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# NOTIS MESYUARAT AGUNG TAHUNAN

DENGAN INI DIBERITAHU bahawa **MESYUARAT AGUNG TAHUNAN** ke **TIGA PULUH LIMA** Syarikat akan diadakan di **Baiduri Dan Berlian Court Room, Istana Hotel, 73, Jalan Raja Chulan, 50200 Kuala Lumpur** pada hari **Jumaat, 30 Jun 2000**, jam **10.00 pagi**.

## AGENDA

1. Menerima dan meluluskan akaun-akaun yang telah diaudit, laporan-laporan Pengarah dan Juruaudit bagi tahun berakhir, 31 Disember 1999. **(Resolusi 1)**
2. Melantik semula Pengarah berikut yang bersara di bawah Artikel 112 Tataurusan Syarikat dan kerana layak, menawarkan diri mereka untuk dilantik:-
  - a) Harun bin Taib **(Resolusi 2)**
  - b) Md. Azmi bin Lop Yusof **(Resolusi 3)**
  - c) Dato' Senara Muda (Dato' Mazlan @ Mohd Nanri bin Hashim) **(Resolusi 4)**
  - d) Dato' Haji Hassan @ Shugib bin Lebai Mat **(Resolusi 5)**
  - e) A. Zamani bin Mohammad **(Resolusi 6)**
  - f) Raja Idris bin Raja Kamarudin **(Resolusi 7)**
3. Meluluskan bayaran Pengarah. **(Resolusi 8)**
4. Melantik semula Aljeffri & Co. sebagai Juruaudit syarikat dan diberi kuasa kepada para Pengarah untuk menetapkan ganjaran mereka. **(Resolusi 9)**

## SEBAGAI URUSAN KHAS

5. Untuk menimbang dan jika difikirkan wajar meluluskan Resolusi Biasa berikut:-

“BAHAWA tertakluk kepada AKTA Syarikat 1965 dan kelulusan-kelulusan dari penguatkuasaan peraturan, para pengarah berkuasa dan dengan ini diberikan kuasa selaras dengan Seksyen 132D Akta Syarikat 1965, untuk menerbitkan saham-saham di dalam Syarikat, pada bila-bila masa dan dengan terma dan syarat-syarat dan tujuan-tujuan tertentu sebagaimana para Pengarah, pada budi bicara mutlak mereka beranggapan sesuai, dengan syarat bilangan agregat saham yang diterbitkan mengikut resolusi ini tidak melebihi 10% daripada modal terbitan Syarikat pada masa sekarang dan bahawa para Pengarah diberi kuasa untuk mendapatkan kelulusan dari Bursa Saham Kuala Lumpur (BSKL) untuk penyenaraian dan sebutharga saham-saham tambahan yang diterbitkan dan kuasa sedemikian akan terus berkuatkuasa sehingga tamat Mesyuarat Agung Tahunan yang berikutnya.”

**(Resolusi 10)**
6. Menjalankan sebarang urusan biasa yang lain di mana notis yang sewajarnya telah dibuat.



## *Notis Mesyuarat Agung Tahunan...samb.*

Dengan perintah Lembaga Pengarah

**MAZLI BIN MOKHTAR (LS NO: 6999)**

**YEAP KOK LEONG (MAICSA NO: 0862549)**

Setiausaha-setiausaha Syarikat

Kuala Lumpur,

Tarikh: 7 Jun 2000

### **NOTA-NOTA:**

- i) Ahli Syarikat yang layak menghadiri dan mengundi di mesyuarat dibenarkan untuk melantik proksi untuk menghadiri dan mengundi bagi pihaknya. Proksi tidak semestinya ahli syarikat. Bilamana seseorang ahli melantik dua atau lebih proksi, perlantikan tersebut tidak akan diterima kecuali jika beliau menyatakan pecahan pegangan yang diwakili setiap proksi.
- ii) Tandatangan di atas surat perlantikan proksi di mana proksi adalah seorang individu hendaklah ditandatangani oleh pelantik atau peguam beliau; atau jika pelantik merupakan suatu Pebadanan maka haruslah dimeterai menggunakan Cop Rasmi, atau ditandatangani oleh seorang pegawai atau peguam yang telah diberi kuasa di atas hal itu.
- iii) Satu borang proksi disertakan bersama-sama ini dan hendaklah didepositkan di Pejabat Berdaftar Syarikat di Tingkat 25, Menara Promet, Jalan Sultan Ismail, 50250 Kuala Lumpur, tidak kurang dari empat puluh lapan (48) jam sebelum mesyuarat diadakan atau ditamatkan.
- iv) **Nota Penjelasan Berkenaan Urusan Perniagaan Khas:-**

#### **Seksyen 132D dengan Akta Syarikat, 1965**

Selaras dengan Akta Syarikat, 1965, para Pengarah perlu mengadakan mesyuarat agung untuk meluluskan pengeluaran saham baru walaupun bilangan saham yang terlibat tidak sampai 10% daripada modal berbayar. Untuk mengelakkan tanggungan dan kos yang terlibat dalam mengadakan mesyuarat seumpama itu, adalah difikirkan wajar untuk mendapatkan kebenaran daripada para pemegang saham bagi membolehkan Pengarah mengeluarkan saham dalam Syarikat pada jumlah yang tidak melebihi 10% daripada modal berbayar Syarikat buat masa ini. Kebenaran ini, kecuali ditolak atau dipinda pada mesyuarat agung, akan luput menjelang Mesyuarat Agung Tahunan Syarikat yang akan datang.



# NOTICE OF ANNUAL GENERAL MEETING

NOTICE IS HEREBY GIVEN that the **THIRTY-FIFTH ANNUAL GENERAL MEETING** of the Company will be held at **Baiduri And Berlian Court Room, Hotel Istana, 73, Jalan Raja Chulan, 50200 Kuala Lumpur** on **Friday, 30 June 2000** at **10.00 a.m.** for the following purposes:-

## AGENDA

1. To receive and adopt the Audited Accounts for the year ended 31st December 1999 and the Reports of the Directors and Auditors thereon. **(Resolution 1)**
2. To re-elect the following Directors retiring pursuant to Article 112 of the Company's Articles of Association, and being eligible offer themselves for re-election:-
  - a) Harun bin Taib **(Resolution 2)**
  - b) Md. Azmi bin Lop Yusof **(Resolution 3)**
  - c) Dato' Senara Muda (Dato' Mazlan @ Mohd Nanri bin Hashim) **(Resolution 4)**
  - d) Dato' Haji Hassan @ Shugib bin Lebai Mat **(Resolution 5)**
  - e) A. Zamani bin Mohammad **(Resolution 6)**
  - f) Raja Idris bin Raja Kamarudin **(Resolution 7)**
3. To approve Directors' Fees. **(Resolution 8)**
4. To re-appoint Aljeffri & Co. as Auditors of the Company and to authorize the Directors to fix their remuneration. **(Resolution 9)**

## AS SPECIAL BUSINESS

6. To consider and if thought fit pass the following Ordinary Resolution:-

"THAT subject always to the Companies Act, 1965, and the approvals of the regulatory authorities, the Directors be and are hereby empowered pursuant to Section 132D of the Companies Act, 1965, to issue shares in the Company, at any time 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 issued pursuant to this resolution does not exceed 10% of the issued capital of the Company for the time being and that the Directors be and are also empowered to obtain the approval for the listing of and quotation for the additional shares so issued on the Kuala Lumpur Stock Exchange and that such authority shall continue in force until the conclusion of the next Annual General Meeting of the Company.

**(Resolution 10)**
7. To transact any other business for which due notice shall have been given.



## Notice Of Annual General Meeting...cont'd.

By Order of the Board

**MAZLI BIN MOKHTAR (LS NO: 6999)**

**YEAP KOK LEONG (MAICSA NO: 0862549)**

Company Secretaries

Kuala Lumpur,

Date: 7 June 2000

### NOTES:

- i) A member of the Company entitled to attend and vote at the meeting is entitled to appoint a proxy to attend and vote in his stead. A proxy need not be a member of the Company. Where a member appoints two or more proxies, the appointment shall be invalid unless he specifies the proportion of his holding to be represented by each proxy.
- ii) The instrument appointing a proxy in the case of an individual shall be signed by the appointor or his attorney, or if the appointor is a Corporation either under the Common Seal, or under the hand of an officer or attorney duly authorized.
- iii) A proxy form is enclosed herewith and should be deposited at the registered office of the Company at 25th Floor, Menara Promet, Jalan Sultan Ismail, 50250 Kuala Lumpur, not less than forty eight (48) hours before the time set for holding the meeting or any adjournment thereof.
- iv) **Explanatory Notes on Special Business:-**

#### **Section 132D of the Companies Act, 1965**

In accordance with the Companies Act, 1965, the Directors would have to call a general meeting to approve the issue of new shares even though the number of shares involved is less than 10% of the issued capital. In order to avoid any delay and cost involved in convening such a general meeting, it is considered appropriate to seek the shareholder's approval for the Directors to issue shares in the Company up to an aggregate amount not exceeding 10% of the issued share capital of the Company for the time being. This authority, unless revoked or varied at a general meeting, will expire at the next Annual General Meeting of the Company.



