–	–	–	(385)	–	–	385	–	–
Dividend paid	–	–	–	–	–	–	(10,365)	(10,365)	(10,365)
Total transactions with owners	334,968	–	(12,115)	(115)	8,804	576,481	(18,785)	554,270	889,238
AT 31 DECEMBER 2012	793,087	–	354,549	3,966	48,124	576,481	(31,423)	951,697	1,744,784

Statements of Cash Flows

FOR THE YEAR ENDED 31 DECEMBER 2013

	GROUP	
	2013	2012
	RM'000	RM'000
CASH FLOWS FROM OPERATING ACTIVITIES		
Profit before tax	**503,648**	224,944
Adjustments for:		
Depreciation of property, plant and equipment	**22,658**	15,349
Property, plant and equipment written off	**3,682**	89
Fair value gains on investment properties	**(104,628)**	(106,651)
Gain on disposal of property, plant and equipment	**(59,017)**	(6,327)
Reversal of impairment loss on financial asset – trade and other receivables	**(183)**	(183)
Share of profits in an associate	**(4,381)**	(7,807)
Share of (gain)/loss in jointly controlled entities	**(79,333)**	1,505
Remeasurement of an associate	**(29,705)**	–
Gain on disposal of investment in subsidiary	**–**	(12,937)
Unwinding of discount of security retainers	**110**	101
Other investment written off	**53**	–
Provision for liabilities	**35,904**	(1,500)
Gross dividend income	**–**	(178)
Gain on bargain purchase	**–**	(2,427)
Amortisation of borrowings expenses	**10,404**	2,711
Loss on disposal of marketable securities	**623**	1,976
Net fair value loss on marketable securities	**861**	6,106
Goodwill written off	**50**	–
Amortisation of deferred license fees	**(2,236)**	(2,223)
Allowance for impairment loss for:		
– trade and other receivables	**266**	480
Amortisation of endowment fund premium	**11**	11
Unrealised returns on endowment policy	**(218)**	(213)
Interest income	**(8,881)**	(4,293)
Interest expense	**77,943**	31,622
Share options granted under ESOS	**13,341**	1,231
Operating profit before working capital changes	**380,972**	141,386
Changes in working capital:		
Receivables	**(289,372)**	(34,932)
Deposits with licensed bank not available for use	**(32,203)**	(7,369)
Inventories	**29,488**	(7,293)
Balance carried forward	**88,885**	91,792

Statements of Cash Flows (Cont'd)

FOR THE YEAR ENDED 31 DECEMBER 2013

	GROUP	
	2013	2012
	RM'000	RM'000
Operating profit before working capital changes (cont'd)		
Balance brought forward	**88,885**	91,792
Property development costs	**116,407**	(109,145)
Land held for property development	**(22,232)**	(273,957)
Payables	**152,167**	106,517
Cash generated from/(used in) operations	**335,227**	(184,793)
Increase/(decrease) in sinking fund	**862**	(452)
Increase in deferred license fees	**6,260**	2,220
Interests paid	**(90,787)**	(67,278)
Taxes paid, net of refunds	**(80,157)**	(36,956)
Net cash generated from/(used in) operations	**171,405**	(287,259)
CASH FLOWS FROM INVESTING ACTIVITIES		
Purchase of property, plant and equipment	**(78,353)**	(134,196)
Purchase of investment properties	**(20,988)**	(135,568)
Investment in jointly controlled entities	**(29,650)**	(45,406)
Proceeds from disposal of property, plant and equipment	**84,950**	26,096
Proceeds from disposal of marketable securities	**9,747**	38,382
Interest received	**6,860**	3,117
Net cash outflow on acquisition of subsidiaries	**(21,077)**	(255,155)
Net cash outflow from disposal of subsidiary	**–**	(131)
Dividend received	**–**	178
Dividend received from an associate	**271**	4,366
Net cash used in investing activities	**(48,240)**	(498,317)
CASH FLOWS FROM FINANCING ACTIVITIES		
Payment of issuance expenses for borrowings	**(5,950)**	(12,782)
Net drawdown from borrowings	**72,568**	560,299
Hire purchase	**(2,527)**	(89)
Issue of ordinary shares pursuant to the warrants	**7,146**	3
Issue of ordinary shares pursuant to the ESOS	**31,772**	2,899
Issue of ordinary shares pursuant to the Rights Issue	**–**	319,118
Issue of ordinary shares pursuant to the Private Placement	**153,627**	–
Purchase of treasury shares	**(42,779)**	–
Share issuance expenses for private placement	**(3,539)**	(129)
Issuance of equity interest to non-controlling interests	**17,140**	6,788
Dividends paid to equity holders of the Company	**(88,414)**	(10,365)
Dividends paid to non-controlling interest of a subsidiary	**(3,300)**	(6,600)
Net cash generated from financing activities	**135,744**	859,142
NET INCREASE IN CASH AND CASH EQUIVALENTS	**258,909**	73,566
Effects of foreign exchange rate changes	**(688)**	(209)
CASH AND CASH EQUIVALENTS AT BEGINNING OF YEAR	**188,431**	115,074
CASH AND CASH EQUIVALENTS AT END OF YEAR (NOTE 28)	**446,652**	188,431

Statements of Cash Flows (Cont'd)

FOR THE YEAR ENDED 31 DECEMBER 2013

	COMPANY	
	2013	2012
	RM'000	RM'000
CASH FLOWS FROM OPERATING ACTIVITIES		
Profit before tax	**133,791**	84,820
Adjustments for:		
Depreciation of property, plant and equipment	**1,901**	1,736
Provision/(reversal) for impairment loss on financial asset		
– trade and other receivables	**5,031**	(8,510)
Reversal of impairment loss on investment in subsidiary	**(4,002)**	–
Amortisation of borrowings expenses	**7,563**	288
Gross dividend income	**(159,814)**	(96,432)
Interest income	**(32,594)**	(4,944)
Interest expense	**30,922**	7,011
Operating loss before working capital changes	**(17,202)**	(16,031)
Changes in working capital:		
Receivables	**(275,913)**	(384,020)
Increase in payables	**160,361**	11,274
Cash used in from operations	**(132,754)**	(388,777)
Interest paid	**(26,712)**	(6,916)
Taxes paid, net of refunds	**25,198**	(19,216)
Net cash used in operating activities	**(134,268)**	(414,909)
CASH FLOWS FROM INVESTING ACTIVITIES		
Purchase of property, plant and equipment	**(722)**	(707)
Interest received	**2,053**	204
Net cash outflow on acquisition of subsidiaries	**–**	(257,390)
Dividend received	**109,814**	96,432
Net cash generated from/(used in) investing activities	**111,145**	(161,461)
CASH FLOWS FROM FINANCING ACTIVITIES		
Payment of issuance expenses for borrowings	**(3,865)**	(9,369)
Net (repayment)/drawdown from borrowings	**(15,841)**	318,117
Issue of ordinary shares pursuant to the warrant	**7,146**	3
Issue of ordinary shares pursuant to the ESOS	**31,772**	2,899
Issue of ordinary shares pursuant to Rights Issue	**–**	319,118
Issue of ordinary shares pursuant to the Private Placement	**153,627**	–
Purchase of treasury shares	**(42,779)**	–
Share issuance expenses for Rights Issue/Private Placement	**(3,539)**	(129)
Dividends paid to equity holders of the Company	**(88,414)**	(10,365)
Net cash generated from financing activities	**38,107**	620,274
NET INCREASE IN CASH AND CASH EQUIVALENTS	**14,984**	43,904
CASH AND CASH EQUIVALENTS AT BEGINNING OF YEAR	**46,734**	2,830
CASH AND CASH EQUIVALENTS AT END OF YEAR (NOTE 28)	**61,718**	46,734

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

Notes to the Financial Statements

31 DECEMBER 2013

1. CORPORATE INFORMATION

Tropicana Corporation Berhad (formerly known as Dijaya Corporation Berhad) ("the Company" or "Tropicana") is a public limited liability company, incorporated and domiciled in Malaysia, and is listed on the Main Market of Bursa Malaysia Securities Berhad. The registered office of the Company is located at C–06–02, 6th Floor, Block C, Wisma TT, No. 1, Jalan PJS 8/15, Dataran Mentari, 46150 Petaling Jaya, Selangor Darul Ehsan. The principal place of business of the Company is located at Level 7, 9, 10–12, Tropicana City Office Tower, No. 3, Jalan SS20/27, 47400 Petaling Jaya, Selangor Darul Ehsan.

The principal activities of the Company are that of investment holding and provision of management services. The principal activities of the subsidiaries, associate and jointly controlled entity are described in Notes 18, 19 and 20 respectively. There have been no significant changes in the nature of these principal activities during the financial year.

The financial statements were authorised for issue by the Board of Directors in accordance with a resolution of the directors on 20 February 2014.

2. SUMMARY OF SIGNIFICANT ACCOUNTING POLICIES

2.1 BASIS OF PREPARATION

The financial statements of Tropicana and its subsidiaries (collectively, "the Group") have been prepared in accordance with Financial Reporting Standards and the Companies Act, 1965 in Malaysia. At the beginning of the current year financial year, the Group adopted new and revised FRS which are mandatory for financial periods beginning on or after 1 January 2013 as described fully in Note 2.2.

The financial statements have been prepared on the historical cost basis except as disclosed in the accounting policies below.

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

2.2 CHANGES IN ACCOUNTING POLICIES

The accounting policies adopted are consistent with those of the previous financial year, except in the current financial year, the Group adopted the following new and amended FRS and IC Interpretations which are mandatory for annual financial periods beginning on or after 1 January 2013.

DESCRIPTION	EFFECTIVE FOR ANNUAL PERIOD BEGINNING ON OR AFTER
Amendments to FRS 101: Presentation of Items of Other Comprehensive Income FRS 3 Business Combinations	1 July 2012
FRS 127 Consolidated and Separate Financial Statements	1 January 2013
FRS 10 Consolidated Financial Statements	1 January 2013
FRS 11 Joint Arrangements	1 January 2013
FRS 12 Disclosure of Interests in Other Entities	1 January 2013
FRS 13 Fair Value Measurement	1 January 2013
FRS 119 Employee Benefits	1 January 2013
FRS 127 Separate Financial Statements	1 January 2013
FRS 128 Investment in Associate and Joint Ventures	1 January 2013
IC Interpretation 20 Stripping Costs in the Production Phase of a Surface Mine	1 January 2013
Amendments to FRS 7: Disclosures – Offsetting Financial Assets and Financial Liabilities	1 January 2013
Annual Improvements 2009–2011 Cycle	1 January 2013
Amendments to FRS 1: Government Loans	1 January 2013
Amendments to FRS 10, FRS 11 and FRS 12: Consolidated Financial Statements, Joint Arrangements and Disclosure of Interests in Other Entities: Transition Guidance	1 January 2013
Amendments to FRS 116: Property, Plant and Equipment	1 January 2013
Amendments to FRS 132: Financial Instruments: Presentation	1 January 2013
Amendments to FRS 134: Interim Financial Reporting	1 January 2013

Adoption of the above standards and interpretations did not have any effect on the financial performance or position and policy of the Group and the Company except for those discussed below:

Notes to the Financial Statements (Cont'd)

31 DECEMBER 2013

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

2.2 CHANGES IN ACCOUNTING POLICIES (CONT'D)

FRS 12 DISCLOSURES OF INTERESTS IN OTHER ENTITIES

FRS 12 sets out the requirements for disclosures relating to an entity's interests in subsidiaries, joint arrangements, associates and structured entities. The requirements in FRS 12 are more comprehensive than the previously existing disclosure requirements for subsidiaries. For example, where a subsidiary is controlled with less than a majority of voting rights. While the Group has subsidiaries with material non–controlling interests, there are no unconsolidated structured entities. FRS 12 disclosures are provided in Notes 18 to 20.

FRS 13 FAIR VALUE MEASUREMENT

FRS 13 establishes a single source of guidance under FRS for all fair value measurements. FRS 13 does not change when an entity is required to use fair value, but rather provides guidance on how to measure fair value under FRS. FRS 13 defines fair value as an exit price. As a result of the guidance in FRS 13, the Group re–assessed its policies for measuring fair values, in particular, its valuation inputs such as non–performance risk for fair value measurement of liabilities. FRS 13 also requires additional disclosures.

Application of FRS 13 has not materially impacted the fair value measurement of the Group. Additional disclosures where required, are provided in the individual notes relating to the assets and liabilities whose fair values were determined.

AMENDMENTS TO FRS 101: PRESENTATION OF ITEMS OF OTHER COMPREHENSIVE INCOME

The amendments to FRS 101 introduce a grouping of items presented in other comprehensive income. Items that will be reclassified ("recycled") to profit or loss at a future point in time (eg. net loss or gain on available–for–sale financial assets) have to be presented separately from items that will not be reclassified (eg. revaluation of land and buildings). The amendments affect presentation only and have no impact on the Group's financial position or performance.

FRS 127 SEPARATE FINANCIAL STATEMENTS

As a consequence of the new FRS 10 and FRS 12, FRS 127 is limited to accounting for subsidiaries, jointly controlled entities and associates in separate financial statements.

FRS 128 INVESTMENT IN ASSOCIATES AND JOINT VENTURES

As a consequence of the new FRS 11 and FRS 12, FRS 128 is renamed as FRS 128 Investments in Associates and Joint Ventures. This new standard describes the application of the equity method to investments in joint ventures in addition to associates.

2.3 STANDARDS AND INTERPRETATIONS ISSUED BUT NOT YET EFFECTIVE

The standards and interpretations that are issued but not yet effective up to the date of issuance of the Group's and the Company's financial statements are disclosed below. The Group and the Company intend to adopt these standards, if applicable, when they become effective.

DESCRIPTION	EFFECTIVE FOR ANNUAL PERIOD BEGINNING ON OR AFTER
Amendments to FRS 132: Offsetting Financial Assets and Financial Liabilities	1 January 2014
Amendments to FRS 10, FRS 12 and FRS 127: Investment Entities	1 January 2014
Amendments to FRS 136: Recoverable Amount Disclosures for Non–Financial Assets	1 January 2014
Amendments to FRS 139: Novation of Derivatives and Continuation of Hedge Accounting	1 January 2014
IC Interpretation 21 Levies	1 January 2014
Amendments to FRS 201: Property Development Activities	1 January 2014
Amendments to FRS 2: Share–based Payment	1 July 2014
Amendments to FRS 3: Business Combinations	1 July 2014
Amendments to FRS 8: Operating Segments	1 July 2014
Amendments to FRS 13: Fair Value Measurement	1 July 2014
Amendments to FRS 116 (Annual Improvements to FRSs 2010–2012 Cycle)	1 July 2014
Amendments to FRS 119 (Defined Benefit Plans: Employee Contributions)	1 July 2014

Notes to the Financial Statements (Cont'd)

31 DECEMBER 2013

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

2.3 STANDARDS AND INTERPRETATIONS ISSUED BUT NOT YET EFFECTIVE (CONT'D)

The standards and interpretations that are issued but not yet effective up to the date of issuance of the Group's and the Company's financial statements are disclosed below. The Group and the Company intend to adopt these standards, if applicable, when they become effective. (cont'd)

DESCRIPTION	EFFECTIVE FOR ANNUAL PERIOD BEGINNING ON OR AFTER
Amendments to FRS 124: Related Party Disclosures	1 July 2014
Amendments to FRS 138: Intangible Assets	1 July 2014
Amendments to FRS 140: Investment Property	1 July 2014
FRS 9 Financial Instruments	1 January 2015

The directors expect that the adoption of the above standards and interpretations will have no material impact on the financial statements in the period of initial application except as discussed below:

FRS 9 FINANCIAL INSTRUMENTS: CLASSIFICATION AND MEASUREMENT

FRS 9 reflects the first phase of work on the replacement of FRS 139 and applies to classification and measurement of financial assets and financial liabilities as defined in FRS 139. The standard was initially effective for annual periods beginning on or after 1 January 2013, but Amendments to FRS 9: Mandatory Effective Date of FRS 9 and Transition Disclosures, issued in March 2012, moved the mandatory effective date to 1 January 2015. The adoption of the first phase of FRS 9 will have an effect on the classification and measurement of the Group's financial assets, but will not have an impact on classification and measurements of the Group's financial liabilities. The Group will quantify the effect in conjunction with the other phases, when the final standard including all phases is issued.

MALAYSIAN FINANCIAL REPORTING STANDARDS (MFRS FRAMEWORK)

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

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

Transitioning Entities will be allowed to defer adoption of the new MFRS Framework for an additional one year. Consequently, adoption of the MFRS Framework by Transitioning Entities will be mandatory for annual periods beginning on or after 1 January 2015.

The Group falls within the scope definition of Transitioning Entities and accordingly, will be required to prepare financial statements using the MFRS Framework in its first MFRS financial statements for the year ending 31 December 2014. In presenting its first MFRS financial statements, the Group will be required to restate the comparative financial statements to amounts reflecting the application of MFRS Framework. The majority of the adjustments required on transition will be made, retrospectively, against opening retained profits.

The Group has commenced transitioning its accounting policies and financial reporting from the current Financial Reporting Standards to the MFRS Framework by establishing a project team to plan and manage the adoption of the MFRS Framework.

The Group has not completed its quantification of the financial effects of the differences between Financial Reporting Standards and accounting standards under the MFRS Framework due to the ongoing assessment by the project team. Accordingly, the consolidated financial performance and financial position as disclosed in these financial statements for the year ended 31 December 2013 could be different if prepared under the MFRS Framework.

The Group will achieve its scheduled milestones and expects to be in a position to fully comply with the requirements of the MFRS Framework for the financial year ending 31 December 2015.

Notes to the Financial Statements (Cont'd)

31 DECEMBER 2013

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

2.4 BASIS OF CONSOLIDATION

The consolidated financial statements comprise the financial statements of the Group and its subsidiaries as at 31 December 2013. Control is achieved when the Group is exposed, or has rights, to variable returns from its involvement with the investee and has the ability to affect those returns through its power over the investee. Specifically, the Group controls an investee if and only if the Group has:

(i) Power over the investee (i.e existing rights that give it the current ability to direct the relevant activities of the investee);

(ii) Exposure, or rights, to variable returns from its investment with the investee; and

(iii) The ability to use its power over the investee to affect its returns.

When the Group has less than a majority of the voting or similar rights of an investee, the Group considers all relevant facts and circumstances in assessing whether it has power over an investee, including:

(i) The contractual arrangement with the other vote holders of the investee;

(ii) Rights arising from other contractual arrangements; and

(iii) The Group's voting rights and potential voting rights.

The Group re–assesses whether or not it controls an investee if facts and circumstances indicate that there are changes to one or more of the three elements of control. Consolidation of a subsidiary begins when the Group obtains control over the subsidiary and ceases when the Group loses control of the subsidiary. Assets, liabilities, income and expenses of a subsidiary acquired or disposed of during the year are included in the statement of comprehensive income from the date the Group gains control until the date the Group ceases to control the subsidiary.

Profit or loss and each component of other comprehensive income ("OCI") are attributed to the equity holders of the parent of the Group and to the non–controlling interests, even if this results in the non–controlling interests having a deficit balance. When necessary, adjustments are made to the financial statements of subsidiaries to bring their accounting policies into line with the Group's accounting policies. All intra–group assets and liabilities, equity, income, expenses and cash flows relating to transactions between members of the Group are eliminated in full on consolidation.

A change in the ownership interest of a subsidiary, without a loss of control, is accounted for as an equity transaction. If the Group loses control over a subsidiary, it:

- Derecognises the assets (including goodwill) and liabilities of the subsidiary
- Derecognises the carrying amount of any non–controlling interests
- Derecognises the cumulative translation differences recorded in equity
- Recognises the fair value of the consideration received
- Recognises the fair value of any investment retained
- Recognises any surplus or deficit in profit or loss
- Reclassifies the parent's share of components previously recognised in OCI to profit or loss or retained earnings, as appropriate, as would be required if the Group had directly disposed of the related assets or liabilities.

2.5 BUSINESS COMBINATIONS AND GOODWILL

Business combinations are accounted for using the acquisition method. The cost of an acquisition is measured as the aggregate of the consideration transferred measured at acquisition date fair value and the amount of any non–controlling interest in the acquiree. For each business combination, the Group elects whether to measure non–controlling interests in the acquiree at fair value or at the proportionate share of the acquiree's identifiable net assets. Acquisition–related costs are expensed as incurred and included in administrative expenses.

When the Group acquires a business, it assesses the financial assets and liabilities assumed for appropriate classification and designation in accordance with the contractual terms, economic circumstances and pertinent conditions as at acquisition date. This includes the separation of embedded derivatives in host contracts by the acquiree.

If the business combination is achieved in stages, any previously held equity interest is re–measured at its acquisition date fair value and any resulting gain or loss is recognised in profit or loss. It is then considered in the determination of goodwill.

Notes to the Financial Statements (Cont'd)

31 DECEMBER 2013

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

2.5 BUSINESS COMBINATIONS AND GOODWILL (CONT'D)

Any contingent consideration to be transferred by the acquirer will be recognised at fair value at the acquisition date. Contingent consideration classified as an asset or liability that is a financial instrument and within the scope of IAS 39 Financial Instruments: Recognition and Measurement, is measured at fair value with changes in fair value recognised either in profit or loss or as a change to OCI. If the contingent consideration is not within scope of IAS 39, it is measured in accordance with the appropriate FRS. Contingent consideration that is classified as equity is not re–measured and subsequent settlement is accounted for within equity.

Goodwill is initially measured at cost, being the excess of the aggregate of the consideration transferred and the amount recognised for non–controlling interests, and any previous interest held, over the net identifiable assets acquired and liabilities assumed. If the fair value of the net assets acquired is in excess of the aggregate consideration transferred, the Group re–assesses whether it has correctly identified all of the assets acquired and all of the liabilities assumed and reviews the procedures used to measure the amounts to be recognised at the acquisition date. If the re–assessment still results in an excess of the fair value of net assets acquired over the aggregate consideration transferred, then the gain is recognised in profit or loss.

After initial recognition, goodwill is measured at cost less any accumulated impairment losses. For the purpose of impairment testing, goodwill will acquired in a business combination is, from the acquisition date, allocated to each of the Group's cash–generating units that are expected to benefit from the combination, irrespective of whether other assets or liabilities of the acquiree are assigned to those units.

Where goodwill has been allocated to a cash–generating unit and part of the operation within that unit is disposed of, the goodwill associated with the disposed operation is included in the carrying amount of the operation when determining the gain or loss on disposal. Goodwill disposed in these circumstances is measured based on the relative values of the disposed operation and the portion of the cash–generating unit retained.

2.6 FINANCIAL INSTRUMENTS – INITIAL RECOGNITION AND SUBSEQUENT MEASUREMENT

(A) FINANCIAL ASSETS

Financial assets within the scope of FRS 139 are classified as financial assets at fair value through profit or loss, loans and receivables, held–to–maturity investments, available–for–sale financial assets, or as derivatives designated as hedging instruments in an effective hedge, as appropriate. The Group determines the classification of its financial assets at initial recognition.

All financial assets are recognised initially at fair value plus transaction costs, except in the case of financial assets recorded at fair value through profit or loss.

Purchases or sales of financial assets that require delivery of assets within a time frame established by regulation or convention in the market place (regular way trades) are recognised on the trade date, i.e., the date that the Group commits to purchase or sell the asset.

The subsequent measurement of financial assets depends on their classification as described below:

(i) FINANCIAL ASSETS AT FAIR VALUE THROUGH PROFIT OR LOSS ("FVTPL")

Financial assets at fair value through profit or loss include financial assets held for trading and financial assets designated upon initial recognition at fair value through profit or loss. Financial assets are classified as held for trading if they are acquired for the purpose of selling or repurchasing in the near term. Derivatives, including separated embedded derivatives are also classified as held for trading unless they are designated as effective hedging instruments as defined by FRS 139.

Financial assets at fair value through profit or loss are carried in the statement of financial position at fair value with net changes in fair value presented as finance costs (negative net changes in fair value) or finance income (positive net changes in fair value) in the profit or loss.

Financial assets designated upon initial recognition at fair value through profit or loss are designated at their initial recognition date and only if the criteria under FRS 139 are satisfied. The Group has not designated any financial assets at fair value through profit or loss.

Notes to the Financial Statements (Cont'd)

31 DECEMBER 2013

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

2.6 FINANCIAL INSTRUMENTS – INITIAL RECOGNITION AND SUBSEQUENT MEASUREMENT (CONT'D)

(A) FINANCIAL ASSETS (CONT'D)

(i) FINANCIAL ASSETS AT FAIR VALUE THROUGH PROFIT OR LOSS ("FVTPL") (CONT'D)

The Group evaluates its financial assets held for trading, other than derivatives, to determine whether the intention to sell them in the near term is still appropriate. When, in rare circumstances, the Group is unable to trade these financial assets due to inactive markets and management's intention to sell them in the foreseeable future significantly changes, the Group may elect to reclassify them. The reclassification to loans and receivables, available–for–sale or held to maturity depends on the nature of the asset. This evaluation does not affect any financial assets designated at fair value through profit or loss using the fair value option at designation, as these instruments cannot be reclassified after initial recognition.

Derivatives embedded in host contracts are accounted for as separate derivatives and recorded at fair value if their economic characteristics and risks are not closely related to those of the host contracts and the host contracts are not held for trading or designated at fair value though profit or loss. These embedded derivatives are measured at fair value with changes in fair value recognised in profit or loss. Reassessment only occurs if there is a change in the terms of the contract that significantly modifies the cash flows that would otherwise be required.

(ii) LOANS AND RECEIVABLES ("LAR")

Loans and receivables are non–derivative financial assets with fixed or determinable payments that are not quoted in an active market. After initial measurement, such financial assets are subsequently measured at amortised cost using the effective interest rate ("EIR") method, less impairment. Amortised cost is calculated by taking into account any discount or premium on acquisition and fees or costs that are an integral part of the EIR. The EIR amortisation is included in finance income in the profit or loss. The losses arising from impairment are recognised in the profit or loss in finance costs for loans and in cost of sales or other operating expenses for receivables.

(iii) HELD–TO–MATURITY INVESTMENTS ("HTM")

Non–derivative financial assets with fixed or determinable payments and fixed maturities are classified as held to maturity when the Group has the positive intention and ability to hold them to maturity. After initial measurement, held to maturity investments are measured at amortised cost using the EIR, less impairment.

Amortised cost is calculated by taking into account any discount or premium on acquisition and fees or costs that are an integral part of the EIR. The EIR amortisation is included as finance income in the profit or loss. The losses arising from impairment are recognised in the profit or loss in finance costs. The Group did not have any held–to–maturity investments during the years ended 31 December 2013 and 2012.

(iv) AVAILABLE–FOR–SALE FINANCIAL ASSETS ("AFS")

Available–for–sale financial investments include equity investments and debt securities. Equity investments classified as available for sale are those that are neither classified as held for trading nor designated at fair value through profit or loss. Debt securities in this category are those that are intended to be held for an indefinite period of time and that may be sold in response to needs for liquidity or in response to changes in the market conditions.

After initial measurement, available–for–sale financial investments are subsequently measured at fair value with unrealised gains or losses recognised as other comprehensive income in the available–for–sale reserve until the investment is derecognised, at which time the cumulative gain or loss is recognised in other operating income, or the investment is determined to be impaired, when the cumulative loss is reclassified from the available–for–sale reserve to the profit or loss in finance costs. Interest earned whilst holding available–for–sale financial investments is reported as interest income using the EIR method.

The Group evaluates whether the ability and intention to sell its available–for–sale financial assets in the near term is still appropriate. When, in rare circumstances, the Group is unable to trade these financial assets due to inactive markets and management's intention to do so significantly changes in the foreseeable future, the Group may elect to reclassify these financial assets. Reclassification to loans and receivables is permitted when the financial assets meet the definition of loans and receivables and the Group has the intent and ability to hold these assets for the foreseeable future or until maturity. Reclassification to the held to maturity category is permitted only when the entity has the ability and intention to hold the financial asset accordingly.

Notes to the Financial Statements (Cont'd)

31 DECEMBER 2013

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

2.6 FINANCIAL INSTRUMENTS – INITIAL RECOGNITION AND SUBSEQUENT MEASUREMENT (CONT'D)

(A) FINANCIAL ASSETS (CONT'D)

(iv) AVAILABLE-FOR-SALE FINANCIAL ASSETS ("AFS") (CONT'D)

For a financial asset reclassified from the available-for-sale category, the fair value carrying amount at the date of reclassification becomes its new amortised cost and any previous gain or loss on the asset that has been recognised in equity is amortised to profit or loss over the remaining life of the investment using the EIR. Any difference between the new amortised cost and the maturity amount is also amortised over the remaining life of the asset using the EIR. If the asset is subsequently determined to be impaired, then the amount recorded in equity is reclassified to the profit or loss.

DERECOGNITION

A financial asset (or, where applicable, a part of a financial asset or part of a group of similar financial assets) is derecognised when:

(a) The rights to receive cash flows from the asset have expired;

(b) The Group has transferred its rights to receive cash flows from the asset or has assumed an obligation to pay the received cash flows in full without material delay to a third party under a 'pass-through' arrangement; and either:

(i) the Group has transferred substantially all the risks and rewards of the asset; or

(ii) the Group has neither transferred nor retained substantially all the risks and rewards of the asset, but has transferred control of the asset.

When the Group has transferred its rights to receive cash flows from an asset or has entered into a pass-through arrangement, it evaluates if and to what extent it has retained the risks and rewards of ownership. When it has neither transferred nor retained substantially all of the risks and rewards of the asset, nor transferred control of the asset, the asset is recognised to the extent of the Group's continuing involvement in the asset. In that case, the Group also recognises an associated liability. The transferred asset and the associated liability are measured on a basis that reflects the rights and obligations that the Group has retained.

(B) IMPAIRMENT OF FINANCIAL ASSETS

The Group assesses, at each reporting date, whether there is objective evidence that a financial asset or a group of financial assets is impaired. A financial asset or a group of financial assets is deemed to be impaired if there is objective evidence of impairment as a result of one or more events that has occurred since the initial recognition of the asset (an incurred 'loss event') and that loss event has an impact on the estimated future cash flows of the financial asset or the group of financial assets that can be reliably estimated. Evidence of impairment may include indications that the debtors or a group of debtors is experiencing significant financial difficulty, default or delinquency in interest or principal payments, the probability that they will enter bankruptcy or other financial reorganisation and observable data indicating that there is a measurable decrease in the estimated future cash flows, such as changes in arrears or economic conditions that correlate with defaults.

(i) FINANCIAL ASSETS CARRIED AT AMORTISED COST

For financial assets carried at amortised cost, the Group first assesses whether objective evidence of impairment exists individually for financial assets that are individually significant, or collectively for financial assets that are not individually significant. If the Group determines that no objective evidence of impairment exists for an individually assessed financial asset, whether significant or not, it includes the asset in a group of financial assets with similar credit risk characteristics and collectively assesses them for impairment. Assets that are individually assessed for impairment and for which an impairment loss is, or continues to be, recognised are not included in a collective assessment of impairment.

If there is objective evidence that an impairment loss has been incurred, the amount of the loss is measured as the difference between the asset's carrying amount and the present value of estimated future cash flows (excluding future expected credit losses that have not yet been incurred). The present value of the estimated future cash flows is discounted at the financial asset's original effective interest rate. If a loan has a variable interest rate, the discount rate for measuring any impairment loss is the current EIR.

Notes to the Financial Statements (Cont'd)

31 DECEMBER 2013

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

2.6 FINANCIAL INSTRUMENTS – INITIAL RECOGNITION AND SUBSEQUENT MEASUREMENT (CONT'D)

(B) IMPAIRMENT OF FINANCIAL ASSETS (CONT'D)

(i) FINANCIAL ASSETS CARRIED AT AMORTISED COST (CONT'D)

The carrying amount of the asset is reduced through the use of an allowance account and the loss is recognised in profit or loss. Interest income continues to be accrued on the reduced carrying amount and is accrued using the rate of interest used to discount the future cash flows for the purpose of measuring the impairment loss. The interest income is recorded as finance income in the profit or loss. Loans together with the associated allowance are written off when there is no realistic prospect of future recovery and all collateral has been realised or has been transferred to the Group. If, in a subsequent year, the amount of the estimated impairment loss increases or decreases because of an event occurring after the impairment was recognised, the previously recognised impairment loss is increased or reduced by adjusting the allowance account. If a write–off is later recovered, the recovery is credited to finance costs in the profit or loss.

(ii) AVAILABLE FOR SALE FINANCIAL INVESTMENTS

For available–for–sale financial investments, the Group assesses at each reporting date whether there is objective evidence that an investment or a group of investments is impaired.

In the case of equity investments classified as available–for–sale, objective evidence would include a significant or prolonged decline in the fair value of the investment below its cost. 'Significant' is evaluated against the original cost of the investment and 'prolonged' against the period in which the fair value has been below its original cost. When there is evidence of impairment, the cumulative loss – measured as the difference between the acquisition cost and the current fair value, less any impairment loss on that investment previously recognised in the profit or loss – is removed from other comprehensive income and recognised in the profit or loss. Impairment losses on equity investments are not reversed through profit or loss; increases in their fair value after impairment are recognised directly in other comprehensive income.

In the case of debt instruments classified as available for sale, impairment is assessed based on the same criteria as financial assets carried at amortised cost. However, the amount recorded for impairment is the cumulative loss measured as the difference between the amortised cost and the current fair value, less any impairment loss on that investment previously recognised in the profit or loss.

Future interest income continues to be accrued based on the reduced carrying amount of the asset, using the rate of interest used to discount the future cash flows for the purpose of measuring the impairment loss. The interest income is recorded as part of finance income. If, in a subsequent year, 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 the profit or loss, the impairment loss is reversed through the profit or loss.

(C) FINANCIAL LIABILITIES

Financial liabilities within the scope of FRS 139 are classified as financial liabilities at fair value through profit or loss, loans and borrowings, or as derivatives designated as hedging instruments in an effective hedge, as appropriate. The Group determines the classification of its financial liabilities at initial recognition.

All financial liabilities are recognised initially at fair value and, in the case of loans and borrowings, net of directly attributable transaction costs.

The measurement of financial liabilities depends on their classification as described below:

(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 are classified as held for trading if they are acquired for the purpose of selling in the near term. This category includes derivative financial instruments entered into by the Group that are not designated as hedging instruments in hedge relationships as defined by FRS 139. Separated embedded derivatives are also classified as held for trading unless they are designated as effective hedging instruments.

Notes to the Financial Statements (Cont'd)

31 DECEMBER 2013

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

2.6 FINANCIAL INSTRUMENTS – INITIAL RECOGNITION AND SUBSEQUENT MEASUREMENT (CONT'D)

(C) FINANCIAL LIABILITIES (CONT'D)

(i) FINANCIAL LIABILITIES AT FAIR VALUE THROUGH PROFIT OR LOSS (CONT'D)

Gains or losses on liabilities held for trading are recognised in the profit or loss.

Financial liabilities designated upon initial recognition at fair value through profit or loss are designated at the initial date of recognition, and only if the criteria in FRS 139 are satisfied. The Group has not designated any financial liability as at fair value through profit or loss.

(ii) LOANS AND BORROWINGS

After initial recognition, interest bearing loans and borrowings are subsequently measured at amortised cost using the EIR method. Gains and losses are recognised in profit or loss when the liabilities are derecognised as well as through the EIR amortisation process.

Amortised cost is calculated by taking into account any discount or premium on acquisition and fees or costs that are an integral part of the EIR. The EIR amortisation is included as finance costs in the profit or loss.

(iii) FINANCIAL GUARANTEE CONTRACTS

Financial guarantee contracts issued by the Group are those contracts that require a payment to be made to reimburse the holder for a loss it incurs because the specified debtor fails to make a payment when due in accordance with the terms of a debt instrument. Financial guarantee contracts are recognised initially as a liability at fair value, adjusted for transaction costs that are directly attributable to the issuance of the guarantee. Subsequently, 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 recognised less cumulative amortisation.

DERECOGNITION

A financial liability is derecognised when the obligation under the liability is discharged or cancelled, or expires. 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 the derecognition of the original liability and the recognition of a new liability. The difference in the respective carrying amounts is recognised in the profit or loss.

(D) OFFSETTING OF FINANCIAL INSTRUMENTS

Financial assets and financial liabilities are offset and the net amount is reported in the consolidated statement of financial position if there is a currently enforceable legal right to offset the recognised amounts and there is an intention to settle on a net basis, to realise the assets and settle the liabilities simultaneously.

(E) FAIR VALUE OF FINANCIAL INSTRUMENTS

The fair value of financial instruments that are traded in active markets at each reporting date is determined by reference to quoted market prices or dealer price quotations (bid price for long positions and ask price for short positions), without any deduction for transaction costs.

2.7 PROPERTY, PLANT AND EQUIPMENT

Property, plant and equipment is stated at cost, net of accumulated depreciation and accumulated impairment losses, if any. Such cost includes the cost of replacing part of the property, plant and equipment and borrowing costs for long-term construction projects if the recognition criteria are met.

When significant parts of property, plant and equipment are required to be replaced at intervals, the Group recognises such parts as individual assets with specific useful lives and depreciates them accordingly. Likewise, when a major inspection is performed, its cost is recognised in the carrying amount of the plant and equipment as a replacement if the recognition criteria are satisfied. All other repair and maintenance costs are recognised in profit or loss as incurred.

Notes to the Financial Statements (Cont'd)

31 DECEMBER 2013

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

2.7 PROPERTY, PLANT AND EQUIPMENT (CONT'D)

Freehold land has an unlimited useful life, and therefore is not depreciated. Golf course expenditure is depreciated based on the period of the lease of 99 years, which will expire on 20 October 2090, and the leasehold lands and buildings are depreciated based on the period of the lease of 99 years and 20 to 50 years respectively.

Depreciation is computed on a straight–line basis over the estimated useful lives of the assets as follows:

- Freehold building: 20 years
- Leasehold buildings: 20 to 50 years
- Leasehold lands: 99 years
- Golf course: 99 years
- Plant and machinery: 5 to 20 years
- Office furniture, fittings and equipment: 4 to 10 years
- Motor vehicles: 5 years

Construction–in–progress included in property, plant and equipment are not depreciated as these assets are not yet available for use.

An item of property, plant and equipment and any significant part initially recognised 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 (calculated as the difference between the net disposal proceeds and the carrying amount of the asset) is included in the profit or loss when the asset is derecognised.

The residual values, useful lives and methods of depreciation of property, plant and equipment are reviewed at each financial year end and adjusted prospectively, if appropriate.

2.8 LAND HELD FOR PROPERTY DEVELOPMENT AND PROPERTY DEVELOPMENT COSTS

(i) LAND HELD FOR PROPERTY DEVELOPMENT

Land held for property development consists of land where no 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 within non–current assets and is stated at cost less any accumulated impairment losses.

