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Westports Holdings Berhad

(Company No. 262761-A) (Incorporated in Malaysia)

Quarterly Financial Report for the First Quarter Ended 31 March 2014

Westports Holdings Berhad (262761-A) (Incorporated in Malaysia)

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(Incorporated in Malaysia)

Condensed Consolidated Statement of Profit or Loss and Other Comprehensive Income

For The Period Ended 31 March 2014

These figures have not been audited

	3 months ended		3 months	s ended
	31.03.2014	31.03.2013	31.03.2014	31.03.2013
	RM'000	RM'000	RM'000	RM'000
Revenue	363,158	348,845	363,158	348,845
Cost of sales	(178,200)	(181,516)	(178,200)	(181,516)
Gross profit	184,958	167,329	184,958	167,329
Other income	1,825	1,928	1,825	1,928
Administrative expenses	(5,598)	(18,951)	(5,598)	(18,951)
Other expenses	(35,655)	(33,334)	(35,655)	(33,334)
Results from operating activities	145,530	116,972	145,530	116,972
Finance income	2,208	2,192	2,208	2,192
Finance costs	(16,103)	(14,079)	(16,103)	(14,079)
Profit before tax	131,635	105,085	131,635	105,085
Tax expenses	(22,599)	(26,271)	(22,599)	(26,271)
Profit / Total comprehensive income for the period attributable				
to owners of the Company	109,036	78,814	109,036	78,814
Basic earnings per ordinary				
share (sen)	3.20	2.63	3.20	2.63

The unaudited condensed consolidated statement of profit or loss and other comprehensive income should be read in conjunction with the Annual Audited Financial Statements of the Group for the financial year ended 31 December 2013 and the accompanying explanatory notes attached to the unaudited condensed consolidated interim financial statements.

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Condensed Consolidated Statement of Financial Position

As At 31 March 2014

	Unaudited As at 31.03.2014	Audited As at 31.12.2013
	RM'000	RM'000
Non-current assets		
Property, plant and equipment	1,205,479	1,159,394
Concession assets	1,875,661	1,872,591
Total non-current assets	3,081,140	3,031,985
Current assets		
Trade and other receivables	201,191	200,343
Cash and cash equivalents	162,102	341,656
Total current assets	363,293	541,999
Total assets	3,444,433	3,573,984
Equity		
Share capital	341,000	341,000
Share premium	697,000	697,000
Reserves	496,976	565,942
Total equity	1,534,976	1,603,942
Non-current liabilities		
Borrowings	900,000	900,000
Employee benefits	9,743	9,712
Deferred tax liabilities	245,637	242,434
Provision for concession liability	395,539	401,888
Total non-current liabilities	1,550,919	1,554,034
Current liabilities		
Borrowings	59,000	-
Trade and other payables	224,259	349,890
Tax payable	26,213	17,052
Provision for concession liability	49,066	49,066
Total current liabilities	358,538	416,008
Total liabilities	1,909,457	1,970,042
Total equity and liabilities	3,444,433	3,573,984

The unaudited condensed consolidated statement of financial position should be read in conjunction with the Annual Audited Financial Statements of the Group for the financial year ended 31 December 2013 and the accompanying explanatory notes attached to the unaudited condensed consolidated interim financial statements.

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Condensed Consolidated Statement of Changes in Equity

For The Period Ended 31 March 2014

These figures have not been audited

	Attributable to the owners of the Company Non-distributable Goodwill					
	Share Capital RM'000	Share Premium RM'000	Fair Value Reserve RM'000	Written off Reserve RM'000	Retained Earnings RM'000	Total RM'000
At 1 January 2013 As previously stated Effect of amendments	117,000	34,000	-	(47,732)	1,386,400	1,489,668
to MFRS 119 (revised)	-	-	-	-	(1,639)	(1,639)
At 1 January 2013, restated	117,000	34,000	-	(47,732)	1,384,761	1,488,029
Profit/ Total comprehensive income for the period	-	-	-	-	78,814	78,814
At 31 March 2013	117,000	34,000	-	(47,732)	1,463,575	1,566,843
At 1 January 2014	341,000	697,000	-	(47,732)	613,674	1,603,942
Profit/ Total comprehensive income for the period	-	-	-	-	109,036	109,036
Distributions to owners of the Company						
- Dividends	-	-	-	-	(178,002)	(178,002)
Total transactions with owners of the Company	-	-	-	-	(178,002)	(178,002)
At 31 March 2014	341,000	697,000	_	(47,732)	544,708	1,534,976