# MAKLUMAT KORPORAT

## CORPORATE INFORMATION

### LEMBAGA PENGARAH / BOARD OF DIRECTORS

#### Pengerusi / Chairman

Harun bin Taib

#### Pengarah / Directors

Md. Azmi bin Lop Yusof

Dato' Haji Zaki @ Mohd. Zaki bin Yusoff

Dato' Senara Muda

(Dato' Haji Mazlan @ Mohd Nanri bin Hashim)

Dato' Haji Hassan @ Shugib bin Lebai Mat

Raja Idris bin Raja Kamaruddin

A. Zamani bin Mohamad

#### Setiausaha-Setiausaha Syarikat / Company Secretaries

Syed Ahmad Tuan Temerang

Yeap Kok Leong

#### Juruaudit / Auditors

Messrs. Aljeffri & Co

Messrs. Azman Ahmad & Co.

Messrs. Arthur Anderson & Co.

Messrs. Hanafiah Raslan & Mohamad

#### Peguam / Solicitors

Messrs. Iza Ng Yeoh & Kit

Messrs. Tengku Sulaiman, Rahim & Associates

Messrs. Edlin Ghazaly & Rahim

Messrs. Adnan & Wee

#### Bank-Bank Utama / Principal Bankers

Arab Malaysian Merchant Bank Berhad

Bumiputra Commerce Bank Berhad

ABN-AMRO Bank Berhad

Maybank Berhad

RHB Bank Berhad

Standard Chartered Bank Malaysia Berhad

Phileo Allied Bank Malaysia Berhad

#### Pendaftar / Registrar

Tenaga Koperat Sdn. Bhd.

20th Floor, East Wing, IGB Plaza, Jalan Kampar

Off Jalan Tun Razak, 50400 Kuala Lumpur

Telephone : 03-40416522 Facsimile : 03-40426352

#### Pejabat Berdaftar / Registered Office

25th Floor, Menara Promet

Jalan Sultan Ismail, 50250 Kuala Lumpur

Telephone: 03-2480811 Facsimile: 03-2489900

#### Penyenaraian Bursa Saham / Stock Exchange Listing

Bursa Saham Kuala Lumpur (Papan Utama)

Kuala Lumpur Stock Exchange (Main Board)

#### Tempat Diperbadankan / Place of Incorporation

Malaysia

#### Bahagian Perladangan / Plantation Division

102-102A, Jalan Sultan Ismail, 20200 Kuala Terengganu

Telephone : 09-6223677 / 6223209 / 6223217 / 6223689

Facsimile : 09-6236714

#### Bahagian Pemakanan / Food Division

25th Floor, Menara Promet

Jalan Sultan Ismail, 50250 Kuala Lumpur

Telephone : 03-2480811 Facsimile : 03-2489900

#### Bahagian Hartanah dan Pembinaan / Property And Construction Division

25th Floor, Menara Promet

Jalan Sultan Ismail, 50250 Kuala Lumpur

Telephone : 03-2480811 Facsimile : 03-2489900

#### Bahagian Penjagaan Kesihatan / Healthcare Services Division

37-2, Jalan Setiawangsa 11A

Taman Setiawangsa, 54200 Kuala Lumpur

Telephone : 03-4515288 Facsimile : 03-4561450

### AKTIVITI-AKTIVITI LAIN / OTHER ACTIVITIES

#### Dagangan Komoditi / Commodities Trading

25th Floor, Menara Promet

Jalan Sultan Ismail, 50250 Kuala Lumpur

Telephone : 03-2480811 Facsimile : 03-2489900

#### Sewa Pajak / Leasing

25th Floor, Menara Promet

Jalan Sultan Ismail, 50250 Kuala Lumpur

Telephone : 03-2480811 Facsimile : 03-2489900

#### Dagangan / Trading

25th Floor, Menara Promet

Jalan Sultan Ismail, 50250 Kuala Lumpur

Telephone : 03-2480811 Facsimile : 03-2489900

P.O. Box 10, Padang Kubu, 24007 Kemaman

Telephone: 09-8676366 Facsimile : 09-8676944

#### Penternakan / Poultry

KM 25 1/2, Pulau Kerangga

21600 Marang, Terengganu Darul Iman

Telephone : 09-6183633 Facsimile : 09-6183453

#### Teknologi Maklumat / Information Technology

Level 12, Menara Luxor

6-B, Persiaran Tropicana, Tropicana Golf and Country Resort

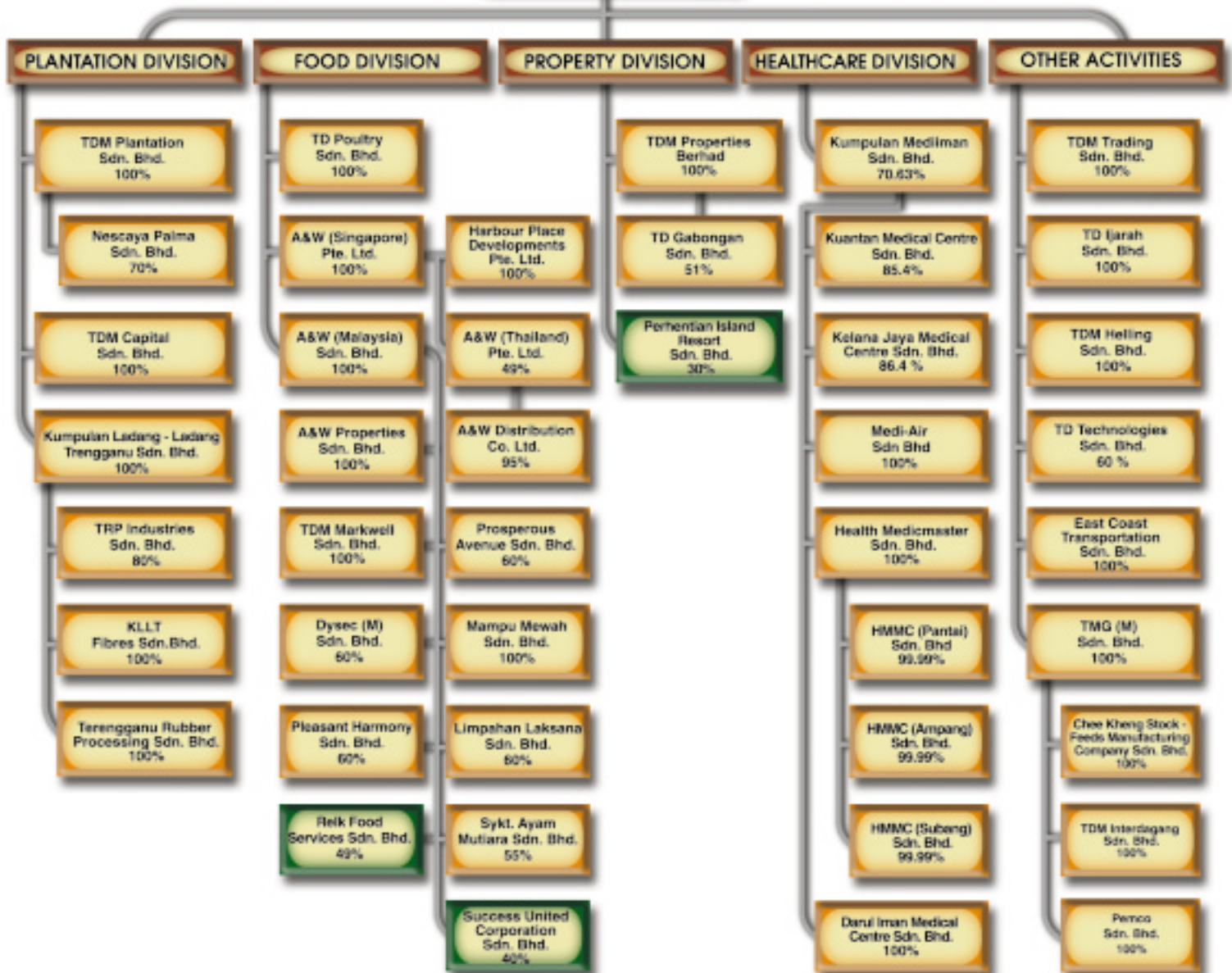
47410 Petaling Jaya, Selangor Darul Ehsan.

Telephone : 03-7112330 Facsimile : 03-7112320



# CARTA KORPORAT

## CORPORATE CHART



Business Division
Subsidiary Company
Associate Company

# LEMBAGA PENGARAH BOARD OF DIRECTORS

## PENGARAH / DIRECTOR

Harun bin Taib

Md Azmi bin Lop Yusof

Dato' Senara Muda

(Dato' Mazlan @ Mohd Nanri bin Hashim)

Dato' Haji Zaki @ Mohd Zaki bin Yusoff

Raja Idris bin Raja Kamarudin

Dato' Haji Hassan @ Shugib bin Lebai Mat

A. Zamani bin Mohammad

# PENGURUSAN MANAGEMENT

## KETUA PEGAWAI EKSEKUTIF / CHIEF EXECUTIVE OFFICER

Syed Ahmad bin Tuan Temerang

## KETUA PEGAWAI OPERASI / CHIEF OPERATING OFFICER

Rezal Zain bin Abd. Rashid

## PENGARAH BAHAGIAN PEMAKANAN / DIRECTOR, FOOD DIVISION

M. Sivamurthy

## PENGARAH BAHAGIAN PERLADANGAN / DIRECTOR, PLANTATION DIVISION

Othman bin Su

## PENGARAH BAHAGIAN HARTANAH DAN PEMBINAAN / DIRECTOR, PROPERTY AND CONSTRUCTION DIVISION

Mohammad Nazli bin Abd. Aziz

## PENGARAH BAHAGIAN PERKHIDMATAN PENJAGAAN KESIHATAN / DIRECTOR, HEALTHCARE SERVICES DIVISION

Azhar bin Hood

## PENGARAH KORPORAT DAN PEMBANGUNAN PERNIAGAAN / DIRECTOR CORPORATE AND BUSINESS DEVELOPMENT

T. Sugantheran

## PENGURUS AUDIT DALAMAN / INTERNAL AUDIT MANAGER

Lim Lai Seng

## PENGURUS KEWANGAN KUMPULAN / GROUP FINANCE MANAGER

Mohamed Azman Shah bin Ishak

## PENGURUS SUMBER MANUSIA DAN PENTADBIRAN KUMPULAN / GROUP HUMAN RESOURCES AND ADMINISTRATION MANAGER

Mohamad Jiwa bin Sapuan





# PENYATA PENGERUSI

## CHAIRMAN'S STATEMENT

Saya, bagi pihak Lembaga Pengarah, dengan sukacitanya membentangkan Laporan Tahunan dan Laporan Kewangan untuk syarikat bagi tempoh berakhir 31 Disember 1999.

