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Westports Holdings Berhad

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

Quarterly Financial Report for the

Third Quarter Ended 30 September 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 30 September 2014

These figures have not been audited

	3 months 30.09.2014 RM'000		9 months 30.09.2014 RM'000	
Revenue Cost of sales Gross profit	405,408 (190,697) 214,711	459,901 (266,244) 193,657	1,177,592 (572,169) 605,423	1,209,986 (668,426) 541,560
Other income Administrative expenses Other expenses Results from operating activities	1,630 (6,499) (36,685) 173,157	1,502 (14,918) (34,569) 145,672	5,086 (18,684) <u>(108,024)</u> 483,801	37,484 (56,124) (101,837) 421,083
Finance income Finance costs Profit before tax	2,575 (19,457) 156,275	1,931 (14,037) 133,566	7,610 (54,798) 436,613	6,721 (42,293) 385,511
Tax expense Profit / Total comprehensive income for the period attributable	(15,400)	(27,833)	(64,209)	(81,381)
to owners of the Company Basic earnings per ordinary	140,875	105,733	372,404	304,130
share (sen)	4.13	3.36	10.92	9.97

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.

(Incorporated in Malaysia)

Condensed Consolidated Statement of Financial Position

As At 30 September 2014

Concession assets1,877,3371,Total non-current assets3,188,2333,Current assets	RM'000 159,394 872,591 031,985
Property, plant and equipment1,310,8961,Concession assets1,877,3371,Total non-current assets3,188,2333,Current assets	872,591
Concession assets1,877,3371,Total non-current assets3,188,2333,Current assets	872,591
Total non-current assets3,188,2333,Current assets3	
Current assets	,031,985
Trade and other receivables 208,884	200,343
Cash and cash equivalents 322,732	341,656
Total current assets 531,616	541,999
Total assets 3,719,849 3,	573,984
Equity	
	341,000
•	697,000
•	565,942
	603,942
Non-current liabilities	
	900,000
Employee benefits 9,891	9,712
	242,434
	401,888
	554,034
Current liabilities	
	349,890
Tax payable 21,089	17,052
Provision for concession liability 49,066	49,066
	416,008
Total liabilities2,095,4151,	970,042
Total equity and liabilities3,719,8493,	

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 30 September 2014

				rs of the Com Distributable	
	Share Capital 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 Distributions to owners of the Company	-	-	-	304,130	304,130
- Dividends	-	-	-	(1,057,392)	(1,057,392)
- Bonus Issue	183,000	(34,000)	-	(149,000)	-
 Issuance of ordinary shares 	41,000	697,000	-	-	738,000
Total transactions with owners of the Company	224,000	663,000	-	(1,206,392)	(319,392)
At 30 September 2013	341,000	697,000	(47,732)	482,499	1,472,767
At 1 January 2014	341,000	697,000	(47,732)	613,674	1,603,942
Profit/ Total comprehensive income for the period Distributions to owners of the Company	-	-	-	372,404	372,404
- Dividends	-	-	-	(351,912)	(351,912)
Total transactions with owners of the Company	-	-	-	(351,912)	(351,912)
At 30 September 2014	341,000	697,000	(47,732)	634,166	1,624,434

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.

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

Condensed Consolidated Statement of Cash Flows

For The Financial Period Ended 30 September 2014 These figures have not been audited

	9 months ended		
	30.09.2014 RM'000	30.09.2013 RM'000	
Cash flows from operating activities			
Profit before tax Adjustments for :	436,613	385,511	
Amortisation of dredging expenditure	2,864	2,684	
Amortisation of concession assets	45,250	37,691	
Depreciation of property, plant and equipment	59,975	51,324	
Loss/(Gain) on disposal of property, plant and equipment	 71	(2,971)	
Property, plant and equipment written off	-	311	
Concession assets written off	6	781	
Finance costs - accretion of concession liability	17,756	18,706	
Finance costs - borrowings	37,042	23,587	
Finance income	(7,610)	(6,721)	
Provision for retirement benefits	400	256	
Gain on available-for-sale financial assets		(355)	
Operating profit before working capital changes	592,367	510,804	
Changes in working capital:			
Trade and other receivables	(11,404)	14,092	
Trade and other payables	(148,491)	(24,091)	
Cash generated from operations	432,472	500,805	
Income tax paid	(36,065)	(37,898)	
Retirement benefits paid	(222)	(55)	
Net cash generated from operating activities	396,185	462,852	
Cash flows from investing activities			
Interest received	7,610	6,721	
Payment of dredging expenditure	-	(4,977)	
Proceeds from disposal of property, plant and equipment	90	2,971	
Purchase of property, plant and equipment	(211,051)	(118,545)	
Additions to concession assets	(49,885)	(221,475)	
Usage/(Purchase) of spares, net	1,650	(1,661)	
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 investing activities	(251,586)	(266,577)	