Land held for property development is reclassified as property development costs at the point when development activities have commenced and where it can be demonstrated that the development activities can be completed within the normal operating cycle.

(ii) PROPERTY DEVELOPMENT COSTS

Property development costs comprise all costs that are directly attributable to development activities or that can be allocated on a reasonable basis to such activities.

When the financial outcome of a development activity can be reliably estimated, property development revenue and expenses are recognised in the profit or loss by using the stage of completion method. The stage of completion is determined by the proportion that property development costs incurred for work performed to–date bear to the estimated total property development costs.

Where the financial outcome of a development activity cannot be reliably estimated, property development revenue is 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 expected loss on a development project, including costs to be incurred over the defects liability period, is recognised as an expense immediately.

Property development costs not recognised as an expense are recognised as an asset, which is measured at the lower of cost and net realisable value.

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

Notes to the Financial Statements (Cont'd)

31 DECEMBER 2013

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

2.9 INVESTMENT PROPERTIES

Investment properties are measured initially at cost, including transaction costs. Subsequent to initial recognition, investment properties are stated at fair value, which reflects market conditions at the reporting date. Gains or losses arising from changes in the fair values of investment properties are included in profit or loss in the period in which they arise, including the corresponding tax effect. Fair values are determined based on an annual evaluation performed by an accredited external, independent valuer.

Investment properties are derecognised either when they have been disposed of or when they are permanently withdrawn from use and no future economic benefit is expected from their disposal. The difference between the net disposal proceeds and the carrying amount of the asset is recognised in the profit or loss in the period of derecognition.

Transfers are made to or from investment property only when there is a change in use. For a transfer from investment property to owner–occupied property, the deemed cost for subsequent accounting is the fair value at the date of change in use. If owner–occupied property becomes an investment property, the Group accounts for such property in accordance with the policy stated under property, plant and equipment up to the date of change in use.

2.10 IMPAIRMENT OF NON–FINANCIAL ASSETS

The Group assesses, at each reporting date, whether there is an indication that an asset may be impaired. If any indication exists, or when annual impairment testing for an asset is required, the Group estimates the asset's recoverable amount. An asset's recoverable amount is the higher of an asset's or cash–generating unit's ("CGU") fair value less costs to sell and its value in use. Recoverable amount is determined for an individual asset, unless the asset does not generate cash inflows that are largely independent of those from other assets or groups of assets. When the carrying amount of an asset or CGU exceeds its recoverable amount, the asset is considered impaired and is written down to its recoverable amount.

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. In determining fair value less costs to sell, recent market transactions are taken into account. If no such transactions can be identified, an appropriate valuation model is used. These calculations are corroborated by valuation multiples, quoted share prices for publicly traded companies or other available fair value indicators.

The Group bases its impairment calculation on detailed budgets and forecast calculations, which are prepared separately for each of the Group's CGUs to which the individual assets are allocated. These budgets and forecast calculations generally cover a period of five (5) years. For longer periods, a long–term growth rate is calculated and applied to project future cash flows after the fifth year.

Impairment losses of continuing operations, including impairment on inventories, are recognised in the profit or loss in expense categories consistent with the function of the impaired asset, except for a property previously revalued when the revaluation was taken to other comprehensive income. In this case, the impairment is also recognised in other comprehensive income up to the amount of any previous revaluation.

For assets excluding goodwill, an assessment is made at each reporting date to determine whether there is an indication that previously recognised impairment losses no longer exist or have decreased. If such indication exists, the Group estimates the asset's or CGU's recoverable amount. A previously recognised impairment loss is reversed only if there has been a change in the assumptions used to determine the asset's recoverable amount since the last impairment loss was recognised. The reversal is limited so that the carrying amount of the asset does not exceed its recoverable amount, nor exceed the carrying amount that would have been determined, net of depreciation, had no impairment loss been recognised for the asset in prior years. Such reversal is recognised in the profit or loss unless the asset is carried at a revalued amount, in which case, the reversal is treated as a revaluation increase.

The following asset has specific characteristics for impairment testing:

Goodwill

Goodwill is tested for impairment annually as at 31 December and when circumstances indicate that the carrying value may be impaired.

Impairment is determined for goodwill by assessing the recoverable amount of each CGU (or group of CGUs) to which the goodwill relates. When the recoverable amount of the CGU is less than its carrying amount, an impairment loss is recognised. Impairment losses relating to goodwill cannot be reversed in future periods.

Notes to the Financial Statements (Cont'd)

31 DECEMBER 2013

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

2.11 INVENTORIES

Inventories represent completed residential properties, commercial properties and consumables.

Inventories of completed residential and commercial properties are stated at the lower of cost and net realisable value. Cost is determined on the specific identification basis and includes costs of land, construction and appropriate development overheads.

Inventories of consumables are stated at the lower of cost and net replacement cost. Cost is determined on the first-in, first-out basis.

Inventories of explosives are stated at lower of costs and NRV. Cost is determined using the weighted average cost method. The cost of raw materials comprises all costs of purchase plus the cost of bringing the inventories to their present location and condition. The cost of finished goods comprises raw materials, direct labour, other direct costs and production overheads based on normal operating capacity. It excludes borrowing costs.

Net realisable value is the estimated selling price in the ordinary course of business less the estimated costs of completion and the estimated costs necessary to make the sale.

2.12 CASH AND CASH EQUIVALENTS

Cash and cash equivalents comprise cash at bank, cash on hand and short–term, highly liquid investments 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.

2.13 REDEEMABLE CONVERTIBLE UNSECURED LOAN STOCKS ("RCULS")

The RCULS are recognised as compound instruments, consisting of a liability component and an equity component. At the date of issue, the fair value of the liability component is estimated using the prevailing market interest rate for a similar non–convertible loan stock. The difference between the proceeds of issue of the RCULS and the fair value assigned to the liability component, representing the conversion option is included in equity. The liability component is subsequently stated at amortised cost using the effective interest rate method until extinguished on conversion or redemption, whilst the value of the equity component is not adjusted in subsequent periods. Attributable transaction costs are apportioned and deducted directly from the liability and equity component based on their carrying amounts at the date of issue.

Under the effective interest rate method, the interest expense on the liability component is calculated by applying the prevailing market interest rate for a similar non–convertible loan stock to the instrument at the date of issue. The difference between this amount and the interest paid is added to the carrying amount of the RCULS.

2.14 SHARE CAPITAL AND SHARE ISSUANCE EXPENSES

An equity instrument is any contract that evidences a residual interest in the assets of the Group and the Company after deducting all of its liabilities. Ordinary shares are equity instruments.

Ordinary shares are recorded at the proceeds received, net of directly attributable incremental transaction costs. Ordinary shares are classified as equity. Dividends on ordinary shares are recognised in equity in the period in which they are declared.

2.15 LAND USE RIGHTS

Land use rights are initially measured at cost. Following initial recognition, land use rights are measured at cost less accumulated amortisation and accumulated impairment losses. The land use rights are amortised over their lease terms.

2.16 SUBSIDIARIES

A subsidiary is an entity over which the Group has all the following:

(i) Power over the investee (i.e existing rights that give it the current ability to direct the relevant activities of the investee);

(ii) Exposure, or rights, to variable returns from its investment with the investee; and

(iii) The ability to use its power over the investee to affect its returns.

In the Company's separate financial statements, investments in subsidiaries are accounted for at cost less impairment losses. On disposal of such investments, the difference between net disposal proceeds and their carrying amounts is included in profit or loss.

Notes to the Financial Statements (Cont'd)

31 DECEMBER 2013

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

2.17 INVESTMENTS IN ASSOCIATES AND JOINT VENTURES

An associate is an entity in which the Group has significant influence. Significant influence is the power to participate in the financial and operating policy decisions of the investee but is not control or joint control over those policies.

A joint venture is a type of joint arrangement whereby the parties that have joint control of the arrangement have rights to the net assets of the joint venture. Joint control is the contractually agreed sharing of control of an arrangement, which exists only when decisions about the relevant activities require the unanimous consent of the parties sharing control.

The considerations made in determining significant influence or joint control are similar to those necessary to determine control over subsidiaries.

The Group's investments in its associate and joint venture are accounted for using the equity method.

Under the equity method, the investment in an associate or a joint venture is initially recognised at cost. The carrying amount of the investment is adjusted to recognise changes in the Group's share of net assets of the associate or joint venture since the acquisition date. Goodwill relating to the associate or joint venture is included in the carrying amount of the investment and is neither amortised nor individually tested for impairment.

The statement of profit or loss reflects the Group's share of the results of operations of the associate or joint venture. Any change in OCI of those investees is presented as part of the Group's OCI. In addition, when there has been a change recognised directly in the equity of the associate or joint venture, the Group recognises its share of any changes, when applicable, in the statement of changes in equity. Unrealised gains and losses resulting from transactions between the Group and the associate or joint venture are eliminated to the extent of the interest in the associate or joint venture.

The aggregate of the Group's share of profit or loss of an associate and joint venture is shown on the face of the statement of profit or loss outside operating profit and represents profit or loss after tax and non–controlling interest in the subsidiaries of the associate or joint venture.

The financial statements of the associate or joint venture are prepared for the same reporting period as the Group. When necessary, adjustments are made to bring the accounting policies in line with those of the Group.

After application of the equity method, the Group determines whether it is necessary to recognise an impairment loss on its invesment in its associate or joint venture. At each reporting date, the Group determines whether there is objective evidence that the investment in the associate or joint venture is impaired. It there is such evidence, the Group calculates the amount of impairment as the difference between the recoverable amount of the associate or joint venture and its carrying value, then recognises the loss as share of profit of an associate and joint venture in the statement of profit or loss.

Upon loss of significant influence over the associate or joint control over the joint venture, the Group measures and recognises any retained investment at its fair value. Any difference between the carrying amount of the associate or joint venture upon loss of significant influence or joint control and the fair value of the retained investment and proceeds from disposal is recognised in profit or loss.

In the Company's separate financial statements, investments in associates and joint ventures are accounted for at cost less impairment losses. On disposal of such investments, the difference between net disposal proceeds and their carrying amounts is included in profit or loss.

2.18 LEASES

The determination of whether an arrangement is, or contains, a lease is based on the substance of the arrangement at the inception date. The arrangement is assessed for whether fulfilment of the arrangement is dependent on the use of a specific asset or assets or the arrangement conveys a right to use the asset or assets, even if that right is not explicitly specified in an arrangement.

(A) AS LESSEE

Finance leases that transfer substantially all the risks and benefits incidental to ownership of the leased item to the Group, are capitalised at the commencement of the lease at the fair value of the leased property or, if lower, at the present value of the minimum lease payments. Lease payments are apportioned between finance charges and reduction of the lease liability so as to achieve a constant rate of interest on the remaining balance of the liability. Finance charges are recognised in finance costs in the profit or loss.

Notes to the Financial Statements (Cont'd)

31 DECEMBER 2013

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

2.18 LEASES (CONT'D)

(A) AS LESSEE (CONT'D)

A leased asset is depreciated over the useful life of the asset. However, if there is no reasonable certainty that the Group will obtain ownership by the end of the lease term, the asset is depreciated over the shorter of the estimated useful life of the asset and the lease term.

Operating lease payments are recognised as an operating expense in the profit or loss on a straight–line basis over the lease term.

(B) AS LESSOR

Leases in which the Group does not transfer substantially all the risks and benefits of ownership of an asset are classified as operating leases. Initial direct costs incurred in negotiating an operating lease are added to the carrying amount of the leased asset and recognised over the lease term on the same basis as rental income. Contingent rents are recognised as revenue in the period in which they are earned.

2.19 BORROWING COSTS

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

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

2.20 INCOME TAXES

(A) CURRENT INCOME TAX

Current income tax assets and liabilities for the current period are measured at the amount expected to be recovered from or paid to the taxation authorities. The tax rates and tax laws used to compute the amount are those that are enacted or substantively enacted, at the reporting date in the countries where the Group operates and generates taxable income.

Current income tax relating to items recognised directly in equity is recognised in equity and not in the profit or loss. Management periodically evaluates positions taken in the tax returns with respect to situations in which applicable tax regulations are subject to interpretation and establishes provisions where appropriate.

(B) DEFERRED TAX

Deferred tax is provided using the liability method on temporary differences between the tax bases of assets and liabilities and their carrying amounts for financial reporting purposes at the reporting date.

Deferred tax liabilities are recognised for all taxable temporary differences, except:

- When the deferred tax liability arises from the initial recognition of goodwill or an asset or liability in a transaction that is not a business combination and, at the time of the transaction, affects neither the accounting profit nor taxable profit or loss; and

- In respect of taxable temporary differences associated with investments in subsidiaries, associates and interests in joint ventures, when the timing of the reversal of the temporary differences can be controlled and it is probable that the temporary differences will not reverse in the foreseeable future.

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

Notes to the Financial Statements (Cont'd)

31 DECEMBER 2013

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

2.20 INCOME TAXES (CONT'D)

(B) DEFERRED TAX (CONT'D)

- When the deferred tax asset relating to the deductible temporary difference arises from the initial recognition of an asset or liability in a transaction that is not a business combination and, at the time of the transaction, affects neither the accounting profit nor taxable profit or loss; and

- In respect of deductible temporary differences associated with investments in subsidiaries, associates and interests in joint ventures, deferred tax assets are recognised only to the extent that it is probable that the temporary differences will reverse in the foreseeable future and taxable profit will be available against which the temporary differences can be utilised.

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

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

Deferred tax relating to items recognised outside profit or loss is recognised outside profit or loss. Deferred tax items are recognised in correlation to the underlying transaction either in other comprehensive income or directly in equity.

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

Tax benefits acquired as part of a business combination, but not satisfying the criteria for separate recognition at that date, are recognised subsequently if new information about facts and circumstances change. The adjustment is either treated as a reduction to goodwill (as long as it does not exceed goodwill) if it was incurred during the measurement period or recognised in profit or loss.

(C) SALES TAX

Expenses and assets are recognised net of the amount of sales tax, except:

- When the sales tax incurred on a purchase of assets or services is not recoverable from the taxation authority, in which case, the sales tax is recognised as part of the cost of acquisition of the asset or as part of the expense item, as applicable

- When receivables and payables are stated within the amount of sales tax included

The net amount of sales tax recoverable from, or payable to, the taxation authority is included as part of receivables or payables in the statement of financial position.

2.21 PROVISIONS

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

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

Notes to the Financial Statements (Cont'd)

31 DECEMBER 2013

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

2.22 SINKING FUND

Sinking fund of the Group is established for the purpose of covering costs of periodic major repairs or capital replacements in the golf and country resort of the Group. A fraction of 10% of monthly subscription fees received from members during the year are credited to this reserve.

The amount credited into the sinking fund account during the year is subsequently paid to a fund which is kept in a separate trust account and administered by a Trustee.

Monies in the sinking fund are invested by the Trustee. Any income arising out of the investment is accrued to the fund.

2.23 DEFERRED LICENSE FEES

License fees are received upon admission of new members of the golf and country resort of the Group after January 1993, and are recognised in the profit or loss over the remaining terms of the membership licenses, which would expire on 9 October 2051.

2.24 EMPLOYEE BENEFITS

(A) DEFINED CONTRIBUTION PLAN

The Group participates in the national pension schemes as defined by the laws of the countries in which it has operations. The Malaysian companies in the Group make contributions to the Employee Provident Fund in Malaysia, a defined contribution pension scheme. Contributions to defined contribution pension schemes are recognised as an expense in the period in which the related service is performed.

(B) EMPLOYEE SHARE OPTION PLANS

Employees of the Group receive remuneration in the form of share options as consideration for services rendered. The cost of these equity–settled transactions with employees is measured by reference to the fair value of the options at the date on which the options are granted. This cost is recognised in profit or loss, with a corresponding increase in the employee share option reserve over the vesting period. The cumulative expense recognised at each reporting date until the vesting date reflects the extent to which the vesting period of five (5) years have expired and the Group's best estimate of the number of options that will ultimately vest. The charge or credit to profit or loss for a period represents the movement in cumulative expense recognised at the beginning and end of that period.

No expense is recognised for options that do not ultimately vest, except for options where vesting is conditional upon a market or non–vesting condition, which are treated as vested irrespective of whether or not the market or non–vesting condition is satisfied, provided that all other performance and/or service conditions are satisfied. The employee share option reserve is transferred to retained earnings upon expiry of the share options. When the options are exercised, the employee share option reserve is transferred to share capital if new shares are issued, or to treasury shares if the options are satisfied by the reissuance of treasury shares.

2.25 FOREIGN CURRENCIES

The Group's consolidated financial statements are presented in Ringgit Malaysia, which is also the parent company's functional currency. For each entity the Group determines the functional currency and items included in the financial statements of each entity are measured using that functional currency. The Group uses the direct method of consolidation and has elected to recycle the gain or loss that arises from using this method.

(A) TRANSACTIONS AND BALANCES

Transactions in foreign currencies are initially recorded by the Group's entities at their respective functional currency spot rates at the date the transaction first qualifies for recognition.

Monetary assets and liabilities denominated in foreign currencies are translated at the functional currency spot rates of exchange at the reporting date.

Differences arising on settlement or translation of monetary items are recognised in profit or loss with the exception of monetary items that are designated as part of the hedge of the Group's net investment of a foreign operation. These are recognised in other comprehensive income until the net investment is disposed of, at which time, the cumulative amount is reclassified to profit or loss. Tax charges and credits attributable to exchange differences on those monetary items are also recorded in other comprehensive income.

Notes to the Financial Statements (Cont'd)

31 DECEMBER 2013

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

2.25 FOREIGN CURRENCIES (CONT'D)

(A) TRANSACTIONS AND BALANCES (CONT'D)

Non-monetary items that are measured in terms of historical cost in a foreign currency are translated using the exchange rates at the dates of the initial transactions. Non-monetary items measured at fair value in a foreign currency are translated using the exchange rates at the date when the fair value is determined. The gain or loss arising on translation of non-monetary items measured at fair value is treated in line with the recognition of gain or loss on change in fair value of the item (i.e., translation differences on items whose fair value gain or loss is recognised in other comprehensive income or profit or loss are also recognised in other comprehensive income or profit or loss, respectively).

Any goodwill arising on the acquisition of a foreign operation and any fair value adjustments to the carrying amounts of assets and liabilities arising on the acquisition are treated as assets and liabilities of the foreign operation and translated at the spot rate of exchange at the reporting date.

(B) GROUP COMPANIES

On consolidation, the assets and liabilities of foreign operations are translated into Ringgit Malaysia at the rate of exchange prevailing at the reporting date and their profit or loss are translated at exchange rates prevailing at the dates of the transactions. The exchange differences arising on translation for consolidation are recognised in other comprehensive income. On disposal of a foreign operation, the component of other comprehensive income relating to that particular foreign operation is recognised in profit or loss.

2.26 REVENUE

Revenue is recognised to the extent that it is probable that the economic benefits will flow to the Group and the revenue can be reliably measured, regardless of when the payment is being made. Revenue is measured at the fair value of the consideration received or receivable, taking into account contractually defined terms of payment. The specific recognition criteria described below must also be met before revenue is recognised.

(A) SALE OF PROPERTIES

Revenue from sale of properties is accounted for by the stage of completion method.

(B) RECREATION AND RESORT OPERATIONS

Entrance fees are recognised upon signing of membership agreements. Deferred license fees are recognised over the period of the membership. Income from monthly subscription fees is recognised on an accrual basis.

(C) SALE OF GOODS

Revenue from sale of goods is recognised upon the transfer of significant risk and rewards of ownership of the goods to the customer. Revenue is not recognised to the extent where there are significant uncertainties regarding recovery of the consideration due, associated costs or the possible return of goods.

(D) RENTAL OF HOTEL ROOMS

Rental of hotel rooms is recognised when services are rendered on an accrual basis.

(E) DIVIDEND INCOME

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

(F) INTEREST INCOME

Interest income is recognised by using the effective interest method.

(G) RENTAL INCOME

Rental income is accounted for on a straight-line basis over the lease terms. The aggregate costs of incentives provided to lessees are recognised as a reduction of rental income over the lease term on a straight-line basis.

Notes to the Financial Statements (Cont'd)

31 DECEMBER 2013

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

2.26 REVENUE (CONT'D)

(H) MANAGEMENT FEES

Management fees are recognised when services are rendered.

2.27 SEGMENT REPORTING

For management purposes, the Group is organised into operating segments based on their products and services which are independently managed by the respective segment managers responsible for the performance of the respective segments under their charge. The segment managers report directly to the management of the Company who regularly review the segment results in order to allocate resources to the segments and to assess the segment performance. Additional disclosures on each of these segments are shown in Note 48, including the factors used to identify the reportable segments and the measurement basis of segment information.

2.28 CONTINGENCIES

A contingent liability or asset is a possible obligation or asset that arises from past events and whose existence will be confirmed only by the occurrence or non–occurrence of uncertain future event(s) not wholly within the control of the Group.

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

2.29 FAIR VALUE MEASUREMENT

The Group measures financial instruments, such as, derivatives, and non–financial assets such as investment properties, at fair value at each balance sheet date. Also, fair values of financial instruments measured at amortised cost are disclosed in Note 43.

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

(a) In the principal market for the asset or liability, or

(b) In the absence of a principal market, in the most advantageous market for the asset or liability

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

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

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

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

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

(a) Level 1 — Quoted (unadjusted) market prices in active markets for identical assets or liabilities

(b) Level 2 — Valuation techniques for which the lowest level input that is significant to the fair value measurement is directly or indirectly observable

(c) Level 3 — Valuation techniques for which the lowest level input that is significant to the fair value measurement is unobservable

Notes to the Financial Statements (Cont'd)

31 DECEMBER 2013

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

2.29 FAIR VALUE MEASUREMENT (CONT'D)

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

The Group's management determines the policies and procedures for both recurring fair value measurement, such as investment properties and unquoted AFS financial assets, and for non–recurring measurement, such as assets held for distribution in discontinued operation.

External valuers are involved for valuation of significant assets, such as properties and AFS financial assets, and significant liabilities, such as contingent consideration. Selection criteria of external valuers include market knowledge, reputation, independence and whether professional standards are maintained. The management decides, after discussions with the Group's external valuers, which valuation techniques and inputs to use for each case.

At each reporting date, the management analyses the movements in the values of assets and liabilities which are required to be re–measured or re–assessed as per the Group's accounting policies. For this analysis, the management verifies the major inputs applied in the latest valuation by agreeing the information in the valuation computation to contracts and other relevant documents.

The management, in conjunction with the Group's external valuers, also compares each the changes in the fair value of each asset and liability with relevant external sources to determine whether the change is reasonable.

The management and the Group's external valuers present the valuation results to the audit committee and the Group's independent auditors. This includes a discussion of the major assumptions used in the valuations.

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

2.30 DISCONTINUED OPERATIONS

The Group classifies non–current assets and disposal groups as held for sale or for distribution to equity holders of the parent if their carrying amounts will be recovered principally through a sale or distribution rather than through continuing use. Such non–current assets and disposal groups classified as held for sale or as held for distribution are measured at the lower of their carrying amount and fair value less costs to sell or to distribute. Costs to distribute are the incremental costs directly attributable to the distribution, excluding the finance costs and income tax expense.

The criteria for held for distribution classification is regarded as met only when the distribution is highly probable and the asset or disposal group is available for immediate distribution in its present condition. Actions required to complete the distribution should indicate that it is unlikely that significant changes to the distribution will be made or that the distribution with be withdrawn. Management must be committed to the distribution expected within one year from the date of the classification. Similar considerations apply to assets or a disposal for sale.

Property, plant and equipment and intangible assets are not depreciated or amortised once classified as held for sale or as held for distribution.

Assets and liabilities classified as held for sale or for distribution are presented separately as current items in the statement of financial position.

A disposal group qualifies as discontinued operation if it is:

- A component of the Group that is a CGU or a group of CGUs
- Classified as held for sale or distribution or already disposed in such a way, or
- A major line of business or major geographical area

Discontinued operations are excluded from the results of continuing operations and are presented as a single amount as profit or loss after tax from discontinued operations in the statement of profit or loss.

Notes to the Financial Statements (Cont'd)

31 DECEMBER 2013

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

2.31 TREASURY SHARES

Own equity instruments that are reacquired (treasury shares) are recognised at cost and deducted from equity. No gain or loss is recognised in profit or loss on the purchase, sale, issue or cancellation of the Group's own equity instruments. Any difference between the carrying amount and the consideration, if reissued, is recognised in share premium. Share options exercised during the reporting period are satisfied with treasury shares.

2.32 CURRENT VERSUS NON–CURRENT CLASSIFICATION

The Group presents assets and liabilities in statement of financial position based on current/non–current classification. An asset as current when it is:

- Expected to be realised or intended to sold or consumed in normal operating cycle
- Held primarily for the purpose of trading
- Expected to be realised within twelve months after the reporting period, or
- Cash or cash equivalent unless restricted from being exchanged or used to settle a liability for at least twelve months after the reporting period

All other assets are classified as non–current. A liability is current when:

- It is expected to be settled in normal operating cycle
- It is held primarily for the purpose of trading
- It is due to be settled within twelve months after the reporting period, or
- There is no unconditional right to defer the settlement of the liability for at least twelve months after the reporting period

The Group classifies all other liabilities as non–current.

Deferred tax assets and liabilities are classified as non–current assets and liabilities.

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 adjustment to the carrying amount of the asset or liability affected in the future.

CLASSIFICATION BETWEEN OPERATING LEASE AND FINANCE LEASE FOR LEASEHOLD LAND

The Group has developed certain criteria based on FRS 117 Leases in making judgement whether a leasehold land should be classified either as operating lease or finance lease.

Finance lease is a lease that transfers substantially all the risks and rewards incidental to ownership of an assets and operating lease is a lease that does not transfer substantially all the risks and rewards incidental to ownership. If the leasehold land meets the criteria of the finance lease, the lease will be classified as property, plant and equipment if it is for own use or will be classified as investment property if it is to earn rentals or for capital appreciation or both. Judgements are made on the individual leasehold land to determine whether the leasehold land qualifies as operating lease or finance lease.

The Group has classified the leases as finance leases as they have met the criteria of a finance lease under FRS 117.

3.1 KEY SOURCES OF ESTIMATION UNCERTAINTY

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

(A) PROPERTY DEVELOPMENT

The Group recognises property development revenues and expenses in the statements of comprehensive income by using the stage of completion method. The stage of completion is determined by the proportion that property development costs incurred for work performed to date bear to the estimated total property development costs.

Notes to the Financial Statements (Cont'd)

31 DECEMBER 2013

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

3.1 KEY SOURCES OF ESTIMATION UNCERTAINTY (CONT'D)

(A) PROPERTY DEVELOPMENT (CONT'D)

Significant judgement is required in determining the stage of completion, the extent of the property development costs incurred, the estimated total property development revenues and costs, as well as the recoverability of the property development costs. In making the judgement, the Group evaluates based on past experience and by relying on the work of specialists.

Where the financial outcome of a development activity cannot be reliably estimated, property development revenue is recognised to the extent of property development costs incurred that it is probable will be recoverable until the activity reaches a desired stage of completion, which the Group views as a reasonable benchmark based on past experience and by relying on the work of specialists.

(B) DEFERRED TAX ASSETS

Deferred tax assets are recognised for all unused tax losses, unabsorbed capital allowances and other deductible temporary differences to the extent that it is probable that taxable profit will be available against which the losses and capital allowances can be utilised. Significant management judgement is required to determine the amount of deferred tax assets that can be recognised, based upon the likely timing and level of future taxable profits together with future tax planning strategies. The total unrecognised tax losses and unutilised capital allowances of the Group was RM37,501,000 (2012: RM21,763,000) and RM2,895,000 (2012: RM1,217,000) respectively.

(C) IMPAIRMENT OF GOODWILL

Goodwill are tested for impairment annually and at other times when such indicators exist. This requires an estimation of the value in use of the cash-generating units to which goodwill and brands are allocated.

When value in use calculations are undertaken, management must estimate the expected future cash flows from the asset or cash-generating unit and choose a suitable discount rate in order to calculate the present value of those cash flows. Further details of the carrying value, the key assumptions applied in the impairment assessment of goodwill and brands and sensitivity analysis to changes in the assumptions are given in Note 24.

(D) IMPAIRMENT OF LOANS AND RECEIVABLES

The Group assesses at each reporting date whether there is any objective evidence that a financial asset is impaired. To determine whether there is objective evidence of impairment, the Group considers factors such as the probability of insolvency or significant financial difficulties of the debtor and default or significant delay in payments.

Where there is objective evidence of impairment, the amount and timing of future cash flows are estimated based on historical loss experience for assets with similar credit risk characteristics. The carrying amount of the Group's loans and receivable at the reporting date is disclosed in Note 26. If the present value of estimated future cash flows decrease by 10% from management's estimates, the Group's allowance for impairment will increase by RM2,027,827 (2012: increase by RM632,305).

(E) EMPLOYEE SHARE OPTIONS

The Group measures the cost of equity-settled transactions with employees by reference to the fair value of the equity instruments at the date at which they are granted. Estimating fair value for share-based payment transactions requires determining the most appropriate valuation model, which is dependent on the terms and conditions of the grant. This estimate also requires determining the most appropriate inputs to the valuation model including the expected life of the share option, volatility and dividend yield and making assumptions about them. The assumptions and models used for estimating fair value for share-based payment transactions, sensitivity analysis and the carrying amounts are disclosed in Note 33.

(F) REVALUATION OF INVESTMENT PROPERTIES

The Group carries its investment properties at fair value, with changes in fair values being recognised in profit or loss. Significant judgement is required in determining fair value which may be derived based on different valuation method. In making the judgement, the Group evaluates based on past experience and by relying on the work of specialists. The Group engaged independent valuation specialists to determine fair value as at 31 December 2013.

Notes to the Financial Statements (Cont'd)

31 DECEMBER 2013

4. REVENUE

	GROUP		COMPANY	
	2013 RM'000	2012 RM'000	2013 RM'000	2012 RM'000
Management fees	**49**	143	**49**	143
Sale of properties	**960,178**	529,352	**-**	-
Sales of land	**247,314**	-	**-**	-
Revenue from recreation and resort operations	**36,094**	31,135	**-**	-
Property management and maintenance fee income	**7,600**	7,337	**-**	-
Rent and related income from shopping mall, office tower and investment properties	**99,919**	59,895	**-**	-
Rental of rooms and other related hotel income	**6,371**	2,323	**-**	-
Sales of explosive and related accessories	**113,899**	-	**-**	-
Gross dividend income from:				
- Subsidiaries	**-**	-	**159,814**	96,432
- Marketable securities	**-**	178	**-**	-
Others	**4,079**	-	**-**	-
	1,475,503	630,363	**159,863**	96,575

5. COST OF SALES

	GROUP	
	2013 RM'000	2012 RM'000
Property development costs (Note 16(B))	**598,554**	298,020
Cost of land	**106,643**	-
Cost of inventories sold	**34,852**	6,165
Cost of services rendered		
- cost of recreation and resort operations	**20,938**	14,535
- cost of hotel management services	**1,725**	1,100
- cost of property management	**14,554**	13,942
- cost of mall and office operations and investment properties	**32,868**	18,028
Cost of explosive and related accessories	**79,684**	-
Cost of landscaping services	**2,734**	-
Cost of building material	**185**	-
Others	**839**	-
	893,576	351,790

Notes to the Financial Statements (Cont'd)

31 DECEMBER 2013

6. OTHER INCOME

	GROUP		COMPANY	
	2013 RM'000	2012 RM'000	2013 RM'000	2012 RM'000
Management fees	**3,345**	3,244	**–**	–
Rental income	**3,159**	3,221	**–**	–
Gain on disposal of a subsidiary	**–**	12,937	**–**	–
Gain on disposal of property, plant and equipment	**59,017**	6,350	**–**	–
Fair value gains on investment properties	**104,628**	106,651	**–**	–
Fair value gains on remeasurement of a former associate on becoming a subsidiary (Note 18)	**29,705**	–	**–**	–
Gain on bargain purchase	**–**	2,427	**–**	–
Miscellaneous	**7,027**	3,641	**1**	2
	206,881	138,471	**1**	2

7. FINANCE INCOME

	GROUP		COMPANY	
	2013 RM'000	2012 RM'000	2013 RM'000	2012 RM'000
Interest from:				
– Deposits	**6,860**	3,117	**2,053**	204
– Amounts due from subsidiaries	**–**	–	**27,503**	1,555
– Unwinding of discount on amounts due from subsidiaries	**–**	–	**3,038**	3,185
– Others	**2,021**	1,176	**–**	–
Total interest income	**8,881**	4,293	**32,594**	4,944
Finance income from:				
– Fair value gains on marketable securities ("FVTPL")	**–**	1,108	**–**	–
– Reversal of impairment loss on financial assets				
– Trade and other receivables ("LAR")	**183**	183	**19,196**	8,510
	9,064	5,584	**51,790**	13,454

Notes to the Financial Statements (Cont'd)

31 DECEMBER 2013

8. FINANCE COSTS

	GROUP		COMPANY	
	2013 RM'000	2012 RM'000	2013 RM'000	2012 RM'000
Interest expense on borrowings	**90,787**	67,278	**18,018**	3,549
Less: Interest expense capitalised in				
– construction-in-progress (Note 15)	**(1,284)**	(5,305)	**–**	–
– development property costs (Note 16(B))	**(16,894)**	(23,746)	**–**	–
– land held for property development (Note 16(A))	**(3,352)**	(8,371)	**–**	–
– investment properties (Note 17)	**(2,492)**	(2,642)	**–**	–
Interest expensed in profit and loss	**66,765**	27,214	**18,018**	3,549
Add: – Unwinding of RCULS liability	**8,694**	3,367	**8,694**	3,367
– Unwinding of discount on amount due to subsidiaries	**–**	–	**4,210**	95
– Unwinding of discount on retention sum payable	**1,911**	564	**–**	–
– Unwinding of discount on deposits rental refundable	**463**	376	**–**	–
– Unwinding of discount on security retainers	**110**	101	**–**	–
TOTAL FINANCE COSTS	**77,943**	31,622	**30,922**	7,011

Notes to the Financial Statements (Cont'd)

31 DECEMBER 2013

9. PROFIT BEFORE TAX

In addition to the items disclosed in Notes 6, 7 and 8, the following amounts have been included in arriving at profit before tax:

	GROUP		COMPANY	
	2013 RM'000	2012 RM'000	2013 RM'000	2012 RM'000
Employee benefits expense (Note 10)	**146,245**	88,954	**6,282**	2,102
Non-executive directors' remuneration (Note 11)	**2,150**	1,043	**643**	571
Auditors' remuneration				
– Current year	**466**	466	**92**	92
– Prior year	**–**	5	**–**	5
Depreciation of property, plant and equipment (Note 15)	**22,658**	15,349	**1,901**	1,736
Minimum operating lease payments:				
– office premises	**266**	–	**408**	393
– office equipment	**467**	158	**6**	14
Amortisation of endowment fund premium (Note 23)	**11**	11	**–**	–
Impairment loss on financial assets				
– Trade and other receivables ("LAR") (Note 26)	**266**	480	**24,227**	–
Reversal of Impairment loss on investment in subsidiary	**–**	–	**(4,002)**	–
Loss on disposal of marketable securities	**623**	1,976	**–**	–
Provision for liabilities (Note 34)	**35,904**	–	**–**	–
Loss on disposal of property, plant and equipment	**–**	23	**–**	–
Property, plant and equipment written off	**3,682**	89	**–**	–
Amortisation of deferred license fees (Note 37)	**2,236**	2,223	**–**	–
Unrealised returns on endowment policy (Note 23)	**(218)**	(213)	**–**	–
Unwinding of discount of security retainers (Note 36)	**110**	101	**–**	–
Fair value loss on marketable securities ("FVTPL")	**861**	6,106	**–**	–

10. EMPLOYEE BENEFITS EXPENSE

	GROUP		COMPANY	
	2013 RM'000	2012 RM'000	2013 RM'000	2012 RM'000
Salaries and bonuses	**95,868**	69,689	**5,801**	1,902
Social security contributions	**500**	364	**–**	–
Contributions to defined contribution plan	**10,598**	7,768	**328**	92
Share options granted under ESOS	**13,341**	1,231	**–**	–
Other benefits	**25,938**	9,902	**153**	108
TOTAL EXPENSES	**146,245**	88,954	**6,282**	2,102
Less: Amount included in cost of sales	**(23,646)**	(16,612)	**–**	–
INCLUDED IN ADMINISTRATIVE EXPENSES	**122,599**	72,342	**6,282**	2,102

Included in employee benefits expense of the Group and of the Company is executive directors' remuneration amounting to RM64,890,000 (2012: RM19,542,000) and RM8,794,000 (2012: RM1,667,000) as further disclosed in Note 11.