Tahun 1999 merupakan suatu tahun untuk merasionalisasi aktiviti perniagaan kumpulan. Aktiviti perniagaan kumpulan telah ditinjau berasaskan objektif mefokus kepada kekuatan kumpulan dan juga untuk meningkatkan keuntungan para pemegang saham.

Bahagian perladangan terus menjanakan keuntungan walaupun harga komoditi pada tahun 1999 adalah jauh lebih rendah berbanding tahun 1998. Bahagian makanan mengalami kerugian dalam tahun 1999 dan tindakan telahpun diambil untuk menstruktur semula dan memperbaiki operasi dalam bahagian ini.

Kumpulan mencatat kerugian sebanyak RM20.5 juta berbanding keuntungan sebanyak RM27.8 juta di dalam tahun 1998. Segala tindakan telah diambil bagi memastikan kumpulan memperolehi keuntungan di dalam tahun 2000.

### TINJUAN OPERASI

#### Bahagian Perladangan

Bahagian Perladangan terus mencatat keuntungan dalam tahun 1999 meskipun harga komoditi rendah. Peningkatan dalam hasil FFB dan pengurangan kos pengeluaran membantu mengurangkan kesan daripada penurunan harga CPO/PK.

Tahun 2000 akan menyaksikan lebih banyak kawasan mencapai kematangan dan peningkatan dalam hasil FFB. Dalam tahun 1999, syarikat juga telah memulakan operasi di sebuah ladang kelapa sawit berukuran 4,100 hektar di Sibuloh, Sarawak. Projek ini dijangka menyumbang secara positif terhadap keuntungan syarikat dalam 4 – 5 tahun yang akan datang.

Bahagian Perladangan mencatat keuntungan sebanyak RM12.9 juta dalam 1999 berbanding RM27.2 juta dalam 1998.

Perolehan daripada bahagian perladangan akan terus meningkat dengan pertumbuhan berterusan di kawasan matang dalam 2-3 tahun yang akan datang.

It is with great pleasure that I present to you, on behalf of the Board of Directors, the Annual Report and Financial statements of the company for year ended 31st December 1999.

1999 was a year for rationalisation of the group's business activities. The group business activities were reviewed with the objective of getting focussed on the group strength and to enhance shareholders wealth.

The plantation division continued to record profits even though the commodities prices for 1999 were much lower than 1998. The food division incurred losses in 1999 and measures are initiated to restructure and improve the business operation of this division.

The group recorded a loss of RM20.5 million compared to RM27.8 million profits in 1998. All measures are being initiated to place the group back to profitability with better focus in the year 2000

### REVIEW OPERATION

#### Plantation Division

The Plantation Division continued to record profit in the year 1999 even with lower commodity prices. FFB yield increase and production cost reduction helped offset the sharp decline in CPO / PK price.

Year 2000 will see more area coming into maturity and increase in FFB yields. In the year 1999, the company has also commenced its operations on a 4,100 hectares oil palm plantation in Sibuloh, Sarawak. This project is expected to contribute positively to the company in the next 4 – 5 years.

The Plantation Division recorded a profit of RM12.9 million in 1999 as compared to RM27.2 million in 1998.

With the continued growth in the mature area in the next 2-3 years the plantation division earnings will continue to show growth.



## *Penyata Pengerusi...samb.* *Chairman's Statement...contd.*

Usahasama di dalam memajukan perusahaan kelapa sawit dengan Tabung Warisan dan Majlis Agama Islam akan mencapai kematangan secara berperingkat. Ini akan turut menyumbang kepada perolehan dan keuntungan syarikat.

Pemprosesan FFB dalam dua kilang pemprosesan mencatat kadar pertumbuhan yang tinggi. Kedua-dua kilang telah memproses 493,162 tan metrik dalam 1999 berbanding 369,917 tan metrik dalam 1998. Kadar penggunaan yang tinggi meningkatkan perolehan dan keuntungan syarikat. Dengan peningkatan dalam pengeluaran FFB dan lebih banyak kawasan mencapai tahap sedia-dituai, kedua-dua kilang tidak akan berupaya menampung keperluan pemprosesan hasil menjelang tahun 2001. Syarikat telah mengambil tindakan untuk membina satu lagi kilang pemprosesan kelapa sawit di Bukit Besi, Dungun, Terengganu. Kami menjangkakan lanya siap menjelang penghujung tahun 2001. Ini juga akan meningkatkan perolehan dan keuntungan Bahagian Perladangan.

### **Bahagian Makanan**

Bahagian Makanan memerlukan rasionalisasi yang lebih lanjut dalam tahun 2000 untuk meningkatkan keberkesanan operasinya. Lembaga yang baru telah mengambil tindakan untuk menyatu-padukan operasi dan mengurangkan kos operasi. Kami menjangkakan kemajuan daripada Bahagian Makanan dalam tahun 2000. Pihak pengurusan sedang bertungkus lumus untuk memperbaiki keberkesanan operasi dan perolehan.

Dalam tahun 1999, Bahagian Makanan mengalami kerugian sebanyak RM26.4 juta berbanding RM10.6 juta dalam tahun 1998.

Dengan operasi A&W dalam Kumpulan TDM di tiga buah negara, kumpulan berada dalam kedudukan yang baik untuk memanfaatkan ekonomi skala dan menjadi salah satu entiti utama dalam industri 'makanan segera' ('fast food') di rantau ini. Lembaga sedang berusaha menjadikan Bahagian makanan antara penyumbang utama terhadap perolehan kumpulan di tahun-tahun yang akan datang.

The Joint Venture on oil palm development with Tabung Warisan and Majlis Agama Islam are coming into maturity in stages. This will also improve our revenue and profitability.

The milling of FFB in our 2 palm oil mills recorded high growth rate. The 2 mills processed 493,162 metric tonnes in 1999 as compared to 369,917 metric tonnes in 1998. The high utilization rate increases our revenue and profitability. With the increase in FFB production and more areas coming into harvesting, our 2 mills will not be able to cope with the volume by year 2001. The company has initiated measures to construct another palm oil mill in Bukit Besi, Dungun, Terengganu. We expect to complete the mill construction by end of year 2001. This will increase our revenue and profitability of the Plantation Division.

### **Food Division**

The Food Division needs further rationalization in the year 2000 to enhance the operating efficiency. The new Board has taken measures to consolidate its operations and reduce its operating cost. We expect progress from the Food Division in the year 2000. The management team is working with renewed vigour to improve its operating efficiency and turnover.

In 1999, the Food Division incurred a loss of RM26.4 million as compared to RM10.6 million in 1998.

With A&W operations in TDM Group from 3 countries, the group is well positioned to reap the economies of scale and be a major regional player in the fast food industry. The Board is working on making the Food Division as a core contribution to the group in the next few years.

## Penyata Pengerusi...samb.

### Chairman's Statement....cont'd.

#### Lain-lain Hal

Lembaga meneruskan tindakan untuk merasionalisasikan operasi dalam unit perniagaan lain seperti perkhidmatan perubatan swasta, hartanah dan teknologi maklumat. Unit-unit perniagaan ini akan mempergiatkan usaha untuk menjanakan pulangan daripada pelaburan yang telah dilakukan oleh kumpulan. Lembaga akan sentiasa menjalankan pemantauan intensif ke atas segala kemajuan dan melaksanakan keputusan perniagaan yang sesuai demi menjaga kepentingan para pemegang saham.

#### PANDANGAN TERHADAP TAHUN 2000

Dua perniagaan utama kumpulan – Perladangan dan Bahagian Makanan dijangka mengembangkan perolehan untuk kumpulan.

Bahagian Perladangan akan terus mencapai kemajuan dalam pengeluaran dan keberkesanan kos. Walaupun harga CPO menurun hingga ke RM1,100 – RM1,250 per tan, margin operasi masih sesuai pada tahap ini. Bahagian-bahagian ini akan kekal sebagai penyumbang utama kepada keuntungan bagi kumpulan.

Bahagian Makanan juga dijangka mengalami pertumbuhan dengan adanya peningkatan ekonomi dan kembalinya keyakinan dari pihak pengguna. Operasi di Malaysia, Thailand dan Singapura dijangka meningkatkan lagi perolehan dan keberkesanan operasi dalam tahun 2000.

Secara keseluruhannya, tahun 2000 dijangka mencatat kemajuan berbanding tahun 1999.