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Condensed Consolidated Statement of Cash Flows (Continued)

For The Financial Period Ended 30 September 2014 These figures have not been audited

	9 months ended		
	30.09.2014	30.09.2013	
	RM'000	RM'000	
Cash flows from financing activities			
Fixed deposit pledge for borrowings	(6,029)	(6,669)	
Interest paid	(24,811)	(17,368)	
Redemption of borrowings	-	(245,000)	
Proceeds from borrowings	250,000	250,000	
Proceeds from revolving credit facility	-	64,756	
Dividends paid to shareholders	(351,912)	(1,057,392)	
Issuance of new shares	-	738,000	
Annual lease paid for use of port			
infrastructures and facilities	(36,800)	(36,800)	
Net cash used in financing activities	(169,552)	(310,473)	
Net decrease in cash and cash equivalents	(24,953)	(114,198)	
Cash and cash equivalents at 1 January	317,600	304,934	
	,	,	
Cash and cash equivalents at			
30 September	292,647	190,736	

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

Cash and bank balance	122,647	120,736
Fixed deposits with licensed banks	200,085	97,260
	322,732	217,996
Less : Pledged deposits	(30,085)	(27,260)
	292,647	190,736

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 Third Quarter Ended 30 September 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 Malaysian 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 off 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
MFRSs and Amend	ments to MFRSs	beginning on or after
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
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	

The Group plans to apply the above applicable 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.

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 30 September 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 30 September 2014.

8. Dividend Paid

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

	RM'000
 a) 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
b) First interim single tier dividend of 5.1 sen per ordinary share of RM0.10 each in respect of financial year ended 31 December 2014 on 20 August 2014	173,910
	351,912

9. Events Subsequent to the End of the Financial Period

There were no material events subsequent to quarter under review that have not been reflected in the quarterly financial statements.

10. Segmental Information

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

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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.

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		9 month	hs ended	
	30.09.2014	30.09.2013	30.09.2014	30.09.2013	
	RM'000	RM'000	RM'000	RM'000	
Profit Reportable segment <i>Included in the measure of</i> <i>segment profit are :</i>	174,079	146,322	485,707	423,100	
Revenue - external customer - construction service Amortisation of concession assets Depreciation of property, plant and equipment	389,973 15,435 15,074 21,642	348,404 111,497 12,442 17,646	1,117,048 60,544 45,250 59,975	991,163 218,823 37,691 51,324	
oquipinon	21,072	17,040	00,010	01,024	

Reconciliation of reportable segment profit and revenue

Profit				
Reportable segment	174,079	146,322	485,707	423,100
Non-reportable segment	(922)	(650)	(1,906)	(2,017)
Finance income	2,575	1,931	7,610	6,721
Finance cost	(19,457)	(14,037)	(54,798)	(42,293)
Consolidated profit before tax	156,275	133,566	436,613	385,511
Revenue				
Reportable segment	405,408	459,901	1,177,592	1,209,986
Non-reportable segment	-	-	-	-
Consolidated revenue	405,408	459,901	1,177,592	1,209,986

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.

12. Contingent Liabilities and Contingent Assets

There were no material contingent liabilities or contingent assets as at 29 October 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 30 September 2014 are as follows:

	As at 30.09.2014 RM'000	As at 31.12.2013 RM'000
Capital expenditure commitments: Property, plant and equipment and concession assets		
- Authorised and contracted for	66,917	285,233
- Authorised but not contracted for	25,011	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		9 months ended	
	30.09.2014 RM'000	30.09.2013 RM'000	30.09.2014 RM'000	30.09.2013 RM'000
PR - Management fees	-	10,429	-	39,954
KLD - Sponsorship for basketball team	600	-	1,200	1,500
C10 - Flight ticket and accomodation	409	410	1,121	812
GH - Office rental	82	68	200	162
WEBS - Rental income	(222)	(222)	(666)	(666)

The Management Services Agreement ("MSA") dated 1 January 2001 entered into between Westports Malaysia Sdn Bhd ("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		9 months ended		
	30.09.2014	30.09.2013	30.09.2014	30.09.2013	
	RM'000	RM'000	RM'000	RM'000	
Revenue as reported	405,408	459,901	1,177,592	1,209,986	
Less : Construction revenue (N1)	(15,435)	(111,497)	(60,544)	(218,823)	
Operational revenue	389,973	348,404	1,117,048	991,163	
Cost of sales as reported	190,697	266,244	572,169	668,426	
Less : Construction cost (N1)	(15,435)	<u>(111,497)</u>	(60,544)	(218,823)	
Operational cost of sales	175,262	154,747	511,625	449,603	

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.