The unaudited condensed consolidated statement of changes in equity should be read in conjunction with the Annual Audited Financial Statements of the Group for the financial year ended 31 December 2013 and the accompanying explanatory notes attached to the unaudited condensed consolidated interim financial statements.

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Condensed Consolidated Statement of Cash Flows

For The Financial Period Ended 31 March 2014 These figures have not been audited

	3 months ended		
	31.03.2014 RM'000	31.03.2013 RM'000	
Cash flows from operating activities			
Profit before tax	131,635	105,085	
Adjustments for:			
Amortisation of dredging expenditure	955	966	
Amortisation of concession assets	14,981	12,277	
Depreciation of property, plant and equipment	18,238	16,148	
Loss on disposal of property, plant and equipment	5	-	
Finance costs - accretion of concession liability	5,919	6,235	
Finance costs - borrowings	10,184	7,844	
Finance income	(2,208)	(2,192)	
Provision for retirement benefits	133	-	
Gain on available-for-sale financial assets		(355)	
Operating profit before working capital changes	179,842	146,008	
Changes in working capital:			
Trade and other receivables	(1,803)	4,108	
Trade and other payables	(135,633)	(46,501)	
Cash generated from operations	42,406	103,615	
Income tax paid	(10,235)	(18,030)	
Retirement benefits paid	(102)	(1)	
Net cash generated from operating activities	32,069	85,584	
Cash flows from investing activities			
Interest received	2,208	2,192	
Payment of dredging expenditure	-	(1,312)	
Proceeds from disposal of property, plant and equipment	2	-	
Purchase of property, plant and equipment	(64,063)	(20,002)	
Additions to concession assets	(18,466)	(44,339)	
Usage/(Purchase) of spares, net	148	(482)	
Concession assets cost reimbursement			
from Government of Malaysia	-	70,034	
Changes in fair value of available-for-sale			
financial assets	-	355	
Net cash (used in)/generated from investing activities	(80,171)	6,446	

The unaudited condensed consolidated statement of cash flows should be read in conjunction with the Annual Audited Financial Statements of the Group for the financial year ended 31 December 2013 and the accompanying explanatory notes attached to the unaudited condensed consolidated interim financial statements.

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Condensed Consolidated Statement of Cash Flows (Continued)

For The Financial Period Ended 31 March 2014 These figures have not been audited

3 months ended		
31.03.2014	31.03.2013	
RM'000	RM'000	
(194)	(658)	
(181)	(5,561)	
-	(245,000)	
59,000	-	
(178,002)	-	
(12,268)	(12,268)	
(131,645)	(263,487)	
(179,747)	(171,457)	
317,600	304,934	
137,853	133,477	
	31.03.2014 RM'000 (194) (181) - 59,000 (178,002) (12,268) (131,645) (179,747) 317,600	

Cash and cash equivalents included in the statement of cash flows comprise the following statement of financial position amounts:

57,852	51,250
104,250	103,477
162,102	154,727
(24,249)	(21,250)
137,853	133,477
	104,250 162,102 (24,249)

The unaudited condensed consolidated statement of cash flows should be read in conjunction with the Annual Audited Financial Statements of the Group for the financial year ended 31 December 2013 and the accompanying explanatory notes attached to the unaudited condensed consolidated interim financial statements.