#### AKTIVITI KORPORAT

Program ESOS telahpun berjaya dilaksanakan dengan kebenaran daripada pihak berkuasa yang berkenaan dan para pemegang saham.

#### Other Business

The Board continues in its measures to rationalize the operation of its other business unit such as private medical care, property and information technology. These businesses will be strengthened to recoup the investment by the group on these units. The Board will continue to intensively monitor the progress and make appropriate business decisions in the best interest of the shareholders.

#### OUTLOOK FOR YEAR 2000

The 2-core business of the group – Plantation and the Food Division are expected to expand its revenue to the group.

The Plantation Division will see continued improvement in the production and cost efficiency. Though the CPO price is lowering at only RM1,100 – RM1,250 per tonne, the operating margins are comfortable at these levels. These divisions will remain the major profit contributors to the group.

The Food Division is also expected to experience growth with the growth in the economy and the return of consumer confidence. Operation in Malaysia, Thailand and Singapore are expected to enhance its turnover and operating efficiency in the year 2000.

Overall, year 2000 is expected to show improvements to that of year 1999.

#### CORPORATE ACTIVITIES

The Employee Share Option Scheme (ESOS) program has been successfully implemented with the approval of all necessary authorities and shareholders.

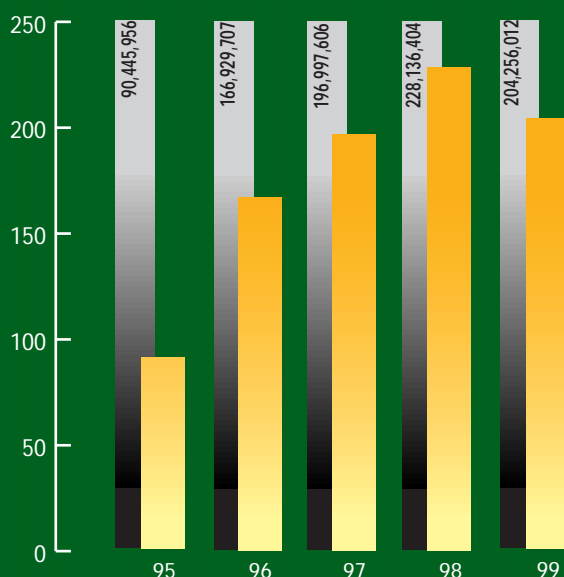


# MAKLUMAT KEWANGAN LIMA TAHUN

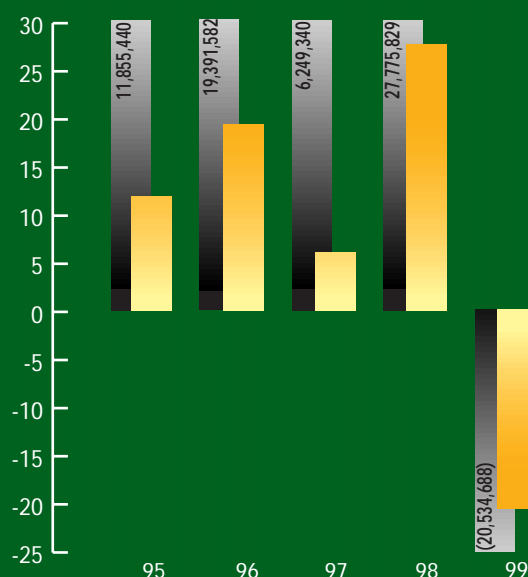
## FIVE YEAR'S FINANCIAL HIGHLIGHTS

Tahun / Year	1995	1996	1997	1998	1999
Hasil Operasi / Operating Revenue	90,455,956	166,929,707	196,997,606	228,136,404	204,256,012
Keuntungan Sebelum Cukai / Profit / (Loss) Before Tax	11,855,440	19,391,582	6,249,340	27,775,829	(20,534,688)
Jumlah Aset / Total Asset	115,166,967	397,585,965	509,589,695	582,100,603	551,481,040
Pendapatan Se Saham (sen) / Earnings / (Loss) Per Share (sen)	14.6	20.0	5.0	25.0	(29.0)

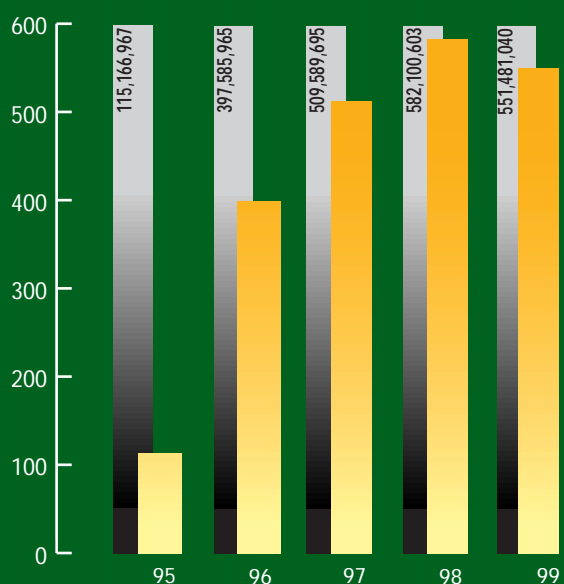
**Hasil Operasi**  
**Operating Revenue**  
1995 – 1999



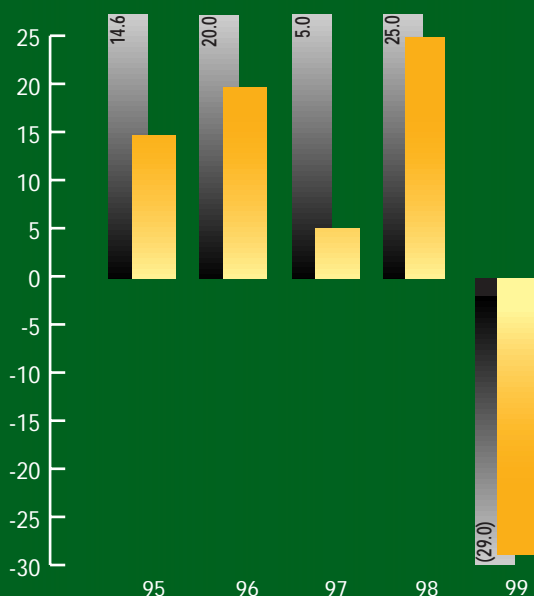
**Keuntungan / (Kerugian)**  
**Sebelum Cukai**  
**Profit / (Loss) Before Tax**  
1995 – 1999



**Jumlah Aset**  
**Total Asset**  
1995 – 1999



**Pendapatan / (Kerugian)**  
**Se Saham (Sen)**  
**Earnings / (Loss) Per Share (Sen)**  
1995 – 1999



# JAWATANKUASA AUDIT

## AHLI-AHLI JAWATANKUASA AUDIT

1. A. Zamani bin Mohammad  
(Pengerusi Bebas Bukan Eksekutif)
2. Raja Idris bin Raja Kamarudin  
(Pengarah Eksekutif)
3. Dato' Haji Hassan @ Shugib bin Lebai Mat  
(Pengarah Bebas Bukan Eksekutif)
4. Syed Ahmad bin Tuan Temerang  
(Setiausaha)

## BIDANG TUGAS

### Perlembagaan

Ahli Jawatankuasa Audit telah dibentuk oleh Lembaga Pengarah TDM Berhad selaras dengan resolusinya pada 29 Disember 1994.

### Keahlian

Jawatankuasa Audit mestilah dilantik oleh Lembaga Pengarah yang dipilih dari kalangan para pengarah yang terdiri daripada sekurang-kurangnya 3 orang ahli yang majoritinya mestilah tidak terdiri daripada:-

- (a) Pengarah Eksekutif syarikat atau perbadanan yang berkaitan;
- (b) Isteri atau suami, ibu bapa, adik-beradik lelaki, adik beradik perempuan, anak lelaki atau anak angkat lelaki atau anak perempuan atau anak angkat perempuan kepada Pengarah Eksekutif atau perbadanan yang berkaitan; atau
- (c) Sesiapa yang mempunyai pertalian pada pendapat Lembaga Pengarah yang mungkin campurtangan dengan penggunaan pengendalian bebas dalam menjalankan fungsi sebagai Jawatankuasa Audit.

Pengerusi kepada ahli jawatankuasa mestilah dilantik oleh Lembaga Pengarah. Jika seorang ahli daripada jawatankuasa audit meletak jawatan, meninggal dunia atau dengan sebab yang lain berhenti dari menjadi ahli yang mana akibat daripadanya jumlah ahli kurang daripada 3, para Lembaga Pengarah akan dalam jangkamasa 3 bulan daripada kejadian tersebut, melantik beberapa orang ahli baru yang mana diperlukan bagi menjadikan jumlah minima 3 orang ahli.

### Kehadiran Mesyuarat

Korum mestilah terdiri daripada dua orang ahli, salah seorang mesti menjadi Pengerusi Jawatankuasa Audit. Sekurang-kurangnya setahun sekali Jawatankuasa Audit mesti berjumpa dengan Juruaudit luar tanpa dihadiri oleh ahli Lembaga eksekutif. Juruaudit luar berhak hadir pada mana-mana mesyuarat Jawatankuasa Audit.

Setiausaha syarikat akan menjadi setiausaha kepada Jawatankuasa Audit. Minit-minit mesyuarat hendaklah dicatatkan ke dalam buku yang disediakan.