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Quarter Ended 30 September 2014 compared to Quarter Ended 30 September 2013

The Group recorded operational revenue of RM390 million for quarter ended 30 September 2014 ("Q3 2014") compared to RM348.4 million for the corresponding quarter last year, which represents an increase of 12% contributed mainly by increase in container throughput. The container throughput has increased by 11% from 1.94 million to 2.16 million Twenty-foot Equivalent Units ("TEUs").

The Group recorded profit before tax of RM156.3 million for Q3 2014 compared to RM133.6 million for the quarter ended 30 September 2013, an increase of 17%. However, on a normalised basis, after excluding management fee and IPO related expenses, the profit before tax grew by 8%.

Nine Months Ended 30 September 2014 compared to Nine Months Ended 30 September 2013

The Group recorded operational revenue of RM1,117 million for nine months period ended 30 September 2014 compared to RM991.2 million for corresponding period last year. This represented an increase of 13%, which was mainly due to increase in container throughput. The container throughput has increased by 12% to 6.18 million TEUs.

Profit before tax increased by 13% to RM436.6 million for nine months period ended 30 September 2014 compared to RM385.5 million for the corresponding period last year. However on a normalised basis, after excluding reversal of provision for quit rent, management fee and IPO related expenses, the profit 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 RM156.3 million for the quarter under review, an increase of 5% compared to RM148.7 million profit before tax achieved in the immediately preceding quarter ended 30 June 2014. The improvement mainly attributed by increased in container throughput by 3%.

17. Current Year's Prospects

We achieved 12% growth in volume for nine months performance ended September 2014 and expect last quarter of 2014 to have high single digit growth due to strong volume recorded in last quarter of the preceding year.

On 20 October 2014, we have received last batch of three units of ship-to shore-crane and we expect the Container Terminal 7 ("CT7") will be fully operational by end November 2014.

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 Expense

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

	Current	Financial
	quarter p	eriod-to-date
	30.09.2014	30.09.2014
	RM'000	RM'000
Current tax	2,868	40,102
Deferred tax	12,532	24,107
	15,400	64,209

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 29 October 2014, the latest practicable date which shall not be earlier than 7 days from date of issue of this quarterly report.

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21. Borrowings and Debts Securities

The Group's borrowing position as at 30 September 2014 is as follows:-

	As at 30.09.2014 RM'000	As at 31.12.2013 RM'000
Non-current Sukuk Musharakah Medium Term Note II ("SMTN II")	1,150,000	900,000
	1,150,000	900,000

SMTN II has been implemented on a clean basis and certain pledged deposits (as disclosed in the statement of cash flow) are maintained in the Finance Service Reserve Account.

On 3 April 2014, an additional RM250.0 million of SMTN II was drawn down by a subsidiary, WMSB, 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.

The above borrowings are denominated in Ringgit Malaysia.

22. Changes in Material Litigation

There was no material litigation action as at 29 October 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 30 September 2014.

24. Earnings per Share

Basic earnings per share

The basic earnings per ordinary share is calculated by dividing the 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		9 months ended	
	30.09.2014 RM'000	30.09.2013 RM'000	30.09.2014 RM'000	30.09.2013 RM'000
Profit attributable to ordinary shareholders of the Company	140,875	105,733	372,404	304,130
Weighted average number of ordinary shares in issues (million)	3,410	3,150	3,410	3,050
Basic earnings per ordinary share (sen)	4.13	3.36	10.92	9.97

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.

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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 30.09.2014 RM'000	As at 31.12.2013 RM'000
Total retained earnings of the Company and its subsidiaries		
- realised	900,707	856,108
- unrealised	(266,541)	(242,434)
Consolidated Retained Earnings	634,166	613,674

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		9 months ended	
	30.9.2014 RM'000	30.9.2013 RM'000	30.9.2014 RM'000	30.9.2013 RM'000
Finance cost	19,457	14,037	54,798	42,293
Amortisation of concession assets	15,074	12,442	45,250	37,691
Depreciation of property, plant and equipment	21,642	17,646	59,975	51,324
Amortisation of dredging expenditure	955	764	2,864	2,684
Net realised foreign exchange (gain)/loss	(84)	239	(223)	244
Loss/(Gain) on disposal of property,				
plant and equipment	35	(1,321)	71	(2,971)
Property, plant and equipment written off	-	-	-	311
Concession assets written off	-	-	6	781
Provision for retirement benefits	133	-	400	256
Gain on available-for-sale financial assets	-	-	-	(355)
Provision for and write off of inventories	-	-	1,157	-
Interest income	(2,575)	(1,931)	(7,610)	(6,721)
Other income	(1,630)	(1,502)	(5,086)	(4,554)
Exceptional items:				
- IPO related expenses	-	1,001	-	5,022
- Reversal of provision for quit rent	-	-	-	(32,575)

There were no other gains/losses on disposal or impairment of quoted and unquoted securities, investments, properties and/or derivatives included in the results for the current quarter, preceding year corresponding quarter and on the cumulative figures.

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.