Notes to the Financial Statements (Cont'd)

31 DECEMBER 2013

11. DIRECTORS' REMUNERATION

	GROUP		COMPANY	
	2013 RM'000	2012 RM'000	2013 RM'000	2012 RM'000
DIRECTORS OF THE COMPANY				
Executive:				
Salaries and other emoluments	**24,913**	9,507	**4,002**	792
Bonus	**20,395**	4,896	**4,006**	792
Defined contribution plan	**4,157**	1,000	**786**	83
Share options granted under ESOS	**4,171**	112	**-**	-
	53,636	15,515	**8,794**	1,667
Non-executive:				
Fees	**734**	440	**630**	440
Other emoluments	**13**	291	**13**	131
	747	731	**643**	571
TOTAL DIRECTOR'S REMUNERATION	**54,383**	16,246	**9,437**	2,238
OTHER DIRECTORS				
Executive:				
Salaries and other emoluments	**4,822**	2,841	**-**	-
Bonus	**3,803**	877	**-**	-
Defined contribution plan	**995**	278	**-**	-
Share options granted under ESOS	**1,634**	31	**-**	-
	11,254	4,027	**-**	-
Non-executive:				
Fees	**1,245**	70	**-**	-
Other emoluments	**158**	242	**-**	-
	1,403	312	**-**	-
TOTAL OTHER DIRECTORS' REMUNERATION	**12,657**	4,339	**-**	-
TOTAL	**67,040**	20,585	**9,437**	2,238

Analysis of directors' remuneration:

	GROUP		COMPANY	
	2013 RM'000	2012 RM'000	2013 RM'000	2012 RM'000
Total executive directors' remuneration	**64,890**	19,542	**8,794**	1,667
Total non-executive directors' remuneration	**2,150**	1,043	**643**	571
Total directors' remuneration	**67,040**	20,585	**9,437**	2,238

Notes to the Financial Statements (Cont'd)

31 DECEMBER 2013

11. DIRECTORS' REMUNERATION (CONT'D)

The number of directors of the Company whose total remuneration during the year fell within the following bands is analysed below:

	NUMBER OF DIRECTORS	
	2013	**2012**
Executive directors:		
RM100,001 – RM750,000	**–**	1
RM750,001 – RM800,000	**–**	1
RM800,001 – RM1,200,000	**–**	3
RM1,200,001 – RM3,850,000	**4**	1
RM3,850,001 – RM4,600,000	**2**	–
RM4,600,001 – RM33,500,000	**1**	1
Non–executive directors		
Below RM50,000	**–**	1
RM50,001 – RM100,000	**1**	2
RM100,001 – RM150,000	**3**	–
RM150,001 – RM200,000	**–**	–
RM200,001 – RM300,000	**1**	2
RM300,001 – RM400,000	**–**	–

12. INCOME TAX EXPENSE

	GROUP		COMPANY	
	2013	**2012**	**2013**	**2012**
	RM'000	**RM'000**	**RM'000**	**RM'000**
Current income tax:				
Malaysian income tax	**111,175**	43,249	**25,529**	19,167
Under/(over) provision in prior years	**4,056**	168	**(314)**	49
	115,231	43,417	**25,215**	19,216
Real property gain tax	**1,098**	564	**–**	–
	116,329	43,981	**25,215**	19,216
Deferred tax (Note 35):				
– Origination and reversal of temporary differences	**5,542**	1,811	**2,033**	(842)
– Under/(over) provision in prior years	**3,405**	(1,379)	**–**	–
	8,947	432	**2,033**	(842)
Total income tax expense	**125,276**	44,413	**27,248**	18,374

Notes to the Financial Statements (Cont'd)

31 DECEMBER 2013

12. INCOME TAX EXPENSE (CONT'D)

Domestic income tax is calculated at the Malaysian statutory tax rate of 25% (2012: 25%) of the estimated assessable profit for the year. Taxation for other jurisdictions is calculated at the rates prevailing in the respective jurisdictions. The domestic statutory tax rate will be reduced to 24% from the current year's rate of 25% effective year of assessment 2016. The computation of deferred tax as at 31 December 2013 has reflected these changes.

The reconciliation between tax expense and the product of accounting profit multiplied by the applicable corporate tax rate are as follows:

	GROUP	
	2013	**2012**
	RM'000	**RM'000**
Profit before tax	**503,648**	224,944
Taxation at Malaysian statutory tax rate of 25% (2012: 25%)	**125,912**	56,236
Income not subject to tax	**(21,327)**	(5,098)
Expenses not deductible for tax purposes	**51,454**	22,071
Deferred tax recognised at different tax rate	**(20,918)**	(21,917)
Adjustment for income taxed under Real Property Gain Tax	**(732)**	(2,256)
Deferred tax asset not recognised	**6,515**	–
Utilisation of previously unrecognised tax losses and unabsorbed capital allowances	**(2,161)**	(1,836)
Under/(over) provision of deferred tax in prior years	**3,405**	(1,379)
Under provision of tax expense in prior years	**4,056**	168
Share of results of jointly controlled entities	**(19,833)**	376
Share of results of associates	**(1,095)**	(1,952)
Income tax expense	**125,276**	44,413

	COMPANY	
	2013	**2012**
	RM'000	**RM'000**
Profit before tax	**133,791**	84,820
Taxation at Malaysian statutory tax rate of 25% (2012: 25%)	**33,448**	21,205
Income not subject to tax	**(19,759)**	(8,254)
Expenses not deductible for tax purposes	**13,873**	5,374
(Over)/under provision in prior years	**(314)**	49
Income tax expense	**27,248**	18,374

Notes to the Financial Statements (Cont'd)

31 DECEMBER 2013

12. INCOME TAX EXPENSE (CONT'D)

Tax savings during the financial year arising from:

	GROUP	
	2013	2012
	RM'000	RM'000
Utilisation of previously unrecognised tax losses and unabsorbed capital allowances	**8,644**	7,344

The Group and the Company have the following tax losses and capital allowances that are available indefinitely for offsetting against future taxable profits of the companies in which they arose:

	GROUP	
	2013	2012
	RM'000	RM'000
Capital allowances	**12,080**	27,347
Tax losses	**141,812**	99,345

The following are deferred tax benefits which have not been recognised as the Group could not anticipate their ultimate realisation:

	GROUP	
	2013	2012
	RM'000	RM'000
Unrecognised capital allowances	**2,895**	1,217
Unrecognised tax losses	**37,501**	21,763
	40,396	22,980
Profit if fully recognised @ 25%	**10,099**	5,745

Notes to the Financial Statements (Cont'd)

31 DECEMBER 2013

13. EARNINGS PER SHARE

Basic earnings per share is calculated by dividing profit for the year, net of tax, attributable to the equity holders of the Company by the weighted average number of ordinary shares outstanding during the financial year.

Diluted earnings per share is calculated by dividing the net profit attributable to the equity holders of the Company by the weighted average number of ordinary shares outstanding during the financial year plus the weighted average number of ordinary shares that would be issued on the conversion of all the dilutive potential ordinary shares into ordinary shares.

The following reflects the profit and share data used in the computation of basic and diluted earnings per share:

	GROUP	
	2013	2012
	RM'000	RM'000
Net profit attributable to the equity holders of the Company	**362,308**	171,057
	NUMBER OF SHARES '000	
	2013	2012
Weighted average number of ordinary shares for basic earnings per share computation	**1,056,027**	526,578
Effects of dilution:		
– Share options	**31,313**	19,408
– Warrants 2009/2019	**153,558**	135,971
– RCULS	**175,072**	273,873
Weighted average number of ordinary shares for diluted earnings per share computation	**1,415,970**	955,830

There were no other transactions involving ordinary shares or potential ordinary shares since the reporting date and the date of authorisation of these financial statements.

Notes to the Financial Statements (Cont'd)

31 DECEMBER 2013

14. DIVIDENDS

	DIVIDENDS IN RESPECT OF YEAR			DIVIDENDS RECOGNISED IN YEAR	
	2013 RM'000	2012 RM'000	2011 RM'000	2013 RM'000	2012 RM'000
RECOGNISED DURING THE YEAR:					
First and final dividend for 2011: 3 sen per share less 25% on 460,670,720 ordinary shares (2.25 sen per ordinary share)	**-**	–	10,365	**-**	10,365
First and final dividend for 2012: 6.4 sen per share less 25% taxation, on 1,079,550,823 ordinary shares (4.80 sen per ordinary share)	**-**	51,818	–	**51,818**	–
First interim dividend for 2013: 4.5 sen per share less 25% taxation, on 1,084,316,254 ordinary shares (3.40 sen per ordinary share)	**36,596**	–	–	**36,596**	–
	36,596	51,818	10,365	**88,414**	10,365

The directors do not recommend the payment of final dividend in respect of the financial year ended 31 December 2013.

15. PROPERTY, PLANT AND EQUIPMENT

GROUP AT 31 DECEMBER 2013	FREEHOLD LAND RM'000	FREEHOLD BUILDING RM'000	LEASEHOLD LAND RM'000	LEASEHOLD BUILDINGS RM'000	CONSTRUCTION IN-PROGRESS RM'000	GOLF COURSE RM'000	PLANT AND MACHINERIES RM'000	OFFICE FURNITURE, FITTING AND EQUIPMENTS RM'000	MOTOR VEHICLES RM'000	TOTAL RM'000
COST										
AT 1 JANUARY 2013	202,030	16,323	194,413	146,564	74,785	53,367	28,650	53,452	11,879	781,463
Additions	663	-	-	1,322	65,780	465	1,755	8,677	9,986	88,648
Disposals	(13,384)	-	(9,264)	(759)	(2,643)	-	-	(39)	(1,015)	(27,104)
Write off	(1,661)	-	(996)	(727)	(40)	-	(116)	(419)	-	(3,959)
Acquisition of subsidiaries	506	455	-	1,711	-	-	2,717	460	4,497	10,346
Transfer to land held for property development (Note 16(A))	(75,767)	-	-	-	(85,954)	-	-	-	-	(161,721)
Transfer from/(to) investment property (Note 17)	13,636	-	(273)	-	103	-	-	-	-	13,466
Exchange differences	-	-	-	(9)	-	-	(339)	15	(361)	(694)
AT 31 DECEMBER 2013	126,023	16,778	183,880	148,102	52,031	53,832	32,667	62,146	24,986	700,445
ACCUMULATED DEPRECIATION AND IMPAIRMENT LOSSES										
AT 1 JANUARY 2013	-	-	29,159	31,645	-	15,150	22,217	21,981	5,080	125,232
Depreciation	-	354	1,336	5,965	-	941	2,718	7,025	4,319	22,658
Disposals	-	-	(227)	(443)	-	-	-	(10)	(491)	(1,171)
Write off	-	-	-	(104)	-	-	(105)	(68)	-	(277)
Exchange differences	-	-	-	(2)	-	-	(141)	8	(171)	(306)
AT 31 DECEMBER 2013	-	354	30,268	37,061	-	16,091	24,689	28,936	8,737	146,136
NET CARRYING AMOUNT	126,023	16,424	153,612	111,041	52,031	37,741	7,978	33,210	16,249	554,309

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

GROUP AT 31 DECEMBER 2012	FREEHOLD LAND RM'000	FREEHOLD BUILDING RM'000	LEASEHOLD LAND RM'000	LEASEHOLD BUILDINGS RM'000	CONSTRUCTION IN-PROGRESS RM'000	GOLF COURSE RM'000	PLANT AND MACHINERIES RM'000	OFFICE FURNITURE, FITTING AND EQUIPMENTS RM'000	MOTOR VEHICLES RM'000	TOTAL RM'000
COST										
AT 1 JANUARY 2012	127,045	-	164,319	97,168	42,150	48,997	27,144	33,545	5,638	546,006
Additions	26,572	-	264	41,856	46,984	-	1,760	14,968	3,324	135,728
Disposals	(8,030)	-	(11,500)	-	-	-	(393)	(401)	(108)	(20,432)
Write off	-	-	-	(52)	-	-	(43)	(68)	-	(163)
Reclassification	-	-	-	7,592	(14,496)	4,370	182	2,352	-	-
Acquisition of subsidiaries	55,031	-	41,094	-	147	-	-	1,983	2,523	100,778
Transfer from investment property (Note 17)	1,412	16,323	-	-	-	-	-	-	-	17,735
AT 31 DECEMBER 2012	202,030	16,323	194,177	146,564	74,785	53,367	28,650	52,379	11,377	779,652
ACCUMULATED DEPRECIATION AND IMPAIRMENT LOSSES										
AT 1 JANUARY 2012	-	-	27,631	27,857	-	14,261	20,974	15,714	2,372	108,809
Depreciation	-	-	1,292	3,788	-	889	1,671	5,445	2,264	15,349
Disposals	-	-	-	-	-	-	(394)	(211)	(58)	(663)
Write off	-	-	-	-	-	-	(34)	(40)	-	(74)
	-	-	28,923	31,645	-	15,150	22,217	20,908	4,578	123,421
NET CARRYING AMOUNT	202,030	16,323	165,254	114,919	74,785	38,217	6,433	31,471	6,799	656,231

Notes to the Financial Statements (Cont'd)

31 DECEMBER 2013

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

	OFFICE FURNITURE, FITTINGS AND EQUIPMENTS RM'000	MOTOR VEHICLES RM'000	TOTAL RM'000
COMPANY			
AT 31 DECEMBER 2013			
COST			
At 1 January 2013	**9,718**	**247**	**9,965**
Additions	**715**	**7**	**722**
At 31 December 2013	**10,433**	**254**	**10,687**
ACCUMULATED DEPRECIATION AND IMPAIRMENT LOSSES			
At 1 January 2013	**5,299**	**62**	**5,361**
Depreciation	**1,850**	**51**	**1,901**
At 31 December 2013	**7,149**	**113**	**7,262**
NET CARRYING AMOUNT	**3,284**	**141**	**3,425**
AT 31 DECEMBER 2012			
COST			
At 1 January 2012	9,012	247	9,259
Additions	707	–	707
At 31 December 2012	9,719	247	9,966
ACCUMULATED DEPRECIATION AND IMPAIRMENT LOSSES			
At 1 January 2012	3,614	12	3,626
Depreciation	1,687	49	1,736
At 31 December 2012	5,301	61	5,362
NET CARRYING AMOUNT	4,418	186	4,604

Notes to the Financial Statements (Cont'd)

31 DECEMBER 2013

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

(a) The net carrying amounts of property, plant and equipment pledged as securities for borrowings (Note 38) are as follows:

	2013 RM'000	2012 RM'000
Freehold land and buildings	**121,654**	210,368
Leasehold land	**8,723**	18,402
Long term leasehold buildings	**100,000**	32,789
Golf course	**37,741**	38,217
	268,118	299,776

(b) Interest expense capitalised during the financial year under construction–in–progress of the Group amounted to RM1,284,000 (2012: RM5,305,000).

(c) The Group's construction–in–progress relates mainly to expenditure for:

(i) a proposed international school located at Mukim Sungai Buloh, Daerah Petaling, Negeri Selangor which is expected to be completed by 2016;

(ii) a proposed hotel located at Jalan Ampang, Kuala Lumpur which is expected to be completed by 2016; and

(iii) a proposed hotel located at Jalan Anson, Penang which is expected to be completed by 2017.

(d) Included in property, plant and equipment of the Group are fully depreciated assets which are still in use costing RM28,268,000 (2012: RM27,930,000).

(e) During the financial year, the Group acquired property, plant and equipment with an aggregate costs of RM9,011,000 (2012: RM1,532,000) by means of hire purchase. The cash outflow on acquisition of property, plant and equipment amounted to RM79,637,000 (2012: RM134,196,000).

The carrying amount of property, plant and equipment held under hire purchase at the reporting date were RM9,010,000 (2012: RM1,302,000).

Notes to the Financial Statements (Cont'd)

31 DECEMBER 2013

16. LAND HELD FOR PROPERTY DEVELOPMENT AND PROPERTY DEVELOPMENT COSTS

(A) LAND HELD FOR PROPERTY DEVELOPMENT

	GROUP	
	2013	2012
	RM'000	RM'000
COST		
At 1 January:		
Freehold land	**1,124,365**	732,312
Leasehold land	**60,625**	61,800
	1,184,990	794,112
Additions	**41,726**	273,957
Acquisition of subsidiaries	**–**	244,414
Transfer to property development costs (Note 16(B))	**(139,014)**	(127,493)
Transfer from invesment property (Note 17)	**157,506**	–
Transfer from property, plant and equipment (Note 15)	**161,721**	–
Disposals	**(16,142)**	–
At 31 December	**1,390,787**	1,184,990
ACCUMULATED IMPAIRMENT LOSSES		
At 1 January/31 December	**151**	151
CARRYING AMOUNT AT 31 DECEMBER	**1,390,636**	1,184,839

Interest expense capitalised during the financial year under land held for property development amounted to RM3,352,000 (2012: RM8,371,000).

The freehold and leasehold land with aggregate carrying amounts of RM1,088,515,808 (2012: RM1,011,454,951) are pledged as security for bank borrowings as detailed to in Note 38.

Notes to the Financial Statements (Cont'd)

31 DECEMBER 2013

16. LAND HELD FOR PROPERTY DEVELOPMENT AND PROPERTY DEVELOPMENT COSTS (CONT'D)

(B) PROPERTY DEVELOPMENT COSTS

	GROUP	
	2013	2012
	RM'000	RM'000
PROPERTY DEVELOPMENT COSTS:		
At 1 January		
Freehold land	**312,774**	197,027
Leasehold land	**315,126**	243,240
Development costs	**867,506**	522,120
	1,495,406	962,387
COSTS INCURRED DURING THE YEAR:		
Land costs	**135,153**	31,840
Development costs	**454,389**	375,325
	589,542	407,165
COSTS RECOGNISED IN PROFIT OR LOSS:		
At 1 January	**(936,994)**	(638,974)
Recognised during the year	**(598,554)**	(298,020)
Disposal of land	**(90,501)**	–
At 31 December	**(1,626,049)**	(936,994)
TRANSFERS FROM:		
Land held for property development (Note 16(A))	**139,014**	127,493
TRANSFERS TO:		
Inventories	**(43,574)**	(1,639)
PROPERTY DEVELOPMENT COSTS AT 31 DECEMBER	**554,339**	558,412

Interest expense capitalised during the financial year under property development cost amounted to RM16,894,000 (2012: RM23,746,000).

The freehold and leasehold land with aggregate carrying amounts of RM137,030,000 (2012: RM169,064,000) are pledged as security for bank borrowings as detailed to in Note 38.

Acquisitions of land during the financial year are disclosed in Note 49.

Notes to the Financial Statements (Cont'd)

31 DECEMBER 2013

17. INVESTMENT PROPERTIES

GROUP	FREEHOLD LAND RM'000	LEASEHOLD LAND AND BUILDINGS RM'000	SHOPPING MALL AND CAR PARK PODIUM RM'000	OFFICE TOWER RM'000	CONSTRUC-TION IN PROGRESS RM'000	TOTAL RM'000
FAIR VALUE						
AT 1 JANUARY 2013	**652,642**	**350,679**	**396,889**	**36,666**	**9,412**	**1,446,288**
Additions	**3,996**	**2,638**	**6,263**	**–**	**10,583**	**23,480**
Net gains from fair value adjustment recognised in profit or loss	**59,834**	**33,179**	**11,615**	**–**	**–**	**104,628**
Transfer (to)/from property, plant and equipment (Note 15)	**–**	**(13,613)**	**–**	**–**	**147**	**(13,466)**
Reclassification	**(46,238)**	**–**	**–**	**–**	**46,238**	**–**
Transfer to asset held for sale (Note 29)	**(19,716)**	**(84,263)**	**–**	**–**	**–**	**(103,979)**
Transfer to land held for development (Note 16(A))	**(127,672)**	**(29,834)**	**–**	**–**	**–**	**(157,506)**
AT 31 DECEMBER 2013	**522,846**	**258,786**	**414,767**	**36,666**	**66,380**	**1,299,445**
AT 1 JANUARY 2012	98,894	–	317,835	51,380	2,878	470,987
Additions	123,402	4,740	892	–	6,534	135,568
Additions from subsidiaries	413,758	337,059	–	–	–	750,817
Net gains from fair value adjustment recognised in profit or loss	18,000	8,880	78,162	1,609	–	106,651
Transfer to property, plant and equipment (Note 15)	(1,412)	–	–	(16,323)	–	(17,735)
AT 31 DECEMBER 2012	652,642	350,679	396,889	36,666	9,412	1,446,288

Notes to the Financial Statements (Cont'd)

31 DECEMBER 2013

17. INVESTMENT PROPERTIES (CONT'D)

Interest expense capitalised during the financial year under investment properties amounted to RM2,492,000 (2012: RM2,642,000).

The carrying value of the investment properties are pledged as security for bank borrowings obtained as detailed in Note 38 are as follows:

	2013 RM'000	2012 RM'000
Freehold land and building	**500,798**	629,737
Shopping mall and car park podium	**414,767**	408,414
Office Tower	**36,666**	36,666
Leasehold land	**27,000**	25,000
Leasehold land and building	**84,200**	71,100
	1,063,431	1,170,917

This investment properties under construction is carried out at cost as management believes that due to the nature and the amount of remaining project risks, its fair value cannot be reliable determined.

The Group has no restrictions on the realisability of its investment properties and no contractual obligations to either purchase, construct or develop investment properties or for repairs, maintenance and enhancements.

Investment properties are stated at fair value, which has been determined based on valuations performed by accredited independent valuers as at 31 December 2013 and 2012. The independent valuers are specialists in valuing these types of investment properties. The fair value of the properties has been determined using the cost method, comparison method and investment method depending on the nature of the property.

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

RECONCILIATION OF FAIR VALUES:

	INVESTMENT PROPERTIES		
	LAND RM'000	OFFICE RM'000	RETAIL RM'000
OPENING BALANCE	305,581	251,092	558,867
Re–measurement recognised in profit or loss	63,433	8,970	32,225
Purchases	3,029	3,604	6,264
CLOSING BALANCE	372,043	263,666	597,356

Notes to the Financial Statements (Cont'd)

31 DECEMBER 2013

17. INVESTMENT PROPERTIES (CONT'D)

DESCRIPTION OF VALUATION TECHNIQUES USED AND KEY INPUTS TO VALUATION ON INVESTMENT PROPERTIES:

	VALUATION	SIGNIFICANT UNOBSERVABLE INPUTS	RANGE (WEIGHTED AVERAGE)
Land	Comparison Method	The comparison method entails analysing recent transactions and asking prices of similar property in and around the locality for comparison purposes with adjustments made for differences in location, visibility, size, tenure, etc.	
	Cost Method	The land component is assessed using comparison method while the building component is assessed based on depreciated value.	
Office	Investment Method**	Estimated rental value per sqft per month	RM3.03–RM4.72
		Expected market rental growth	1% – 3%
		Long–term vacancy rate	5%
		Discount rate	5.5%–7%
Retail	Investment Method**	Estimated rental value per sqft per month	RM3.78– RM4.72
		Expected market rental growth	3%
		Long–term vacancy rate	5%
		Discount rate	6%–6.5%

** The investment method entails determining the net annual income by deducting the annual outgoings from the gross annual income and capitalising the net income by suitable rate of return consistent with the type and quality of the investment to arrive of the market value of the subject property.

18. INVESTMENTS IN SUBSIDIARIES

	2013 RM'000	2012 RM'000
Shares, at cost In Malaysia	**1,377,912**	877,089
Less: Impairment losses	**(2,021)**	(6,023)
	1,375,891	871,066
ESOS granted to employees of subsidiaries	**22,243**	8,902
Discount on loans to subsidiaries	**40,387**	40,387
	1,438,521	920,355

Notes to the Financial Statements (Cont'd)

31 DECEMBER 2013

18. INVESTMENTS IN SUBSIDIARIES (CONT'D)

Details of the subsidiaries are as follows:

NAME OF SUBSIDIARIES	COUNTRY OF INCORPORATION	PRINCIPAL ACTIVITIES	% OF OWNERSHIP INTEREST HELD BY THE GROUP#		% OF OWNERSHIP INTEREST HELD BY NON-CONTROLLING INTERESTS#	
			2013	2012	2013	2012
Arah Pelangi Sdn. Bhd.	Malaysia	Property development	**100**	100	**–**	–
Tropicana Serdang Suria Sdn. Bhd.*	Malaysia	Property development	**100**	100	**–**	–
Tropicana Credit & Leasing Sdn. Bhd (formerly known as Dijaya Credit & Leasing Sdn. Bhd.)*	Malaysia	Credit and leasing	**100**	100	**–**	–
Tropicana Development Sdn. Bhd. (formerly known as Dijaya Development Sdn. Bhd.)*	Malaysia	Property development and property investment	**100**	100	**–**	–
Dijaya Management Services Sdn. Bhd.	Malaysia	Property management and maintenance services	**100**	100	**–**	–
Tropicana Cheras Sdn. Bhd. (formerly known as Dijaya Property Sdn. Bhd.)	Malaysia	Property development	**100**	100	**–**	–
Tropicana Danga Cove Holding Sdn. Bhd. (formerly known as Dijaya Tropicana Cove Sdn. Bhd.)	Malaysia	Investment holding	**100**	100	**–**	–
Terbit Berkat Sdn. Bhd.	Malaysia	Investment holding	**100**	100	**–**	–

Notes to the Financial Statements (Cont'd)

31 DECEMBER 2013

18. INVESTMENTS IN SUBSIDIARIES (CONT'D)

Details of the subsidiaries are as follows: (cont'd)

NAME OF SUBSIDIARIES	COUNTRY OF INCORPORATION	PRINCIPAL ACTIVITIES	% OF OWNERSHIP INTEREST HELD BY THE GROUP#		% OF OWNERSHIP INTEREST HELD BY NON-CONTROLLING INTERESTS#	
			2013	2012	2013	2012
Tropicana SJII Education Management Sdn. Bhd. (formerly known as Tropicana Education Sdn. Bhd.)	Malaysia	Dormant	**100**	100	**-**	-
Tropicana Education Management Sdn. Bhd.	Malaysia	Education services	**70**	70	**30**	30
Tropicana Innovative Landscape Sdn. Bhd.*	Malaysia	Dormant	**100**	100	**-**	-
Tropicana KL Development Sdn. Bhd.*	Malaysia	Property development and property investment	**100**	100	**-**	-
Tropicana Land Sdn. Bhd.	Malaysia	Property investment	**100**	100	**-**	-
Tropicana Senibong Sdn. Bhd.	Malaysia	Property development and property investment	**100**	100	**-**	-
Tropicana Metropark Sdn. Bhd.*	Malaysia	Property development	**100**	100	**-**	-
Tropicana Danga Bay Land Sdn. Bhd. (formerly known as Dijaya Tropicana Danga Bay Sdn. Bhd. ("TDBLSB")	Malaysia	Investment holding	**100**	100	**-**	-
SUBSIDIARY OF TDBLSB						
Tropicana Danga Bay Sdn. Bhd. ("TDSB")	Malaysia	Property development	**60**	60	**40**	40

Notes to the Financial Statements (Cont'd)

31 DECEMBER 2013

18. INVESTMENTS IN SUBSIDIARIES (CONT'D)

Details of the subsidiaries are as follows: (cont'd)

NAME OF SUBSIDIARIES	COUNTRY OF INCORPORATION	PRINCIPAL ACTIVITIES	% OF OWNERSHIP INTEREST HELD BY THE GROUP#		% OF OWNERSHIP INTEREST HELD BY NON-CONTROLLING INTERESTS#	
			2013	2012	2013	2012
SUBSIDIARY OF TDSB						
Tropicana Danga Bay Pte Ltd	Singapore	Promotions, marketing and other activities related to property development	**100**	100	**-**	-
Desiran Realiti Sdn. Bhd.*	Malaysia	Investment holding	**100**	100	**-**	-
Tropicana Development (Penang) Sdn. Bhd. ("TDPSB")*	Malaysia	Investment holding	**100**	100	**-**	-
SUBSIDIARY OF TDPSB						
Dijaya Wangsa Sdn. Bhd.*	Malaysia	Dormant (In the process of members' voluntarily winding-up)	**60**	60	**40**	40
Sumber Saujana Sdn. Bhd. ("SSSB")	Malaysia	Investment holding	**100**	100	**-**	-
SUBSIDIARY OF SSSB:						
Tropicana Tenaga Kimia Sdn. Bhd. (formerly known as Dijaya Tenaga Kimia Sdn. Bhd.) ("TTKSB")	Malaysia	Investment holding	**100**	100	**-**	-
SUBSIDIARY OF TTKSB:						
Tenaga Kimia Sdn. Bhd.*	Malaysia	Manufacturing	**73**	-	**27**	-
Tropicana Golf & Country Resort Berhad ("TGCRB")	Malaysia	Real property and resort development	**100**	100	**-**	-

Notes to the Financial Statements (Cont'd)

31 DECEMBER 2013

18. INVESTMENTS IN SUBSIDIARIES (CONT'D)

Details of the subsidiaries are as follows: (cont'd)

NAME OF SUBSIDIARIES	COUNTRY OF INCORPORATION	PRINCIPAL ACTIVITIES	% OF OWNERSHIP INTEREST HELD BY THE GROUP#		% OF OWNERSHIP INTEREST HELD BY NON-CONTROLLING INTERESTS#	
			2013	2012	2013	2012
SUBSIDIARIES OF TGCRB:						
Tropicana Management Services Sdn. Bhd.*	Malaysia	Property management and maintenance services	**100**	100	**-**	-
Tropicana Sungai Buloh Sdn. Bhd.	Malaysia	Property development	**100**	100	**-**	-
Tropicana Desa Mentari Sdn. Bhd.	Malaysia	Property development and property investment	**100**	100	**-**	-
Bakat Rampai Sdn. Bhd. ("BRSB")	Malaysia	Investment holding	**100**	100	**-**	-
SUBSIDIARIES OF BRSB:						
Dicorp Land Sdn. Bhd.	Malaysia	Property development	**100**	100	**-**	-
Tropicana Indah Realty Sdn. Bhd. (formerly known as Dijaya Indah Sdn. Bhd.) ("TIRSB")*	Malaysia	Investment holding	**100**	100	**-**	-
SUBSIDIARY OF TIRSB:						
Tropicana Indah Sdn. Bhd.*	Malaysia	Property development	**70**	70	**30**	30
Tropicana City. Sdn. Bhd ("TCSB")	Malaysia	Property development and property investment in Tropicana City Mall	**100**	100	**-**	-
SUBSIDIARY OF TCSB:						
Dicasa Management Services Sdn. Bhd.*	Malaysia	Property management and maintenance services	**100**	100	**-**	-
Tropicana City Management Sdn. Bhd.*	Malaysia	Property management	**100**	100	-	-

Notes to the Financial Statements (Cont'd)

31 DECEMBER 2013

18. INVESTMENTS IN SUBSIDIARIES (CONT'D)

Details of the subsidiaries are as follows: (cont'd)

NAME OF SUBSIDIARIES	COUNTRY OF INCORPORATION	PRINCIPAL ACTIVITIES	% OF OWNERSHIP INTEREST HELD BY THE GROUP#		% OF OWNERSHIP INTEREST HELD BY NON-CONTROLLING INTERESTS#	
			2013	2012	2013	2012
SUBSIDIARY OF TCSB: (CONT'D)						
Tropicana City Parking Sdn. Bhd. *	Malaysia	Management of car parking facilities	**100**	100	**-**	-
Tropicana Kajang Hill Sdn. Bhd.*	Malaysia	Property development	**100**	100	**-**	-
Star Honour Limited*	Cayman Islands	Investment holding	**100**	100	**-**	-
Tropicana Metro Sdn. Bhd.	Malaysia	Property investment	**100**	100	**-**	-
Tropicana Development (Sabah) Sdn. Bhd.	Malaysia	Property investment	**100**	100	**-**	-
Tropicana Properties (Klang) Sdn. Bhd.	Malaysia	Property investment	**100**	100	**-**	-
Tropicana Properties (Sandakan) Sdn. Bhd.	Malaysia	Property investment	**100**	100	**-**	-
Tropicana Properties (Puchong) Sdn. Bhd.	Malaysia	Property investment	**100**	100	**-**	-
Tropicana Properties (Sabah) Sdn. Bhd.	Malaysia	Property investment	**100**	100	**-**	-
Tropicana Macalister Avenue (Penang) Sdn. Bhd.*	Malaysia	Property investment	**100**	100	**-**	-
Tropicana Properties Odeon Sdn. Bhd.*	Malaysia	Property investment	**100**	100	**-**	-
Tropicana Lahad Datu Development Sdn. Bhd.*	Malaysia	Property investment	**100**	100	**-**	-
Tropicana Sadong Jaya Development Sdn. Bhd.*	Malaysia	Property investment	**100**	100	**-**	-

Notes to the Financial Statements (Cont'd)

31 DECEMBER 2013

18. INVESTMENTS IN SUBSIDIARIES (CONT'D)

Details of the subsidiaries are as follows: (cont'd)

NAME OF SUBSIDIARIES	COUNTRY OF INCORPORATION	PRINCIPAL ACTIVITIES	% OF OWNERSHIP INTEREST HELD BY THE GROUP#		% OF OWNERSHIP INTEREST HELD BY NON-CONTROLLING INTERESTS#	
			2013	2012	2013	2012
Tropicana Development (Sg Besi) Sdn. Bhd.*	Malaysia	Property investment	**100**	100	**-**	-
Tropicana KK City Sdn. Bhd.*	Malaysia	Property investment	**100**	100	**-**	-
Tropicana Lintas Development Sdn. Bhd.*	Malaysia	Property investment	**100**	100	**-**	-
Tropicana Jalan Selangor Development Sdn. Bhd.*	Malaysia	Property investment	**100**	100	**-**	-
Tropicana Lido Development Sdn. Bhd.*	Malaysia	Property investment	**100**	100	**-**	-
Tropicana Properties (Keningau) Sdn. Bhd.*	Malaysia	Property investment	**100**	100	**-**	-
Tropicana Land (Sandakan) Sdn. Bhd.*	Malaysia	Property investment	**100**	100	**-**	-
Arena Influx Sdn. Bhd.	Malaysia	Investment holding	**100**	100	**-**	-
Tropicana Tawau Development Sdn. Bhd.*	Malaysia	Property investment	**100**	100	**-**	-
Advent Nexus Sdn. Bhd.*	Malaysia	Providing hotel management and services	**100**	100	**-**	-
Tropicana Danga Lagoon Sdn. Bhd. ("TDLSB") (formerly known as Aliran Peluang Sdn. Bhd.)*	Malaysia	Property investment	**80**	80	**20**	20

Notes to the Financial Statements (Cont'd)

31 DECEMBER 2013

18. INVESTMENTS IN SUBSIDIARIES (CONT'D)

Details of the subsidiaries are as follows: (cont'd)

NAME OF SUBSIDIARIES	COUNTRY OF INCORPORATION	PRINCIPAL ACTIVITIES	% OF OWNERSHIP INTEREST HELD BY THE GROUP#		% OF OWNERSHIP INTEREST HELD BY NON-CONTROLLING INTERESTS#	
			2013	2012	2013	2012
SUBSIDIARY OF TDLSB:						
Kash Concept Sdn. Bhd.	Malaysia	Property Development	**100**	100	**-**	-
Antara Tuah Sdn. Bhd.*	Malaysia	Investment holding	**51**	51	**49**	49
Tropicana Landmark Sdn. Bhd.*	Malaysia	Property development	**100**	100	**-**	-
Tropicana Properties Ampang Sdn. Bhd.	Malaysia	Property investment	**100**	100	**-**	-
Daya Petaling Sdn. Bhd.	Malaysia	Property investment	**100**	100	**-**	-
Tropicana Bukit Bintang Development Sdn. Bhd.	Malaysia	Property investment	**100**	100	**-**	-
Tropicana Coliseum (Ipoh) Sdn. Bhd.	Malaysia	Property management	**100**	100	**-**	-
Tropicana Jaya Sdn. Bhd.*	Malaysia	Investment holding and renting of properties	**100**	100	**-**	-
Tropicana Plaza Sdn. Bhd. (formerly known as Dijaya Plaza Sdn. Bhd.)*	Malaysia	Property investment	**100**	100	**-**	-
Tropicana Kia Peng Sdn. Bhd. (formerly known as Image Pertiwi Sdn. Bhd.)*	Malaysia	Property development and investment holding	**100**	100	**-**	-
Tropicana Wisma TT Sdn. Bhd.*	Malaysia	Property development and property investment	**100**	100	**-**	-
Kuasa Cekapmas Sdn. Bhd.*	Malaysia	Property investment	**100**	100	**-**	-
Ultimate Support Sdn. Bhd.*	Malaysia	Investment holding	**100**	100	**-**	-
Tropicana Kepong Sdn. Bhd.*	Malaysia	Property investment	**100**	100	**-**	-

Notes to the Financial Statements (Cont'd)

31 DECEMBER 2013

18. INVESTMENTS IN SUBSIDIARIES (CONT'D)

Details of the subsidiaries are as follows: (cont'd)

NAME OF SUBSIDIARIES	COUNTRY OF INCORPORATION	PRINCIPAL ACTIVITIES	% OF OWNERSHIP INTEREST HELD BY THE GROUP#		% OF OWNERSHIP INTEREST HELD BY NON-CONTROLLING INTERESTS#	
			2013	2012	2013	2012
Tropicana Development (Johor Bahru) Sdn. Bhd.*	Malaysia	Property development	**100**	100	**-**	-
Tropicana Harapan Sdn. Bhd.*	Malaysia	Property development	**100**	100	**-**	-
Tropicana Subang South Development Sdn. Bhd.*	Malaysia	Investment holding	**100**	100	**-**	-
Tropicana Mentari Development Sdn. Bhd. (formerly known as Asas Kenari Sdn. Bhd.)*	Malaysia	Property development	**100**	100	**-**	-
Tropicana Kemayan Development Sdn. Bhd.*	Malaysia	Investment holding	**100**	100	**-**	-
Tropicana Rahang Development Sdn. Bhd.*	Malaysia	Investment holding	**100**	100	**-**	-
Tropicana Building Material Sdn. Bhd.*	Malaysia	Trading	**100**	-	**-**	-
Sapphire Index Sdn. Bhd.	Malaysia	Property development	**100**	-	**-**	-
Golddust United Sdn. Bhd. ("GUSB")	Malaysia	Property development and investment holding	**100**	-	**-**	-
SUBSIDIARY OF GUSB:						
Renown Dynamic Sdn. Bhd.	Malaysia	Property Development	**100**	-	**-**	-
Wisdom 88 Sdn. Bhd. ("WSB")	Malaysia	Investment holding	**100**	-	**-**	-
SUBSIDIARY OF WSB:						
Rhythm Quest Sdn. Bhd.	Malaysia	Property Development	**100**	-	**-**	-

All subsidiaries are audited by Ernst & Young, Malaysia except as indicated below:

* Audit by firms other than Ernst & Young

\# equals to the proportion of voting rights held

Notes to the Financial Statements (Cont'd)

31 DECEMBER 2013

18. INVESTMENTS IN SUBSIDIARIES (CONT'D)

Financial information of subsidiaries that have material non–controlling interests are provided below:

(i) Summarised statements of financial position

	TROPICANA INDAH SDN. BHD.		TROPICANA DANGA BAY SDN. BHD.	
	2013 RM'000	2012 RM'000	2013 RM'000	2012 RM'000
Non current assets	**9,073**	9,760	**284,160**	290,086
Current assets	**245,988**	197,865	**232,377**	138,095
Total assets	**255,061**	207,625	**516,537**	428,181
Non current liabilities	**361**	993	**173,270**	200,868
Current liabilities	**79,879**	43,831	**90,400**	29,834
Total liabilities	**80,240**	44,824	**263,670**	230,702
Net assets	**174,821**	162,801	**252,867**	197,479
Equity attributable to equity holders of the Company	**122,374**	113,961	**151,720**	118,487
Non controlling interest	**52,447**	48,840	**101,147**	78,992

	TROPICANA DANGA LAGOON SDN. BHD.		TENAGA KIMIA SDN. BHD.	
	2013 RM'000	2012 RM'000	2013 RM'000	2012 RM'000
Non current assets	**112,272**	108,774	**22,699**	–
Current assets	**4,806**	636	**111,368**	–
Total assets	**117,078**	109,410	**134,067**	–
Non current liabilities	**48,879**	72,630	**381**	–
Current liabilities	**76,173**	38,917	**28,221**	–
Total liabilities	**125,052**	111,547	**28,602**	–
Net assets/(liabilities)	**(7,974)**	(2,137)	**105,465**	–
Equity attributable to equity holders of the Company	**(6,380)**	(1,710)	**76,989**	–
Non controlling interest	**(1,594)**	(427)	**28,476**	–

Notes to the Financial Statements (Cont'd)

31 DECEMBER 2013

18. INVESTMENTS IN SUBSIDIARIES (CONT'D)

(ii) Summarised statement of comprehensive income

	TROPICANA INDAH SDN. BHD.		TROPICANA DANGA BAY SDN. BHD.	
	2013 RM'000	2012 RM'000	2013 RM'000	2012 RM'000
Revenue	**140,470**	93,858	**157,320**	87,464
Profit for the year	**22,325**	28,242	**11,531**	5,669
Profit attributable to equity holders of the Company	**15,628**	19,769	**6,919**	3,401
Profit attributable to the non-controlling interests	**6,697**	8,473	**4,612**	2,268
Total comprehensive income	**22,325**	28,242	**11,531**	5,669
Transactions with non-controlling interests				
Dividend paid	**(3,300)**	(6,600)	**–**	–
Share options granted under ESOS	**210**	36	**–**	17
Issuance of preference shares	**–**	–	**17,543**	2,268

	TROPICANA DANGA LAGOON SDN. BHD.		TENAGA KIMIA SDN. BHD.	
	2013 RM'000	2012 RM'000	2013 RM'000	2012 RM'000
Revenue	**–**	–	**190,774**	–
Profit for the year	**(5,837)**	(2,135)	**30,465**	–
Profit attributable to equity holders of the Company	**(4,670)**	(1,708)	**22,239**	–
Profit attributable to the non-controlling interests	**(1,167)**	(427)	**8,226**	–
Total comprehensive income	**(5,837)**	(2,135)	**30,465**	–

Notes to the Financial Statements (Cont'd)

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18. INVESTMENTS IN SUBSIDIARIES (CONT'D)

(iii) Summarised statement of cash flows

	TROPICANA INDAH SDN. BHD.		TROPICANA DANGA BAY SDN. BHD.	
	2013 RM'000	2012 RM'000	2013 RM'000	2012 RM'000
Net cash generated from/(used in) operating activities	**11,037**	55,908	**3,812**	(27,149)
Net cash (used in)/generated from investing activities	**(1,144)**	(8,070)	**7,215**	(13,202)
Net cash (used in)/from financing activities	**(12,010)**	(20,591)	**(5,458)**	40,952
Net increase in cash and cash equivalent	**(2,117)**	27,247	**5,569**	601
Cash and cash equivalents at the beginning of the year	**83,177**	55,930	**1,560**	959
Cash and cash equivalents at the end of the year	**81,060**	83,177	**7,129**	1,560

	TROPICANA DANGA LAGOON SDN. BHD.		TENAGA KIMIA SDN. BHD.	
	2013 RM'000	2012 RM'000	2013 RM'000	2012 RM'000
Net cash generated from/(used in) operating activities	**(12,206)**	4,684	**9,246**	–
Net cash (used in)/generated from investing activities	**(3,106)**	(108,774)	**1,138**	–
Net cash (used in)/from financing activities	**15,321**	104,100	**(14,693)**	–
Net increase in cash and cash equivalent	**9**	10	**(4,309)**	–
Cash and cash equivalents at the beginning of the year	**10**	–	**12,443**	–
Cash and cash equivalents at the end of the year	**19**	10	**8,134**	–

Notes to the Financial Statements (Cont'd)

31 DECEMBER 2013

18. INVESTMENTS IN SUBSIDIARIES (CONT'D)

(A) GROUP RESTRUCTURING

The following group restructuring took place during the financial year:

(i) On 31 July 2013, the Company subscribed for 52,818,180 of Class B ordinary shares of RM0.10 each with share premium of RM0.90 each via capitalisation of debts due from Tropicana Danga Cove Holding Sdn. Bhd. (formerly known as Dijaya Tropicana Danga Cove Sdn. Bhd.) of RM52,818,180.