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Notes to the Condensed Consolidated Interim Financial Statements for the First Quarter Ended 31 March 2014

These figures have not been audited

1. Basis of Preparation

The condensed consolidated interim financial statements have been prepared in accordance with Malaysian Financial Reporting Standards ("MFRS") 134 Interim Financial Reporting issued by the Malaysia Accounting Standards Board ("MASB") and paragraph 9.22 of the Main Market Listing Requirements of Bursa Malaysia Securities Berhad ("Bursa Securities"). This condensed consolidated interim financial statements also complies with IAS 34: Interim Financial Reporting issued by the International Accounting Standards Board (IASB).

The condensed consolidated interim financial statements should be read in conjunction with the annual audited consolidated financial statements for the financial year ended 31 December 2013.

2. Significant Accounting Policies

The accounting policies adopted in these condensed consolidated interim financial statements are consistent with the annual audited consolidated financial statements for the financial year ended 31 December 2013 except for the adoption of the following IC Interpretation and Amendments to MFRSs during the current financial period.

IC Interpretation 21:	Levies
Amendments to MFRS 10,	Consolidated Financial Statements: Investment Entities
Amendments to MFRS 12,	Disclosure of Interests in Other Entities: Investment Entities
Amendments to MFRS 127,	Separate Financial Statements (2011): Investment Entities
Amendments to MFRS 132,	Financial Instruments: Presentation – Offsetting Financial Assets
	and Financial Liabilities
Amendments to MFRS 136,	Impairment of Assets – Recoverable Amount Disclosures for
	Non-Financial Assets
Amendments to MFRS 139,	Financial Instruments: Recognition and Measurement – Novation
	of Derivatives and Continuation of Hedge Accounting

The adoption of the above IC Interpretation and Amendments to MFRSs did not have any material impact on these condensed consolidated interim financial statements.

As at the date of authorisation of these interim financial statements, the following new MFRSs, Amendments to MFRSs and IC Interpretations were issued but not yet effective and have not been applied by the Group:

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		Effective for annual periods beginning on or
MFRSs and Amend	ments to MFRSs	after
MFRS 9	Financial Instruments (IFRS 9 issued by	To be announced
	IASB in November 2009 and October 2010)	by MASB
	Financial Instruments (Hedge Accounting)	
Amendments to	Financial Instruments: Disclosures -	To be announced
MFRS 7	Mandatory Effective Date of MFRS 9 and	by MASB
	Transition Disclosures	
Amendments to	Annual Improvements to MFRSs 2010 - 2012	1-Jul-14
MFRS 2, 3, 8, 13,	Cycle	
116, 124 and 138		
Amendments to	Annual Improvements to MFRSs 2011 - 2013	1-Jul-14
MFRS 1, 3, 13 and	Cycle	
140		
Amendments to	Employee Benefits - Defined Benefit Plans:	
MFRS 119	Employee Contributions	1-Jul-14

The Group plans to apply the abovementioned MFRSs and its consequential amendments in the respective annual periods based on their effective dates and applicability.

The initial application of the other accounting standards and amendments are not expected to have any material financial impacts on the financial statements of the Group except as mentioned below:

MFRS 9, Financial Instruments

MFRS 9 replaces the guidance in MFRS 139, *Financial Instrument: Recognition and Measurement* on the classification and measurement of financial assets and financial liabilities, and on hedge accounting. Upon the adoption of MFRS 9, financial assets will be measured at either fair value or amortised cost.

The adoption of MFRS 9 will result in a change in accounting policy. The Group is currently assessing the financial impact of adopting MFRS 9.

3. Qualification of Audit Report for the Preceding Annual Financial Statements

There was no qualification on financial statements prepared for the financial year ended 31 December 2013.

4. Seasonality or Cyclicality of Interim Operations

There has been no material seasonal or cyclical factor affecting the results of the financial period under review.

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5. Unusual Items due to their Nature, Size or Incidence

There were no unusual items affecting the assets, liabilities, equity, net income or cash flows because of their nature, size or incidence for the financial period.

6. Changes in Estimates

There were no changes in estimates that have had a material effect for the financial period ended 31 March 2014.