### Kekerapan Mesyuarat

Mesyuarat hendaklah diadakan tidak kurang dari 2 kali setahun. Juruaudit luar boleh meminta mesyuarat diadakan jika mereka memikirkan mesyuarat perlu diadakan di atas sebab-sebab tertentu, Pengerusi Jawatankuasa Audit pasti memanggil mesyuarat Ahli Jawatankuasa bagi menimbangkan sebarang perkara yang pada pendapat Juruaudit luar perlu di kemukakan kepada para pengarah atau pemegang saham.



## *Jawatankuasa Audit...samb.*

### **Kuasa**

Jawatankuasa Audit diberi kuasa oleh Lembaga Pengarah untuk menyiasat sebarang kegiatan yang merangkumi asas-asas rujukannya. Ia diberi kuasa untuk mendapatkan sebarang maklumat yang diperlukan dari sebarang kakitangan dan semua kakitangan yang diarahkan untuk memberi kerjasama terhadap sebarang permintaan oleh Jawatankuasa Audit.

Jawatankuasa Audit diberi kuasa oleh Lembaga Pengarah untuk mendapatkan khidmat perundingan luar atau nasihat profesional bebas lain dan membenarkan kehadiran pihak luar yang memiliki pengalaman dan kepakaran dalam perkara yang berkaitan sekiranya difikirkan perlu.

### **TUGAS-TUGAS DAN FUNGSI-FUNGSI**

Bidang tugas Jawatankuasa ini adalah:-

- a) Untuk menimbangkan perlantikan Juruaudit luar, yuran audit dan sebarang pertanyaan terhadap perletakan dan pemecatan jawatan.
- b) Untuk berbincang dengan Juruaudit luar sebelum memulakan jenis dan audit dan memastikan keselarasan sekiranya terdapat lebih daripada sebuah firma audit yang terlibat.
- c) Untuk meneliti dengan Pengurusan dan Juruaudit luar penyata kewangan setengah tahun dan penyata kewangan tahunan sebelum menyerahkan kepada Lembaga Pengarah, terutamanya terhadap perkara-perkara berikut:-
  - sebarang perubahan di dalam dasar-dasar amalan dan perakaunan
  - bidang-bidang yang memerlukan pertimbangan yang wajar
  - perubahan penting hasil dari audit
  - menuruti piawai-piawai perakaunan
  - menuruti kehendak Bursa Saham dan perundangan
- d) Untuk menguruskan laporan semasa dari pihak Pengurusan, Juruaudit luar dan Juruaudit dalam akan menilai kesan di atas pertukaran penting yang berulang kali; dan perkembangan perakaunan atau laporan yang dicadangkan oleh badan-badan perakaunan atau badan-badan lain, atau sebarang perkara penting yang mempunyai hubungan dalam kajian tahunan.
- e) Untuk membincangkan masalah dan cadangan yang timbul dari audit sementara dan akhir, dan sebarang perkara yang mana perlu dibincangkan (tanpa hadir pihak Pengurusan di mana perlu).
- f) Untuk mengkaji program audit dalam menimbangkan keputusan hasil siasatan penting audit dalam dan tindakan pengurusan dan memastikan penyelarasan di antara Juruaudit dalam dan luar.
- g) Untuk sentiasa mengkaji keberkesanan sistem kawalan dalaman dan pertimbangan Juruaudit luar dan/atau Juruaudit dalam ke atas sistem yang dinyatakan dan khususnya mengkaji surat pengurusan Juruaudit-Juruaudit luar serta tindakbalas daripada pihak Pengurusan.
- h) Untuk mengkaji laporan-laporan audit.
- i) Untuk mengarah dan bila mana sesuai menyelia sebarang projek-projek khas atau penyiasatan apabila difikirkan perlu.
- j) Untuk menimbangkan hal-hal berkenaan, sebagaimana yang dimaklumkan.

### **Prosedur Laporan**

Setiasa akan mengedarkan minit mesyuarat Jawatankuasa Audit kepada semua ahli Lembaga Pengarah.

# AUDIT COMMITTEE

## MEMBERS OF THE AUDIT COMMITTEE

1. A. Zamani bin Mohammad  
**(Independent Non-Executive Chairman)**
2. Raja Idris bin Raja Kamarudin  
**(Executive Director)**
3. Dato' Haji Hassan @ Shugib bin Lebai Mat  
**(Independent Non-Executive Director)**
4. Syed Ahmad bin Tuan Temerang  
**Secretary**

## TERMS OF REFERENCE

### Constitution

The Audit Committee was created by the Board of TDM Berhad pursuant to its resolution on 29 December 1994.

### Membership

The Audit Committee shall be appointed by the Board among their number and shall consist of not less than 3 members of whom a majority shall not be:-

- (a) executive directors of the company or any related corporation;
- (b) a spouse, parent, brother, sister, son or adopted son or daughter or adopted daughter of an executive director of the company or of any related corporation; or
- (c) any person having a relationship which in the opinion of the Board of Directors, would interfere with the exercise of independent judgement in carrying out the function of an audit committee.

The Chairman of the Committee shall be appointed by the Board.

If a member of the Audit Committee resigns, dies or for any other reason ceases to be a member with the result that the number of members is reduced below 3, the Board of Directors shall, within 3 months of that event, appoint such number of new members as may be required to make up the minimum number of 3 members;

### Attendance at meeting

A quorum shall be two members, one of whom shall be the Chairman of the Audit Committee. At least once a year the Audit Committee shall meet with the external auditors without any executive Board member present. The external auditor has the right to appear and be heard at any meeting of the Audit Committee.

The Company Secretary shall be the Secretary of the Audit Committee. Minutes of the meetings shall be duly entered in the books provided therefor.

### Frequency of meetings

Meetings shall be held not less than two times a year. The external auditors may request a meeting if they consider that one is necessary in particular, the Chairman of the Audit Committee shall convene a meeting of the Committee to consider any matters the external auditor believes should be brought to the attention of the Directors or Shareholders.



## *Audit Committee...contd.*

### **Authority**

The Audit Committee is authorised by the Board to investigate any activity within its terms of reference. It is authorised to seek any information it requires from any employee and all employees are directed to cooperate with any request made by the Audit Committee.

The Audit Committee is authorised by the Board to obtain outside legal or other independent professional advice and to secure the attendance of outsiders with relevant experience and expertise if it consider this necessary.

### **DUTIES AND FUNCTIONS**

The duties of the Audit Committee shall be:

- (a) to consider the appointment of the external auditor, the audit fee, and any questions of resignation or dismissal.
- (b) to discuss with the external auditor before the audit commences the nature and scope of the audit, and ensure co-ordination where more than one audit firm is involved.
- (c) to review with the Management and the external auditor the half – year and annual financial statements before their submission to the Board, focusing particularly on:
  - any changes in accounting policies and practices.
  - major judgemental areas.
  - significant adjustments resulting from the audit.
  - compliance with accounting standards.
  - compliance with stock exchange and legal requirements.
- (d) to arrange for periodic reports from Management, the external auditors, and the internal auditors to assess the impact of significant regulatory change; and accounting or reporting developments proposed by accounting and other bodies, or any significant matters that may have a bearing on the annual examination;
- (e) to discuss problems and reservations arising from the interim and final audits, and any matters the auditor may wish to discuss (in the absence of Management where necessary).
- (f) to review the internal audit programme, consider the major findings of internal audits and management's response, and ensure co-ordination between the internal and external auditors.
- (g) to keep under review the effectiveness of internal control systems, and the internal and/or external auditors' evaluation of the said systems and in particular review the external auditor's Management letter and management's response.
- (h) to review audit reports.
- (i) to direct and where appropriate supervise any special projects or investigation considered necessary.
- (j) to consider other topics, as defined.

### **Reporting Procedures**

The Secretary shall circulate the minutes of meetings of the Audit Committee to all members of the Board.



# LAPORAN PENGARAH

BAGI TAHUN BERAKHIR 31 DISEMBER 1999

Para pengarah dengan sukacitanya mengemukakan laporan mereka berserta dengan akaun-akaun Syarikat dan Kumpulan yang telah diaudit bagi tahun kewangan berakhir 31 Disember 1998.

## AKTIVITI UTAMA

Aktiviti utama Syarikat adalah pegangan pelaburan dan menyediakan perkhidmatan pengurusan. Aktiviti-aktiviti utama syarikat-syarikat subsidiari dan syarikat-syarikat bersekutu adalah sepertimana tercatat di dalam Nota 4 dan 5 kepada akaun. Tiada perubahan ketara dalam aktiviti-aktiviti ini sepanjang tahun.

## KEPUTUSAN KEWANGAN

	Syarikat	
	RM	RM
Kerugian sebelum cukai	(20,534,688)	(809,785)
Cukai	(4,008,798)	(3,978,642)
Kerugian selepas cukai	(24,543,486)	(4,788,427)
Kepentingan minoriti	1,463,113	–
	(23,080,373)	(4,788,427)
Keuntungan terkumpul dibawa ke hadapan		
Jumlah yang dinyatakan pada tahun sebelum Pelarasan tahun terdahulu	35,844,531 (819,448)	2,173,377 –
Jumlah yang dinyatakan semula	35,025,083	2,173,377
Keuntungan / (kerugian) terkumpul dihantar ke hadapan	11,944,710	(2,615,050)

## RIZAB DAN PERUNTUKAN

Tiada pemindahan penting kepada atau daripada rizab atau peruntukan sepanjang tahun kewangan kecuali seperti yang dinyatakan di dalam akaun-akaun.