(ii) On 31 July 2013, the Company subscribed for 139,807,120 of Class B ordinary shares of RM0.10 each with share premium of RM0.90 each via capitalisation of debts due from Tropicana Danga Bay Land Sdn. Bhd. (formerly known as Dijaya Tropicana Danga Bay Sdn. Bhd.) of RM139,807,120.

(iii) On 31 July 2013, the Company subscribed for 59,667,940 of Class B ordinary shares of RM0.10 each with share premium of RM0.90 each via capitalisation of debts due from Tropicana Development (Penang) Sdn. Bhd. of RM59,667,940.

(iv) On 31 July 2013, the Company subscribed for 3,102,180 of Class B ordinary shares of RM0.10 each with share premium of RM0.90 each via capitalisation of debts due from Tropicana Lahad Datu Sdn. Bhd. of RM3,102,180.

(v) On 31 July 2013, the Company subscribed for 5,372,730 of Class B ordinary shares of RM0.10 each with share premium of RM0.90 each via capitalisation of debts due from Tropicana Properties (Keningau) Sdn. Bhd. of RM5,372,730.

(vi) On 31 July 2013, the Company subscribed for 6,731,440 of Class B ordinary shares of RM0.10 each with share premium of RM0.90 each via capitalisation of debts due from Tropicana Lido Development Sdn. Bhd. of RM6,731,440.

(vii) On 31 July 2013, the Company subscribed for 11,220,450 of Class B ordinary shares of RM0.10 each with share premium of RM0.90 each via capitalisation of debts due from Tropicana Landmark Sdn. Bhd. of RM11,220,450.

(viii) On 31 July 2013, the Company subscribed for 17,237,530 of Class B ordinary shares of RM0.10 each with share premium of RM0.90 each via capitalisation of debts due from Tropicana KK City Sdn. Bhd. of RM17,237,530.

(ix) On 31 July 2013, the Company subscribed for 5,154,700 of Class B ordinary shares of RM0.10 each with share premium of RM0.90 each via capitalisation of debts due from Tropicana Lintas Development Sdn. Bhd. of RM5,154,700.

(x) On 31 July 2013, the Company subscribed for 16,612,410 of Class B ordinary shares of RM0.10 each with share premium of RM0.90 each via capitalisation of debts due from Tropicana Metro Sdn. Bhd. of RM16,612,410.

(xi) On 31 July 2013, the Company subscribed for 62,133,890 of Class B ordinary shares of RM0.10 each with share premium of RM0.90 each via capitalisation of debts due from Tropicana Development (Sabah) Sdn. Bhd. of RM62,133,890.

(xii) On 31 July 2013, the Company subscribed for 26,248,010 of Class B ordinary shares of RM0.10 each with share premium of RM0.90 each via capitalisation of debts due from Tropicana Properties (Klang) Sdn. Bhd. of RM26,248,010.

(xiii) On 31 July 2013, the Company subscribed for 38,655,300 of Class B ordinary shares of RM0.10 each with share premium of RM0.90 each via capitalisation of debts due from Tropicana Properties (Puchong) Sdn. Bhd. of RM38,655,300.

Notes to the Financial Statements (Cont'd)

31 DECEMBER 2013

18. INVESTMENTS IN SUBSIDIARIES (CONT'D)

(A) GROUP RESTRUCTURING (CONT'D)

(xiv) On 31 July 2013, the Company subscribed for 3,569,700 of Class B ordinary shares of RM0.10 each with share premium of RM0.90 each via capitalisation of debts due from Tropicana Land (Sandakan) Sdn. Bhd. of RM3,569,700.

(xv) On 31 July 2013, the Company subscribed for 5,768,640 of Class B ordinary shares of RM0.10 each with share premium of RM0.90 each via capitalisation of debts due from Tropicana Tawau Development Sdn. Bhd. of RM5,768,640.

(xvi) On 31 July 2013, the Company subscribed for 10,414,520 of Class B ordinary shares of RM0.10 each with share premium of RM0.90 each via capitalisation of debts due from Tropicana Properties Odeon Sdn. Bhd. of RM10,414,520.

(xvii) On 31 July 2013, the Company subscribed for 24,308,400 of Class B ordinary shares of RM0.10 each with share premium of RM0.90 each via capitalisation of debts due from Tropicana Properties (Sabah) Sdn. Bhd. of RM24,308,400.

(xviii) Golddust United Sdn. Bhd., Sapphire Index Sdn. Bhd. and Wisdom 88 Sdn. Bhd, are acquired during the year. All the companies have an issued and paid up share capital of RM2 each and they were acquired for RM2 each as well.

(xix) On 16 December 2013, the Company subscribed for an additional 249,998 ordinary shares of RM1.00 each in the share capital of Tropicana Macalister Avenue (Penang) Sdn. Bhd. at par satisfied by way of conversion of debts of RM249,998 due from Tropicana Macalister Avenue (Penang) Sdn. Bhd. to the Company.

(xx) On 2 May 2013, the Company subscribed for an additional 249,998 ordinary shares of RM1.00 each in the share capital of Tropicana Metropark Sdn. Bhd. ("TMSB") at par satisfied by way of conversion of debt of RM249,998 due from TMSB to the Company. On 4 September 2013, the Company subscribed for an additional 10,500,000 ordinary shares of RM1.00 each in the share capital of Tropicana Metropark Sdn. Bhd. ("TMSB") at par satisfied by way of conversion of debt of RM10,500,000 due from TMSB to the Company.

(xxi) Tropicana Building Materials Sdn. Bhd. ("TBMSB") (formerly known as Duta Petaling Sdn. Bhd.) was acquired during the year. TBMSB has an issued and paid up share capital of RM2 each and it was acquired for RM2 each as well. The Company further subscribed for an additional 999,998 ordinary shares of RM1.00 each in the share capital of TBMSB at par, satisfied by way of conversion of debt of RM999,998 due from TBMSB to the Company.

Notes to the Financial Statements (Cont'd)

31 DECEMBER 2013

18. INVESTMENTS IN SUBSIDIARIES (CONT'D)

(B) ACQUISITION OF SUBSIDIARIES

On 31 May 2013, Tropicana Tenaga Kimia Sdn. Bhd. (formerly known as Dijaya Tenaga Kimia Sdn Bhd.) ("TTKSB"), a wholly owned subsidiary of Sumber Saujana Sdn Bhd ("SSSB") which in turn is a wholly owned subsidiary of Tropicana Corporation Berhad, acquired 12,800,000 ordinary shares of RM1.00 each in Tenaga Kimia Sdn Bhd ("TKSB"), representing 40% of the total issued and paid up share capital of TKSB. Prior to the acquisition, TKSB was an equity accounted associate with 33% equity interest held by TTKSB. Arising from the acquisition, TKSB becomes a 73% owned subsidiary of TTKSB.

The fair value of the identifiable assets and liabilities of TKSB as at the date of acquisition were:

	CARRYING AMOUNT RM'000	FAIR VALUE RM'000
Property, plant and equipment	9,891	10,346
Investment in jointly controlled entities	8,993	8,993
Investment in an associate	1,493	1,493
Deferred tax asset	840	840
Inventories	23,850	21,925
Trade and other receivables	55,359	55,359
Tax recoverable	246	246
Cash at banks	18,553	18,553
Trade and other payables	(11,739)	(11,739)
Borrowings	(1,002)	(1,002)
Deferred tax liabilities	(182)	(182)
Taxation	(2,808)	(2,808)
Net identifiable assets	103,494	102,024

TOTAL COST OF BUSINESS COMBINATION	RM'000
The total cost of business combination is as follows:	
Cash paid	39,630
Real properties held as inventory of the Group	39,730
Transfer from investment in associate (Note 19)	35,475
Fair value gain of previously held interest	29,705
	144,540
The effect of the acquisition on cash flows as follows:	
Total cost of the business combination	144,540
Less: non–cash consideration	(104,910)
Consideration settled in cash	39,630
Less: cash and cash equivalents of subsidiary acquired	(18,553)
Net cash outflow on acquisition	21,077

Notes to the Financial Statements (Cont'd)

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18. INVESTMENTS IN SUBSIDIARIES (CONT'D)

(B) ACQUISITION OF SUBSIDIARIES (CONT'D)

GOODWILL ARISING FROM ACQUISITION	RM'000
Fair value of net identifiable asset	102,024
Less: minority interest	(17,287)
Goodwill on acquisition	59,803
Cost of business combination	144,540

From the date of acquisition, TKSB has contributed RM113,899,000 of revenue and RM39,086,000 to profit before tax of the Group. If the combination had taken place at the beginning of the year, revenue would have been RM1,593,139,000 and the profit before tax for the Group would have been RM527,232,000.

19. INVESTMENTS IN AN ASSOCIATE

	GROUP	
	2013	2012
	RM'000	RM'000
In Malaysia:		
Unquoted shares at cost	**6,493**	6,089
Share of post–acquisition reserve	**30,745**	25,004
Transfer to investment in subsidiaries (Note 18)	**(35,475)**	–
	1,763	31,093
Represented by:		
Share of net assets	**1,763**	30,076

Details of the associate, which is a private entity that is not listed in any public exchange, are as follows:

NAME OF ASSOCIATE	COUNTRY OF INCORPORATION	EQUITY INTEREST HELD (%) 2013	2012	PRINCIPAL ACTIVITIES
Tenaga Kimia Sdn. Bhd. ("TKSB")* #	Malaysia	**–**	33	Manufacture and sale of explosives, chemicals and blasting accessories
ASSOCIATE OF TKSB				
First Asiatic Enterprise Holdings, Inc.*	Philippines	**40**	–	Investment holding company
MT. Rock Powder Corporation*	Philippines	**40**	–	Trading of chemical and other related products

The Group has acquired additional 40% stake in TKSB during the financial year 2013.

* All the associate companies are using equity accounting method.

Notes to the Financial Statements (Cont'd)

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19. INVESTMENTS IN AN ASSOCIATE (CONT'D)

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

(i) Summarised statements of financial position

	GROUP	
	2013	2012
	RM'000	RM'000
ASSETS		
Current assets	**16,340**	95,732
Non-current assets	**1,532**	16,510
Total assets	**17,872**	112,242
LIABILITIES		
Current liabilities	**12,709**	19,906
Non-current liabilities	**755**	1,196
Total liabilities	**13,464**	21,102
NET ASSETS	**4,408**	91,140

(ii) Summarised statement of comprehensive income

	GROUP	
	2013	2012
	RM'000	RM'000
Revenue	**26,128**	172,334
Profit before tax	**3,984**	29,364
Other comprehensive income	**-**	(239)
Total comprehensive income	**3,984**	23,418

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

	GROUP	
	2013	2012
	RM'000	RM'000
Net assets as at 1 January	**424**	68,200
Profit for the year	**3,984**	23,179
Other comprehensive income	**-**	(239)
Net assets as at 31 December	**4,408**	91,140
Interest in associates	**40%**	33%
Carrying value of Group's interest in associates	**1,763**	30,076

The associate had no material contingent liabilities or capital commitment as at 31 December 2013 or 2012.

Notes to the Financial Statements (Cont'd)

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20. INVESTMENTS IN JOINTLY CONTROLLED ENTITIES

	GROUP	
	2013	2012
	RM'000	RM'000
In Malaysia:		
Unquoted shares at cost	**101,854**	69,789
Share of post-acquisition reserve	**84,315**	(1,596)
	186,169	68,193
Represented by:		
Share of net assets	**186,169**	68,193

Details of the jointly controlled entities are as follows:

NAME OF JOINTLY CONTROLLED ENTITIES	COUNTRY OF INCORPORATION	EQUITY INTEREST HELD (%) 2013	2012	PRINCIPAL ACTIVITIES
Tropicana Ivory Sdn. Bhd. ("TIVSB")*	Malaysia	**55**	55	Property development
SUBSIDIARIES OF TIVSB:				
Tropicana Ivory Realty Sdn. Bhd. ("TIRSB")*	Malaysia	**100**	100	Property investment
Triple Three Properties Sdn. Bhd. ("TTPSB")*	Malaysia	**65**	100	Property investment
Tropicana Danga Cove Sdn. Bhd ("TDCSB")*	Malaysia	**50**	50	Property development
Tenaga Kimia-Ensign Bickford Sdn. Bhd. ("TKEBSB")	Malaysia	**50**	50	Manufacturing and trading of non-electric explosives

* All the jointly controlled entities are using equity accounting method.

Notes to the Financial Statements (Cont'd)

31 DECEMBER 2013

20. INVESTMENTS IN JOINTLY CONTROLLED ENTITIES (CONT'D)

During the year:

(i) TDCSB issued RM3,938,000 worth of redeemable preference shares series A ("RPS–A") of nominal value of RM0.01 with a share premium of RM0.09. The Group subscribed for 50% of these issuances of shares for a cash consideration of RM1,969,000.

(ii) TIVSB issued RM50,329,091 of redeemable preference shares series A ("RPS–A") with a nominal value of RM0.01 per share with a premium of RM0.99 per share. The Group subscribed for 55% of this issuance of shares for a cash consideration of RM27,681,000.

(a) Summarised financial information in respect of each of the Group's material jointly controlled entities is set out below. The summarised financial information represents the amounts in the financial statements of the jointly controlled entities and not the Group's share of those amounts.

(i) Summarised statement of financial position

	TIVSB		TDCSB	
	2013	2012	2013	2012
	RM'000	RM'000	RM'000	RM'000
Non current assets	**9,196**	2,972	**431,019**	222,405
Current assets	**343,653**	138,607	**49,288**	15,099
Total assets	**352,849**	141,579	**480,307**	237,504
Non current liabilities	**198,427**	76,222	**159,701**	152,671
Current liabilities	**59,366**	11,606	**75,279**	7,507
Total liabilities	**257,793**	87,828	**234,980**	160,178
Net assets	**95,056**	53,751	**245,327**	77,326
Interest in joint ventures	**55%**	55%	**50%**	50%
Carrying value of Group's interest in joint ventures	**52,281**	29,563	**122,664**	38,663

(ii) Summarised statement of comprehensive income

	TIVSB		TDCSB	
	2013	2012	2013	2012
	RM'000	RM'000	RM'000	RM'000
Revenue	**18,954**	–	**24,004**	893
(Loss)/profit before tax	**(11,232)**	(1,862)	**173,143**	(1,078)
Total comprehensive (loss)/income	**(9,025)**	(1,862)	**164,063**	(1,078)

Notes to the Financial Statements (Cont'd)

31 DECEMBER 2013

20. INVESTMENTS IN JOINTLY CONTROLLED ENTITIES (CONT'D)

(a) Summarised financial information in respect of each of the Group's material jointly controlled entities is set out below. The summarised financial information represents the amounts in the financial statements of the jointly controlled entities and not the Group's share of those amounts (cont'd).

(iii) Reconciliation of the summarised financial information presented above to the carrying amount of the Group's interest in jointly controlled entities:

	TIVSB		TDCSB	
	2013 RM'000	2012 RM'000	2013 RM'000	2012 RM'000
Net assets as at 1 January	**53,751**	2	**77,326**	21,878
(Loss)/profit for the year	**(9,025)**	(1,862)	**164,063**	(956)
Net assets as at 31 December	**44,726**	(1,860)	**241,389**	20,922
Issuance of preference shares	**50,330**	55,361	**3,938**	56,154
Issuance of ordinary shares	**–**	250	**–**	250
	95,056	53,751	**245,327**	77,326
Interest in joint ventures	**55%**	55%	**50%**	50%
Carrying value of Group's interest in joint ventures	**52,281**	29,563	**122,664**	38,663

(iv) Share of capital commitment

Approved and contracted for:

Acquisition of land	**825,824**	1,045,208	**–**	–

(b) Aggregate information of jointly controlled entities that are not individually material are as follows:

	GROUP	
	2013 RM'000	2012 RM'000
The Group's share of profit before tax	**2,815**	–
The Group's share of total comprehensive income	**2,815**	–

21. MARKETABLE SECURITIES

	GROUP			
	2013 RM'000		2012 RM'000	
	CARRYING AMOUNT	MARKET VALUE OF QUOTED INVESTMENTS	CARRYING AMOUNT	MARKET VALUE OF QUOTED INVESTMENTS
AT FVTPL:				
Quoted shares in Malaysia	**–**	**–**	11,231	11,231

Notes to the Financial Statements (Cont'd)

31 DECEMBER 2013

22. OTHER INVESTMENTS

	GROUP		COMPANY	
	2013 RM'000	2012 RM'000	2013 RM'000	2012 RM'000
AT FVTPL:				
Transferable corporate golf club memberships	**312**	312	**312**	312
Unquoted shares in Malaysia	**–**	53	**–**	–
	312	365	**312**	312

23. SECURITY RETAINERS ACCUMULATION FUND

	GROUP	
	2013 RM'000	2012 RM'000
At 1 January	**3,630**	3,428
Unrealised returns	**218**	213
	3,848	3,641
Less: Amortisation for the year	**(11)**	(11)
At 31 December	**3,837**	3,630

The security retainers accumulation fund of the golf and country resort of the Group relates to the unamortised portion of the single premium paid for the purchase of a 'Group Endowment with Profits' policy from a local insurer in 1994 and the unrealised returns which accrues to this policy on a cumulative basis, annually.

The total accumulated returns together with the insured sum will only be received upon maturity of the said policy on 2 October 2051. The purpose of this scheme is to provide the Group with funds to repay the security retainers received from members of the golf and country resort of the Group, who were registered prior to January 1993, at the end of their membership license term on 9 October 2051.

24. INTANGIBLE ASSETS

	GROUP	
GOODWILL ON CONSOLIDATION	2013 RM'000	2012 RM'000
COST		
At 1 January	**24,694**	8,863
Acquisition of subsidiaries	**59,803**	15,831
Written off	**(50)**	–
At 31 December	**84,447**	24,694
ACCUMULATED IMPAIRMENT		
At 1 January/31 December	**(4,069)**	(4,069)
NET CARRYING AMOUNT	**80,378**	20,625

Notes to the Financial Statements (Cont'd)

31 DECEMBER 2013

24. INTANGIBLE ASSETS (CONT'D)

IMPAIRMENT TEST OF GOODWILL

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

	2013 RM'000	2012 RM'000
Manufacturing	**59,803**	–
Investment holding	**16,714**	16,764
Property development	**3,861**	3,861
	80,378	20,625

(A) KEY ASSUMPTIONS USED IN VALUE-IN-USE CALCULATIONS

The recoverable amounts of the CGUs have been determined based on a value-in-use calculations using cash flow projections based on financial budgets approved by management.

The following describes each key assumption on which management has based its cash flow projections to undertake impairment testing of goodwill.

(i) Budgeted gross margin

The basis used to determine the value assigned to the budgeted gross margin is the average rate achieved in the year immediately before the budgeted year increased for expected efficiency improvements.

(ii) Pre-tax discount rate

The discount rates used are pre-tax ranging from 10% to 12% and reflect specific risks relating to the relevant segments.

(B) SENSITIVITY TO CHANGES IN ASSUMPTIONS

With regard to the assessment of value-in-use of the CGUs, management believes that no reasonably possible change in any of the above key assumptions would cause the carrying values of the unit to materially differ from its recoverable amount.

Notes to the Financial Statements (Cont'd)

31 DECEMBER 2013

25. INVENTORIES

	GROUP 2013 RM'000	GROUP 2012 RM'000
AT COST		
Property Development and Recreation		
Properties held for sale	**33,614**	29,645
Consumable stores and spares	**1,109**	1,434
	34,723	31,079
Manufacturing		
Raw material, explosive	**20,849**	–
Finished goods, explosive	**11,265**	–
Working in progress, explosive	**252**	–
	32,366	–
	67,089	31,079

The Group's cost of inventories recognised as an expense during the year in the Group amounted to RM114,536,000 (2012: RM6,165,000).

26. TRADE AND OTHER RECEIVABLES

	GROUP 2013 RM'000	GROUP 2012 RM'000	COMPANY 2013 RM'000	COMPANY 2012 RM'000
CURRENT				
TRADE RECEIVABLES				
Third parties	**200,753**	102,048	**–**	–
Less: Allowance for impairment	**(3,772)**	(3,058)	**–**	–
Trade receivables, net	**196,981**	98,990	**–**	–
OTHER RECEIVABLES				
Amounts due from subsidiaries	**–**	–	**1,237,358**	1,212,193
Sundry receivables	**32,534**	37,240	**11,192**	2,600
Deposits	**132,861**	17,508	**166**	157
Amounts due from associates	**5,334**	–	**–**	–
Amounts due from joint ventures	**24,643**	–	**–**	–
Less: Allowance for impairment				
– Sundry receivables	**(9,066)**	(9,116)	**(8,806)**	(2)
– Subsidiaries	**–**	–	**(135,284)**	(139,057)
	186,306	45,632	**1,104,626**	1,075,891
	383,287	144,622	**1,104,626**	1,075,891
NON-CURRENT OTHER RECEIVABLES				
Amount due from subsidiaries	**–**	–	**–**	180,744

Notes to the Financial Statements (Cont'd)

31 DECEMBER 2013

26. TRADE AND OTHER RECEIVABLES (CONT'D)

(A) TRADE RECEIVABLES

The Group's normal trade credit term ranges from 14 to 180 days (2012: 14 to 120 days). Other credit terms are assessed and approved on a case-to-case basis. Trade receivables are non-interest bearing and are recognised at their original invoice amounts which represent their fair values on initial recognition.

The Group has no significant concentration of credit risk that may arise from exposures to a single debtor or to groups of debtors.

Ageing analysis of trade receivables

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

	GROUP	
	2013	2012
	RM'000	RM'000
Neither past due nor impaired	**115,206**	51,757
1 to 30 days past due but not impaired	**27,539**	17,264
31 to 60 days past due but not impaired	**18,802**	5,775
61 to 90 days past due but not impaired	**5,344**	3,765
91 to 120 days past due but not impaired	**7,381**	12,645
More than 121 days past due but not impaired	**22,709**	7,784
Past due but not impaired	**81,775**	47,233
Impaired	**3,772**	3,058
	200,753	102,048

Receivables that are neither past due nor impaired

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

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

Receivables that are past due but not impaired

The receivables that are past due but not impaired are unsecured in nature. However, the directors are of the opinion that these debts should be realised in full without material losses in the ordinary course of business.

Notes to the Financial Statements (Cont'd)

31 DECEMBER 2013

26. TRADE AND OTHER RECEIVABLES (CONT'D)

(A) TRADE RECEIVABLES (CONT'D)

Receivables that are impaired

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

	GROUP INDIVIDUALLY IMPAIRED	
	31 DECEMBER 2013 RM'000	31 DECEMBER 2012 RM'000
Trade receivables – nominal amount	**3,772**	3,058
Less: Allowance for impairment	**(3,772)**	(3,058)
	–	–

Movement in the allowance accounts:

	GROUP	
	31 DECEMBER 2013 RM'000	31 DECEMBER 2012 RM'000
At 1 January	**3,058**	2,713
Charge for the year	**266**	404
Acquisition of subsidiaries	**581**	124
Reversal for the year	**(133)**	(183)
At 31 December	**3,772**	3,058

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

(B) OTHER RECEIVABLES

The amounts due from subsidiaries of RM50,843,000 (2012: RM316,186,000) bore interest of 3% per annum during the financial year. The balance of the amount are non–trade in nature, unsecured, interest free and have no fixed terms of repayment except for these amounts classified as non–current which are not expected to be repaid within the foreseeable future. Further details on related party transactions are disclosed in Note 41.

The amounts due from associates and joint ventures are non–trade in nature, unsecured, interest free and have no fixed terms of repayment.

Included in deposit are deposits paid for the acquisition of lands amounting RM132,861,000 (2012: RM6,525,000) as disclosed in Note 49.

Notes to the Financial Statements (Cont'd)

31 DECEMBER 2013

26. TRADE AND OTHER RECEIVABLES (CONT'D)

(B) OTHER RECEIVABLES (CONT'D)

The Group has no significant concentration of credit risk included under sundry receivables that may arise from exposures to a single debtor or to groups of debtors except for debts due from subsidiaries.

Other receivables that are impaired

Movement in the allowance accounts:

	GROUP		COMPANY	
	2013 RM'000	2012 RM'000	2013 RM'000	2012 RM'000
At 1 January	**9,116**	9,040	**139,059**	147,569
Charge for the year	**–**	76	**24,227**	–
Reversal for the year	**(50)**	–	**(19,196)**	(8,510)
At 31 December	**9,066**	9,116	**144,090**	139,059

27. OTHER CURRENT ASSETS

	GROUP		COMPANY	
	2013 RM'000	2012 RM'000	2013 RM'000	2012 RM'000
Prepayments	**11,350**	2,636	**3,725**	55
Accrued billings in respect of property development costs	**237,470**	140,201	**–**	–
	248,820	142,837	**3,725**	55

28. CASH AND CASH EQUIVALENTS

	GROUP		COMPANY	
	2013 RM'000	2012 RM'000	2013 RM'000	2012 RM'000
Deposits with licensed banks	**170,731**	50,368	**40,142**	8,695
Cash on hand and at banks	**326,502**	160,447	**21,576**	38,039
Cash and bank balances	**497,233**	210,815	**61,718**	46,734

FOR THE PURPOSE OF THE CASH FLOW:

	GROUP		COMPANY	
	2013 RM'000	2012 RM'000	2013 RM'000	2012 RM'000
Cash and bank balances	**497,233**	210,815	**61,718**	46,734
Less:				
– Cash and cash equivalents not available for use	**(44,581)**	(12,378)	**–**	–
– Overdrafts	**(6,000)**	(10,006)	**–**	–
Total cash and cash equivalents	**446,652**	188,431	**61,718**	46,734

Notes to the Financial Statements (Cont'd)

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28. CASH AND CASH EQUIVALENTS (CONT'D)

The interest rates for the deposits with licensed banks range from 2.1% to 3.15% (2012: 2.17% to 3.15%) per annum and the maturities of deposits as at the end of the financial year range from 3 to 324 days (2012: 2 to 317 days).

Included in cash at banks of the Group are amounts of RM244,885,396 (2012: RM95,512,525) held pursuant to Section 7A of the Housing Development (Control and Licensing) Act, 1966 and therefore restricted from use in other operations.

Included in deposits with licensed banks of the Group are:

(a) Deposits held in trust by a trustee of RM39,596,000 (2012: RM8,269,000), representing cash and cash equivalents not available for use; and

(b) Deposits amounting to RM4,986,000 (2012: RM4,109,000) which are pledged as security for bank guarantees granted to the Group.

29. ASSET CLASSIFIED AS HELD FOR SALE

	GROUP	
	2013	2012
	RM'000	RM'000
At 1 January	-	-
Reclassified from investment properties (Note 17)	103,979	-
At 31 December	103,979	-

The assets held for sale comprised the following:

(i) On 22 August 2013, Tropicana Properties Ampang Sdn. Bhd entered into an agreement to dispose of 2 parcels freehold land under Lot 4258 and 4259 at Mukim Ampang, Negeri Selangor for a cash consideration of RM35,000,000; and

(ii) On 29 November 2013, Tropicana Kia Peng Sdn. Bhd. entered into an agreement to dispose of a parcel of leasehold land under Lot No. 371, Section 63, Town of Kuala Lumpur for a cash consideration of RM132,000,000.

30. SHARE CAPITAL AND SHARE PREMIUM

	NUMBER OF ORDINARY SHARES OF RM1 EACH	
	2013	2012
	'000	'000
AUTHORISED:		
At 1 January	3,000,000	1,000,000
Created during the year	-	2,000,000
At 31 December	3,000,000	3,000,000

30. SHARE CAPITAL AND SHARE PREMIUM (CONT'D)

	NUMBER OF ORDINARY SHARES SHARE CAPITAL (ISSUED AND FULLY PAID)		AMOUNT							
	2013 '000	2012 '000	2013 SHARE CAPITAL RM'000	2012 SHARE CAPITAL RM'000	2013 TREASURY SHARES RM'000	2012 TREASURY SHARES RM'000	2013 SHARE PREMIUM RM'000	2012 SHARE PREMIUM RM'000	2013 SHARE OPTION RESERVE RM'000	2012 SHARE OPTION RESERVE RM'000
ISSUED AND FULLY PAID:										
At 1 January	**793,087**	458,119	**793,087**	458,119	**-**	-	**354,549**	366,664	**3,966**	4,081
Ordinary shares pursuant to ESOS	**30,741**	2,550	**30,741**	2,550	**-**	-	**1,031**	349	**-**	-
Ordinary shares pursuant to warrant 2009/2019	**7,146**	3	**7,146**	3	**-**	-	**2,164**	1	**-**	-
Ordinary shares pursuant to Rights Issue	**-**	265,932	**-**	265,932	**-**	-	**-**	53,186	**-**	-
Ordinary shares pursuant to bonus issue	**-**	66,483	**-**	66,483	**-**	-	**-**	(66,483)	**-**	-
Ordinary shares pursuant to conversion of RCULS	**190,000**	-	**190,000**	-	**-**	-	**56,414**	-	**-**	-
Ordinary shares pursuant to private placement	**86,307**	-	**86,307**	-	**-**	-	**67,320**	-	**-**	-
Share issuance expenses for private placement	**-**	-	**-**	-	**-**	-	**(3,539)**	(129)	**-**	-
Purchase of treasury shares	**-**	-	**-**	-	**(42,779)**	-	**-**	-	**-**	-
Effects pursuant to ESOS on:										
- conversion	**-**	-	**-**	-	**-**	-	**10,183**	961	**(10,183)**	(961)
- grant	**-**	-	**-**	-	**-**	-	**-**	-	**13,341**	1,231
- forfeiture	**-**	-	**-**	-	**-**	-	**-**	-	**(352)**	(385)
At 31 December	**1,107,281**	793,087	**1,107,281**	793,087	**(42,779)**	-	**488,122**	354,549	**6,772**	3,966

Notes to the Financial Statements (Cont'd)

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30. SHARE CAPITAL AND SHARE PREMIUM (CONT'D)

The Company increased its issued and paid–up share capital from RM793,086,627 to RM1,107,281,354 by way of the issuance of:

(a) 30,741,507 ordinary shares of RM1 each for cash pursuant to the exercise of share options exercised under the Company's Employee Share Option Scheme at an average exercise price of RM1.03 per ordinary share;

(b) 7,146,020 ordinary shares of RM1 each for cash pursuant to the exercise of Warrant 2009/2019 at an exercise price of RM1.00 per ordinary share;

(c) 86,307,200 ordinary shares of RM1 each pursuant to private placement at an issue price of RM1.78 per ordinary shares; and

(d) 190,000,000 ordinary shares of RM1 each pursuant to the conversion of RM247,000,000 nominal value Redeemable Convertible Unsecured Loan Stock converted at RM1.30 per ordinary share.

The new ordinary shares issued during the financial year ranked pari passu in all respects with the existing ordinary shares of the Company.

TREASURY SHARES

During the financial year, the Company repurchased 22,816,300 of its issued ordinary shares from the open market at an average price of RM1.87 per share. The shares repurchased are being held as treasury shares in accordance with Section 67A of the Companies Act, 1965.

31. OTHER RESERVES

(A) FOREIGN CURRENCY TRANSLATION RESERVE

The foreign currency translation reserve represents exchange differences arising from the translation of the financial statements of foreign operations whose functional currencies are different from that of the Group's presentation currency.

(B) SHARE OPTIONS RESERVE ("ESOS")

Employee share option reserve represents the equity–settled share options granted to employees (Note 33). The reserve is made up of the cumulative value of services received from employees recorded over the vesting period commencing from the grant date of equity–settled share options, and is reduced by the expiry or exercise of the share options.

(C) WARRANTS 2009/2019 RESERVE

On 9 December 2009, the Company issued 129,812,791 free detachable Warrants 2009/2019. The Warrants are constituted by the Deed Poll dated 28 October 2009.

On 18 October 2012, the Company issued additional 30,894,707 Warrants 2009/2019 pursuant to the adjustment to the Warrants 2009/2019 as a results of the Rights Issue with Bonus Shares.

The main features of the Warrants are as follows:

(i) each Warrant entitles the holder to subscribe for 1 new ordinary share of RM1.00 each in Tropicana at a price of RM1.00 per share;

(ii) the Warrants may be exercised at any time up to 9 December 2019; and

(iii) the shares arising from the exercise of Warrants shall rank pari passu in all respect with the existing ordinary shares of the Company, save and except that the new shares shall not be entitiled to any dividends, rights, allotments and/or other distributions, the entitlement date of which is prior to the allotment date of the new shares.

As at reporting date, 153,557,812 (2012: 160,703,832) free detachable Warrants 2009/2019 remain unexercised.

Notes to the Financial Statements (Cont'd)

31 DECEMBER 2013

31. OTHER RESERVES (CONT'D)

(D) RCULS RESERVE 2012/2022

The amount recognised in the statement of financial position as at 31 December 2013 may be analysed as follows:

	GROUP AND COMPANY NOMINAL AMOUNT	
	2013 RM'000	2012 RM'000
NOMINAL VALUE – ISSUED AND FULLY PAID		
At 1 January	**684,681**	–
Issued and paid up during the year	**–**	684,681
Redemption during the year	**(247,000)**	–
At 31 December	**437,681**	684,681

The salient features of the RCULS issued by the Company are as follows:

(i) The RCULS are redeemable at any time at the option of the issuer. They are convertible at any time at the option of the RCULS holders with the following conversion price:

YEARS	CONVERSION PRICE RM
1 – 2	1.3
3 – 5	1.5
6 – 8	1.8
9 – 10	2.5

(ii) The RCULS carry a coupon rate of 3% p.a.

(iii) The RCULS are mandatory to be converted to Tropicana shares in year 10.

The RCULS with a nominal value of RM684,681,000 are unsecured and are repayables in 10 equal annual instalments commencing on 1 February 2013.

The carrying amount of the liability component of RCULS at the reporting date is arrived at as follows:

	GROUP AND COMPANY	
	2013 RM'000	2012 RM'000
Face value of RCULS	**437,681**	684,681
Equity component, net of deferred tax	**(368,660)**	(576,481)
Deferred tax asset	**22,010**	36,067
Liability component of RCULS at initial recognition	**91,031**	144,267

Notes to the Financial Statements (Cont'd)

31 DECEMBER 2013

31. OTHER RESERVES (CONT'D)

(D) RCULS RESERVES 2012/2022 (CONT'D)

	GROUP AND COMPANY	
	2013	2012
	RM'000	RM'000
Liability component at initial recognition	**91,031**	144,267
Interest expense recognised in profit or loss:		
At 1 January	**3,367**	–
Recognised during the year	**8,694**	3,367
At 31 December	**12,061**	3,367

The carrying amount of the liability component of RCULS at the reporting date is arrived at as follows (cont'd):

	GROUP AND COMPANY	
	2013	2012
	RM'000	RM'000
Interest paid		
At 1 January	**–**	–
Paid during the year	**(16,825)**	–
At 31 December	**(16,825)**	–
Loss on redemption	**1,776**	–
Liability component at 31 December	**88,043**	147,634

(E) RETAINED EARNINGS

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

32. SINKING FUND

	GROUP	
	2013	2012
	RM'000	RM'000
At 1 January	**143**	595
Additions	**862**	872
Claims made during the financial year	**–**	(1,324)
At 31 December	**1,005**	143

Sinking fund of the Group is established for the purpose of covering costs of periodic major repairs or capital replacements in the golf and country resort of the Group. A fraction of 10% of monthly subscription fees received from members during the year are credited to this reserve.