7. Debt and Equity Securities

There were no issuance, repurchase and repayment of debt and equity securities by the Group for the financial period ended 31 March 2014.

8. Dividend Paid

During the financial period, the Company has paid the following dividend:-

	RM'000
Second interim single tier dividend of 5.22 sen per ordinary share of RM0.10 each	
in respect of financial year ended 31 December 2013 on 11 March 2014	178,002

9. Events Subsequent to the End of the Financial Period

On 3 April 2014, RM250.0 million of SMTN II was drawndown by a subsidiary, Westports Malaysia Sdn Bhd ("WMSB"), to settle the existing revolving credit facility and to finance port development works. This drawdown is repayable in 4 annual tranches from 2 April 2021 to 3 April 2024. The profit rates ranges from 4.60% to 4.85% per annum.

10. Segmental Information

The Group has identified the business of port development and management of port operations as its sole operating segment.

The Board of Directors does not consider investment holding activities as a reportable operating segment. For the purpose of segmental reporting, non reportable segment relates to administrative expenses of the holding company.

No segmental information is provided on a geographical basis as the Group's activities are carried out predominantly in Malaysia.

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Segment profit

Performance is measured based on segment profit before finance income, finance cost and taxation as included in the internal management reports that are reviewed by the Board of Directors.

Segment assets

Segment assets information is not presented regularly to the Board of Directors and hence, no disclosure is made on segment assets.

Segment liabilities

Segment liabilities information is not presented regularly to the Board of Directors and hence, no disclosure is made on segment liabilities.

	Port development and management of port operations				
	3 months ended		3 months	s ended	
	31.03.2014	31.03.2013	31.03.2014	31.03.2013	
	RM'000	RM'000	RM'000	RM'000	
Profit					
Reportable segment	146,005	117,117	146,005	117,117	
Include in the measure of					
segment profit are :					
Revenue - external customer	348,268	312,682	348,268	312,682	
- construction service	14,890	36,163	14,890	36,163	
Amortisation of concession assets	14,981	12,277	14,981	12,277	
Depreciation of property, plant and equipment	18,238	16,148	18,238	16,148	
Reconciliation of reportable segment profit	and revenue				
Profit Departable compart	146,005	117,117	146,005	117,117	
Reportable segment Non-reportable segment	(475)	(145)	(475)	(145)	
Finance income	2,208	2,192	2,208	2,192	
Finance cost	(16,103)	(14,079)	(16,103)	(14,079)	
Consolidated profit before tax	131,635	105,085	131,635	105,085	
Revenue	131,033	103,003	131,033	103,003	
Reportable segment	363,158	348,845	363,158	348,845	
Non-reportable segment	505,156	J40,04J -	505,156	J+0,0+J -	
Consolidated revenue	363,158	348,845	363,158	348,845	

11. Changes in Composition of the Group

There were no changes in the composition of the Group during the financial period under review. Vehicle Transit Centre (Malaysia) Sdn Bhd, a wholly-owned subsidiary is in the process of member's voluntary liquidation.

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12. Contingent Liabilities and Contingent Assets

There were no material contingent liabilities or contingent assets as at 25 April 2014, the latest practicable date which shall not be earlier than 7 days from the date of issue of this quarterly report.

13. Capital Commitments

The amount of commitments for capital expenditure not provided for in the interim financial statements as at 31 March 2014 are as follows:

	As at 31.03.2014 RM'000	As at 31.12.2013 RM'000
Capital expenditure commitments:		
Property, plant and equipment and concession assets		
- Authorised and contracted for	269,134	285,233
- Authorised but not contracted for	25,127	31,043

14. Related Party Transactions

Related party transactions have been entered into in the normal course of business and under negotiated terms. Details of the relationships and transactions between the Group and its significant related parties are as follows:

Name of Company	Relationship
Pembinaan Redzai Sdn Bhd ("PR")	Corporate shareholder
KL Dragons Sdn Bhd ("KLD")	Company in which a Director has significant financial interest
Cloud Ten Executive	
Travel & Tours Sdn Bhd ("C10")	Company in which a Director has significant financial interest
Gryss Holdings Sdn Bhd ("GH")	Company in which a Director has significant financial interest
Westports Bunkering	
Services Sdn Bhd ("WEBS")	Wholly-owned subsidiary of PR

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The transactions incurred for the financial period are as follows:

	3 months ended		3 months ended	
	31.03.2014	31.03.2013	31.03.2014	31.03.2013
	RM'000	RM'000	RM'000	RM'000
PR - Management fees	_	14,268	-	14,268
KLD - Sponsorship for basketball team	ı -	1,000	-	1,000
C10 - Flight ticket and accomodation	423	227	423	227
GH - Office rental	59	47	59	47
WEBS - Rental income	(222)	(222)	(222)	(222)

The Management Services Agreement ("MSA") dated 1 January 2001 entered into between WMSB and Pembinaan Redzai Sdn Bhd has been terminated effective on 7 September 2013 pursuant to the pre-listing exercise in conjunction with the initial public offering of the Company.

15. Review of Performance

The operational revenue and cost of sales excluding construction revenue and costs are as follows:

	3 months ended		3 months ended	
	31.03.2014	31.03.2013	31.03.2014	31.03.2013
	RM'000	RM'000	RM'000	RM'000
Revenue as reported	363,158	348,845	363,158	348,845
Less : Construction revenue (N1)	(14,890)	(36,163)	(14,890)	(36,163)
Operational revenue	348,268	312,682	348,268	312,682
Cost of sales as reported	178,200	181,516	178,200	181,516
Less: Construction cost (N1)	(14,890)	(36,163)	(14,890)	(36,163)
Operational cost of sales	163,310	145,353	163,310	145,353

N1 - The construction revenue and cost are recorded in accordance with IC Interpretation 12 – Service Concession Arrangements and relate to the construction of port development infrastructures under the privatisation agreements. The port development infrastructure are recognised as concession assets in the statement of financial position and amortised over the remaining concession period.

Quarter Ended 31 March 2014 compared to Quarter Ended 31 March 2013

The Group recorded operational revenue of RM348.3 million for quarter ended 31 March 2014 ("Q1 2014") compared to RM312.7 million for the corresponding quarter last year, which represents an increase of 11% contributed mainly by increase in container throughput. The container throughput has increased by 12% from 1.7 million to 1.9 million Twenty-foot Equivalent Units ("TEUs").

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The Group recorded profit before tax of RM131.6 million for Q1 2014 compared to RM105.1 million for the quarter ended 31 March 2013, an increase of 25%, which is due to increase in container throughput and savings of the management fee arising from termination of MSA. However on a normalised basis, after excluding the management fee, the profit before tax grew by 10%.

16. Changes in the Quarterly Profit Before Tax compared to the Results of the Preceding Quarter

The Group achieved a profit before tax of RM131.6 million for the quarter under review. This is RM0.1 million higher compared to the RM131.5 million profit before tax achieved in the immediately preceding quarter ended 31 December 2013.

17. Current Year's Prospects

We expect high single-digit growth for container volume in 2014 driven mainly by both the transhipment business as well as the import and export segment. To support the growth, we have recently completed the construction of container terminal 7 ("CT7"). CT7 measuring 600-meter in quay length will be fully operational by the end of 2014 with the gradual delivery of seven high specifications ship-to-shore cranes.

Once CT7 is fully operational, the Group's handling capacity is expected to increase from 9.5 million TEUs to approximately 11.0 million TEUs per annum.

18. Profit Forecast or Profit Guarantee

The Group did not provide any profit forecast or profit guarantee.

19. Tax Expenses

The breakdown between current tax and deferred tax for the Group are as follows:-

	Current quarter 31.03.2014 RM'000	Financial period-to-date 31.03.2014 RM'000
Current tax	19,396	19,396
Deferred tax	3,203	3,203
	22,599	22,599

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The effective tax rate for current quarter and financial period-to-date are lower than statutory tax rate, primarily due to tax incentives from investment tax allowance as a result of capital expenditure incurred for port development works.