## HUTANG LAPUK DAN RAGU

Sebelum akaun untungrugi dan lembaran imbangan Syarikat dan Kumpulan disediakan, para pengarah telah mengambil langkah sewajarnya untuk memastikan bahawa tindakan telah diambil berkaitan dengan penghapusan hutang lapuk dan membuat peruntukan untuk hutang ragu, dan berpuashati bahawa kesemua hutang yang diketahui lapuk telah dihapuskan dan peruntukan yang memadai telah dibuat bagi hutang ragu.

Pada tarikh laporan ini disediakan, para pengarah tidak mengetahui tentang sebarang keadaan yang mungkin akan menyebabkan hutang lapuk dihapuskan atau peruntukan bagi hutang ragu diperlukan di dalam Syarikat dan Kumpulan tidak memadai pada jumlah yang besar.

## PERKARA-PERKARA PENTING DAN BERSIFAT LUARBIASA

Keputusan operasi Syarikat dan Kumpulan bagi tahun kewangan berakhir 31 Disember 1998, pada pendapat para pengarah adalah tidak dipengaruhi secara ketara oleh mana-mana perkara, transaksi atau kejadian yang bersifat penting dan luarbiasa.



## Laporan Pengarah...samb.

BAGI TAHUN BERAKHIR 31 DISEMBER 1999

Kecuali sepertimana dinyatakan dalam Nota 34 kepada akaun, tidak berlaku diantara akhir tahun kewangan dan tarikh laporan ini sebarang perkara, urusan atau kejadian yang bersifat penting dan luar biasa, pada pandangan para pengarah, akan memberi kesan ketara ke atas keputusan operasi Syarikat dan Kumpulan bagi tahun kewangan semasa.

### ASET SEMASA

Sebelum akaun untung-rugi dan lembaran imbangan Syarikat dan Kumpulan disediakan, para pengarah telah mengambil langkah sewajarnya bagi memastikan bahawa sebarang aset semasa yang mungkin tidak dapat direalisasikan dalam perjalanan perniagaan biasa merangkumi nilai yang ditunjukkan di dalam rekod-rekod perakaunan telah dikurangkan nilainya kepada jumlah yang dijangka boleh direalisasi.

Pada tarikh laporan ini, para pengarah tidak mengetahui tentang sebarang keadaan yang mungkin boleh menyebabkan nilai ke atas aset semasa di dalam akaun mengelirukan.

### KAEDAH PENILAIAN

Pada tarikh laporan ini, para pengarah tidak mengetahui tentang sebarang keadaan yang timbul yang boleh menyebabkan kepatuhan kepada kaedah-kaedah penilaian yang sedia ada bagi penilaian aset-aset dan liabiliti-liabiliti Syarikat dan Kumpulan mengelirukan dan tidak sesuai.

### LIABILITI LUARJANGKA DAN LIABILITI LAIN

Pada tarikh laporan ini, tidak wujud:

- i) sebarang cagaran ke atas aset Syarikat dan Kumpulan yang timbul sejak berakhirnya tahun kewangan ini yang menjamin liabiliti mana-mana pihak lain; atau
- ii) sebarang liabiliti luarjangka Syarikat atau Kumpulan yang timbul sejak akhir tahun kewangan selain daripada yang dinyatakan dalam Nota 31 di dalam akaun.

Tidak ada liabiliti luarjangka atau liabiliti lain yang telah atau akan berkuatkuasa dalam tempoh dua belas bulan selepas berakhirnya tahun kewangan ini, pada pendapat para pengarah, akan atau boleh memberi kesan terhadap keupayaan Syarikat dan Kumpulan untuk memenuhi tanggungjawab tersebut apabila tiba masanya.

### PARA PENGARAH

Para Pengarah yang berkhidmat sejak tarikh laporan terakhir adalah seperti berikut:-

Harun bin Taib	(Dilantik berkuatkuasa pada 8/2/2000)
Md Azmi bin Lop Yusof	(Dilantik berkuatkuasa pada 8/2/2000)
Dato' Senara Muda (Dato' Mazlan @ Mohd Nanri bin Hashim)	(Dilantik berkuatkuasa pada 8/2/2000)
Dato' Haji Zaki @ Mohd Zaki bin Yusoff	
Raja Idris bin Raja Kamarudin	(Dilantik berkuatkuasa pada 19/2/2000)
Dato' Haji Hassan @ Shugib bin Lebai Mat	(Dilantik berkuatkuasa pada 19/2/2000)
A. Zamani bin Mohammad	(Dilantik berkuatkuasa pada 19/2/2000)
Dato' Abdul Rashid bin Ngah	(Meletakkan jawatan berkuatkuasa pada 8/2/2000)
Dato' Adnan bin Maaruf	(Meletakkan jawatan berkuatkuasa pada 8/2/2000)
Datuk Ibak bin Abu Husin	(Meletakkan jawatan berkuatkuasa pada 8/2/2000)
Dato' Haji Mohd @ Daik bin Ngah	(Meletakkan jawatan berkuatkuasa pada 8/2/2000)
Dato' Haji Ismail bin Sulong	(Meletakkan jawatan berkuatkuasa pada 8/2/2000)
Abdul Rahim bin Nik	(Meletakkan jawatan berkuatkuasa pada 8/2/2000)

## Laporan Pengarah...samb.

BAGI TAHUN BERAKHIR 31 DISEMBER 1999

Menurut Artikel 112 Tataurusu Syarikat, Harun bin Taib, Md Azmi bin Lop Yusof, Dato' Senara Muda (Dato' Mazlan @ Mohd Nanri bin Hashim, Raja Idris bin Raja Kamarudin, Dato' Haji Hassan @ Shugib bin Lebai Mat dan A. Zamani bin Mohammad bersara pada mesyuarat agung tahunan yang akan datang, dan, kerana layak, mereka menawarkan diri untuk dilantik semula.

Menurut dengan Daftar Pegangan Saham Pengarah, tidak ada pengarah yang memegang jawatan pada akhir tahun mempunyai sebarang kepentingan di dalam saham Syarikat atau syarikat-syarikat yang berkaitan di sepanjang tahun kewangan.

### MANFAAT PARA PENGARAH

Sejak akhir tahun kewangan yang lepas, tiada pengarah Syarikat yang telah menerima atau berhak menerima sebarang manfaat (selain dari yuran dan ganjaran lain yang dinyatakan dalam akaun) akibat dari kontrak yang dibuat oleh Syarikat atau perbadanan berkaitan dengan Pengarah atau dengan firma di mana beliau adalah seorang ahli, atau dengan syarikat di mana pengarah berkenaan mempunyai kepentingan kewangan yang utama.

Tiada sepanjang tempoh atau pada akhir tahun kewangan, Syarikat dan syarikat subsidiarinya menjadi pihak kepada sebarang persetujuan yang matlamatnya ialah untuk membolehkan para pengarah mendapat manfaat melalui pengambilalihan saham atau debentur Syarikat atau sebarang badan korporat lain.

### PERUBAHAN KEADAAN

Pada tarikh laporan ini, para pengarah tidak mengetahui tentang sebarang keadaan yang tidak diambilkira di dalam laporan ini atau akaun yang akan menyebabkan mana-mana jumlah yang dinyatakan dalam akaun mengelirukan.

### JURUAUDIT

Juruaudit, Aljeffri & Co. telah menyatakan kesanggupan mereka untuk meneruskan perkhidmatan.

Bagi Pihak Lembaga Pengarah,



**RAJA IDRIS BIN RAJA KAMARUDIN**

Pengarah



**DATO' HAJI ZAKI @ MOHD ZAKI BIN YUSOFF**

Pengarah

Kuala Lumpur,

Tarikh : 28 April 2000



# PENYATA PARA PENGARAH

Kami, **RAJA IDRIS BIN RAJA KAMARUDIN** dan **DATO' HAJI ZAKI @ MOHD. ZAKI BIN YUSOFF**, dua orang daripada para Pengarah **TDM BERHAD** dengan ini menyatakan bahawa pada pendapat kami, akaun-akaun yang dibentangkan di mukasurat 35 hingga 57 telah disediakan menurut piawai-piawai perakaunan yang diluluskan untuk memberi gambaran yang benar dan saksama mengenai kedudukan urusan Syarikat dan Kumpulan pada 31 Disember 1999 dan hasil Syarikat dan Kumpulan dan aliran tunai Kumpulan bagi tahun kewangan berakhir pada tarikh tersebut.

Bagi Pihak Lembaga Pengarah,



**RAJA IDRIS BIN RAJA KAMARUDIN**

Pengarah



**DATO' HAJI ZAKI @ MOHD. ZAKI BIN YUSOFF**

Pengarah

Kuala Lumpur,

Tarikh : 28 April 2000

# AKUAN BERKANUN

Saya, **SYED AHMAD BIN TUAN TEMERANG**, pegawai utama bertanggungjawab atas pengurusan kewangan **TDM BERHAD**, dengan ikhlas mengaku bahawa akaun-akaun yang dibentangkan di mukasurat 35 hingga 57, sebaik-baik dalam pengetahuan dan kepercayaan saya adalah betul, dan saya membuat pengakuan ini dengan kepercayaan sesungguhnya dengan mempercayai bahawa ianya benar dan menurut peruntukan Akta Akuan Berkanun, 1960.