Notes to the Financial Statements (Cont'd)

31 DECEMBER 2013

33. EMPLOYEE SHARE OPTION SCHEME ("ESOS")

The Tropicana's Employee Share Option Scheme ("ESOS") was implemented on 21 September 2005 and is governed by the Bye-Laws approved by the shareholders at an Extraordinary General Meeting held on 24 June 2005 and the Amended Bye-Laws dated 3 October 2011.

The salient terms of the ESOS are as follows:

(i) The Option Committee has the full discretion in determining the eligibility of executive directors and employees of the Group to participate in the ESOS provided that they are at the date of offer at least eighteen years of age and are employed by the Group for those holding job grades below the level of Senior Managers and have served at least one continuous year with the Group, and for those holding job grades of Senior Managers and above, regardless of the length of service with the Group and have been confirmed their positions in writing.

(ii) The ESOS shall be in force for a period of 10 years from 21 September 2005 to 20 September 2015.

(iii) The total number of shares to be issued under the ESOS shall not exceed in aggregate 10% of the issued share capital of the Company at any point of time during the tenure of the ESOS. In addition, not more than 10% of the shares available under the ESOS shall be allocated to any individual eligible executive director or employee who, either singly or collectively through person connected to them, holds 20% or more in the issued and paid-up capital of the Company.

(iv) No options shall be granted for less than 1,000 shares or more than the maximum allowable allotment of shares.

(v) The options granted on 16 June 2007 and 13 April 2010 shall become exercisable to the extent of one-fourth of the shares granted on the grant date and subsequently on each of the first three anniversaries from the date of grant provided that the option holder is in the employment of the Group from the Date of Offer to the Date of Expiry. The options granted on 10 October 2011 shall be vested over the next four years with allocation of 30%: 20%: 20%: 30% each year. The option granted on 22 January 2013 and 7 March 2013 shall be vested over the next three years with allocation of 30%: 30%: 40% each year.

(vi) The option price for each share shall be the weighted average of the share market price as quoted in the Daily Official List issued by Bursa Malaysia Securities Berhad for the five (5) market days preceding the date on which the option is offered, with a discount that does not exceed 10% or such other percentage of discount as may be permitted by Bursa Malaysia Securities Berhad or any other relevant authorities from time to time during the period of ESOS or at the par value of the shares of RM1 each, whichever is higher.

(vii) An offer made by the Option Committee shall be valid for a period of forty-five days from the date of offer and may be accepted within this prescribed period by the eligible employees to whom the offer is made by written notice to the Option Committee of such acceptance accompanied by a payment to the Company of a nominal non-refundable sum of RM1.00 as consideration for the grant of the option. If the offer is not accepted in the manner aforesaid, such offer shall upon the expiry of the said forty-five days automatically lapse and be null and void and of no further force and effect.

(viii) All new ordinary shares issued upon exercise of the options granted under the ESOS will rank pari passu in all respects with the then existing ordinary shares of the Company except that they will not be entitled to any dividend declared prior to the date of allotment.

Notes to the Financial Statements (Cont'd)

31 DECEMBER 2013

33. EMPLOYEE SHARE OPTION SCHEME ("ESOS") (CONT'D)

Movement of share options during the financial year

The following table illustrates the number ("No.") and weighted average exercise prices ("WAEP") of, and movements in, share options during the financial year:

	GROUP			
	2013		2012	
	NO.	WAEP (RM)	NO.	WAEP (RM)
Outstanding at 1 January	**19,408,255**		26,419,066	
– Granted	**15,868,000**	**1.32**	–	–
– Granted	**41,630,700**	**1.00**	–	–
– Exercised	**(6,810,600)**	**1.00**	(1,722,760)	1.15
– Exercised	**(20,709,007)**	**1.00**	(827,001)	1.11
– Exercised	**(3,221,900)**	**1.32**	–	–
– Forfeited	**(90,153)**	**1.00**	(118,750)	1.11
– Forfeited	**(2,115,610)**	**1.00**	(4,342,300)	1.15
Outstanding at 31 December	**43,959,685**	**–**	19,408,255	–
Exercisable at 31 December				
2013	**31,313,585**	**1.00**	3,237,975	1.11
2013	**12,646,100**	**1.32**	16,170,280	1.15

The fair value of share options granted on 22 January 2013 and 7 March 2013 was estimated by using a black–scholes model, taking into account the terms and conditions upon which the options were granted. The fair value of share options measured at grant date and the assumptions are as follows:

	2013	2012
Fair values of share options as at reporting date (RM):	**0.28 – 0.48**	–
Weighted average share price	**1.00 – 1.52**	–
Weighted average exercise price	**1.00 – 1.32**	–
Expected volatility (%)	**47% – 50%**	–
Expected life (years)	**3**	–
Risk free rate (%)	**3.29%**	–

The expected life of the options is based on historical data and is not necessarily indicative of exercise patterns that may occur. The expected volatility reflects the assumption that the historical volatility is indicative of future trends, which may also not necessarily be the actual outcome. No other features of the option grant were incorporated into the measurement of fair value.

Notes to the Financial Statements (Cont'd)

31 DECEMBER 2013

34. PROVISION FOR LIABILITIES

	PROVISION OF SHORTFALL FOR BUMI QUOTA RM'000
GROUP	
At 1 January 2013	**5,486**
Additional provision	**35,904**
At 31 December 2013	**41,390**
At 1 January 2012	6,986
Utilisation of provision	(1,500)
At 31 December 2012	5,486

35. DEFERRED TAX LIABILITIES/(ASSETS)

	GROUP		COMPANY	
	2013 RM'000	2012 RM'000	2013 RM'000	2012 RM'000
AT 1 JANUARY	**49,340**	62,138	**(36,909)**	–
Recognised in profit or Loss (Note 12)	**8,947**	432	**2,033**	(842)
Acquisition of subsidiaries	**(658)**	22,837	**–**	–
Recognised in equity	**12,062**	(36,067)	**12,865**	(36,067)
AT 31 DECEMBER	**69,691**	49,340	**(22,011)**	(36,909)

Notes to the Financial Statements (Cont'd)

31 DECEMBER 2013

35. DEFERRED TAX LIABILITIES/(ASSETS) (CONT'D)

	ACCELERATED CAPITAL ALLOWANCES RM'000	FAIR VALUE ADJUSTMENT ON BUSINESS COMBINATION RM'000	FAIR VALUE CHANGES TO INVESTMENT PROPERTIES RM'000	ACQUISITION OF IDENTIFIED ASSETS RM'000	OTHERS RM'000	TOTAL RM'000
DEFERRED TAX LIABILITIES:						
AT 1 JANUARY 2013	**19,308**	**54,627**	**5,728**	**22,471**	**10,534**	**112,668**
Recognised in profit or loss	**1,608**	**(454)**	**5,103**	**–**	**2,299**	**8,556**
Acquisition of subsidiaries	**–**	**–**	**(658)**	**–**	**–**	**(658)**
AT 31 DECEMBER 2013	**20,916**	**54,173**	**10,173**	**22,471**	**12,833**	**120,566**
AT 1 JANUARY 2012	19,191	56,070	4,638	–	8,515	88,414
Recognised in profit or loss	117	(1,443)	1,090	(366)	2,019	1,417
Acquisition of subsidiaries	–	–	–	22,837	–	22,837
AT 31 DECEMBER 2012	19,308	54,627	5,728	22,471	10,534	112,668

Deferred income tax as at 31 December relates to the following:

GROUP	PROVISION FOR LIABILITIES RM'000	RCULS 2012/2022 RM'000	UNUSED TAX LOSSES AND UNABSORBED CAPITAL ALLOWANCES RM'000	TOTAL RM'000
DEFERRED TAX ASSETS:				
At 1 January 2013	**(491)**	**(36,909)**	**(25,928)**	**(63,328)**
Recognised in profit or loss	**–**	**2,034**	**(1,643)**	**391**
Recognised in equity	**–**	**12,865**	**(803)**	**12,062**
At 31 December 2013	**(491)**	**(22,010)**	**(28,374)**	**(50,875)**
At 1 January 2012	(491)	–	(25,785)	(26,276)
Recognised in profit or loss	–	(842)	(143)	(985)
Recognised in equity	–	(36,067)	–	(36,067)
At 31 December 2012	(491)	(36,909)	(25,928)	(63,328)

Notes to the Financial Statements (Cont'd)

31 DECEMBER 2013

35. DEFERRED TAX LIABILITIES/(ASSETS) (CONT'D)

	GROUP	
	2013	2012
	RM'000	RM'000
PRESENTED AFTER APPROPRIATE OFFSETTING AS FOLLOWS:		
Deferred tax assets	**(50,875)**	(63,328)
Deferred tax liabilities	**120,566**	112,668
	69,691	49,340

COMPANY

	RCULS
	2012/2022
	RM'000
DEFERRED TAX ASSETS:	
At 31 December 2012/1 January 2013	**(36,909)**
Recognised in profit or loss	**2,033**
Recognised in equity	**12,865**
At 31 December 2013	**(22,011)**

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

The unused tax losses, unabsorbed capital allowances and other deductible temporary differences of the Group are available indefinitely for offsetting against future taxable profits of the respective entities within the Group, subject to no substantial change in shareholdings of those entities under the Income Tax Act, 1967 and guidelines issued by the tax authority.

Deferred tax assets have not been recognised in respect of these items as they may not be used to offset taxable profits of other subsidiaries in the Group and they have arisen in subsidiaries that have a recent history of losses.

36. SECURITY RETAINERS

Security retainers are funds collected from members of the golf and country resort of the Group who joined prior to January 1993. These security retainers are refundable to the members on cessation of membership, i.e upon the expiry of the term of the membership license on 9 October 2051 or upon revocation (i.e termination of the membership at its discretion at any time before the expiry date).

	GROUP	
	2013	2012
	RM'000	RM'000
As at 1 January	**1,375**	1,274
Unwinding of discount	**110**	101
As at 31 December	**1,485**	1,375

Notes to the Financial Statements (Cont'd)

31 DECEMBER 2013

37. DEFERRED LICENSE FEES

	GROUP	
	31 DECEMBER 2013 RM'000	31 DECEMBER 2012 RM'000
COST		
At 1 January	**102,567**	100,347
Additions	**6,260**	2,220
At 31 December	**108,827**	102,567
ACCUMULATED AMORTISATION		
At 1 January	**26,955**	24,732
Amortisation during year	**2,236**	2,223
At 31 December	**29,191**	26,955
NET CARRYING AMOUNT	**79,636**	75,612
Current	**2,236**	2,223
Non-current	**77,400**	73,389
	79,636	75,612

The deferred license fees refer to accrual and amortisation of license fees over 40 years which will expire on 9 October 2051.

38. BORROWINGS

	GROUP		COMPANY	
	2013 RM'000	2012 RM'000	2013 RM'000	2012 RM'000
SHORT TERM BORROWINGS				
Secured:				
Bridging loan	**18,933**	1,586	**–**	–
Revolving credits	**158,415**	179,938	**41,000**	82,250
Term loans	**149,335**	41,185	**–**	–
Hire purchase (Note A)	**1,970**	348	**–**	–
CP MTN (Note B)	**20,000**	–	**20,000**	–
Bank overdrafts	**6,000**	10,006	**–**	–
Less: Unamortised issuance expenses	**(3,894)**	(1,284)	**(1,232)**	–
	350,759	231,779	**59,768**	82,250

Notes to the Financial Statements (Cont'd)

31 DECEMBER 2013

38. BORROWINGS (CONT'D)

	GROUP		COMPANY	
	2013	2012	2013	2012
	RM'000	RM'000	RM'000	RM'000
LONG TERM BORROWINGS				
Secured:				
Bridging loans	**39,652**	65,845	**–**	–
Term loans	**1,106,652**	1,127,578	**–**	–
Hire purchase (Note A)	**5,957**	1,095	**–**	–
CP MTN (Note B)	**340,000**	275,000	**340,000**	275,000
Less: Unamortised issuance expenses	**(13,553)**	(20,617)	**(4,151)**	(9,081)
	1,478,708	1,448,901	**335,849**	265,919
Unsecured:				
RCULS (Note 31(D))	**88,043**	147,634	**88,043**	147,634
	1,566,751	1,596,535	**423,892**	413,553
TOTAL BORROWINGS				
Secured:				
Bridging loans	**58,585**	67,431	**–**	–
Revolving credits	**158,415**	179,938	**41,000**	82,250
Term loans	**1,255,987**	1,168,763	**–**	–
Hire purchase (Note A)	**7,927**	1,443	**–**	–
Bank overdrafts	**6,000**	10,006	**–**	–
CP MTN (Note B)	**360,000**	275,000	**360,000**	275,000
Less: Unamortised issuance expenses	**(17,447)**	(21,901)	**(5,383)**	(9,081)
	1,829,467	1,680,680	**395,617**	348,169
Unsecured:				
RCULS (Note 31(D))	**88,043**	147,634	**88,043**	147,634
	1,917,510	1,828,314	**483,660**	495,803
Unamortised issuance expenses:				
At 1 January	**21,901**	11,830	**9,081**	–
Incurred during the year	**5,950**	12,782	**3,865**	9,369
Amortisation for the year	**(10,404)**	(2,711)	**(7,563)**	(288)
At 31 December	**17,447**	21,901	**5,383**	9,081
MATURITIES OF BORROWINGS:				
Not later than one year	**355,204**	320,157	**61,000**	82,250
Later than 1 year and not later in 5 years	**1,377,599**	1,007,668	**428,043**	362,586
More than 5 years	**202,154**	522,390	**–**	60,048
Less: Unamortised issuance expenses	**(17,447)**	(21,901)	**(5,383)**	(9,081)
TOTAL	**1,917,510**	1,828,314	**483,660**	495,803

Notes to the Financial Statements (Cont'd)

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38. BORROWINGS (CONT'D)

The range of interest rates per annum at the reporting date for borrowings were as follows:

	2013 %	2012 %
Revolving credits	**5.03% – 5.35%**	4.96% – 8.10%
Bridging loans	**5.10% – 5.43%**	5.15% – 5.42%
Term loans	**4.91% – 7.60%**	4.60% – 5.69%
Bank overdrafts	**5.51% – 7.60%**	5.60% – 7.95%
CP MTN	**4.12% – 4.29%**	3.93% – 4.34%

The revolving credits, bridging loan and term loans of the Group are secured by certain assets of the Group and of the Company as follows:

(i) fixed charge over certain property, plant and equipment as disclosed in Note 15;

(ii) fixed charge over certain land held for property development and property development costs as disclosed in Note 16;

(iii) fixed charge over certain investment properties as disclosed in Note 17;

(iv) legal assignment of all cashflows, sale or tenancy agreements, insurance policies, construction contracts, construction guarantees and performance bonds in relation to a project developed by a subsidiary;

(v) fixed and floating charge over the assets of certain subsidiaries;

(vi) specific debenture creating a fixed and floating charge over the Charged Properties; and

(vii) corporate guarantees provided by the Company.

Other information on financial risks of borrowings are disclosed in Note 45.

	COMPANY	
	2013 RM'000	2012 RM'000
Unsecured corporate guarantees given to banks for credit facilities granted to certain subsidiaries	**2,231,842**	2,273,210

Notes to the Financial Statements (Cont'd)

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38. BORROWINGS (CONT'D)

(A) HIRE PURCHASE

The Group has finance leases for certain items of property, plant and equipment (Note 15). Future minimum lease payments under finance leases together with the present value of the net minimum lease payments are as follows:

	GROUP	
	2013	2012
	RM'000	RM'000
MINIMUM LEASE PAYMENTS:		
Not later than 1 year	**2,780**	414
Later than 1 year but not later than 2 years	**1,873**	406
Later than 2 years but not later than 5 years	**3,927**	747
Later than 5 years	**144**	30
Total minimum lease payments	**8,724**	1,597
Less: Amount representing finance charges	**(797)**	(154)
Present value of minimum lease payments	**7,927**	1,443
PRESENT VALUE OF PAYMENTS:		
Not later than 1 year	**1,970**	348
Later than 1 year but not later than 2 years	**2,073**	362
Later than 2 years but not later than 5 years	**3,745**	703
Later than 5 years	**139**	30
Present value of minimum lease payments	**7,927**	1,443
Less: Amount due within 12 months	**(1,970)**	(348)
Amount due after 12 months	**5,957**	1,095

These obligations are secured by a charge over the leased asset (Note 15). The discount rate implicit in the leases ranges from 4.44% to 7.57% (2012: 4.37% to 6.59%).

(B) COMMERCIAL PAPERS AND/OR MEDIUM TERM NOTES ("CP MTN")

In the year of 2012, the Company took up a CP MTN of RM500million in nominal value. As at 31 December 2013, four tranches with a total of 12 series of CP MTN amounting to RM360million in nominal value were issued.

The remaining maturities of the CP MTN as at 31 December 2013 are as follows:

	GROUP AND COMPANY	
	2013	2012
	RM'000	RM'000
On demand or within one year	**20,000**	–
More than 1 year and less than 2 years	**165,000**	20,000
More than 2 years and less than 5 years	**175,000**	255,000
	360,000	275,000

Notes to the Financial Statements (Cont'd)

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38. BORROWINGS (CONT'D)

(B) COMMERCIAL PAPERS AND/OR MEDIUM TERM NOTES ("CP MTN") (CONT'D)

The CP MTN is being secured by the following:

(i) assignment and charge over the Designated Accounts;

(ii) third party charge over freehold and leasehold lands, with an aggregate carrying amounts of RM270,220,000 (2012: RM270,220,000), and its related rental income arising from the investment properties; and

(iii) assignment of proceeds arising from the exercise of its warrants.

39. TRADE AND OTHER PAYABLES

	GROUP		COMPANY	
	2013 RM'000	2012 RM'000	2013 RM'000	2012 RM'000
CURRENT				
TRADE PAYABLES				
Third parties	**268,678**	201,067	**–**	–
OTHER PAYABLES				
Other payables	**194,583**	118,662	**8,634**	4,804
Amounts due to related companies				
– Subsidiaries	**–**	–	**182,120**	21,379
– Non-controlling interest of subsidiaries	**10,342**	3,160	**–**	–
– Directors of subsidiaries	**–**	357	**–**	–
Amounts due to jointly controlled entity	**1,315**	–	**–**	–
	206,240	122,179	**190,754**	26,183
	474,918	323,246	**190,754**	26,183

(A) TRADE PAYABLES

The normal trade credit term granted to the Group ranges from 30 to 90 days (2012: 30 to 90 days).

(B) OTHER PAYABLES

Other payables are mainly unsecured, interest free and have no fixed terms of repayment.

Amounts due to related parties, consisting of subsidiaries, non-controlling interest of subsidiaries, directors of the subsidiaries and jointly controlled entity are mainly unsecured, interest free and have no fixed terms of repayment.

Further details on related party transactions are disclosed in Note 41.

Other information on financial risks of other payables are disclosed in Note 45.

Notes to the Financial Statements (Cont'd)

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40. OTHER CURRENT LIABILITIES

	GROUP	
	2013	2012
	RM'000	RM'000
Advance progress billings in respect of property development costs	**12,704**	7

41. SIGNIFICANT RELATED PARTY TRANSACTIONS

(A) TRANSACTIONS WITH SUBSIDIARIES.

	COMPANY	
	2013	2012
	RM'000	RM'000
Dividend income from subsidiaries	**159,814**	96,432
Interest income derived from unwinding of discount on amount due from subsidiaries	**3,038**	3,185
Interest income from subsidiaries	**27,503**	1,555
Finance costs from unwinding of discount on amount due to subsidiaries	**(4,210)**	(95)

(B) TRANSACTIONS WITH ENTITIES RELATED TO TAN SRI DATO' TAN CHEE SING (DIRECTOR OF THE COMPANY)

	GROUP		COMPANY	
	2013	2012	2013	2012
	RM'000	RM'000	RM'000	RM'000
Rental income receivable from Inland Sports and Recreation Club Sdn. Bhd.	**212**	212	**-**	-
Rental income from TT Resources Food & Services Sdn. Bhd, a subsidiary of TT Resources Bhd.	**1,599**	615	**-**	-
Rental income from TT Food Manufacturing Sdn. Bhd, a subsidiary of TT Resources Bhd.	**32**	-	**-**	-
Rental income from TT Resources F&B Sdn. Bhd., a subsidiary of TT F&B Holding Sdn. Bhd., which in turn is a subsidiary of TT Resources Bhd.	**181**	622	**-**	-
Rental income from Ribuan Budaya Sdn. Bhd.	**557**	381	**-**	-
Project management fees receivable from Alam Harmoni Sdn. Bhd.	**49**	143	**49**	143
Insurance charges payable to Berjaya Sompo Insurance Berhad	**(1,232)**	(985)	**(17)**	(2)

Notes to the Financial Statements (Cont'd)

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41. SIGNIFICANT RELATED PARTY TRANSACTIONS (CONT'D)

(B) TRANSACTIONS WITH ENTITIES RELATED TO TAN SRI DATO' TAN CHEE SING (DIRECTOR OF THE COMPANY) (CONT'D)

	GROUP		COMPANY	
	2013 RM'000	2012 RM'000	2013 RM'000	2012 RM'000
Rental income from U Mobile Sdn. Bhd.	**89**	123	**-**	-
Security charges from Gelombang Kreatif Sdn. Bhd.	**7**	7	**-**	-
Security charges from Lambang Potensi Sdn. Bhd.	**20**	20	**-**	-
Security charges from Steady Perspective Sdn. Bhd.	**26**	26	**-**	-
Rental income from Desa Setia Sdn. Bhd.	**7,084**	3,189	**-**	-
Rental income from IB Mentari Management Sdn. Bhd.	**12,922**	4,304	**-**	-
Car park and utilities income from Tropicana Grand Ballroom & Boutique Sdn. Bhd.	**58**	9	**-**	-
Rental income from Beverly Wilshire Dental Specialist Sdn. Bhd.	**6**	5	**-**	-
Rental income from Beverly Wilshire Medical Centre Sdn. Bhd.	**1,323**	396	**-**	-
Rental income from D & I Corporation Sdn. Bhd.	**3,757**	1,252	**-**	-
Utilities charges from Esteem Value Sdn. Bhd.	**20**	7	**-**	-
Rental income from Finesseco Sdn. Bhd.	**333**	89	**-**	-
Rental income from Glorade Sdn. Bhd.	**752**	214	**-**	-
Rental income from Happy Graphic Recreation Sdn. Bhd.	**1,693**	549	**-**	-
Rental income from Lion Establishment Sdn. Bhd.	**684**	228	**-**	-
Rental income from MITV Network Sdn. Bhd.	**135**	142	**-**	-
Rental income from S.E Executive Centre Sdn. Bhd.	**522**	170	**-**	-
Rental income from Seni Simbolik Sdn. Bhd.	**252**	75	**-**	-
Rental income from Suasa Tetap Sdn. Bhd.	**50**	20	**-**	-
Rental income from Sungai Merdu Ria Sdn. Bhd.	**163**	66	**-**	-

Notes to the Financial Statements (Cont'd)

31 DECEMBER 2013

41. SIGNIFICANT RELATED PARTY TRANSACTIONS (CONT'D)

(B) TRANSACTIONS WITH ENTITIES RELATED TO TAN SRI DATO' TAN CHEE SING (DIRECTOR OF THE COMPANY) (CONT'D)

	GROUP		COMPANY	
	2013 RM'000	2012 RM'000	2013 RM'000	2012 RM'000
Rental income from Succeo Food and Beverage Sdn. Bhd.	**90**	–	**–**	–
Gift cost payable to Succeo Retail Sdn. Bhd.	**131**	–	**–**	–
Rental income from Unique Dynasty Sdn. Bhd.	**838**	279	**–**	–

(C) TRANSACTIONS WITH ENTITIES RELATED TO TAN SRI DATO' TAN CHEE YIOUN ("TAN SRI VINCENT TAN"), WHOM IS THE BROTHER OF TAN SRI DATO' TAN CHEE SING.

	GROUP		COMPANY	
	2013 RM'000	2012 RM'000	2013 RM'000	2012 RM'000
Rental income from Berjaya Starbucks Coffee Company Sdn. Bhd.	**137**	345	**–**	–
Rental income from Berjaya Roasters (M) Sdn. Bhd.	**265**	250	**–**	–
Rental income from Berjaya Books Sdn. Bhd.	**387**	356	**–**	–
Rental income from Cosway (M) Sdn. Bhd.	**87**	85	**–**	–
Rental income from 7–Eleven (Malaysia) Sdn. Bhd.	**263**	153	**–**	–
Rental income from Berjaya Papa John's Pizza Company Sdn. Bhd.	**247**	251	**–**	–
Rental income from Wow Outdoor Sdn. Bhd.	**273**	–	**–**	–

Notes to the Financial Statements (Cont'd)

31 DECEMBER 2013

41. SIGNIFICANT RELATED PARTY TRANSACTIONS (CONT'D)

(D) SALE AND PURCHASE OF PROPERTY

In addition to the related party information disclosed elsewhere in the financial statements, the following significant transactions between the Group and the related parties took place at terms agreed between the parties during the financial year.

	GROUP	
	2013	2012
	RM'000	RM'000
Sales of property to Lee Sor Phaik, a director of a subsidiary company	**1,260**	–
Sales of property to Dato' Yau Kok Seng, a director of the Company	**1,903**	–
Sales of property to Leong Jee Van, a director of a subdidiary Company	**1,893**	–
Sales of property to Dato' Khoo Poh Chye, a director of the Company	**2,146**	–
Sales of property to Virgo Alpha Sdn. Bhd., a company which Dato' Dickson Tan Yoong Loong, a director of the Company	**1,457**	–

(E) TRANSACTION WITH ASSOCIATE – MT. ROCK POWDER CORPORATION

	GROUP	
	2013	2012
	RM'000	RM'000
Sales of goods	**3,170**	2,551

The directors are of the opinion that all the above transactions were entered into in the normal course of business and have been established under terms that are no less favourable than those obtainable in transactions with unrelated parties.

Notes to the Financial Statements (Cont'd)

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41. SIGNIFICANT RELATED PARTY TRANSACTIONS (CONT'D)

(F) COMPENSATION OF KEY MANAGEMENT PERSONNEL

Key management personnel are defined as those persons having authority and responsibility for planning, directing and controlling the activities of the Group either directly or indirectly. The key management personnel includes all the Directors of the Group, and certain members of senior management of the Group.

The remuneration of directors and other members of key management during the year were as follows:

	GROUP		COMPANY	
	2013 RM'000	2012 RM'000	2013 RM'000	2012 RM'000
Short-term employee benefits	**68,371**	24,875	**-**	-
Post-employment benefits:				
Defined contribution plan	**6,324**	1,985	**-**	-
Share-based payment ESOS	**6,827**	300	**-**	-
	81,522	27,160	**-**	-

Included in the total key management personnel are:

	GROUP		COMPANY	
	2013 RM'000	2012 RM'000	2013 RM'000	2012 RM'000
Directors' remuneration (Note 11)	**67,040**	20,585	**9,437**	2,238

Share options granted to key management personnel

	GROUP	
	2013 RM'000	2012 RM'000
At 1 January	**7,109**	6,983
Adjustment for personnels becoming KMP during the year	**3,867**	1,477
Granted	**6,827**	-
Exercised	**(5,600)**	(211)
Forfeited	**(101)**	(1,140)
At 31 December	**12,102**	7,109

The share options were granted on the same terms and conditions as those offered to other employees of the Group (Note 33).

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42. FINANCIAL INSTRUMENTS

CLASSIFICATION OF FINANCIAL INSTRUMENTS

Financial assets and financial liabilities are measured on an ongoing basis either at fair value or at amortised cost. The principal accounting policies of the Group described how the class of financial instruments are measured, and how income and expenses, including fair value gains and losses, are recognised. The following table analysed the financial assets and liabilities in the statement of financial position by the class of financial instrument to which they are assigned, and therefore by the measurement basis.

GROUP	LOANS AND RECEIVABLES RM'000	FAIR VALUE THROUGH PROFIT OR LOSS RM'000	FINANCIAL LIABILITIES AT AMORTISED COST RM'000	TOTAL RM'000
31 DECEMBER 2013				
ASSETS				
Other investments	**-**	**312**	**-**	**312**
Security retainers accumulation fund	**3,837**	**-**	**-**	**3,837**
Trade and other receivables	**383,287**	**-**	**-**	**383,287**
Cash and bank balances	**497,233**	**-**	**-**	**497,233**
Total financial assets				**884,669**
Total non-financial assets				**4,541,047**
Total assets				**5,425,716**
LIABILITIES				
Borrowings				
- Non-current	**-**	**-**	**1,566,751**	**1,566,751**
- Current	**-**	**-**	**350,759**	**350,759**
Trade and other payables	**-**	**-**	**474,918**	**474,918**
Security retainers	**-**	**-**	**1,485**	**1,485**
Total financial liabilities				**2,393,913**
Total non-financial liabilities				**297,769**
Total liabilities				**2,691,682**
31 DECEMBER 2012				
ASSETS				
Other investments	-	365	-	365
Security retainers accumulation fund	3,630	-	-	3,630
Trade and other receivables	144,622	-	-	144,622
Marketable securities	-	11,231	-	11,231
Cash and bank balances	210,815	-	-	210,815
Total financial assets				370,663
Total non-financial assets				4,208,316
Total assets				4,578,979

Notes to the Financial Statements (Cont'd)

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42. FINANCIAL INSTRUMENTS (CONT'D)

CLASSIFICATION OF FINANCIAL INSTRUMENTS (CONT'D)

GROUP (CONT'D)	LOANS AND RECEIVABLES RM'000	FAIR VALUE THROUGH PROFIT OR LOSS RM'000	FINANCIAL LIABILITIES AT AMORTISED COST RM'000	TOTAL RM'000
31 DECEMBER 2012 (CONT'D)				
LIABILITIES				
Borrowings				
– Non-current	–	–	1,596,535	1,596,535
– Current	–	–	231,779	231,779
Trade and other payables	–	–	323,246	323,246
Security retainers	–	–	1,375	1,375
Total financial liabilities				2,152,935
Total non-financial liabilities				199,796
Total liabilities				2,352,731
COMPANY				
31 DECEMBER 2013				
ASSETS				
Other investments	**–**	**312**	**–**	**312**
Trade and other receivables	**1,104,626**	**–**	**–**	**1,104,626**
Cash and bank balances	**61,718**	**–**	**–**	**61,718**
Total financial assets				**1,166,656**
Total non-financial assets				**1,468,832**
Total assets				**2,635,488**
LIABILITIES				
Borrowings				
– Non-current	**–**	**–**	**423,892**	**423,892**
– Current	**–**	**–**	**59,768**	**59,768**
Other payables	**–**	**–**	**190,754**	**190,754**
Total financial liabilities				**674,414**

Notes to the Financial Statements (Cont'd)

31 DECEMBER 2013

42. FINANCIAL INSTRUMENTS (CONT'D)

CLASSIFICATION OF FINANCIAL INSTRUMENTS (CONT'D)

COMPANY (CONT'D)	LOANS AND RECEIVABLES RM'000	FAIR VALUE THROUGH PROFIT OR LOSS RM'000	FINANCIAL LIABILITIES AT AMORTISED COST RM'000	TOTAL RM'000
31 DECEMBER 2012				
ASSETS				
Other investments	–	312	–	312
Trade and other receivables				
– Non-current	180,744	–	–	180,744
– Current	1,075,891	–	–	1,075,891
Cash and bank balances	46,734	–	–	46,734
Total financial assets				1,303,681
Total non-financial assets				963,089
Total assets				2,266,770
LIABILITIES				
Borrowings				
– Non-current	–	–	413,553	413,553
– Current	–	–	82,250	82,250
Other payables	–	–	26,183	26,183
Total financial liabilities				521,986

Notes to the Financial Statements (Cont'd)

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43. FAIR VALUE MEASUREMENT

The fair value measurement hierarchies used to measure assets and liabilities carried at fair value in the statements of financial position as at 31 December 2013 are as follows:

(a) Level 1: Quoted prices (unadjusted) in active markets for identical assets or liabilities.

(b) Level 2: Inputs other than quoted prices included within Level 1 that are observable for the asset or liability, either directly (i.e. prices) or indirectly (i.e. derived from prices).

(c) Level 3: Inputs for the asset or liability that are not based on observable market data (unobservable inputs).

	LEVEL 1 RM'000	LEVEL 2 RM'000	LEVEL 3 RM'000	TOTAL RM'000
GROUP				
AS AT 31 DECEMBER 2013				
ASSET				
Investment Properties (Note 17)				
– Land	**–**	**–**	**372,043**	**372,043**
– Office properties	**–**	**–**	**263,666**	**263,666**
– Retail properties	**–**	**–**	**597,356**	**597,356**
FVTPL financial assets	**–**	**–**	**312**	**312**
AS AT 31 DECEMBER 2012				
ASSET				
Investment Properties (Note 17)				
– Land	–	–	305,581	305,581
– Office properties	–	–	251,092	251,092
– Retail properties	–	–	551,142	551,142
FVTPL financial assets	11,231	–	365	11,596
COMPANY				
AS AT 31 DECEMBER 2013				
ASSET				
FVTPL financial assets	**–**	**–**	**312**	**312**
AS AT 31 DECEMBER 2012				
ASSET				
FVTPL financial assets	–	–	312	312

There were no material transfer between Level 1, Level 2 and Level 3 during the financial year.

The Group and Company do not have any financial liabilities carried at fair value nor any financial instruments classified as Level 2 as at 31 December 2013 and 31 December 2012.

Notes to the Financial Statements (Cont'd)

31 DECEMBER 2013

44. FAIR VALUE OF FINANCIAL INSTRUMENTS

A. DETERMINATION OF FAIR VALUE

Amounts due from subsidiaries and advances to/from subsidiaries.

The fair values of these financial instruments are estimated by discounting expected future cash flows at market incremental lending rate for similar types of lending, borrowing or leasing arrangements at the reporting date.

Financial instruments that are not carried at fair value and whose carrying amounts are reasonable approximation of fair value.

The carrying amounts of current financial assets and liabilities are reasonable approximation of fair values, either due to their short–term nature or that they are floating rate instruments that are re–priced to market interest rates on or near the reporting date.

Borrowings are evaluated by the Group based on parameters such as interest rates, specific country risk factors and the risk characteristics of the financed project.

45. FINANCIAL RISK MANAGEMENT OBJECTIVES AND POLICIES

The Group and the Company are exposed to financial risks arising from their operations and the use of financial instruments. The key financial risks include credit risk, liquidity risk, interest rate risk, foreign currency risk and market price risk.

The Board of Directors reviews and agrees policies and procedures for the management of these risks, which are executed by the Finance Director. The Board Risk Management Committee provides independent oversight to the effectiveness of the risk management process.

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.

(A) CREDIT RISK

Credit risk is the risk of loss that may arise on outstanding financial instruments should a counterparty default on its obligations. The Group's and the Company's exposure to credit risk arises primarily from trade and other receivables. For cash and bank balances, the Group and the Company minimise credit risk by dealing exclusively with reputable financial institutions.

The Group's objective is to seek continual revenue growth while minimising losses incurred due to increased credit risk exposure. The Group trades only with recognised and creditworthy third parties. It is the Group's policy that all customers who wish to trade on credit terms are subject to credit verification procedures. In addition, receivable balances are monitored on an ongoing basis with the result that the Group's exposure to bad debts is not significant.

Exposure to credit risk

At the reporting date, the Group's and the Company's maximum exposure to credit risk is represented by the carrying amount of each class of financial assets recognised in the statements of financial position.

Notes to the Financial Statements (Cont'd)

31 DECEMBER 2013

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

(A) CREDIT RISK (CONT'D)

Credit risk concentration profile

The Group determines concentrations of credit risk by monitoring the industry sector profile of its trade receivables on an ongoing basis. The credit risk concentration profile of the Group's trade receivables at the reporting date are as follows:

	2013		2012	
	RM'000	% OF TOTAL	RM'000	% OF TOTAL
GROUP				
Property development	**133,676**	**68%**	53,474	54%
Property investment	**13,552**	**7%**	42,775	43%
Resorts operation	**3,738**	**2%**	2,741	3%
Manufacturing	**46,015**	**23%**	–	–
	196,981	**100%**	98,990	100%

(B) LIQUIDITY RISK

Liquidity risk is the risk that the Group or the Company will encounter difficulty in meeting financial obligations due to shortage of funds. The Group's and the Company's exposure to liquidity risk arises primarily from mismatches of the maturities of financial assets and liabilities. The Group's and the Company's objective is to maintain a balance between continuity of funding and flexibility through the use of stand–by credit facilities.

The Group's and the Company's liquidity risk management policy is to maintain sufficient liquid financial assets and stand–by credit facilities with several banks.

ANALYSIS OF FINANCIAL INSTRUMENTS BY REMAINING CONTRACTUAL MATURITIES

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.

	2013 RM'000			
	ON DEMAND OR WITHIN ONE YEAR	ONE TO FIVE YEARS	MORE THAN FIVE YEARS	TOTAL
GROUP				
FINANCIAL LIABILITIES:				
Trade and other payables	**474,918**	**–**	**–**	**474,918**
Borrowings	**351,309**	**1,364,130**	**202,071**	**1,917,510**
Total undiscounted financial liabilities	**826,227**	**1,364,130**	**202,071**	**2,392,428**
COMPANY				
FINANCIAL LIABILITIES:				
Other payables	**190,754**	**–**	**–**	**190,754**
Borrowings	**59,768**	**378,892**	**45,000**	**483,660**
Total undiscounted financial liabilities	**250,522**	**378,892**	**45,000**	**674,414**

Notes to the Financial Statements (Cont'd)

31 DECEMBER 2013

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

(B) LIQUIDITY RISK (CONT'D)

ANALYSIS OF FINANCIAL INSTRUMENTS BY REMAINING CONTRACTUAL MATURITIES (CONT'D)

	2012 RM'000			
	ON DEMAND OR WITHIN ONE YEAR	ONE TO FIVE YEARS	MORE THAN FIVE YEARS	TOTAL
GROUP				
FINANCIAL LIABILITIES:				
Trade and other payables	323,246	–	–	323,246
Borrowings	393,799	1,196,592	564,943	2,155,334
Total undiscounted financial liabilities	717,045	1,196,592	564,943	2,478,580
COMPANY				
FINANCIAL LIABILITIES:				
Other payables	26,183	–	–	26,183
Borrowings	106,730	354,433	98,573	559,736
Total undiscounted financial liabilities	132,913	354,433	98,573	585,919

(C) INTEREST RATE RISK

Interest rate risk is the risk that the fair value of future cash flows of a financial instrument will fluctuate because of changes in market interest rates. The Group's primary interest rate risk relates to interest–bearing borrowings.