20. Status of Corporate Proposals

There is no corporate proposal which is announced but not completed as at 25 April 2014, the latest practicable date which shall not be earlier than 7 days from date of issue of this quarterly report.

21. Borrowings and Debts Securities

The Group's borrowing position as at 31 March 2014 is as follows:-

	As at 31.03.2014 RM'000	As at 31.12.2013 RM'000
Non-current Sukuk Musharakah Medium Term Note II ("SMTN II")	900,000	900,000
Current Unsecured Revolving Credit Facility	59,000	-
- -	959,000	900,000

SMTN II has been implemented on a clean basis and certain pledged deposits are maintained in the Finance Service Reserve Account.

On 3 March 2014, revolving credit facility amounted to RM59 million has been drawndown by WMSB to further finance port development works. It bears interest rate of 4.01% per annum. This was subsequently settled on 4 April 2014.

The above borrowings are denominated in Ringgit Malaysia.

22. Changes in Material Litigation

There was no material litigation action as at 25 April 2014, the latest practicable date which shall not be earlier than 7 days from the date of issue of this quarterly report.

23. Dividends

Save as disclosed in Note 8, the Directors did not recommend any dividend for the period ended 31 March 2014.

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24. Earnings per Share

Basic earnings per share

The basic earnings per ordinary share is calculated by dividing the net profit attributable to ordinary shareholders of the Company for the financial period by the weighted average number of ordinary shares in issue during the financial period.

	3 months ended		3 months ended	
	31.03.2014	31.03.2013	31.03.2014	31.03.2013
	RM'000	RM'000	RM'000	RM'000
Profit attributable to ordinary				
shareholders of the Company	109,036	78,814	109,036	78,814
Weighted average number of ordinary shares in issues (million)	3,410	3,000	3,410	3,000
Basic earnings per ordinary share (sen)	3.20	2.63	3.20	2.63

The weighted average number of ordinary shares for the preceding periods has been adjusted to reflect the bonus issue and sub-division to provide an appropriate comparison.

Diluted earnings per share

The diluted earnings per share of the Group are similar to the basic earnings per share as the Group does not have any dilutive instruments.

25. Disclosure of Realised and Unrealised Profit or Loss

The breakdown of the retained earnings of the Group, into realised and unrealised profits, pursuant to Paragraphs 2.06 and 2.23 of Bursa Malaysia Main Market Listing Requirements, are as follows:-

	As at	As at
	31.03.2014	31.12.2013
	RM'000	RM'000
Total retained earnings of the Company and		
its subsidiaries		
- realised	790,345	856,108
- unrealised	(245,637)	(242,434)
Consolidated Retained Earnings	544,708	613,674

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The determination of realised and unrealised profits is based on the Guidance of Special Matter No. 1, *Determination of Realised and Unrealised Profits or Losses in the Context of Disclosure Pursuant to Bursa Securities Listing Requirements*, issued by the Malaysian Institute of Accountants on 20 December 2010.

26. Profit Before Tax

Profit before tax for the financial period is arrived at after charging/(crediting) the following items:-

	3 months ended 31.3.2014	3 months ended 31.3.2013	
	RM'000	RM'000	
Interest income	(2,208)	(2,192)	
Other income	(1,825)	(1,928)	
Finance cost	16,103	14,079	
Amortisation of concession assets	14,981	12,277	
Depreciation of property, plant and equipment	18,238	16,148	
Amortisation of dredging expenditure	955	966	
Net realised foreign exchange (gain)/loss	(202)	10	
Loss on disposal of property, plant and equipment	5	-	
Provision for retirement benefits	133	-	
Gain on available-for-sale financial assets	-	(355)	

27. Authorisation for Issue

This quarterly financial report was authorised for issue by the Board of Directors in accordance with a resolution of the Directors.