Ditandatangani dan diakui oleh penama di atas ]

SYED AHMAD BIN TUAN TEMERANG ]

di Kuala Lumpur dalam Wilayah Persekutuan ]

pada 28 April 2000. ]



**SYED AHMAD BIN TUAN TEMERANG**

Di hadapan saya,



**No. 84-B&86-B**  
**Jalan Ipoh**  
**51200 Kuala Lumpur**

**MOHD RADZI BIN YASIN**

Pesuruhjaya Sumpah,  
Kuala Lumpur

# LAPORAN JURUAUDIT

## KEPADA AHLI-AHLI SYARIKAT

Kami telah mengaudit akaun-akaun yang dibentangkan di mukasurat 35 hingga 57. Pengarah Syarikat adalah bertanggungjawab ke atas akaun ini. Tanggungjawab kami adalah menyatakan pendapat kami terhadap akaun ini diaudit.

Kami telah melaksanakan audit kami menurut Piawaian Audit yang telah diluluskan di Malaysia. Piawaian tersebut memerlukan pihak kami merancang dan melaksanakan audit bagi mencapai kepastian yang munasabah sama ada akaun-akaun adalah bebas daripada salah nyata yang ketara. Sesuatu audit yang merangkumi pemeriksaan, berdasarkan ujian bukti yang menyokong terhadap amaun dan pernyataan dalam akaun. Sesuatu audit juga merangkumi penilaian prinsip-prinsip perakaunan yang digunakan dan anggaran penting yang dibuat oleh Lembaga Pengarah, serta penilaian terhadap pembentangan akaun-akaun. Secara keseluruhannya kami percaya bahawa audit kami telah memberi asas munasabah untuk menyatakan pendapat kami.

Pada pendapat kami:

- (a) akaun-akaun telah disediakan dengan wajar menurut Piawai-Piawai Perakaunan yang diluluskan di Malaysia dan mematuhi peruntukan-peruntukan dibawah Akta Syarikat, 1965, untuk memberikan gambaran yang benar dan saksama mengenai :-
  - i) kedudukan urusan Syarikat dan Kumpulan pada 31 Disember 1998 dan hasil kendalian syarikat dan Kumpulan serta aliran tunai Kumpulan bagi tahun kewangan berakhir pada tarikh tersebut; dan
  - ii) perkara-perkara yang dikehendaki oleh Seksyen 169 Akta Syarikat 1965 untuk dinyatakan di dalam akaun-akaun Syarikat dan Kumpulan.
- (b) perakaunan dan rekod-rekod lain dan daftar-daftar yang diperlukan mengikut Akta untuk disimpan oleh Syarikat dan syarikat-syarikat subsidiari yang diaudit oleh kami telah disimpan dengan sempurna menurut peruntukan dibawah Akta tersebut.

Kami telah mempertimbangkan akaun-akaun dan laporan juruaudit kesemua anak syarikat yang mana kami tidak bertindak sebagai juruaudit dan seperti yang dinyatakan dalam Nota 4 kepada akaun, yang mana akaun-akaun tersebut telah diambilkira di dalam akaun-akaun yang disatukan.

Kami berpuashati terhadap akaun syarikat-syarikat subsidiari yang telah disatukan dengan akaun Syarikat adalah dalam bentuk dan kandungan yang bersesuaian bagi tujuan penyediaan akaun-akaun yang disatukan dan kami telah menerima maklumat dan penjelasan yang memuaskan bagi tujuan tersebut.

Laporan juruaudit bagi akaun syarikat-syarikat subsidiari tidak tertakluk kepada sebarang syarat dan tidak mengandungi sebarang teguran mengikut Sub Seksyen (3) 174, Akta tersebut.



**ALJEFFRI & CO**

Akauntan Awam (Malaysia)

No Firma : AF 0277



**MOHD ARIF MUSTAPAH**

Nombor Kelulusan : 1934/3/01 (J)

Kuala Lumpur,

Tarikh : 28 April 2000

# DIRECTORS' REPORT

FOR THE YEAR ENDED 31ST DECEMBER, 1999

The directors have pleasure in submitting their report and the audited accounts of the Company and of the Group for the financial year ended 31st December 1999.

## PRINCIPAL ACTIVITIES

The principal activities of the Company are investment holding and providing management services. The principal activities of the subsidiary companies and associated companies are set out in Notes 4 and 5 to the accounts. There have been no significant changes in these activities during the financial year.

## RESULTS

	<b>Company</b> <b>RM</b>	
Loss before taxation	(20,534,688)	(809,785)
Taxation	(4,008,798)	(3,978,642)
Loss after taxation	(24,543,486)	(4,788,427)
Minority interest	1,463,113	-
	(23,080,373)	(4,788,427)
Accumulated profit brought forward		
As previously stated	35,844,531	2,173,377
Prior year adjustment	(819,448)	-
As restated	35,025,083	2,173,377
Accumulated profit / (loss) carried forward	11,944,710	(2,615,050)

## RESERVES AND PROVISIONS

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

## BAD AND DOUBTFUL DEBTS

Before the profit and loss account and balance sheet of the Company and the Group were made out, the directors took reasonable steps to ascertain that action had been taken in relation to the writing off of bad debts and the making of provision for doubtful debts, and satisfied themselves that all known bad debts had been written off and adequate provision had been made for doubtful debts.

At the date of this report, the directors are not aware of any circumstances that would render the amount written off for bad debts or the amount of the provision for doubtful debts in the Company and the Group inadequate to any substantial extent.

## ITEMS OF A MATERIAL AND UNUSUAL NATURE

The results of the operations of the Company and of the Group for the financial year ended 31st December 1999 were not, in the opinion of the directors, substantially affected by any item, transaction or event of a material and unusual nature.

Except as disclosed in Note 34 to the accounts, there has not arisen in the interval between the end of the financial year and the date of this report any item, transaction or event of a material and unusual nature likely, in the opinion of the directors, to affect substantially the results of the operations of the Company and of the Group for the current financial year.



## Directors' Report ....cont'd

FOR THE YEAR ENDED 31ST DECEMBER, 1999

### CURRENT ASSETS

Before the profit and loss account and balance sheet of the Company and the Group were made out, the directors have taken reasonable steps to ensure that any current assets which were unlikely to realize in the ordinary course of business including their values as shown in the accounting records have been written down to an amount which they might be expected to realize.

At the date of this report, the directors are not aware of any circumstances that would render the values attributed to the current assets in the respective the accounts misleading.

### VALUATION METHODS

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

### CONTINGENT AND OTHER LIABILITIES

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

- i) any charge on the assets of the Group or the Company that has arisen since the end of the financial year and which secures the liabilities of any other person; or
- ii) any contingent liability in respect of the Group or the Company which has arisen since the end of the financial year other than as stated in Note 31 to the accounts.

No contingent liability or other liability has become enforceable, or is likely to become enforceable within the period of twelve months after the end of the financial year which, in the opinion of the directors, will or may affect the ability of the Company or the Group to meet their obligations as and when they fall due.

### DIRECTORS

The directors in office since the date of the last report are as follows :

Harun bin Taib	(Appointed w.e.f. 8/2/2000)
Md Azmi bin Lop Yusof	(Appointed w.e.f. 8/2/2000)
Dato' Senara Muda (Dato' Mazlan @ Mohd Nanri bin Hashim)	(Appointed w.e.f. 8/2/2000)
Dato' Haji Zaki @ Mohd Zaki bin Yusoff	
Raja Idris bin Raja Kamarudin	(Appointed w.e.f. 19/2/2000)
Dato' Haji Hassan @ Shugib bin Lebai Mat	(Appointed w.e.f. 19/2/2000)
A. Zamani bin Mohammad	(Appointed w.e.f. 19/2/2000)
Dato' Abdul Rashid bin Ngah	(Resigned w.e.f. 8/2/2000)
Dato' Adnan bin Maaruf	(Resigned w.e.f. 8/2/2000)
Datuk Ibak bin Abu Husin	(Resigned w.e.f. 8/2/2000)
Dato' Haji Mohd @ Daik bin Ngah	(Resigned w.e.f. 8/2/2000)
Dato' Haji Ismail bin Sulong	(Resigned w.e.f. 8/2/2000)
Abdul Rahim bin Nik	(Resigned w.e.f. 8/2/2000)



## *Directors' Report ....cont'd*

*FORTHE YEAR ENDED 31ST DECEMBER, 1999*

In accordance with Article 112 of the Company's Articles of Association, Harun bin Taib, Md Azmi bin Lop Yusof, Dato' Senara Muda (Dato' Mazlan @ Mohd Nanri bin Hashim), Raja Idris bin Raja Kamarudin, Dato' Haji Hassan @ Shugib bin Lebai Mat and A. Zamani bin Mohammad retire at the forthcoming annual general meeting and, being eligible, offer themselves for re-election.

In accordance with the Register of Directors' Shareholdings, none of the directors who were in office at the end of the year had any interest in shares in the Company or its related companies during the financial year.

### **DIRECTORS' BENEFITS**

Since the end of the previous financial year, no director of the Company has received or become entitled to receive any benefit (other than the fees and other emoluments shown in the accounts) by reason of a contract made by the Company or a related corporation with the director or with a firm of which he is a member or with a company in which he has a substantial financial interest.

Neither during nor at the end of the financial year, was the Company or any of its subsidiary companies a party to any arrangements whose object was to enable the directors to acquire benefits through the acquisition of shares in or debentures of the Company or any other corporate body.

### **CHANGE OF CIRCUMSTANCES**

At the date of this report, the directors are not aware of any circumstances not otherwise dealt with in this report or the accounts which would render any amount stated in the respective accounts misleading.

### **AUDITORS**

The auditors, Aljeffri & Co. have expressed their willingness to continue in office.