The investments in financial assets including fixed deposits are mainly short term in nature and they are not held for speculative purposes.

The Group manages its interest rate exposure by using a mix of fixed and floating rate debts and actively reviewing its debt portfolio, taking into account the investment holding period and nature of its assets.

INTEREST RATE SENSITIVITY

The following table demonstrates the sensitivity to a reasonably possible change in interest rates, with all other variables held constant, of the Group's profit before tax (through the impact on floating rate borrowings).

	GROUP RM'000	COMPANY RM'000
31 DECEMBER 2013		
Borrowings denominated in Ringgit Malaysia		
Interest rates increase by 0.25 percentage point	**(14,221)**	**(3,666)**
Interest rates decrease by 0.25 percentage point	**14,221**	**3,666**
31 DECEMBER 2012		
Borrowings denominated in Ringgit Malaysia		
Interest rates increase by 0.25 percentage point	(16,343)	(4,599)
Interest rates decrease by 0.25 percentage point	16,343	4,599

Notes to the Financial Statements (Cont'd)

31 DECEMBER 2013

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

(D) MARKET PRICE RISK

Market price risk is the risk that the fair value or future cash flows of the Group's financial instruments will fluctuate because of changes in market prices.

The Group is exposed to equity price risk arising from its investment in quoted equity instruments. The quoted equity instruments in Malaysia are listed on the Bursa Malaysia. These instruments are classified fair value through profit or loss financial assets. The Group does not have exposure to commodity price risk.

The Group's objective is to manage investment returns and equity price risk using a mix of investment grade shares with steady dividend yield and non–investment grade shares with higher volatility.

At the reporting date, the Group's equity portfolio consists of the equity portfolio comprises investment grade shares included in the Financial Times Stock Exchange (FTSE) Bursa Malaysia KLCI.

Sensitivity analysis for equity price risk

At the reporting date, if the FTSE Bursa Malaysia KLCI had been 5% higher/lower, with all other variables held constant, the Group's profit net of tax would have been higher/lower RM562,000 (2012: RM2,898,000), arising as a result of higher/lower fair value gains on held for trading investments in equity instruments.

(E) FOREIGN CURRENCY RISK

Foreign currency risk is the risk that the fair value or future cash flows of a financial instrument will fluctuate because of changes in foreign exchange rates.

The Group has transactional currency exposures arising from balances in other payables in a currency other than the functional currencies of Group. The foreign currency in which these transactions are denomiated is US Dollars ("USD"), Taiwan Dollars ("TWD"), Thai Baht ("THB") and Rupiah ("RP").

The Group also hold cash and cash equivalents denominated in foreign currencies for working capital purposes. At the reporting date, foreign currency balances which is in USD amount to RM3,000,000 (2012: RM250,300), TWD amount to RM962,184 (2012: RMNil), BAHT amount to RM3,009,527 (2012: RMNil) and RP amount to RM861,770 (2012: RMNil) for the Group.

Notes to the Financial Statements (Cont'd)

31 DECEMBER 2013

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

(E) FOREIGN CURRENCY RISK (CONT'D)

Sensitivity analysis for foreign currency risk

The following table demonstrates the sensitivity of the Group's profit net of tax to a reasonably possible change in the USDexchange rates against the respective functional currencies of the Group entities, with all other variables held constant.

			GROUP 2013 RM'000 PROFIT NET OF TAX	GROUP 2012 RM'000 PROFIT NET OF TAX
USD/RM	–	strengthened 5% (2012: 5%)	**819**	9
	–	weakened 5% (2012: 5%)	**(819)**	(9)
TWD/RM	–	strengthened 5% (2012: 5%)	**48**	–
	–	weakened 5% (2012: 5%)	**(48)**	–
THB/RM	–	strengthened 5% (2012: 5%)	**150**	–
	–	weakened 5% (2012: 5%)	**(150)**	–
RP/RM	–	strengthened 5% (2012: 5%)	**43**	–
	–	weakened 5% (2012: 5%)	**(43)**	–

46. OPERATING LEASE ARRANGEMENTS

(A) THE GROUP AS LESSEE

The Group has entered into non-cancellable operating lease agreements for the use of office premises and equipment. These leases have an average life of three (3) years with renewal or purchase option included in the contracts. There are no restrictions placed upon the Group by entering into these leases.

Future minimum rentals payable under non-cancellable operating leases at the reporting date are as follows:

	GROUP		COMPANY	
	2013 RM'000	2012 RM'000	2013 RM'000	2012 RM'000
Future minimum rentals payments:				
Not later than 1 year	**1,163**	106	**407**	398
Later than 1 year and not later than 5 years	**1,819**	151	**1,428**	1,972
	2,982	257	**1,835**	2,370

Notes to the Financial Statements (Cont'd)

31 DECEMBER 2013

46. OPERATING LEASE ARRANGEMENTS (CONT'D)

(B) THE GROUP AS LESSOR

The Group has entered into cancellable operating lease agreements on its investment property portfolio. These leases have remaining cancellable lease terms of between 2 and 39 years. All leases include a clause to enable upward revision of the rental charge on an annual basis based on prevailing market conditions.

Future minimum rentals receivable under non–cancellable operating leases at the reporting date are as follows:

	GROUP	
	2013	**2012**
	RM'000	**RM'000**
Not later than 1 year	**67,578**	66,081
Later than 1 year and not later than 5 years	**70,768**	78,346
Later than 5 years	**91,915**	104,403
	230,261	248,830

47. COMMITMENTS

	GROUP	
	2013	**2012**
	RM'000	**RM'000**
CAPITAL EXPENDITURE		
CAPITAL COMMITMENT		
Approved and contracted for:		
– Land held for property development	**2,455,600**	581,200
– Property, plant and equipment	**105,700**	122,300
Approved and not contracted for:		
– Property, plant and equipment	**846,100**	–
	3,407,400	703,500

Notes to the Financial Statements (Cont'd)

31 DECEMBER 2013

48. SEGMENTAL INFORMATION

(A) BUSINESS SEGMENTS:

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

(i) Property and resort development	–	development of residential and commercial properties, provision of golfing and other sporting and recreational facilities and rental of rooms and other related hotel facilities
(ii) Property investment	–	Operation of clubhouse, shopping mall and investment properties
(iii) Investment holding and others	–	Investment income and manufacturing income

Except as indicated above, no operating segments has been aggregated to form the above reportable operating segments.

Management monitors the operating results of its business units separately for the purpose of making decisions about resource allocation and performance assessment. Segmental performance is evaluated based on operating profit or loss which, in certain respects as explained in the table below, is measured differently from operating profit or loss in the consolidated financial statements. Group financing (including finance costs) and income taxes are managed on a group basis and are not allocated to operating segments.

48. SEGMENTAL INFORMATION (CONT'D)

SEGMENTAL INFORMATION BY BUSINESS SEGMENTS:

	PROPERTY AND RESORT DEVELOPMENT		PROPERTY INVESTMENT		INVESTMENT HOLDING AND OTHERS		ADJUSTMENTS AND ELIMINATIONS		NOTES	CONSOLIDATED	
	2013 RM'000	2012 RM'000	2013 RM'000	2012 RM'000	2013 RM'000	2012 RM'000	2013 RM'000	2012 RM'000		2013 RM'000	2012 RM'000
REVENUE AND EXPENSES											
REVENUE											
External sales	1,249,957	570,291	107,568	59,894	117,978	178	-	-		1,475,503	630,363
Inter-segment	-	-	7,371	19,940	257,851	137,419	(265,222)	(157,359)	A	-	-
Total revenue	1,249,957	570,291	114,939	79,834	375,829	137,597	(265,222)	(157,359)		1,475,503	630,363
RESULTS											
Interest income	6,135	5,974	618	615	2,146	4,943	(18)	(7,239)		8,881	4,293
Depreciation and amortisation	(15,910)	(10,045)	(2,009)	(4,898)	(2,273)	(2,438)	(2,466)	2,032		(22,658)	(15,349)
Share of results of associate	-	-	-	-	698	-	3,683	7,807		4,381	7,807
Share of results of jointly controlled entities	-	-	-	-	2,955	-	76,378	(1,505)		79,333	(1,505)
Other non-cash expenses	(19,992)	(373)	(13,721)	(107)	(53,802)	(7,337)	73,047	-	B	(14,468)	(7,817)
SEGMENT PROFIT	274,421	125,138	146,908	2,782	185,215	128,515	(102,896)	(31,491)	C	503,648	224,944
ASSETS											
Investment in associates	-	-	-	-	1,837	5,357	(74)	25,736		1,763	31,093
Investment in jointly controlled entities	-	-	-	-	53,119	69,698	133,050	(1,505)		186,169	68,193
Additions to non-current assets	80,726	513,174	28,480	10,911	44,648	21,168	-	-	D	153,854	545,253
Segment assets	3,812,982	3,039,975	1,709,798	1,540,138	3,463,909	2,779,817	(3,560,973)	(2,780,951)		5,425,716	4,578,979
SEGMENT LIABILITIES	3,090,366	2,424,493	695,776	950,145	1,201,892	1,035,749	(2,296,352)	(2,057,656)		2,691,682	2,352,731

Notes to the Financial Statements (Cont'd)

31 DECEMBER 2013

48. SEGMENTAL INFORMATION (CONT'D)

Inter-segment revenue are eliminated upon consolidation and reflected in the 'adjustment and eliminations' column. All other adjustments and eliminations are part of detail reconciliation presented below:

Notes: Nature of adjustments and eliminations to arrive at the amounts reported in the consolidated financial statements

A. Inter-segment revenues are eliminated on consolidation

B. Other material non-cash expenses consist of the following items as presented in the respective notes to the financial statements

	2013 RM'000	2012 RM'000
Share based payments	**13,341**	1,231
Impairment loss on financial assets	**266**	480
Fair value loss on marketable securities	**861**	6,106
	14,468	7,817

C. The following items are added to/(deducted from) segment profit to arrive at profit before tax from continuing operations presented in the consolidated statement of comprehensive income:

	2013 RM'000	2012 RM'000
Share of results of associates	**4,381**	7,807
Share of results of jointly controlled entities	**79,333**	(1,505)
Finance costs	**(77,943)**	(31,622)

D. Additions to non-current assets consist of:

	2013 RM'000	2012 RM'000
Property, plant and equipment	**88,648**	135,728
Investment properties	**23,480**	135,568
Land held for property development	**41,726**	273,957
	153,854	545,253

Notes to the Financial Statements (Cont'd)

31 DECEMBER 2013

49. SIGNIFCANT EVENTS

During the financial year, the Group through its various subsidiaries and jointly controlled entity entered into agreements to purchase various parcels of land located through Malaysia. A summary of material purchase is presented below:

ACQUISITIONS IN FINANCIAL YEAR ENDED 31 DECEMBER 2011:

Transactions where the conditions precedents are not met as at 31 December 2013 are as follows:

	LOCATION OF PROPERTY	TYPE	AREA	CONSIDERATION RM'000
(a)	GRN 28425 – lot 784, Seksyen 0057, Bandar Kuala Lumpur.	Freehold	Kuala Lumpur	43,123
(b)	GRN 28463 – lot 779 and GRN28423 – lot 780, Seksyen 0057, Bandar Kuala Lumpur.	Freehold	Kuala Lumpur	22,129
(c)	Mukim 13, District of Timur Laut, State of Pulau Pinang.	Freehold/ Leasehold	Penang	1,072,203

ACQUISITIONS IN FINANCIAL YEAR ENDED 31 DECEMBER 2012:

Transactions where the conditions precedents are substantially met as at 31 December 2013 are as follows:

	LOCATION OF PROPERTY	TYPE	AREA	CONSIDERATION RM'000
(d)	1,426 plots of land in Taman Cahaya Kota Putri, Mukim Plentong Daerah Johor Bahru.	Freehold	Johor	220,000
(e)	Lot no. 44996 & 44997 in Mukim Pulai, Tempat Kg. Sg. Danga, Daerah Johor Bahru	Leasehold	Johor	5,529
(f)	Gelang Patah, Johor in Mukim of Pulai, District of Johor Bahru, Johor	Freehold	Johor	366,551
(g)	Mukim Tanjong Duabelas, District of Kuala Langat, State of Selangor	Leasehold	Selangor	1,297,259
(h)	HS (D) 437846 PTD 194795 in the District of Johor Bahru, Mukim Plentong, State of Johor	Leasehold	Johor	444,312
(i)	HS (D) 455043 PTB 21345 and HS (D) 455049 PTB 21346, Bandar Johor Bahru, Daerah Johor Bahru	Freehold	Johor	85,875

Notes to the Financial Statements (Cont'd)

31 DECEMBER 2013

49. SIGNIFCANT EVENTS (CONT'D)

DISPOSAL IN FINANCIAL YEAR ENDED 31 DECEMBER 2012:

Transactions where the conditions precedents are substantially met as at 31 December 2013 are as follows:

	LOCATION OF PROPERTY	TYPE	AREA	CONSIDERATION RM'000
(a)	H.S.(D) 173355 PT 579 ("Plot 1") to H.S.(D) 173380 PT 604 ("Plot 26"), H.S.(D) 173382 PT 607 ("Plot 27") to H.S.(D) 173391 PT 616 ("Plot 36"), Mukim Damansara, Daerah Petaling, Negeri Selangor.	Leasehold	Selangor	23,027
(b)	GRN 213078, Lot 64511, Bandar Kepong, Daerah Gombak.	Freehold	Selangor	19,256
(c)	GRN 48088, Lot 5717 and GRN Mukim 1293, Lot 1953, Kajang, Daerah Ulu Langat, Selangor.	Freehold	Selangor	106,423
(d)	GRN 51446 Lot No. 1055, Mukim Plentong, District of Johor Bahru, State of Johor.	Freehold	Johor	44,035
(e)	PN 30649 Lot 212 and PN 30650 Lot 213, Mukim Bandar Damansara, Daerah Petaling Jaya, Selangor	Leasehold	Selangor	116,124
(f)	Lot 184 – 186, Seksyen 6, Bandar Petaling Jaya, Daerah Petaling Jaya, Selangor	Leasehold	Selangor	10,646
(g)	Geran 27663, Lot 1982, Mukim Petaling, Dearah Kuala Lumpur	Freehold	Kuala Lumpur	26,737

DISPOSALS IN FINANCIAL YEAR ENDED 31 DECEMBER 2013:

During the financial year, the Group through its subsidiaries have not completed the following disposals of land:

	LOCATION OF PROPERTY	TYPE	AREA	CONSIDERATION RM'000
(h)	Lot 4258 & 4259 at Mukim Ampang, Negeri Selangor	Freehold	Selangor	**35,000**
(i)	Lot No. 371, Section 63, District of Kuala Lumpur	Leasehold	Kuala Lumpur	**132,435**

Notes to the Financial Statements (Cont'd)

31 DECEMBER 2013

50. SUBSEQUENT EVENTS

(a) On 12 February 2014, the Company entered into a Shareholders Agreement with Lasallian Asia Partnership for International School ("LAPIS") and Tropicana SJII Education Management Sdn. Bhd. (formerly known as Tropicana Education Sdn. Bhd.) ("TSEM"), a wholly–owned subsidiary of the Company ("TSEM Shareholders Agreement"). The Company also entered into a Shareholders Agreement with LAPIS, Warisan Istimewa Sdn. Bhd. ("WISB") and Tropicana Education Management Sdn. Bhd. ("TEM") ("TEM Shareholders Agreement").

The purpose of the TSEM Shareholders Agreement and the TEM Shareholders Agreemet is to establish an international school to be known as "St. Joseph's Institution International (Malaysia) (Tropicana PJ Campus)" or such other name as may be mutually agreed upon and approved by the relevant authorities ("International School") and shall encompass the followings:

(i) the construction of the International School by TEM on the land held under the title Pajakan Negeri Lot 53742 – Lot 53746, Pekan Baru Sungai Buloh, Daerah Petaling, Negeri Selangor ("TEM Land"). TEM is the registered proprietor and beneficial owner of the TEM Land; and

(ii) the operation of the International School by TSEM.

(b) On 14 February 2014, the Company announced that Sapphire Index Sdn. Bhd. ("SISB"), a wholly–owned subsidiary of the Company, had obtained Economic Planning Unit (EPU)'s approval for the proposed acquisition of the leasehold land measuring approximately 1,172 acres in an area previously known as "Canal City" within the vicinity of Kota Kemuning in the State of Selangor. The said proposed acquisition is deemed unconditional with effect from 13 February 2014.

(c) On 14 February 2014, the Company acquired two (2) ordinary shares of RM1.00 each representing 100% of the total issued and paid–up share capital of Noble Kinetic Sdn. Bhd. for a cash consideration of RM2.00.

(d) On 19 February 2014, the Company acquired two (2) ordinary shares of RM1.00 each representing 100% of the total issued and paid–up share capital of Supreme Converge Sdn. Bhd. for a cash consideration of RM2.00.

51. CAPITAL MANAGEMENT

The primary objective of the Group's capital management is to ensure that it maintains a strong credit rating and healthy capital ratios in order to support its business and maximise shareholder value.

The Group manages its capital structure and makes adjustments to it, in light of changes in economic conditions. To maintain or adjust the capital structure, the Group may adjust the dividend payment to shareholders, return capital to shareholders or issue new shares. No changes were made in the objectives, policies or processes during the years ended 31 December 2013 and 31 December 2012.

The Group monitors capital using a gearing ratio, which is net debt divided by total capital plus net debt. The Group includes within net debt, loans and borrowings, trade and other payables, less cash and bank balances. Capital refers to equity attributable to the equity holders of the Company.

	GROUP		COMPANY	
	2013	**2012**	**2013**	**2012**
	RM'000	**RM'000**	**RM'000**	**RM'000**
Borrowings	**1,917,510**	1,828,314	**483,660**	495,803
Trade and other payables	**474,918**	323,246	**190,754**	26,183
Less: Cash and bank balances	**(497,233)**	(210,815)	**(61,718)**	(46,734)
Net debt	**1,895,195**	1,940,745	**612,696**	475,252
Equity attributable to the owners of the parent	**2,570,256**	2,098,605	**1,961,074**	1,744,784
Total capital	**2,570,256**	2,098,605	**1,961,074**	1,744,784
CAPITAL AND NET DEBT	**4,465,451**	4,039,350	**2,573,770**	2,220,036
GEARING RATIO	**0.42**	0.48	**0.24**	0.21

Notes to the Financial Statements (Cont'd)

31 DECEMBER 2013

52. SUPPLEMENTARY INFORMATION – BREAKDOWN OF RETAINED EARNINGS/(ACCUMULATED LOSSES) INTO REALISED AND UNREALISED

The breakdown of the retained earnings/(accumulated losses) of the Group and of the Company as at 31 December 2013 and 31 December 2012 into realised and unrealised profits is presented in accordance with the directive issued by Bursa Malaysia Securities Berhad dated 25 March 2011 and prepared in accordance with Guidance on Special Matter No. 1, Determination of Realised and Unrealised Profits or Losses in the Context of Disclosure Pursuant to Bursa Malaysia Securities Berhad Listing Requirements, as issued by the Malaysian Institute of Accountants.

	2013 GROUP RM'000	**2013 COMPANY RM'000**
Total retained earnings/(accumulated losses) of the Company and its subsidiaries		
– Realised profits/(losses)	**258,318**	**(34,953)**
– Unrealised profits	**477,675**	**22,011**
	735,993	**(12,942)**
Total share of retained earnings from jointly controlled entities		
– Realised profits	**84,316**	**–**
Total share of retained earnings from associate		
– Realised profits	**4,381**	**–**
	824,690	**(12,942)**
Add: Consolidation adjustments	**(227,557)**	**–**
Retained earnings/(accumulated losses) as per financial statements	**597,133**	**(12,942)**

	2012 GROUP RM'000	**2012 COMPANY RM'000**
Total retained earnings/(accumulated losses) of the Company and its subsidiaries		
– Realised profits/(losses)	79,183	(68,332)
– Unrealised profits	408,356	36,909
	487,539	(31,423)
Total share of retained earnings from jointly controlled entities		
– Realised losses	(1,596)	–
Total share of retained earnings from associate		
– Realised profits	25,243	–
	511,186	(31,423)
Add: Consolidation adjustments	(188,299)	–
Retained earnings/(accumulated losses) as per financial statements	322,887	(31,423)

Analysis of Shareholdings

AS AT 6 MAY 2014

SHARE CAPITAL

Authorised share capital	:	RM3,000,000,000.00
Issued and paid-up share capital	:	RM1,391,175,522
Adjusted issued share capital	:	RM1,368,359,222 (excluding 22,816,300 treasury shares)
Class of shares	:	Ordinary shares of RM1.00 each
Voting rights	:	1 vote per shareholder on a show of hands 1 vote per ordinary share held

DISTRIBUTION OF SHAREHOLDINGS

SIZE OF SHAREHOLDINGS	NO. OF HOLDERS	%	TOTAL SHAREHOLDINGS	%
1 - 99	347	3.48	5,936	0.00
100 to 1,000	2,101	21.05	1,913,323	0.14
1,001 to 10,000	5,730	57.41	26,146,249	1.91
10,001 to 100,000	1,536	15.39	47,552,710	3.48
100,001 to 68,417,961 *	263	2.64	1,043,641,004	76.27
68,417,962 and above **	3	0.03	249,100,000	18.20
TOTAL	**9,980**	**100.00**	**1,368,359,222**	**100.00**

Notes:
* Less than 5% of total issued share capital
** 5% and above of total issued share capital

SUBSTANTIAL SHAREHOLDERS AS PER THE REGISTER OF SUBSTANTIAL SHAREHOLDERS
(excluding bare trustees)

NAME	NO. OF SHARES HELD			
	DIRECT INTEREST	%	DEEMED INTEREST	%
Tan Sri Dato' Tan Chee Sing	408,608,830	29.86	553,501,537(1)	40.45
Aliran Firasat Sdn Bhd	225,500,000	16.48	–	–
Impeccable Ace Sdn Bhd	170,015,521	12.42	–	–
Golden Diversity Sdn Bhd	157,986,016	11.55	–	–

Notes :
(1) Deemed interested by virtue of his interests in Aliran Firasat Sdn Bhd, Impeccable Ace Sdn Bhd and Golden Diversity Sdn Bhd pursuant to Section 6A of the Companies Act, 1965 (**"Act"**).

DIRECTORS' SHAREHOLDINGS AS PER THE REGISTER OF DIRECTORS' SHAREHOLDINGS

NAME	NO. OF SHARES HELD			
	DIRECT INTEREST	%	DEEMED INTEREST	%
Tan Sri Dato' Tan Chee Sing	408,608,830	29.86	554,001,537(1)	40.49
Dato' Yau Kok Seng	4,600,000	0.34	–	–
Kong Woon Jun	362,200	0.03	–	–
Dato' Ng Tian Sang @ Ng Kek Chuan	2,000,000	0.15	–	–
Diana Tan Sheik Ni	200,000	0.01	–	–

Notes:
(1) Deemed interested by virtue of his interests in Aliran Firasat Sdn Bhd, Impeccable Ace Sdn Bhd and Golden Diversity Sdn Bhd pursuant to Section 6A of the Act as well as via his spouse, Puan Sri Datin Chan Shao Tsiu pursuant to Section 134(12)(c) of the Act.

Analysis of Shareholdings (Cont'd)

AS AT 6 MAY 2014

THIRTY LARGEST REGISTERED SHAREHOLDERS ACCORDING TO THE RECORD OF DEPOSITORS
(Without aggregating the securities from different securities account belonging to the same depositor)

NO.	NAME OF SHAREHOLDERS	NO. OF SHARES	%
1.	Maybank Nominees (Tempatan) Sdn Bhd		
	DBS Bank for Tan Chee Sing	90,000,000	6.58
2.	Amsec Nominees (Tempatan) Sdn Bhd		
	Pledged Securities Account – Ambank (M) Berhad for Impeccable Ace Sdn Bhd	84,100,000	6.15
3.	Scotia Nominees (Tempatan) Sdn Bhd		
	Pledged Securities Account for Aliran Firasat Sdn Bhd	75,000,000	5.48
4.	CIMB Group Nominees (Tempatan) Sdn Bhd		
	Pledged Securities Account for Tan Chee Sing	61,144,118	4.47
5.	CIMB Group Nominees (Tempatan) Sdn Bhd		
	Pledged Securities Account for Golden Diversity Sdn Bhd	52,850,000	3.86
6.	RHB Nominees (Tempatan) Sdn Bhd		
	Bank of China (Malaysia) Berhad Pledged Securities Account for Aliran Firasat Sdn Bhd	47,000,000	3.43
7.	RHB Nominees (Tempatan) Sdn Bhd		
	Pledged Securities Account for Golden Diversity Sdn Bhd	46,989,008	3.43
8.	Amsec Nominees (Tempatan) Sdn Bhd		
	Pledged Securities Account – Ambank (M) Berhad for Aliran Firasat Sdn Bhd	43,000,000	3.14
9.	UOBM Nominees (Tempatan) Sdn Bhd		
	United Overseas Bank Nominees (Pte) Ltd for Tan Chee Sing	42,000,000	3.07
10.	Kenanga Nominees (Tempatan) Sdn Bhd		
	Pledged Securities Account for Aliran Firasat Sdn Bhd	40,000,000	2.92
11.	RHB Nominees (Tempatan) Sdn Bhd		
	Pledged Securities Account for Impeccable Ace Sdn Bhd	39,016,992	2.85
12.	Kenanga Nominees (Tempatan) Sdn Bhd		
	Pledged Securities Account for Impeccable Ace Sdn Bhd	35,000,000	2.56
13.	Golden Diversity Sdn Bhd	33,839,000	2.47
14.	Maybank Securities Nominees (Tempatan) Sdn Bhd		
	Pledged Securities Account for Tan Chee Sing	32,900,000	2.40
15.	Kenanga Nominees (Tempatan) Sdn Bhd		
	Pledged Securities Account for Tan Chee Sing	32,000,000	2.34
16.	CIMB Group Nominees (Tempatan) Sdn Bhd		
	CIMB Bank Berhad	30,622,900	2.24
17.	Maybank Nominees (Tempatan) Sdn Bhd		
	Pledged Securities Account for Tan Chee Sing	30,400,000	2.22
18.	Maybank Securities Nominees (Tempatan) Sdn Bhd		
	Pledged Securities Account for Enhance Summer Sdn Bhd	29,600,000	2.16
19.	Kenanga Nominees (Tempatan) Sdn Bhd	29,500,000	2.16
20.	Alliancegroup Nominees (Tempatan) Sdn Bhd		
	Pledged Securities Account for Tan Chee Sing	29,000,000	2.12
21.	Amsec Nominees (Tempatan) Sdn Bhd		
	Pledged Securities Account – Ambank (M) Berhad for Tan Chee Sing	28,770,000	2.10
22.	Citigroup Nominees (Tempatan) Sdn Bhd		
	Employees Provident Fund Board	21,988,000	1.61
23.	HSBC Nominees (Asing) Sdn Bhd		
	HSBC-FS for Lynas Asia Fund	21,500,000	1.57
24.	Aliran Firasat Sdn Bhd	20,500,000	1.50
25.	Maybank Nominees (Tempatan) Sdn Bhd		
	Pledged Securities Account for Golden Diversity Sdn Bhd	16,908,008	1.24
26.	Kenanga Nominees (Tempatan) Sdn Bhd		
	Pledged Securities Account for Goldleaf Frontier Sdn Bhd	15,129,300	1.11
27.	Maybank Nominees (Asing) Sdn Bhd		
	DBS Bank for Gan Cheong @ Ngan Chong Hoo	13,200,000	0.96
28.	Kenanga Nominees (Tempatan) Sdn Bhd		
	Pledged Securities Account for Warisan Istimewa Sdn Bhd	12,377,100	0.90
29.	Maybank Securities Nominees (Tempatan) Sdn Bhd		
	Pledged Securities Account for Reka Antika Sdn Bhd	8,838,200	0.65
30.	Maybank Nominess (Tempatan) Sdn Bhd		
	Pledged Securities Account for Tan Chee Sing	8,700,000	0.64
	Total	**1,071,872,626**	**78.33**

Analysis of Warrant Holdings

AS AT 6 MAY 2014

WARRANT 2009/2019

No. of warrants in issue : 153,557,812
Exercise price of the warrants : RM1.00 each
Expiry date of the warrants : 8 December 2019

DISTRIBUTION OF WARRANT HOLDINGS

SIZE OF WARRANT HOLDINGS	NO. OF WARRANT HOLDERS	%	NO. OF WARRANTS	%
1 – 99 warrants	353	12.72	18,277	0.01
100 - 1,000 warrants	623	22.45	415,048	0.27
1,001 - 10,000 warrants	1,193	42.99	4,853,467	3.16
10,001 - 100,000 warrants	494	17.80	17,027,083	11.09
100,001 – 7,677,890 warrants *	110	3.97	70,396,885	45.85
7,677,891 warrants and above **	2	0.07	60,847,052	39.62
TOTAL	**2,775**	**100.00**	**153,557,812**	**100.00**

Notes:
* Less than 5% of total warrants in issue
** 5% and above of total warrants in issue

DIRECTORS' WARRANT HOLDINGS

NAME	NO. OF WARRANTS HELD			
	DIRECT INTEREST	%	DEEMED INTEREST	%
Tan Sri Dato' Tan Chee Sing	49,304,036	32.11	24,800,950[1]	16.15

Notes :
(1) Deemed interested by virtue of his interests in Impeccable Ace Sdn Bhd and Golden Diversity Sdn Bhd pursuant to Section 6A of the Companies Act, 1965.

Analysis of Warrant Holdings (Cont'd)

AS AT 6 MAY 2014

THIRTY LARGEST WARRANT HOLDERS ACCORDING TO THE RECORD OF DEPOSITORS

(Without aggregating the securities from different securities account belonging to the same depositor)

NO.	NAME OF WARRANT HOLDERS	NO. OF WARRANTS	%
1.	Amsec Nominees (Tempatan) Sdn Bhd		
	Tan Chee Sing	45,210,135	29.44
2.	Amsec Nominees (Tempatan) Sdn Bhd		
	Impeccable Ace Sdn Bhd	15,636,917	10.18
3.	Maybank Nominees (Asing) Sdn Bhd		
	Pledged Securities Account for San Tuan Sam	7,227,956	4.71
4.	UOBM Nominees (Asing) Sdn Bhd		
	United Overseas Bank Nominees (Pte) Ltd for Fortune First Limited	5,717,921	3.72
5.	Golden Diversity Sdn Bhd	5,264,333	3.43
6.	CIMB Group Nominees (Tempatan) Sdn Bhd		
	Pledged Securities Account for Golden Diversity Sdn Bhd	3,899,700	2.54
7.	RHB Capital Nominees (Tempatan) Sdn Bhd		
	Pledged Securities Account for Chai Mee King	3,728,700	2.43
8.	UOBM Nominees (Asing) Sdn Bhd		
	United Overseas Bank Nominees (Pte) Ltd for Novel Glory Investments Limited	3,715,000	2.42
9.	Tng Kee Meng	2,600,000	1.69
10.	Goh Cheah Hong	2,515,492	1.64
11.	Cimsec Nominees (Tempatan) Sdn Bhd		
	CIMB Bank for Looi Boon Han	2,500,000	1.63
12.	Amsec Nominees (Tempatan) Sdn Bhd		
	Pledged Securities Account – Ambank (M) Berhad for Tan Chee Sing	2,476,000	1.61
13.	Amsec Nominees (Tempatan) Sdn Bhd		
	Warisan Istimewa Sdn Bhd	2,346,109	1.53
14.	Tan Chee Sing	1,617,901	1.05
15.	Alliancegroup Nominees (Tempatan) Sdn Bhd		
	Pledged Securities Account for Ong Siew Eng @ Ong Chai	1,013,700	0.66
16.	Tey Yee Yee	928,046	0.60
17.	Carolyn Wong Tarnn Yoong	800,000	0.52
18.	Eg Kaa Chee	785,842	0.51
19.	Chin Kian Fong	728,399	0.47
20.	Goh Vin Cci	711,000	0.46
21.	Law Sook Kuan	675,933	0.44
22.	Yeoh Keat Chuan	669,100	0.44
23.	Kenanga Nominees (Tempatan) Sdn Bhd		
	Pledged Securities Account for Kalimullah Bin Masheerul Hassan	620,000	0.40
24.	Ng Cheek What	583,500	0.38
25.	Maybank Nominees (Tempatan) Sdn Bhd		
	Pledged Securities Account for Low Jeat Ghee	565,013	0.37
26.	Choong Yoke Lee	557,341	0.36
27.	Public Invest Nominees (Asing) Sdn Bhd		
	Exempt An for Phillip Securities Pte Ltd	520,220	0.34
28.	Ngan Bee Lee	501,000	0.33
29.	Tan Bee Kheng	460,000	0.30
30.	Amsec Nominees (Tempatan) Sdn Bhd		
	Tasik Mewah Sdn Bhd	423,700	0.28
	Total	**114,998,958**	**74.89**

List of Properties

AS AT 31 DECEMBER 2013

TITLE REFERENCE	PURPOSE/ EXISTING USE	TENURE	YEAR OF ACQUISITION/ YEAR OF COMPLETION *	APPROX. AGE OF BUILDING (YEARS)	LAND AREA APPROX (ACRES)	BUILT-UP AREA/NET LETTABLE AREA# (SQ FT)	FAIR VALUE/ NET BOOK VALUE @ 31 DEC 2013 (RM'MILLION)	RE-VALUATION VALUE (RM' MILLION)	DATE OF RE-VALUATION
TROPICANA GOLF & COUNTRY RESORT BERHAD									
PT 426, H.S.(D) 276798, Mukim Bandar Damansara, Daerah Petaling, Negeri Selangor	Land under construction	Leasehold (99 years) expiring on 22.09.2109	1991	-	5.73	-	5.91	-	-
TROPICANA INDAH SDN BHD									
Lot No. 53725 to 53736, Pekan Baru Sungai Buloh, Daerah Petaling, Negeri Selangor	Land under construction	Leasehold (99 years) expiring on 11.11.2101	1994	-	1.75	-	0.52	-	-
Lot 52582, Pekan Baru Sungai Buloh, Daerah Petaling, Negeri Selangor	Land under construction	Leasehold (99 years) expiring on 24.04.2106	1994	-	14.65	-	6.99	-	-
TROPICANA CITY SDN BHD									
HSD 136188 Lot PT8, Bandar Petaling Jaya, Tambahan 1, District Petaling, Negeri Selangor	Land under construction	Freehold	1995	-	1.10	-	3.69	-	-
TROPICANA CHERAS SDN BHD (fka DIJAYA PROPERTY SDN BHD)									
PT56739-56766, PT 56768-56795, PT56797-56806, Mukim Cheras, Ulu Langat, Selangor	Land under construction	Freehold	2008	-	5.14	-	7.39	-	-
PT56808-56814, PT 56817-56827, PT56830-56833, Mukim Cheras, Ulu Langat, Selangor	Land under construction	Freehold	2008	-	2.05	-	2.92	-	-
PT56834-56843, PT 56844-56862, Mukim Cheras, Ulu Langat, Selangor	Land under construction	Freehold	2008	-	1.56	-	2.58	-	-
PT56863-56890, PT 56891-56915, PT56917-56918, Mukim Cheras, Ulu Langat, Selangor	Land under construction	Freehold	2008	-	2.35	-	3.90	-	-
PT56738, Mukim Cheras, Ulu Langat, Selangor	Land under construction	Freehold	2008	-	1.04	-	1.43	-	-
PT56919, Mukim Cheras, Ulu Langat, Selangor	Land under construction	Freehold	2008	-	1.87	-	2.60	-	-
TROPICANA DANGA BAY SDN BHD									
H.S.(D) 471883 PT 22901, Bandar Johor Bahru, Daerah Johor Bahru, Negeri Johor	Land under construction	Freehold	2010	-	6.00	-	49.66	-	-
H.S.(D) 471884 PT 22902, Bandar Johor Bahru, Daerah Johor Bahru, Negeri Johor	Land under construction	Freehold	2010	-	2.80	-	23.14	-	-

List of Properties (Cont'd)

AS AT 31 DECEMBER 2013

TITLE REFERENCE	PURPOSE/ EXISTING USE	TENURE	YEAR OF ACQUISITION/ YEAR OF COMPLETION *	APPROX. AGE OF BUILDING (YEARS)	LAND AREA APPROX (ACRES)	BUILT-UP AREA/NET LETTABLE AREA# (SQ FT)	FAIR VALUE/ NET BOOK VALUE @ 31 DEC 2013 (RM'MILLION)	RE-VALUATION VALUE (RM' MILLION)	DATE OF RE-VALUATION
TROPICANA METROPARK SDN BHD (fka TROPICANA SUBANG DEVELOPMENT SDN BHD)									
HS (D) 287222, PT23, Pekan Country Heights, Petaling, Selangor	Land under construction	Freehold	2011	-	3.94	-	13.24	-	-
TROPICANA LANDMARK SDN BHD (fka DELTA MAPLE VIEW DEVELOPMENT SDN BHD)									
CL015628056, District of Kota Kinabalu, Sabah.	Land under construction	Leasehold (999 years) expiring on 31.12.2913	2012	-	1.31	-	3.49	3.49	Mar-12
TROPICANA KAJANG HILL SDN BHD									
HS(D) 68253 PT14533, HS(D) 68256 PT14536, HS(D) 63194 Lot 12683, Geran 53170 Lot 1258, Geran 27675 Lot 32, Bandar Batu 18, Semenyih Daerah Ulu Langat, Negeri Selangor	Land under construction	Freehold	2012	-	67.57	-	136.27	-	-
TROPICANA GOLF & COUNTRY RESORT BERHAD									
Tropicana Golf & Country Resort, 47410 Petaling Jaya, Negeri Selangor	Club House	Leasehold (99 years) expiring on 25.10.2090	1994	21	17.42	356,792	80.50	133.00	Mar-11
Tropicana Golf & Country Resort, 47410 Petaling Jaya, Negeri Selangor	Golf Course	Leasehold (99 years) expiring on 25.10.2090	1994	-	104.43		37.74	70.00	Jul-10
Lot 204, No Hakmilik 30648, Mukim Bandar Damansara, Daerah Petaling, Negeri Selangor	Showcase	Leasehold (99 years) expiring on 25.10.2090	2012*	1	0.89	-	4.76	-	-
TROPICANA CITY SDN BHD									
Geran 54431, Lot 45821, Seksyen 39, Bandar Petaling Jaya, Daerah Petaling, Negeri Selangor	4-Storey Shopping Mall	Freehold	2008*	5	4.78	435,373	462.00	462.00	Dec-13
Geran 54431, Lot 45821, Seksyen 39 Bandar Petaling Jaya, Daerah Petaling, Negeri Selangor	12-Storey Office Tower	Freehold	2010*	3	0.29	101,246	59.00	59.00	Dec-13

List of Properties (Cont'd)

AS AT 31 DECEMBER 2013

TITLE REFERENCE	PURPOSE/ EXISTING USE	TENURE	YEAR OF ACQUISITION/ YEAR OF COMPLETION *	APPROX. AGE OF BUILDING (YEARS)	LAND AREA APPROX (ACRES)	BUILT-UP AREA/NET LETTABLE AREA# (SQ FT)	FAIR VALUE/ NET BOOK VALUE @ 31 DEC 2013 (RM'MILLION)	RE-VALUATION VALUE (RM' MILLION)	DATE OF RE-VALUATION
TROPICANA GOLF & COUNTRY RESORT BERHAD									
Lot 89553, No Hakmilik 92831, Mukim Bandar Damansara, Daerah Petaling, Negeri Selangor	Land held for development	Leasehold (99 years) expiring on 04.04.2109	1991	-	1.77	-	0.64	-	-
Lot 946/948, No Hakmilik 15851/15852, Mukim Bandar Damansara, Daerah Petaling, Negeri Selangor	Land held for investment	Leasehold (99 years) expiring on 25.10.2090	1991	-	1.03	-	0.05	-	-
TROPICANA DEVELOPMENT SDN BHD (fka DIJAYA DEVELOPMENT SDN BHD)									
Geran 51952, Lot 194, Seksyen 58, Bandar Kuala Lumpur, Daerah Kuala Lumpur, Negeri Wilayah Persekutuan	Land held for investment	Freehold	2010	-	0.52	-	90.07	50.82	Nov-09
Geran 51952, Lot 194, Seksyen 58, Bandar Kuala Lumpur, Daerah Kuala Lumpur, Negeri Wilayah Persekutuan	Land under construction	Freehold	2010	-	0.76	-	162.27	74.98	Nov-09
TROPICANA EDUCATION MANAGEMENT SDN BHD									
PN 90286 Lot 53742, PN 91907 Lot 53743, PN 90198 Lot 53744, PN 90287 Lot 53745, PN 90197 Lot 53746, Pekan Baru Sungai Buloh, Daerah Petaling, Negeri Selangor	Land held for investment	Leasehold - (99 years) expiring on 27.09.2106	2010	-	6.07	-	107.69	100.00	Jun-13
TROPICANA SERDANG SURIA SDN BHD									
PT 1789, 1791, 1793, 1794, 1795, 1796, 1797, 1798, 1799, 1800, 1801, 1802, 1803, 1804, 1805, 1806, 1807, 1808, 1809, 1810, 1811, 1812, 9 1/2 Miles, Jalan Sungai Besi, Serdang, Negeri Selangor	Land held for development	Leasehold (99 years) expiring on 21.06.2108	1996	-	5.96	-	1.02	-	-
TROPICANA KL DEVELOPMENT SDN BHD									
Lot 734 Seksyen 57, Bandar Kuala Lumpur	Land held for development	Freehold	2010	-	0.54	-	53.11	-	-
TROPICANA DESA MENTARI SDN BHD									
PT 579-604, PT 607-616, Mukim Damansara, Daerah Petaling, Negeri Selangor	Land held for development	Leasehold (99 years) expiring on 11.04.2101	2010	-	1.76	-	19.89	-	-

List of Properties (Cont'd)

AS AT 31 DECEMBER 2013

TITLE REFERENCE	PURPOSE/ EXISTING USE	TENURE	YEAR OF ACQUISITION/ YEAR OF COMPLETION *	APPROX. AGE OF BUILDING (YEARS)	LAND AREA APPROX (ACRES)	BUILT-UP AREA/NET LETTABLE AREA# (SQ FT)	FAIR VALUE/ NET BOOK VALUE @ 31 DEC 2013 (RM'MILLION)	RE-VALUATION VALUE (RM' MILLION)	DATE OF RE-VALUATION
TROPICANA METROPARK SDN BHD (fka TROPICANA SUBANG DEVELOPMENT SDN BHD)									
HS (D) 287218-287221, 287224-287227, PT19-PT22, PT24-PT29, Pekan Country Heights, Petaling, Selangor	Land held for development	Freehold	2011	-	60.21	-	386.00	-	-
HS (D) 287218, PT19, Pekan Country Heights, Petaling, Selangor	Showcase	Freehold	2012*	1	4.39	22,098	8.06	-	-
TROPICANA DANGA BAY SDN BHD									
H.S.(D) 471884 PT 22902, Bandar Johor Bahru, Daerah Johor Bahru, Negeri Johor	Land held for development	Freehold	2010	-	21.79	-	180.40	-	-
H.S.(D) 471884 PT 22902, Bandar Johor Bahru, Daerah Johor Bahru, Negeri Johor	Land held for investment	Freehold	2010	-	6.68	-	55.27	-	-
TROPICANA DEVELOPMENT (SABAH) SDN BHD (fka GOLDDUST MASTER SDN BHD)									
(i) CL215311658, (ii) CL215311667, (iii) CL215011902 and (iv) CL215010807 (1/2 share), District of Penampang, Sabah.	4-Storey Commercial Building	Leasehold (999 years) expiring on (i)&(ii)12.05.2920 (iii)15.10.2915 (iv)05.10.2912	2012	3	3.49	55,127	33.10	33.10	Jan-14
CL215322660 District of Penampang, Sabah.	5-Storey Commercial Building	Leasehold (99 years) expiring on 31.12.2080	2012	2.5	1.39	44,207	25.09	25.09	Jan-14
CL215312922 District of Penampang, Sabah.	3-Storey Commercial Building	Leasehold (99 years) expiring on 31.12.2070	2012	6	2.68	34,713	21.00	21.00	Jan-14
TROPICANA PROPERTIES (KENINGAU) SDN BHD (fka ANGKASA ISTIMA SDN BHD)									
CL135366344, District of Keningau, Sabah.	2-Storey Commercial Building	Leasehold (999 years) expiring on 03.01.2917	2012	16.5	2.00	11,668	6.00	6.00	Jan-14
TROPICANA PROPERTIES (SANDAKAN) SDN BHD (fka PHOENIX STELLAR SDN BHD)									
(i) Suburban Lease 077902179, (ii) TL077555081 and (iii) TL077555161, District of Sandakan, Sabah.	3-Storey Commercial Building	Leasehold (999 years) expiring on (i)01.04.2893 (ii)&(iii)31.12.2910	2012	3	1.88	32,637	12.80	12.80	Jan-14

List of Properties (Cont'd)

AS AT 31 DECEMBER 2013

TITLE REFERENCE	PURPOSE/ EXISTING USE	TENURE	YEAR OF ACQUISITION/ YEAR OF COMPLETION *	APPROX. AGE OF BUILDING (YEARS)	LAND AREA APPROX (ACRES)	BUILT-UP AREA/NET LETTABLE AREA# (SQ FT)	FAIR VALUE/ NET BOOK VALUE @ 31 DEC 2013 (RM'MILLION)	RE-VALUATION VALUE (RM' MILLION)	DATE OF RE-VALUATION
ULTRA RADIANT SDN BHD									
CL015106377, District of Kota Kinabalu, Sabah.	3-Storey Commercial Building	Leasehold (999 years) expiring on 30.12.2914	2012	2	0.23	17,709	9.00	9.00	Jan-14
(i) TL017511830, (ii) TL017511849, and (iii) CL015105674, (iv) CL015138860, District of Kota Kinabalu, Sabah.	4-Storey Commercial Building	Leasehold (999 years) expiring on (i), (ii) & (iii) 31.12.2913 (iv) 31.12.2098	2012	3	0.86	27,288	11.00	11.00	Jan-14
CL015562348, District of Kota Kinabalu, Sabah.	4-Storey Commercial Building	Leasehold (999 years) expiring on 26.08.2916	2012	16	0.45	17,137	9.00	9.00	Jan-14
TROPICANA JAYA SDN BHD (fka AMBANG CENDANA SDN BHD)									
PT 14, HSD 124212, Town of Subang Jaya, District of Petaling, Selangor	Jaya Square (6-Storey Commercial Building)	Leasehold (99 years) expiring on 11.01.2098	2012	7.5	0.70	45,554	20.00	20.00	Jan-14
TROPICANA PROPERTIES AMPANG SDN BHD (fka COASTAL RECREATION CENTRE SDN BHD)									
GM 138 Lot 4258, GM 143 Lot 4259, Mukim Ampang, District of Kuala Lumpur, Wilayah Persekutuan Kuala Lumpur	1-Storey Commercial Building	Freehold	2012	3	0.90	39,148	20.00	20.00	Mar-12
DAYA PETALING SDN BHD									
PN 15978, Lot 102 Seksyen 27, Town of Petaling Jaya, District of Petaling, Selangor	Intan Square (8-Storey Commercial Building)	Leasehold (99 years) expiring on 19.11.2102	2012	4	0.49	41,622	27.00	27.00	Sep-13
TROPICANA PLAZA SDN BHD (fka DIJAYA PLAZA SDN BHD)									
GRN 74958, Lot 11672, Seksyen 67, (Jalan Tun Razak), Town and District of Kuala Lumpur, Wilayah Persekutuan Kuala Lumpur	Dijaya Plaza (19-Storey Commercial Building)	Freehold	2012	2	0.91	149,025	130.00	130.00	Jan-14
TROPICANA KIA PENG SDN BHD (fka IMAGE PERTIWI SDN BHD)									
PN 39256, Lot 371 Section 63, Town and District of Kuala Lumpur, Wilayah Persekutuan Kuala Lumpur	2-Storey Commercial Building	Leasehold (99 years) expiring on 31.12.2104	2012	-	1.45	-	88.00	88.00	Feb-12

List of Properties (Cont'd)

AS AT 31 DECEMBER 2013

TITLE REFERENCE	PURPOSE/ EXISTING USE	TENURE	YEAR OF ACQUISITION/ YEAR OF COMPLETION *	APPROX. AGE OF BUILDING (YEARS)	LAND AREA APPROX (ACRES)	BUILT-UP AREA/NET LETTABLE AREA# (SQ FT)	FAIR VALUE/ NET BOOK VALUE @ 31 DEC 2013 (RM'MILLION)	RE-VALUATION VALUE (RM' MILLION)	DATE OF RE-VALUATION
TROPICANA WISMA TT SDN BHD (fka ISTIMA BUDI SDN BHD)									
PN 74910, Lot 62141, Town of Sunway, District of Petaling, Selangor	Wisma TT (7-Storey Commercial Building)	Leasehold (99 years) expiring on 29.08.2104	2012	3	1.83	64,941	27.00	27.00	Jan-14
TROPICANA COLISEUM (IPOH) SDN BHD (fka QUANTUM PEACE SDN BHD)									
Lot No.26749A, GRN 144938 (Previously Known As PT 234518, HSD 190863), Town of Ipoh (S), District of Kinta, Perak	Coliseum Square (7-Storey Commercial Building)	Freehold	2012	3.5	1.31	49,991	23.00	23.00	Jan-14
TROPICANA BUKIT BINTANG DEVELOPMENT SDN BHD (fka INTAN RECREATION SDN BHD)									
GRN 4723/27822/25984, Lot 497/498/499, Town and District of Kuala Lumpur, Wilayah Persekutuan Kuala Lumpur	2-Storey Commercial Building and Car Park	Freehold	2012	-	1.22	-	113.15	113.15	Jan-14
HSD 119062,GRN 29428/34327/34328/37937, Lot PT133 (Formerly Lot 511), 504/512/513/1160, Town and District of Kuala Lumpur, Wilayah Persekutuan Kuala Lumpur	3-Storey Commercial Building and Car Park	Freehold	2012	-	1.92	-	106.85	106.85	Jan-14
TROPICANA PROPERTIES (KLANG) SDN BHD (fka NEXTWEALTH DEVELOPMENT SDN BHD)									
PT 4215 Seksyen 23, Town of Klang, District of Klang, Selangor	Casa Klang (4-Storey Commercial Building)	Freehold	2012	2	1.52	68,522	30.00	30.00	Jan-14
TROPICANA PROPERTIES (PUCHONG) SDN BHD (fka PRECIOUS NATION VENTURE SDN BHD)									
HSM 21199, PT 17400, Locality of Batu 10, Jalan Puchong, Mukim and District of Petaling, State of Selangor	Casa Square (4-Storey Commercial Building)	Freehold	2012	7	1.41	105,171	54.00	54.00	Sep-13
TROPICANA METRO SDN BHD (fka GALAKAN DAYA SDN BHD)									
GM 17092/11455, Lot 82748/10788 Section 31, Town of Klang, District of Klang, Selangor	4-Storey Commercial Building	Freehold	2012	17	2.15	60,357	22.00	22.00	Apr-13
TROPICANA PROPERTIES ODEON SDN BHD (fka RENTAS TEGAS SDN BHD)									
HSD 97436, Lot 2450, Mukim of Batu, District of Kuala Lumpur, Federal Territory of Kuala Lumpur	Odeon Club (2 1/2-Storey Commercial Building)	Leasehold (60 years) expiring on 12.01.2032	2012	-	0.84	-	11.00	11.00	Jan-14

List of Properties (Cont'd)

AS AT 31 DECEMBER 2013

TITLE REFERENCE	PURPOSE/ EXISTING USE	TENURE	YEAR OF ACQUISITION/ YEAR OF COMPLETION *	APPROX. AGE OF BUILDING (YEARS)	LAND AREA APPROX (ACRES)	BUILT-UP AREA/NET LETTABLE AREA# (SQ FT)	FAIR VALUE/ NET BOOK VALUE @ 31 DEC 2013 (RM'MILLION)	RE-VALUATION VALUE (RM' MILLION)	DATE OF RE-VALUATION
TROPICANA DANGA LAGOON SDN BHD (fka ALIRAN PELUANG SDN BHD)									
Lot 3432, 3433, 3434, 3435, 3440, 3441, 3442, 3443, 3445, 3446 and 3447 on Mukim Pulai, Daerah Johor Bahru, Negeri Johor.	Land held for development	Leasehold (999 years) expiring on 17 Jan 2911	2012	-	55.07	-	108.72	288.1	Sep-13
TROPICANA LAND SDN BHD									
HS(D) 330120 PTD 123308 & Lot 85652, Geran 422076, Mukim Pulai, Daerah Johor Bahru, Negeri Johor	Land held for development	Freehold	2012	-	4.41	-	18.49	57.6	Sep-13
TROPICANA KAJANG HILL SDN BHD									
HS(D) 68253 PT14533, HS(D) 68256 PT14536, HS(D) 63194 Lot 12683, Geran 53170 Lot 1258, Geran 27675 Lot 32, Bandar Batu 18, Semenyih Daerah Ulu Langat, Negeri Selangor	Land held for development	Freehold	2012	-	130.97	-	118.01	-	-
TROPICANA MENTARI DEVELOPMENT SDN BHD (fka ASAS KENARI SDN BHD)									
Lot No. 62161, PN 74909, Town of Sunway, District of Petaling, Selangor.	Land held for development	Leasehold (99 years) expiring on 29.08.2104	2012	-	5.57	-	71.44	75.00	Feb-12
TROPICANA DEVELOPMENT (JOHOR BAHRU) SDN BHD (fka PUNCA KLASIK SDN BHD)									
GRN 26977, Lot 4271, Town and District of Johor Bahru, Johor.	Land held for development	Freehold	2012	-	21.93	-	104.95	195.00	Jun-13
TROPICANA HARAPAN SDN BHD (fka STAR TRIANGLE NETWORK SDN BHD)									
Jalan Harapan, GRN 22702 & 45709, Lot 1 & 4, Seksyen 1, Pekan Sungai Penchala, District of Petaling, Selangor.	Land held for development	Freehold	2012	-	2.82	-	18.77	22.00	Mar-12
TROPICANA KEMAYAN DEVELOPMENT SDN BHD (fka WINDMAX REGION SDN BHD)									
PN 25820-25821, Lot 24131-24132, Pekan Bukit Kepayang, District of Seremban, Negeri Sembilan.	Land held for investment	Leasehold (99 years) expiring on 17.04.2095	2012	-	2.00	-	8.38	9.00	Mar-12
TROPICANA RAHANG DEVELOPMENT SDN BHD (fka EBONY LEGACY SDN BHD)									
GRN 233167, Lot 23858, Town and District of Seremban, Negeri Sembilan.	Land held for investment	Freehold	2012	-	2.42	-	4.83	4.84	Mar-12

List of Properties (Cont'd)

AS AT 31 DECEMBER 2013

TITLE REFERENCE	PURPOSE/ EXISTING USE	TENURE	YEAR OF ACQUISITION/ YEAR OF COMPLETION *	APPROX. AGE OF BUILDING (YEARS)	LAND AREA APPROX (ACRES)	BUILT-UP AREA/NET LETTABLE AREA# (SQ FT)	FAIR VALUE/ NET BOOK VALUE @ 31 DEC 2013 (RM'MILLION)	RE-VALUATION VALUE (RM' MILLION)	DATE OF RE-VALUATION
TROPICANA SUBANG SOUTH DEVELOPMENT SDN BHD (fka TARAF PERMATA SDN BHD)									
SS 13/4, Subang Jaya, GRN 295496, Lot 4887, Town of Subang Jaya, District of Petaling, Selangor.	Land held for investment	Freehold	2012	-	2.46	-	31.01	23.60	Mar-12
TROPICANA KK CITY SDN BHD (fka EVEREST DYNAMIC SDN BHD)									
TL017529332, District of Kota Kinabalu, Sabah.	Land held for investment	Leasehold (99 years) expiring on 31.12.2108	2012	-	0.91	-	17.80	17.80	Jan-14
TROPICANA LAHAD DATU DEVELOPMENT SDN BHD (fka ALPHA RENOWN SDN BHD)									
CL115355612, District of Lahad Datu, Sabah.	Land held for investment	Leasehold (999 years) expiring on 08.05.2933	2012	-	1.25	-	4.20	4.20	Jan-14
TROPICANA LAND (SANDAKAN) SDN BHD (fka QUANTUM SUMMER SDN BHD)									
CL075318697, District of Sandakan, Sabah.	Land held for investment	Leasehold (999 years) expiring on 09.07.2887	2012	-	1.52	-	3.50	3.50	Mar-12
TROPICANA LIDO DEVELOPMENT SDN BHD (fka JUBILEE POTENTIAL SDN BHD)									
(i) CL215377763, (ii) CL215173649, (iii) CL215173658, (iv) CL215278710 and (v) CL215278701, District of Penampang, Sabah.	Land held for investment	Leasehold (99 years) expiring on 12.09.2060	2012	-	1.67	-	9.00	9.00	Jan-14
TROPICANA LINTAS DEVELOPMENT SDN BHD (fka EVERISE SYMPHONY SDN BHD)									
(i) CL015539992 and (ii) CL015540002, District of Kota Kinabalu, Sabah.	Land held for investment	Leasehold (999 years) expiring on 24.08.2920	2012	-	1.15	-	7.00	7.00	Jan-14
TROPICANA MACALISTER AVENUE (PENANG) SDN BHD (fka RADIANT NICHE SDN BHD)									
(i) Geran 35440 Lot 914, (ii) Geran 35443 Lot 918, (iii) Geran 35441, Lot 915 and (iv) Geran 5670 Lot 916, Seksyen 13 (Jalan Macalister), Town of Georgetown, District of Timor Laut, Pulau Pinang.	Land held for investment	Freehold	2012	-	2.09	-	42.93	41.50	Mar-12

List of Properties (Cont'd)

AS AT 31 DECEMBER 2013

TITLE REFERENCE	PURPOSE/ EXISTING USE	TENURE	YEAR OF ACQUISITION/ YEAR OF COMPLETION *	APPROX. AGE OF BUILDING (YEARS)	LAND AREA APPROX (ACRES)	BUILT-UP AREA/NET LETTABLE AREA# (SQ FT)	FAIR VALUE/ NET BOOK VALUE @ 31 DEC 2013 (RM'MILLION)	RE-VALUATION VALUE (RM' MILLION)	DATE OF RE-VALUATION
TROPICANA SADONG JAYA DEVELOPMENT SDN BHD (fka TETUAN BINTANG SDN BHD)									
TL017541409, District of Kota Kinabalu, Sabah.	Land held for investment	Leasehold (999 years) expiring on 21.01.2901	2012	-	1.00	-	8.40	8.40	Mar-12
TROPICANA TAWAU DEVELOPMENT SDN BHD (fka ARAS PERMATA SDN BHD)									
(i) TL107504138, (ii) TL107504147, (iii) TL107504156, (iv) TL107504165 and (v) TL107504174, District Tawau, Sabah.	Land held for investment	Leasehold (999 years) expiring on 31.12.2895	2012	-	0.80	-	6.38	6.38	Jan-14
TROPICANA DANGA COVE SDN BHD									
HS (D) 55583, PTD 29224, Mukim Plentong, Daerah Johor Bahru	Land under construction	Freehold	2011	-	11.63	-	8.91	-	-
261 plots on Mukim Plentong, Daerah Johor Bahru, Johor	Land under construction	Freehold	2011	-	19.58	-	15.39	-	-
1376 Plots on Mukim Plentong, Daerah Johor Bahru, Johor	Land held for development	Freehold	2011 & 2012	-	174.72	-	204.40	-	-
1376 Plots on Mukim Plentong, Daerah Johor Bahru, Johor	Land held for investment	Freehold	2011	-	21.07	-	212.60	212.6	Feb-14
TROPICANA IVORY SDN BHD									
PT 3945, Mukim 13, Timur Laut, Pulau Pinang	Land held for development	Freehold	2012	-	10.55	-	110.29	-	-
ADVENT NEXUS SDN BHD									
Geran 5826, Lot 474, Seksyen 19, Bandar Kuala Lumpur, Daerah Kuala Lumpur, Negeri Wilayah Persekutuan	Hotel	Freehold	2012	2.5	0.12	107,519	45.75	54.00	Jul-12
KASH CONCEPT SDN BHD									
Lot No 44996 & 44997, Mukim of Pulai, District of Johor Bahru, Johor.	Land held for development	Leasehold (99 years) expiring on 01.02.2091	2013	-	2.70	-	5.53	18.20	Sep-13

* Joint venture development

Corporate Directory

MAIN CONTACT NUMBERS

HEAD OFFICE
Tel : +603 7710 1018

CUSTOMER LOYALTY & SERVICES
Tel : +603 7728 3018

PROPERTY SALES HOTLINE
Tel : +603 7728 2018

TROPICANA CITY MALL – LEASING & MARKETING
Tel : +603 7710 1818

CORPORATE OFFICES

TROPICANA CORPORATION BERHAD
Head Office
Level 7, 9, 10-12
Tropicana City Office Tower
No. 3, Jalan SS20/27
47400 Petaling Jaya
Selangor Darul Ehsan, Malaysia
Tel : +603 7710 1018
Fax : +603 7725 3035
Email : corpcomm@tropicanacorp.com.my
Website : www.tropicanacorp.com.my
Office hours : 9am – 6pm (Monday – Friday)
Closed (Saturday & Sunday)

TROPICANA GOLF & COUNTRY RESORT BERHAD
Clubhouse
Jalan Kelab Tropicana
Tropicana Golf & Country Resort
47410 Petaling Jaya
Selangor Darul Ehsan, Malaysia
Tel : +603 7804 8888
Fax : +603 7804 3688
Email : gm@tropicanagolf.com
Website : www.tropicanagolf.com
Office hours : 9am – 6pm (Monday – Friday)
9am – 1pm (Saturday) Closed (Sunday)

TROPICANA CITY SDN BHD
Marketing & Leasing
Lot B1-01, Basement 1
Tropicana City Mall
No. 3, Jalan SS20/27
47400 Petaling Jaya
Selangor Darul Ehsan, Malaysia
Tel : +603 7710 1818
Fax : +603 7710 0202
Email : enquiries@tropicanacitymall.com
Website : www.tropicanacitymall.com
Operating hours for Tropicana City Mall:
10am – 10pm (Monday – Sunday)
Customer Service: +603 7710 0101
Toll Free: 1800-88-0101
Office hours for Management Office :
9am – 6pm (Monday – Friday)
Closed (Saturday & Sunday)

PROPERTY GALLERIES

TROPICANA PROPERTY GALLERY
Tropicana City Mall
Lot G23A, Ground Floor
Tropicana City Mall
No. 3, Jalan SS20/27
47400 Petaling Jaya
Selangor Darul Ehsan, Malaysia
Tel : +603 7728 2018
Email : enquiry@tropicanacorp.com.my
Operating hours : 10am – 10pm (Monday – Sunday)

TROPICANA GARDENS (KOTA DAMANSARA)
Property Gallery & Show Unit
Lot 52581, Jalan PJU 3/21
Tropicana Indah Resort Homes
Kota Damansara
47410 Petaling Jaya
Selangor Darul Ehsan, Malaysia
Tel : +603 7880 0989
Email : enquiry@tropicanacorp.com.my
Website : www.tropicanagardens.com.my
Operating hours : 9.30am – 6.30pm (Monday – Sunday)

THE CATALOGUE HOUSE
Property Gallery & Show Unit
No. 10, Persiaran Tropicana, PJU 3,
Tropicana Golf & Country Resort
47410 Petaling Jaya
Selangor Darul Ehsan, Malaysia
Tel : +603 7806 3368
Email : enquiry@tropicanacorp.com.my
Website : www.thecatalogue.com.my
Operating hours : 9.30am – 6.30pm (Monday – Sunday)

Corporate Directory (Cont'd)

TROPICANA METROPARK (SUBANG)
Property Gallery & Show Unit
Lot 38515, Jalan Delima 1/1
Taman Perindustrian Teknologi Tinggi Subang
40000 Subang
Selangor Darul Ehsan, Malaysia
Tel : +603 5636 6888 / +603 5637 3018
Email : enquiry@tropicanacorp.com.my
Website : www.tropicanametropark.com.my
Operating hours : 9.30am – 6.30pm (Monday – Sunday)

TROPICANA HEIGHTS (KAJANG)
Property Gallery & Show Unit
Tropicana Heights Show Village
Off Jalan P6/2, 43500
Semenyih, Kajang
Selangor Darul Ehsan, Malaysia
Tel : +6018 323 8818
Email : enquiry@tropicanacorp.com.my
Website : www.tropicanaheights.com.my
Operating hours : 9.30am – 6.30pm (Monday – Sunday)

TROPICANA DANGA BAY (JOHOR)
Property Gallery & Show Unit
Lot PTB 22902, Teluk Danga
Jalan Persiaran Abu Bakar Sultan
80200 Johor Bahru, Johor
Tel : +607 234 1585
Fax : +607 237 4898
Email : enquiry@tropicanacorp.com.my
Website : www.tropicanadangabay.com.my
Operating hours : 9.30am – 6.30pm (Monday – Sunday)

TROPICANA DANGA COVE (JOHOR)
Property Gallery & Show Unit
G-03, Block A, Permas Mall
No. 3, Jalan Permas Utara
Bandar Baru Permas Jaya
81750 Masai, Johor Bahru, Johor
Tel : +607 386 3888
Email : enquiry@tropicanacorp.com.my
Website : www.tropicanadangacove.com
Operating hours : 9.30am – 6.30pm (Monday – Sunday)

TROPICANA CITY CENTRE (JOHOR)
Property Gallery
#G-03, Block 5, Danga Bay
Persiaran Abu Bakar Sultan
80200 Johor Bahru
Johor
Tel : +607 2357 888
Fax : +607 2357 800
Operating hours : 9.30am – 6.30pm (Monday – Friday)

TROPICANA LANDMARK (SABAH)
Property Gallery & Show Unit
Level 4, Penampang Point
Mile 4, Jalan Penampang
Kota Kinabalu
Sabah
Tel : +6088 721 112
Email : enquiry@tropicanacorp.com.my
Website : www.tropicanalandmark.com.my
Operating hours : 9.30am – 6.30pm (Monday – Sunday)

PENANG WORLDCITY
Property Gallery
Persiaran Bayan Indah
11900 Bayan Lepas
Penang
Tel : +604 6596 888
Fax : +604 6553 888
Email : enquiry@tropicanacorp.com.my
Website : www.penangworldcity.com
Operating hours : 9.30am – 6.30pm (Monday – Sunday)

TROPICANA 218 MACALISTER (PENANG)
Property Gallery
16, Jalan Anson,
10400 Penang
Tel : + 604 2105 888
Email : enquiry@tropicanacorp.com.my
Website : www.tropicana218macalister.com.my
Operating hours : 9.30am – 6.30pm (Monday – Sunday)

TROPICANA PROPERTY GALLERY (SINGAPORE)
01-16 TripleOne Somerset,
111 Somerset Road
238164 Singapore
Tel : +65 6612 8389
Fax : +65 6612 8559
Email : enquiry@tropicanacorp.com.my
Website : www.tropicanacorp.com.my
Operating hours : 10am – 10pm
(Monday – Sunday & Public Holidays)

TROPICANA MANAGEMENT SERVICES SDN BHD (TMS)
Property Management Office
Jalan Kelab Tropicana
Tropicana Golf & Country Resort
47410 Petaling Jaya
Selangor Darul Ehsan, Malaysia
Tel : +603 7804 1533 (Direct Line)
+603 7804 8888 (General Line)
Fax : +603 7806 5044
Email : tms@tropicanagolf.com
Office hours : 9am – 6pm (Monday – Friday)
9am – 1pm (Saturday) Closed (Sunday)

Corporate Directory (Cont'd)

TROPICANA CITY
Property Management Office
Tropicana City Mall & Office Tower
Lot B1-01, Basement 1
Tropicana City Mall
No. 3, Jalan SS20/27
47400 Petaling Jaya
Selangor Darul Ehsan, Malaysia
Tel : +603 7710 1818
Fax : +603 7710 0202
Email : enquiries@tropicanacitymall.com
Website : www.tropicanacitymall.com
Office hours : 9am – 6pm (Monday – Friday)
Closed (Saturday & Sunday)

CASA INDAH 1 CONDOMINIUMS
Property Management Office
B-G-05, Casa Indah 1 Condominiums
No. 2A, Persiaran Surian
Tropicana Indah, PJU 3
Kota Damansara
47410 Petaling Jaya
Selangor Darul Ehsan, Malaysia
Tel : +603 6140 9194/ 6140 9166
Fax : +603 6140 9168
Email : casaindahcondo@yahoo.com
Office hours : 9am – 5.30pm (Monday – Friday)
9am – 1pm (Saturday) Closed (Sunday)

MERCHANT SQUARE BUSINESS PARK
Property Management Office
No. 1, Jalan Tropicana Selatan 1 PJU 3
47410 Petaling Jaya
Selangor Darul Ehsan, Malaysia
Tel : +603 7883 0866
Fax : +603 7883 0966
Email : merchantsquare@tropicanacorp.com.my
Office hours : 9am – 5.30pm (Monday – Friday)
9am – 1pm (Saturday) Closed (Sunday)

CASA TROPICANA CONDOMINIUMS
Property Management Office
B-5-17, Block B
Casa Tropicana
No. 5, Jalan Persiaran Tropicana PJU 3
Tropicana Golf & Country Resort
47410 Petaling Jaya
Selangor Darul Ehsan, Malaysia
Tel : +603 7883 0982
Fax : +603 7883 0292
Email : casatropicana@tropicanacorp.com.my
Office hours : 9am – 5.30pm (Monday – Friday)
9am – 1pm (Saturday) Closed (Sunday)

CASA INDAH 2 CONDOMINIUMS
Property Management Office
A-02-01, Management Office
Casa Indah 2 Condominiums
No. 2B, Persiaran Surian
Tropicana Indah Resort Homes PJU3
Kota Damansara
47410 Petaling Jaya
Selangor Darul Ehsan, Malaysia
Tel : +603 6142 6288/ 6388
Fax : +603 6142 6788
Email : casaindah2@tropicanacorp.com.my
Office hours : 9am – 5.30pm (Monday – Friday)
9am – 1pm (Saturday) Closed (Sunday)

TROPICANA INDAH SDN BHD
Property Management Office
Jalan Kelab Tropicana
Tropicana Golf & Country Resort
47410 Petaling Jaya
Selangor Darul Ehsan, Malaysia
Tel : +603 7804 8888
Fax : +603 7806 5044
Email : tisb@tropicanacorp.com.my
Office hours : 9am – 6pm (Monday – Friday)
9am – 1pm (Saturday) Closed (Sunday)

TROPICANA GRANDE
Property Management Office
Level 1, Management Office
Block A, Tropicana Grande Condominiums
No. 3 Persiaran Tropicana
47410 Petaling Jaya
Selangor Darul Ehsan, Malaysia
Tel : +603 7610 0965
Fax : +603 7610 0968
Email : stephaniechua@tropicanacorp.com.my
Office hours : 9am – 6pm (Monday – Friday)
9am – 1pm (Saturday) Closed (Sunday)

TROPICANA CHERAS
Property Management Office
To be ready soon
For more information, pls contact Sales & Marketing Department at:
Tel : +603 7710 1018

DAMANSARA INTAN E-BUSINESS PARK
Property Management Office
A32B, Block A
Damansara Intan
No. 1, Jalan SS20/27
47400 Petaling Jaya
Selangor Darul Ehsan, Malaysia
Tel : +603 7118 3111
Fax : +603 7118 3222
Email : gracewong@tropicanacorp.com.my
Office hours : 9am – 5.30pm (Monday – Friday)
9am – 1pm (Saturday) Closed (Sunday)

Notice of Annual General Meeting

NOTICE IS HEREBY GIVEN THAT the 35th Annual General Meeting of Tropicana Corporation Berhad (**"Tropicana"** or **"Company"**) will be held at Ballroom 1, Tropicana Golf & Country Resort, Jalan Kelab Tropicana, 47410 Petaling Jaya, Selangor Darul Ehsan, Malaysia on Thursday, 26 June 2014 at 11.00 a.m. for the following purposes:-

AS ORDINARY BUSINESSES

1. To receive the Audited Financial Statements for the year ended 31 December 2013 together with the Reports of the Directors and Auditors thereon.

   Please see Note (i) below

2. To re-elect the following Directors who retire by rotation in accordance with Article 97 of the Company's Articles of Association and, being eligible, have offered themselves for re-election:-

   2.1 Tan Sri Dato' Tan Chee Sing **Ordinary Resolution 1**
   2.2 Mr Tang Vee Mun **Ordinary Resolution 2**
   2.3 Ms Diana Tan Sheik Ni **Ordinary Resolution 3**

3. To re-elect the following Directors who retire in accordance with Article 103 of the Company's Articles of Association and, being eligible, have offered themselves for re-election:-

   3.1 Dato' Gan Nyap Liou @ Gan Nyap Liow **Ordinary Resolution 4**
   3.2 Mr Kok Kong Chin **Ordinary Resolution 5**
   3.3 Tan Sri Rastam Bin Mohd Isa **Ordinary Resolution 6**

4. To approve the payment of Directors' fees amounting to RM510,092.00 in respect of the financial year ended 31 December 2013.

   Ordinary Resolution 7

5. To re-appoint Messrs Ernst & Young as Auditors of the Company until the conclusion of the next Annual General Meeting and to authorise the Directors to fix their remuneration.

   Ordinary Resolution 8

AS SPECIAL BUSINESSES

To consider and if thought fit, to pass the following resolutions as Ordinary Resolutions, with or without modifications:-

6. **PROPOSED AUTHORITY FOR DIRECTORS TO ISSUE SHARES PURSUANT TO SECTION 132D OF THE COMPANIES ACT, 1965**

   "RESOLVED THAT pursuant to Section 132D of the Companies Act, 1965 and subject always to the Company's Articles of Association, the Directors of the Company be and are hereby authorised to issue shares in the Company from time to time to such person(s) and upon such terms and conditions and for such purposes as the Directors may in their absolute discretion deem fit provided that the aggregate number of shares to be issued pursuant to this resolution does not exceed 10% of the nominal value of the issued and paid-up capital (excluding treasury shares) of the Company for the time being and that the Directors be and are hereby also empowered to obtain the approval for the listing of and quotation for the additional shares so issued, on Bursa Malaysia Securities Berhad and that such approval shall continue in force until:-

   (a) the conclusion of the Annual General Meeting commencing next after the date on which this approval was given; or

   (b) the expiration of the period within which the next Annual General Meeting after that date is required by law to be held,

   whichever is the earlier; but any approval may be previously revoked or varied by the Company in general meeting."

   Ordinary Resolution 9

7. **PROPOSED RENEWAL OF AUTHORITY FOR THE COMPANY TO PURCHASE ITS OWN SHARES**

   "RESOLVED THAT subject to Section 67A of the Companies Act, 1965 **("Act")** and Part IIIA of the Companies Regulations, 1966, the provisions of the Company's Articles of Association, the requirements of Bursa Malaysia Securities Berhad and other relevant authority, the Directors of the Company be and are hereby authorised to make purchases of ordinary shares of RM1.00 each in the Company through Bursa Malaysia Securities Berhad as may determined by the Directors of the Company from time to time provided that:-

   (a) the aggregate number of shares, which may be purchased pursuant to this resolution, does not exceed 10% of the issued and paid-up share capital of the Company at the time of purchase and further, provided that the Company continues to maintain a shareholding spread that is in compliance with the requirements of Bursa Malaysia Securities Berhad after the share purchase;

   (b) the maximum funds to be allocated by the Company for the purpose of purchasing its own shares shall not exceed the total retained profits and share premium account of the Company at the time of purchase;

   (c) upon the completion of the purchases of the shares of the Company, the Directors of the Company be authorised to deal with those shares in the following manner:-

      (i) cancel the shares so purchased; or

      (ii) retain the shares so purchased as treasury shares; or

      (iii) retain part of the shares so purchased as treasury shares and cancel the remainder; or

      (iv) distribute the treasury shares as dividend to shareholders and/or resell them on Bursa Malaysia Securities Berhad and/or cancel all or part of them; or

Notice of Annual General Meeting (Cont'd)

in any other manner as prescribed by the Act, rules, regulations and orders made pursuant to the Act and the requirements of Bursa Malaysia Securities Berhad and any other relevant authority for the time being in force;

(d) the authority conferred by this resolution will commence immediately after the conclusion of this Annual General Meeting and will continue to be in force until:

(i) the conclusion of the next Annual General Meeting of the Company, unless the authority is renewed, either conditionally or unconditionally, by ordinary resolution passed at that meeting; or

(ii) the expiration of the period within which the next Annual General Meeting of the Company is required by law to be held; or

(iii) revoked or varied by ordinary resolution of the shareholders of the Company in a general meeting;

whichever occurs first.

AND THAT the Directors of the Company be authorised to take all such steps as are necessary or expedient to implement or to give effect to the purchases of the shares of the Company with full power to assent to any conditions, modifications, variations and/or amendments (if any) as may be imposed or permitted by the relevant authorities and/or deem fit by the Directors in the best interest of the Company."

Ordinary Resolution 10

8. **PROPOSED RENEWAL OF AUTHORITY TO ALLOT AND ISSUE ORDINARY SHARES OF RM1.00 EACH IN TROPICANA ("TROPICANA SHARES") FOR THE PURPOSE OF TROPICANA'S DIVIDEND REINVESTMENT SCHEME THAT PROVIDES SHAREHOLDERS OF TROPICANA THE OPTION TO ELECT TO REINVEST THEIR CASH DIVIDEND ENTITLEMENTS IN NEW ORDINARY SHARES OF RM1.00 EACH IN TROPICANA**

"RESOLVED THAT pursuant the Dividend Reinvestment Scheme (**"DRS"**) as approved by the shareholders of the Company at the 34th Annual General Meeting of the Company held on 28 June 2013, approval be and is hereby given to the Company to allot and issue such number of new Tropicana Shares for the DRS from time to time as may be required to be allotted and issued pursuant to the DRS until the conclusion of the next Annual General Meeting upon such terms and conditions and to such persons as the Directors, may in their absolute discretion, deem fit and in the best interest of the Company PROVIDED THAT the issue price of the said new Tropicana Shares shall be fixed by the Directors at a discount of not more than ten percent (10%) to the five (5)-day volume weighted average market price (**"VWAMP"**) of Tropicana Shares immediately prior to the price-fixing date, of which the VWAMP shall be adjusted ex-dividend before applying the aforementioned discount in fixing the issue price; and the issue price shall not be less than the par value of Tropicana Shares of RM1.00 each at the material time.

AND THAT the Directors of the Company be and are hereby authorised to do all such acts and enter into all such transactions, arrangements, deeds, undertakings and documents as may be necessary or expedient in order to give full effect to the DRS with full power to assent to any conditions, modifications, variations and/or amendments to the terms of the DRS as may be imposed or agreed to by any relevant authorities or consequent upon the implementation of the said conditions, modifications, variations and/or amendments by the Directors as they may in their absolute discretion deem fit, necessary and/or expedient in the best interest of the Company.

Ordinary Resolution 11

9. **PROPOSED AMENDMENTS TO THE EXISTING BYE-LAWS OF THE EMPLOYEE SHARE OPTION SCHEME OF TROPICANA ("ESOS")("PROPOSED BYE-LAWS AMENDMENTS")**

"RESOLVED THAT approval be and is hereby given for the Company to amend, modify and/or vary the existing Bye-Laws in relation to the existing ESOS of the Company to facilitate the following purposes:-

(a) to allow participation of the Non-Executive Directors of Tropicana in the ESOS in recognition of their contributions to Tropicana Group;

(b) to align the Bye-Laws to be in line with the prevailing Main Market Listing Requirements of Bursa Malaysia Securities Berhad relating to share issuance scheme.

THAT the Directors of the Company be and are hereby authorised to take such steps as are necessary or expedient to implement, finalise or to give full effect to the Proposed Bye-Laws Amendments with full power to assent to any terms, conditions, modifications, variations and/or amendments as may be imposed and/or permitted by the relevant authorities or otherwise thought fit by the Directors to be in the best interest of the Company; to sign, execute and deliver on behalf of the Company all such agreements, arrangements and documents as may be necessary to give full effect to, complete and implement the Proposed Bye-Laws Amendments as well as to deal with all matters relating thereto and/or to do all such acts and things as the Directors may deem fit and expedient in the best interest of the Company.

AND THAT the amended Bye-Laws of the existing ESOS as set out in Appendix I of the Circular to Shareholders in respect of inter alia, the Proposed Bye-Laws Amendments, be and is hereby approved and adopted."

Ordinary Resolution 12

Notice of Annual General Meeting (Cont'd)

10. **PROPOSED ALLOCATION OF ADDITIONAL ESOS OPTIONS TO TAN SRI DATO' TAN CHEE SING, THE GROUP EXECUTIVE VICE CHAIRMAN, PURSUANT TO THE COMPANY'S ESOS**

"RESOLVED THAT approval be and is hereby given for the Company to offer and grant to Tan Sri Dato' Tan Chee Sing, the Group Executive Vice Chairman of the Company, at any time and from time to time during the existence of the Company's ESOS, options to subscribe for up to additional 2,100,000 ordinary shares of RM1.00 each in the Company under the Company's ESOS (**"Proposed Additional Allocation to Tan Sri Dato' Tan Chee Sing"**) provided always that not more than ten percent (10%) of the total shares available under the ESOS should be allocated to any individual eligible Director and/or eligible employee who, either singly or collectively through persons connected with the eligible Director and/or eligible employee, holds twenty percent (20%) or more of the issued and paid-up share capital of the Company (excluding treasury shares, if any).

AND THAT the Directors of the Company be and are hereby authorised to take such steps as are necessary or expedient to implement, finalise or to give full effect to the Proposed Additional Allocation to Tan Sri Dato' Tan Chee Sing with full power to assent to any terms, conditions, modifications, variations and/or amendments as may be imposed and/or permitted by the relevant authorities or otherwise thought fit by the Directors to be in the best interest of the Company; to sign, execute and deliver on behalf of the Company all such agreements, arrangements and documents as may be necessary to give full effect to, complete and implement the Proposed Additional Allocation to Tan Sri Dato' Tan Chee Sing; as well as to deal with all matters relating thereto and/or to do all such acts and things as the Directors may deem fit and expedient in the best interest of the Company."

Ordinary Resolution 13

11. **PROPOSED ALLOCATION OF ADDITIONAL ESOS OPTIONS TO DATO' YAU KOK SENG, THE GROUP CHIEF EXECUTIVE OFFICER, PURSUANT TO THE COMPANY'S ESOS**

"RESOLVED THAT approval be and is hereby given for the Company to offer and grant to Dato' Yau Kok Seng, the Group Chief Executive Officer of the Company, at any time and from time to time during the existence of the Company's ESOS, options to subscribe for up to additional 2,100,000 ordinary shares of RM1.00 each in the Company under the Company's ESOS (**"Proposed Additional Allocation to Dato' Yau Kok Seng"**) provided always that not more than ten percent (10%) of the total shares available under the ESOS should be allocated to any individual eligible Director and/or eligible employee who, either singly or collectively through persons connected with the eligible Director and/or eligible employee, holds twenty percent (20%) or more of the issued and paid-up share capital of the Company (excluding treasury shares, if any).

AND THAT the Directors of the Company be and are hereby authorised to take such steps as are necessary or expedient to implement, finalise or to give full effect to the Proposed Additional Allocation to Dato' Yau Kok Seng with full power to assent to any terms, conditions, modifications, variations and/or amendments as may be imposed and/or permitted by the relevant authorities or otherwise thought fit by the Directors to be in the best interest of the Company; to sign, execute and deliver on behalf of the Company all such agreements, arrangements and documents as may be necessary to give full effect to, complete and implement the Proposed Additional Allocation to Dato' Yau Kok Seng; as well as to deal with all matters relating thereto and/or to do all such acts and things as the Directors may deem fit and expedient in the best interest of the Company."

Ordinary Resolution 14

12. **PROPOSED ALLOCATION OF ADDITIONAL ESOS OPTIONS TO DATO' DICKSON TAN YONG LOONG, THE DEPUTY GROUP CHIEF EXECUTIVE OFFICER, PURSUANT TO THE COMPANY'S ESOS**

"RESOLVED THAT approval be and is hereby given for the Company to offer and grant to Dato' Dickson Tan Yong Loong, the Deputy Group Chief Executive Officer of the Company, at any time and from time to time during the existence of the Company's ESOS, options to subscribe for up to additional 2,100,000 ordinary shares of RM1.00 each in the Company under the Company's ESOS (**"Proposed Additional Allocation to Dato' Dickson Tan Yong Loong"**) provided always that not more than ten percent (10%) of the total shares available under the ESOS should be allocated to any individual eligible Director and/or eligible employee who, either singly or collectively through persons connected with the eligible Director and/or eligible employee, holds twenty percent (20%) or more of the issued and paid-up share capital of the Company (excluding treasury shares, if any).

AND THAT the Directors of the Company be and are hereby authorised to take such steps as are necessary or expedient to implement, finalise or to give full effect to the Proposed Additional Allocation to Dato' Dickson Tan Yong Loong with full power to assent to any terms, conditions, modifications, variations and/or amendments as may be imposed and/or permitted by the relevant authorities or otherwise thought fit by the Directors to be in the best interest of the Company; to sign, execute and deliver on behalf of the Company all such agreements, arrangements and documents as may be necessary to give full effect to, complete and implement the Proposed Additional Allocation to Dato' Dickson Tan Yong Loong; as well as to deal with all matters relating thereto and/or to do all such acts and things as the Directors may deem fit and expedient in the best interest of the Company."

Ordinary Resolution 15

Notice of Annual General Meeting (Cont'd)

13. **PROPOSED ALLOCATION OF ADDITIONAL ESOS OPTIONS TO MR KONG WOON JUN, THE GROUP MANAGING DIRECTOR, PURSUANT TO THE COMPANY'S ESOS**

"RESOLVED THAT approval be and is hereby given for the Company to offer and grant to Mr Kong Woon Jun, the Group Managing Director of the Company, at any time and from time to time during the existence of the Company's ESOS, options to subscribe for up to additional 3,000,000 ordinary shares of RM1.00 each in the Company under the Company's ESOS (**"Proposed Additional Allocation to Mr Kong Woon Jun"**) provided always that not more than ten percent (10%) of the total shares available under the ESOS should be allocated to any individual eligible Director and/or eligible employee who, either singly or collectively through persons connected with the eligible Director and/or eligible employee, holds twenty percent (20%) or more of the issued and paid-up share capital of the Company (excluding treasury shares, if any).

AND THAT the Directors of the Company be and are hereby authorised to take such steps as are necessary or expedient to implement, finalise or to give full effect to the Proposed Additional Allocation to Mr Kong Woon Jun with full power to assent to any terms, conditions, modifications, variations and/or amendments as may be imposed and/or permitted by the relevant authorities or otherwise thought fit by the Directors to be in the best interest of the Company; to sign, execute and deliver on behalf of the Company all such agreements, arrangements and documents as may be necessary to give full effect to, complete and implement the Proposed Additional Allocation to Mr Kong Wong Jun; as well as to deal with all matters relating thereto and/or to do all such acts and things as the Directors may deem fit and expedient in the best interest of the Company."

Ordinary Resolution 16

14. **PROPOSED ALLOCATION OF ESOS OPTIONS TO MR KOK KONG CHIN, THE GROUP MANAGING DIRECTOR, PURSUANT TO THE COMPANY'S ESOS**

"RESOLVED THAT approval be and is hereby given for the Company to offer and grant to Mr Kok Kong Chin, the Group Managing Director of the Company, at any time and from time to time during the existence of the Company's ESOS, options to subscribe for up to 6,000,000 ordinary shares of RM1.00 each in the Company under the Company's ESOS (**"Proposed Allocation to Mr Kok Kong Chin"**) provided always that not more than ten percent (10%) of the total shares available under the ESOS should be allocated to any individual eligible Director and/or eligible employee who, either singly or collectively through persons connected with the eligible Director and/or eligible employee, holds twenty percent (20%) or more of the issued and paid-up share capital of the Company (excluding treasury shares, if any).

AND THAT the Directors of the Company be and are hereby authorised to take such steps as are necessary or expedient to implement, finalise or to give full effect to the Proposed Allocation to Mr Kok Kong Chin with full power to assent to any terms, conditions, modifications, variations and/or amendments as may be imposed and/or permitted by the relevant authorities or otherwise thought fit by the Directors to be in the best interest of the Company; to sign, execute and deliver on behalf of the Company all such agreements, arrangements and documents as may be necessary to give full effect to, complete and implement the Proposed Allocation to Mr Kok Kong Chin; as well as to deal with all matters relating thereto and/or to do all such acts and things as the Directors may deem fit and expedient in the best interest of the Company."

Ordinary Resolution 17

15. **PROPOSED ALLOCATION OF ESOS OPTIONS TO MR DILLON TAN YONG CHIN, AN EXECUTIVE DIRECTOR, PURSUANT TO THE COMPANY'S ESOS**

"RESOLVED THAT approval be and is hereby given for the Company to offer and grant to Mr Dillon Tan Yong Chin, an Executive Director of the Company, at any time and from time to time during the existence of the Company's ESOS, options to subscribe for up to 6,000,000 ordinary shares of RM1.00 each in the Company under the Company's ESOS (**"Proposed Allocation to Mr Dillon Tan Yong Chin"**) provided always that not more than ten percent (10%) of the total shares available under the ESOS should be allocated to any individual eligible Director and/or eligible employee who, either singly or collectively through persons connected with the eligible Director and/or eligible employee, holds twenty percent (20%) or more of the issued and paid-up share capital of the Company (excluding treasury shares, if any).

AND THAT the Directors of the Company be and are hereby authorised to take such steps as are necessary or expedient to implement, finalise or to give full effect to the Proposed Allocation to Mr Dillon Tan Yong Chin with full power to assent to any terms, conditions, modifications, variations and/or amendments as may be imposed and/or permitted by the relevant authorities or otherwise thought fit by the Directors to be in the best interest of the Company; to sign, execute and deliver on behalf of the Company all such agreements, arrangements and documents as may be necessary to give full effect to, complete and implement the Proposed Allocation to Mr Dillon Tan Yong Chin; as well as to deal with all matters relating thereto and/or to do all such acts and things as the Directors may deem fit and expedient in the best interest of the Company."

Ordinary Resolution 18

Notice of Annual General Meeting (Cont'd)

16. **PROPOSED ALLOCATION OF ESOS OPTIONS TO MS DIANA TAN SHEIK NI, AN EXECUTIVE DIRECTOR, PURSUANT TO THE COMPANY'S ESOS**

"RESOLVED THAT approval be and is hereby given for the Company to offer and grant to Ms Diana Tan Sheik Ni, an Executive Director of the Company, at any time and from time to time during the existence of the Company's ESOS, options to subscribe for up to 6,000,000 ordinary shares of RM1.00 each in the Company under the Company's ESOS (**"Proposed Allocation to Ms Diana Tan Sheik Ni"**) provided always that not more than ten percent (10%) of the total shares available under the ESOS should be allocated to any individual eligible Director and/or eligible employee who, either singly or collectively through persons connected with the eligible Director and/or eligible employee, holds twenty percent (20%) or more of the issued and paid-up share capital of the Company (excluding treasury shares, if any).

AND THAT the Directors of the Company be and are hereby authorised to take such steps as are necessary or expedient to implement, finalise or to give full effect to the Proposed Allocation to Ms Diana Tan Sheik Ni with full power to assent to any terms, conditions, modifications, variations and/or amendments as may be imposed and/or permitted by the relevant authorities or otherwise thought fit by the Directors to be in the best interest of the Company; to sign, execute and deliver on behalf of the Company all such agreements, arrangements and documents as may be necessary to give full effect to, complete and implement the Proposed Allocation to Ms Diana Tan Sheik Ni; as well as to deal with all matters relating thereto and/or to do all such acts and things as the Directors may deem fit and expedient in the best interest of the Company."

Ordinary Resolution 19

17. **PROPOSED ALLOCATION OF ESOS OPTIONS TO TAN SRI RASTAM BIN MOHD ISA, THE NON-EXECUTIVE CHAIRMAN, PURSUANT TO THE COMPANY'S ESOS**

"RESOLVED THAT subject to the approval of the Ordinary Resolution 12 above and the approvals of all relevant authorities (where applicable) being obtained, approval be and is hereby given for the Company to offer and grant to Tan Sri Rastam Bin Mohd Isa, the Non-Executive Chairman of the Company, at any time and from time to time during the existence of the Company's ESOS, options to subscribe for up to 1,000,000 ordinary shares of RM1.00 each in the Company under the Company's ESOS (**"Proposed Allocation to Tan Sri Rastam Bin Mohd Isa"**) provided always that not more than ten percent (10%) of the total shares available under the ESOS should be allocated to any individual eligible Director and/or eligible employee who, either singly or collectively through persons connected with the eligible Director and/or eligible employee, holds twenty percent (20%) or more of the issued and paid-up share capital of the Company (excluding treasury shares, if any).

AND THAT the Directors of the Company be and are hereby authorised to take such steps as are necessary or expedient to implement, finalise or to give full effect to the Proposed Allocation to Tan Sri Rastam Bin Mohd Isa with full power to assent to any terms, conditions, modifications, variations and/or amendments as may be imposed and/or permitted by the relevant authorities or otherwise thought fit by the Directors to be in the best interest of the Company; to sign, execute and deliver on behalf of the Company all such agreements, arrangements and documents as may be necessary to give full effect to, complete and implement the Proposed Allocation to Tan Sri Rastam Bin Mohd Isa; as well as to deal with all matters relating thereto and/or to do all such acts and things as the Directors may deem fit and expedient in the best interest of the Company."

Ordinary Resolution 20

18. **PROPOSED ALLOCATION OF ESOS OPTIONS TO DATO' NG TIAN SANG @ NG KEK CHUAN, A NON-EXECUTIVE DIRECTOR, PURSUANT TO THE COMPANY'S ESOS**

"RESOLVED THAT subject to the approval of the Ordinary Resolution 12 above and the approvals of all relevant authorities (where applicable) being obtained, approval be and is hereby given for the Company to offer and grant to Dato' Ng Tian Sang @ Ng Kek Chuan, a Non-Executive Director of the Company, at any time and from time to time during the existence of the Company's ESOS, options to subscribe for up to 1,000,000 ordinary shares of RM1.00 each in the Company under the Company's ESOS (**"Proposed Allocation to Dato' Ng Tian Sang @ Ng Kek Chuan"**) provided always that not more than ten percent (10%) of the total shares available under the ESOS should be allocated to any individual eligible Director and/or eligible employee who, either singly or collectively through persons connected with the eligible Director and/or eligible employee, holds twenty percent (20%) or more of the issued and paid-up share capital of the Company (excluding treasury shares, if any).

AND THAT the Directors of the Company be and are hereby authorised to take such steps as are necessary or expedient to implement, finalise or to give full effect to the Proposed Allocation to Dato' Ng Tian Sang @ Ng Kek Chuan with full power to assent to any terms, conditions, modifications, variations and/or amendments as may be imposed and/or permitted by the relevant authorities or otherwise thought fit by the Directors to be in the best interest of the Company; to sign, execute and deliver on behalf of the Company all such agreements, arrangements and documents as may be necessary to give full effect to, complete and implement the Proposed Allocation to Dato' Ng Tian Sang @ Ng Kek Chuan; as well as to deal with all matters relating thereto and/or to do all such acts and things as the Directors may deem fit and expedient in the best interest of the Company."

Ordinary Resolution 21

Notice of Annual General Meeting (Cont'd)

19. **PROPOSED ALLOCATION OF ESOS OPTIONS TO DATUK SERI PANGLIMA MOHD ANNUAR BIN ZAINI, A NON-EXECUTIVE DIRECTOR, PURSUANT TO THE COMPANY'S ESOS**

"RESOLVED THAT subject to the approval of the Ordinary Resolution 12 above and the approvals of all relevant authorities (where applicable) being obtained, approval be and is hereby given for the Company to offer and grant to Datuk Seri Panglima Mohd Annuar Bin Zaini, a Non-Executive Director of the Company, at any time and from time to time during the existence of the Company's ESOS, options to subscribe for up to 1,000,000 ordinary shares of RM1.00 each in the Company under the Company's ESOS (**"Proposed Allocation to Datuk Seri Panglima Mohd Annuar Bin Zaini"**) provided always that not more than ten percent (10%) of the total shares available under the ESOS should be allocated to any individual eligible Director and/or eligible employee who, either singly or collectively through persons connected with the eligible Director and/or eligible employee, holds twenty percent (20%) or more of the issued and paid-up share capital of the Company (excluding treasury shares, if any).

AND THAT the Directors of the Company be and are hereby authorised to take such steps as are necessary or expedient to implement, finalise or to give full effect to the Proposed Allocation to Datuk Seri Panglima Mohd Annuar Bin Zaini with full power to assent to any terms, conditions, modifications, variations and/or amendments as may be imposed and/or permitted by the relevant authorities or otherwise thought fit by the Directors to be in the best interest of the Company; to sign, execute and deliver on behalf of the Company all such agreements, arrangements and documents as may be necessary to give full effect to, complete and implement the Proposed Allocation to Datuk Seri Panglima Mohd Annuar Bin Zaini; as well as to deal with all matters relating thereto and/or to do all such acts and things as the Directors may deem fit and expedient in the best interest of the Company."

Ordinary Resolution 22

20. **PROPOSED ALLOCATION OF ESOS OPTIONS TO MR TANG VEE MUN, A NON-EXECUTIVE DIRECTOR, PURSUANT TO THE COMPANY'S ESOS**

"RESOLVED THAT subject to the approval of the Ordinary Resolution 12 above and the approvals of all relevant authorities (where applicable) being obtained, approval be and is hereby given for the Company to offer and grant to Mr Tang Vee Mun, a Non-Executive Director of the Company, at any time and from time to time during the existence of the Company's ESOS, options to subscribe for up to 1,000,000 ordinary shares of RM1.00 each in the Company under the Company's ESOS (**"Proposed Allocation to Mr Tang Vee Mun"**) provided always that not more than ten percent (10%) of the total shares available under the ESOS should be allocated to any individual eligible Director and/or eligible employee who, either singly or collectively through persons connected with the eligible Director and/or eligible employee, holds twenty percent (20%) or more of the issued and paid-up share capital of the Company (excluding treasury shares, if any).

AND THAT the Directors of the Company be and are hereby authorised to take such steps as are necessary or expedient to implement, finalise or to give full effect to the Proposed Allocation to Mr Tang Vee Mun with full power to assent to any terms, conditions, modifications, variations and/or amendments as may be imposed and/or permitted by the relevant authorities or otherwise thought fit by the Directors to be in the best interest of the Company; to sign, execute and deliver on behalf of the Company all such agreements, arrangements and documents as may be necessary to give full effect to, complete and implement the Proposed Allocation to Mr Tang Vee Mun; as well as to deal with all matters relating thereto and/or to do all such acts and things as the Directors may deem fit and expedient in the best interest of the Company."

Ordinary Resolution 23

21. **PROPOSED ALLOCATION OF ESOS OPTIONS DATO' GAN NYAP LIOU @ GAN NYAP LIOW, A NON-EXECUTIVE DIRECTOR, PURSUANT TO THE COMPANY'S ESOS**

"RESOLVED THAT subject to the approval of the Ordinary Resolution 12 above and the approvals of all relevant authorities (where applicable) being obtained, approval be and is hereby given for the Company to offer and grant to Dato' Gan Nyap Liou @ Gan Nyap Liow, a Non-Executive Director of the Company, at any time and from time to time during the existence of the Company's ESOS, options to subscribe for up to 1,000,000 ordinary shares of RM1.00 each in the Company under the Company's ESOS (**"Proposed Allocation to Dato' Gan Nyap Liou @ Gan Nyap Liow"**) provided always that not more than ten percent (10%) of the total shares available under the ESOS should be allocated to any individual eligible Director and/or eligible employee who, either singly or collectively through persons connected with the eligible Director and/or eligible employee, holds twenty percent (20%) or more of the issued and paid-up share capital of the Company (excluding treasury shares, if any).

AND THAT the Directors of the Company be and are hereby authorised to take such steps as are necessary or expedient to implement, finalise or to give full effect to the Proposed Allocation to Dato' Gan Nyap Liou @ Gan Nyap Liow with full power to assent to any terms, conditions, modifications, variations and/or amendments as may be imposed and/or permitted by the relevant authorities or otherwise thought fit by the Directors to be in the best interest of the Company; to sign, execute and deliver on behalf of the Company all such agreements, arrangements and documents as may be necessary to give full effect to, complete and implement the Proposed Allocation to Dato' Gan Nyap Liou @ Gan Nyap Liow; as well as to deal with all matters relating thereto and/or to do all such acts and things as the Directors may deem fit and expedient in the best interest of the Company."

Ordinary Resolution 24

Notice of Annual General Meeting (Cont'd)

22. To transact any other business for which due notice shall have been given in accordance with the Companies Act, 1965 and the Company's Articles of Association.

By Order of the Board
TROPICANA CORPORATION BERHAD

TEH PENG PENG (MAICSA 7021299)
Company Secretary

Petaling Jaya
4 June 2014

Notes:-

(i) Section 169 of the Companies Act, 1965 requires the Company to lay the audited financial statements and the reports of the directors and the auditors thereon at its annual general meeting. Article 67 of the Company's Articles of Association specifies that one of the ordinary businesses to be transacted at an annual general meeting of the Company is to consider and to adopt the audited financial statements. As such, this agenda item no. 1 is not a business which requires a resolution to be put to vote by the shareholders. This agenda item is for discussion and receipt only.

(ii) For the purpose of determining a member who shall be entitled to attend this 35th Annual General Meeting, the Company shall be requesting Bursa Malaysia Depository Sdn Bhd in accordance with Article 62(3) of the Company's Articles of Association and Section 34(1) of the Securities Industry (Central Depositories) Act 1991, to issue a General Meeting Record of Depositors as at 19 June 2014. Only a depositor whose name appears on such Record of Depositors shall be entitled to attend the meeting or appoint proxies to attend and/or vote on his/her behalf in the meeting.

(iii) A member entitled to attend and vote at the meeting is entitled to appoint a proxy or proxies (subject always to a maximum of two (2) proxies) to attend, speak and vote in his/her stead. A proxy may but need not be a member of the Company and Section 149(1)(b) of the Companies Act 1965 shall not apply to the Company. There is no restriction as to the qualification of the proxy.

(iv) Where a member is an authorised nominee as defined under the Securities Industry (Central Depositories) Act, 1991, it may appoint at least one (1) proxy in respect of each securities account it holds with ordinary shares of the Company standing to the credit of the said securities account.

(v) Where a member of the Company is an exempt authorised nominee which holds ordinary shares in the Company for multiple beneficial owners in one securities account (as defined under the Securities Industry (Central Depositories) Act 1991), there is no limit to the number of proxies which the exempt authorised nominee may appoint in respect of each account it holds.

(vi) To be valid, the instrument appointing a proxy or proxies, under the hand of the appointer or his/her attorney duly authorised in writing, must be completed and deposited at the Company's Registered Office situated at Lot LG-A1, Lower Ground Floor, Tropicana City Mall, No. 3, Jalan SS 20/27, 47400 Petaling Jaya, Selangor Darul Ehsan, Malaysia not less than 48 hours before the time set for holding the meeting or at any adjournment thereof.

(vii) If the appointer is a corporation, the instrument appointing a proxy or proxies must be executed under its seal or under the hand of its duly authorised attorney.

EXPLANATORY NOTES ON SPECIAL BUSINESSES

Proposed Ordinary Resolution 9
Proposed authority for Directors to issue shares pursuant to Section 132D of the Companies Act, 1965

The general mandate sought by the Company under the proposed Ordinary Resolution 9 is to renew the previous general mandate granted to the Directors at the 34rd Annual General Meeting held on 28 June 2013 to issue shares pursuant to Section 132D of the Companies Act, 1965. As at the date of this notice, no new shares in the Company were issued under the previous general mandate, which will lapse at the conclusion of the 35th Annual General Meeting and hence, no proceeds was raised therefrom.

However, there were 86,307,200 new shares issued arising from private placement under the previous mandate granted to the Directors at the 33rd Annual General Meeting held on 28 June 2012. These said placement shares were issued on 3 June 2013, after the Annual Report 2012 was sent for printing and hence, was not disclosed in the Annual Report 2012. The proceeds of RM153.627 million raised therefrom have been fully utilised for the acquisitions of landbank, working capital and defraying expenses.

The proposed Ordinary Resolution 9, if passed, will empower the Directors of the Company to issue and allot not more than 10% of the Company's total issued share capital speedily without having to convene a general meeting. This authority, unless revoked or varied by the Company in general meeting, will expire at the conclusion of the 36th Annual General Meeting of the Company.

Notice of Annual General Meeting (Cont'd)

Instances for which the Company may issue new shares under this general mandate include but not limited to the purpose(s) of complying with public shareholding spread requirements and raising funds through private placement for purposes of working capital requirement and/or allowing the entry of strategic partners.

Proposed Ordinary Resolution 10
Proposed renewal of authority for the Company to purchase its own shares

The proposed Ordinary Resolution 10, if passed, will renew the shareholders' mandate for the Company to purchase and/or hold up to 10% of the issued and paid-up share capital of the Company. This authority, unless revoked or varied by the Company at a general meeting, will expire at the conclusion of the 36th Annual General Meeting.

Further information on this proposal is set out in the Share Buy-Back Statement to Shareholders dated 4 June 2014, which is despatched together with the Company's Annual Report 2013.

Proposed Ordinary Resolution 11
Proposed renewal of authority to allot and issue ordinary shares of RM1.00 each in Tropicana ("Tropicana Shares") for the purpose of Tropicana's Dividend Reinvestment Scheme ("DRS") that provides shareholders of Tropicana the option to elect to reinvest their cash dividend entitlements in new ordinary shares of RM1.00 each in Tropicana

The proposed Ordinary Resolutions 11, if passed, will empower the Directors of the Company to allot and issue new ordinary shares in the Company in respect of dividends to be declared, if any, under the DRS. This authority, unless revoked or varied by the Company at a general meeting, will expire at the conclusion of the 36th Annual General Meeting.

Proposed Ordinary Resolution 12
Proposed Amendments to the Existing Bye-Laws of the Employee Share Option Scheme of Tropicana ("ESOS")

The proposed Ordinary Resolution 12, if passed:-
(a) will entitle Non-Executive Directors of Tropicana to participate in the ESOS; and
(b) will align the Bye-Laws to be in line with the prevailing Main Market Listing Requirements of Bursa Malaysia Securities Berhad relating to share issuance scheme.

Proposed Allocation of ESOS Options to Directors:-

Proposed Ordinary Resolutions 13 to 16

The proposed Ordinary Resolutions 13 to 16, if approved, will allow the allocation of additional ESOS Options to the following Executive Directors of the Company respectively:-

Proposed Ordinary Resolution 13:	Tan Sri Dato' Tan Chee Sing, the Group Executive Vice Chairman.
Proposed Ordinary Resolution 14:	Dato' Yau Kok Seng, the Group Chief Executive Officer.
Proposed Ordinary Resolution 15:	Dato' Dickson Tan Yong Loong, the Deputy Group Chief Executive Officer.
Proposed Ordinary Resolution 16:	Mr Kong Woon Jun, the Group Managing Director.

Proposed Ordinary Resolutions 17 to 19

The proposed Ordinary Resolutions 17 to 19, if approved, will allow the allocation of ESOS Options to the following Executive Directors of the Company, who are seeking shareholders' approval for the first time, in respect of the ESOS:-

Proposed Ordinary Resolution 17:	Mr Kok Kong Chin.
Proposed Ordinary Resolution 18:	Mr Dillon Tan Yong Chin.
Proposed Ordinary Resolution 19:	Ms Diana Tan Sheik Ni.

Proposed Ordinary Resolutions 20 to 24

The proposed Ordinary Resolutions 20 to 24, if approved, will allow the allocation of ESOS Options to the following Non-Executive Directors of the Company respectively:-

Proposed Ordinary Resolution 20:	Tan Sri Rastam Bin Mohd Isa.
Proposed Ordinary Resolution 21:	Dato' Ng Tian Sang @ Ng Kek Chuan.
Proposed Ordinary Resolution 22:	Datuk Seri Panglima Mohd Annuar Bin Zaini.
Proposed Ordinary Resolution 23:	Mr Tang Vee Mun.
Proposed Ordinary Resolution 24:	Dato' Gan Nyap Liou @ Gan Nyap Liow.

STATEMENT ACCOMPANYING THE NOTICE OF ANNUAL GENERAL MEETING

Pursuant to paragraph 8.27(2) of the Listing Requirements of Bursa Malaysia Securities Berhad, the notice convening an annual general meeting is to be accompanied by a statement furnishing details of individuals who are standing for election as director. This requirement excludes directors who are standing for re-election.

No individual is standing for election as a Director at the 35th Annual General Meeting of the Company.

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TROPICANA
CORPORATION BERHAD
丽阳机构
(47908-K)

Proxy Form

I/We (full name in block capitals) _____

NRIC No./Company No. _____ CDS Account No. _____

of (full address) _____

being a member/members of TROPICANA CORPORATION BERHAD hereby appoint (full name as per NRIC in block capitals) _____

_____ NRIC No. _____

of (full address) _____

and/or failing him/her _____ NRIC No. _____

of (full address) _____

and/or failing him/her, the Chairman of the meeting as my/our proxy to vote for me/us on my/our behalf at the 35th Annual General Meeting of the Company to be held at Ballroom 1, Tropicana Golf & Country Resort, Jalan Kelab Tropicana, 47410 Petaling Jaya, Selangor Darul Ehsan, Malaysia on Thursday, 26 June 2014 at 11.00 a.m. or any adjournment thereof.

NO.	RESOLUTIONS	FOR	AGAINST
–	To receive the Audited Financial Statements for the year ended 31 December 2013 together with the Reports of the Directors and Auditors thereon.	Not applicable	
1.	To re-elect Tan Sri Dato' Tan Chee Sing as Director.		
2.	To re-elect Mr Tang Vee Mun as Director.		
3.	To re-elect Ms Diana Tan Sheik Ni as Director.		
4.	To re-elect Dato' Gan Nyap Liou @ Gan Nyap Liow as Director.		
5.	To re-elect Mr Kok Kong Chin as Director.		
6.	To re-elect Tan Sri Rastam Bin Mohd Isa as Director.		
7.	To approve the payment of Directors' fees for the financial year ended 31 December 2013.		
8.	To re-appoint Messrs Ernst & Young as Auditors and to authorise the Directors to fix their remuneration.		
9.	To authorise Directors to issue shares of up to 10% of the issued capital for the time being pursuant to Section 132D of the Companies Act, 1965.		
10.	To renew the authority for the Company to purchase its own shares.		
11.	To renew the authority to issue shares for the purpose of the Dividend Reinvestment Scheme		
12.	To amend to the existing Bye-Laws of the Employee Share Option Scheme of Tropicana **("ESOS")**.		
13.	To approve the Proposed Allocation of Additional ESOS Options to Tan Sri Dato' Tan Chee Sing.		
14.	To approve the Proposed Allocation of Additional ESOS Options to Dato' Yau Kok Seng.		
15.	To approve the Proposed Allocation of Additional ESOS Options to Dato' Dickson Tan Yong Loong.		
16.	To approve the Proposed Allocation of Additional ESOS Options to Mr Kong Woon Jun.		
17.	To approve the Proposed Allocation of ESOS Options to Mr Kok Kong Chin.		
18.	To approve the Proposed Allocation of ESOS Options to Mr Dillon Tan Yong Chin.		
19.	To approve the Proposed Allocation of ESOS Options to Ms Diana Tan Sheik Ni.		
20.	To approve the Proposed Allocation of ESOS Options to Tan Sri Rastam Bin Mohd Isa.		
21.	To approve the Proposed Allocation of ESOS Options to Dato' Ng Tian Sang @ Ng Kek Chuan.		
22.	To approve the Proposed Allocation of ESOS Options to Datuk Seri Panglima Mohd Annuar Bin Zaini.		
23.	To approve the Proposed Allocation of ESOS Options to Mr Tang Vee Mun.		
24.	To approve the Proposed Allocation of ESOS Options Dato' Gan Nyap Liou @ Gan Nyap Liow.		

Please indicate with an "X" in the appropriate spaces how you wish your votes to be cast. In the absence of specific directions, your proxy will vote or abstain from voting at his discretion.

_____
Signature/Seal of Shareholder(s)

Signed this _____ day of _____ , 2014

No. of shares held
Contact no.

Notes:

(i) Section 169 of the Companies Act, 1965 requires the Company to lay the audited financial statements and the reports of the directors and the auditors thereon at its annual general meeting. Article 67 of the Company's Articles of Association specifies that one of the ordinary businesses to be transacted at an annual general meeting of the Company is to consider and to adopt the audited financial statements. As such, this agenda item no. 1 is not a business which requires a resolution to be put to vote by the shareholders. This agenda item is for discussion and receipt only.

(ii) For the purpose of determining a member who shall be entitled to attend this 35th Annual General Meeting, the Company shall be requesting Bursa Malaysia Depository Sdn Bhd in accordance with Article 62(3) of the Company's Articles of Association and Section 34(1) of the Securities Industry (Central Depositories) Act 1991, to issue a General Meeting Record of Depositors as at 19 June 2014. Only a depositor whose name appears on such Record of Depositors shall be entitled to attend the meeting or appoint proxies to attend and/or vote on his/her behalf in the meeting.

(iii) A member entitled to attend and vote at the meeting is entitled to appoint a proxy or proxies (subject always to a maximum of two (2) proxies) to attend, speak and vote in his/her stead. A proxy may but need not be a member of the Company and Section 149(1)(b) of the Companies Act 1965 shall not apply to the Company. There is no restriction as to the qualification of the proxy.

(iv) Where a member is an authorised nominee as defined under the Securities Industry (Central Depositories) Act, 1991, it may appoint at least one (1) proxy in respect of each securities account it holds with ordinary shares of the Company standing to the credit of the said securities account.

(v) Where a member of the Company is an exempt authorised nominee which holds ordinary shares in the Company for multiple beneficial owners in one securities account (as defined under the Securities Industry (Central Depositories) Act 1991), there is no limit to the number of proxies which the exempt authorised nominee may appoint in respect of each account it holds.

(vi) To be valid, the instrument appointing a proxy or proxies, under the hand of the appointer or his/her attorney duly authorised in writing, must be completed and deposited at the Company's Registered Office situated at Lot LG-A1, Lower Ground Floor, Tropicana City Mall, No. 3 Jalan SS 20/27, 47400 Petaling Jaya, Selangor Darul Ehsan, Malaysia not less than 48 hours before the time set for holding the meeting or at any adjournment thereof.

(vii) If the appointer is a corporation, the instrument appointing a proxy or proxies must be executed under its seal or under the hand of its duly authorised attorney.

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AFFIX
STAMP

THE COMPANY SECRETARY
TROPICANA CORPORATION BERHAD (47908-K)
Lot LG-A1, Lower Ground Floor
Tropicana City Mall
No. 3, Jalan SS 20/27
47400 Petaling Jaya
Selangor Darul Ehsan
Malaysia

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