On Behalf of the Board,



**RAJA IDRIS BIN RAJA KAMARUDIN**

Director



**DATO' HAJI ZAKI @ MOHD ZAKI BINYUSOFF**

Director

Kuala Lumpur,

Date : 28 April 2000



# STATEMENT BY DIRECTORS


We, **RAJA IDRIS BIN RAJA KAMARUDIN** and **DATO' HAJI ZAKI @ MOHD. ZAKI BIN YUSOFF**, being two of the directors of **TDM BERHAD**, state that in the opinion of the directors, the accounts set out on pages 65 to 87 and drawn up in accordance with the applicable approved Accounting Standards so as to give a true and fair view of the state of affairs of the Company and of the Group as at 31st December 1999 and of their results and cash flow of the Group for the financial year ended on that date.

On Behalf of the Board,



**RAJA IDRIS BIN RAJA KAMARUDIN**

Director



**DATO' HAJI ZAKI @ MOHD. ZAKI BIN YUSOFF**

Director

Kuala Lumpur,

Date : 28 April 2000

# STATUTORY DECLARATION

I, **SYED AHMAD BIN TUAN TEMERANG**, being the officer primarily responsible for the financial management of **TDM BERHAD**, do solemnly and sincerely declare that the accounts set out on pages 65 to 87 are to the best of my knowledge and belief 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 at ]  
Kuala Lumpur in the Federal Territory ]  
on this 28 April 2000 ]



**SYED AHMAD BIN TUAN TEMERANG**

Before me,



**No. 84-B&86-B**  
**Jalan Ipoh**  
**51200 Kuala Lumpur**

**MOHD RADZI BINYASIN**

Commissioner of Oaths,  
Kuala Lumpur

# REPORT OF THE AUDITORS

TO THE MEMBERS OF TDM BERHAD

We have audited the accounts set out on pages 65 to 87. These accounts are the responsibility of the Company's directors. Our responsibility is to express an opinion on these accounts based on our audit.

We conducted our audit in accordance with approved Standards on Auditing in Malaysia. Those standards require that we plan and perform the audit to obtain reasonable assurance about whether the accounts are free of material misstatement. An audit includes examining, on a test basis, evidence supporting the amounts and disclosures in the accounts. An audit also includes assessing the accounting principles used and significant estimates made by directors, as well as evaluating the overall accounts presentation. We believe that our audit provides a reasonable basis for our opinion.

In our opinion:

- (a) the accounts are properly drawn up in accordance with the applicable approved accounting standards in Malaysia and comply with the provision of the Companies Act, 1965 so as to give a true and fair view of:
  - i) the state of affairs of the Company and the Group as at 31st December 1999 and the results of their operations and cash flow of the Group for the financial year ended on that date; and
  - ii) the matters required by Section 169 of the Companies Act, 1965 to be dealt with in the accounts of the Company and of the Group.
- (b) 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 said Act.

We have considered the accounts and the auditors' reports of all the subsidiaries of which we have not acted as auditors and which are indicated in Note 4 to the accounts, being accounts which are included in the consolidated accounts.

We are satisfied that the accounts of the subsidiaries that have been consolidated with the Company's accounts are in form and content appropriate and proper for the purposes of the preparation of the consolidated accounts and we have received satisfactory information and explanations required by us for those purposes.

The auditors' reports on the accounts of the subsidiaries were not subject to any qualification or any adverse comment made under Subsection (3) of Section 174 of the Act.



**ALJEFFRI & CO**

Public Accountants (Malaysia)

Firm No. : AF 0277



**MOHD ARIF MUSTAPAH**

Approval Number : 1934/3/01 (J)

Kuala Lumpur,

Date : 28 April 2000

P e n y a t a

K e w a n g a n

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# KUNCI KIRA-KIRA BAGI TAHUN BERAKHIR 31 DISEMBER, 1999

	NOTA	KUMPULAN		SYARIKAT	
		1999 RM	1998 RM	1999 RM	1998 RM
ASET TETAP	3	<b>433,246,400</b>	411,667,501	<b>33,790,981</b>	26,761,162
SYARIKAT-SYARIKAT SUBSIDIARI	4	–	–	<b>185,020,032</b>	168,800,448
SYARIKAT-SYARIKAT BERSEKUTU	5	<b>1,519,647</b>	4,753,197	–	2,080,000
PELABURAN	6	<b>13,723,015</b>	14,380,630	<b>4,465,000</b>	4,770,000
ASET SEMASA					
Perbelanjaan pembangunan	7	<b>1,358,207</b>	4,114,010	–	–
Stok	8	<b>18,560,369</b>	17,367,104	<b>4,792</b>	–
Penghutang perdagangan	9	<b>17,623,959</b>	28,320,962	–	–
Penghutang lain, deposit dan prabayaran	10	<b>39,845,502</b>	56,657,223	<b>2,617,807</b>	18,378,121
Simpanan dengan bank berlesen	11	<b>3,522,607</b>	8,210,053	<b>2,500</b>	–
Wang Tunai dan baki di bank		<b>6,533,263</b>	11,495,162	<b>6,642</b>	961,064
		<b>87,443,907</b>	126,164,514	<b>2,631,741</b>	19,339,185
LIABILITI SEMASA					
Pemiutang perdagangan		<b>23,987,915</b>	27,113,737	–	–
Pemiutang lain dan akruan		<b>93,097,273</b>	82,988,208	<b>12,507,912</b>	10,757,927
Pemiutang sewa beli dan pajakan	12	<b>5,689,478</b>	3,070,851	<b>203,635</b>	173,026
Pinjaman jangka pendek	13	<b>44,499,599</b>	47,145,462	<b>7,538,638</b>	8,556,717
Peruntukan untuk cukai		<b>4,854,782</b>	9,560,069	<b>324,487</b>	2,028,678
		<b>172,129,047</b>	169,878,327	<b>20,574,672</b>	21,516,348
LIABILITI SEMASA BERSIH		<b>(84,685,140)</b>	(43,713,813)	<b>(17,942,931)</b>	(2,177,163)
MUHIBAH DARI PENYATUAN	14	<b>7,678,078</b>	8,404,172	–	–
PERBELANJAAN DIHANTAR KE HADAPAN	15	<b>7,869,993</b>	6,166,940	–	–
		<b>379,351,993</b>	401,658,627	<b>205,333,082</b>	200,234,447

Lihat nota-nota kepada akaun yang disertakan.

NOTA	KUMPULAN		SYARIKAT	
	1999 RM	1998 RM	1999 RM	1998 RM
Dibiayai oleh:				
MODAL SAHAM	16	80,614,088	80,614,088	80,614,088
RIZAB MODAL	17	–	2,736,024	2,736,024
LEBIHAN PENILAIAN SEMULA	18	80,625,588	10,708,020	10,708,020
RIZAB PENGGABUNGAN	19	23,227,264	–	–
RIZAB PERTUKARAN MATAWANG ASING	20	(7,409,172)	–	–
AKAUN UNTUNG RUGI		11,944,710	(2,615,050)	2,173,377
Ekuiti Pemegang Saham Bersih		189,002,478	91,443,082	96,231,509
KEPENTINGAN MINORITI		1,144,757	–	–
LIABILITI JANGKA PANJANG DAN TERTUNDA				
Pemiutang sewa beli dan pajakan	12	4,063,054	90,000	202,938
Pinjaman jangka panjang	21	78,126,672	10,000,000	–
Cukai tertunda	22	2,014,000	–	–
Peruntukan untuk faedah persaraan		701,032	–	–
3% Stok pinjaman tak terjamin tidak boleh ditebus tetapi boleh ditukar	23	103,800,000	103,800,000	103,800,000
6-7% stok pinjaman tak terjamin boleh ditukar	24	500,000	–	–
		379,351,993	205,333,082	200,234,447

Lihat nota-nota kepada akaun yang disertakan.



# AKAUN UNTUNG RUGI BAGI TAHUN BERAKHIR 31 DISEMBER, 1999

	NOTA	KUMPULAN		SYARIKAT	
		1999 RM	1998 RM	1999 RM	1998 RM
PEROLEHAN	2 (i)	<b>204,256,012</b>	228,136,404	<b>5,963,023</b>	21,340,139
(KERUGIAN) / KEUNTUNGAN OPERASI SEBELUM CUKAI	25	<b>(20,534,688)</b>	28,673,470	<b>(809,785)</b>	18,236,007
PEMBAHAGIAN (KERUGIAN) / KEUNTUNGAN DALAM SYARIKAT-SYARIKAT BERSEKUTU		-	(897,641)	-	-
(KERUGIAN) / KEUNTUNGAN SEBELUM CUKAI		<b>(20,534,688)</b>	27,775,829	<b>(809,785)</b>	18,236,007
CUKAI	26	<b>(4,008,798)</b>	(9,599,022)	<b>(3,978,642)</b>	(5,472,527)
(KERUGIAN) / KEUNTUNGAN SELEPAS CUKAI		<b>(24,543,486)</b>	18,176,807	<b>(4,788,427)</b>	12,763,480
KEPENTINGAN MINORITI		<b>1,463,113</b>	1,702,173	-	-
		<b>(23,080,373)</b>	19,878,980	<b>(4,788,427)</b>	12,763,480
KEUNTUNGAN / (KERUGIAN) TERKUMPUL DIBAWA KE HADAPAN					
Jumlah yang dinyatakan pada tahun sebelum Pelarasan tahun terdahulu	27	<b>35,844,531</b> <b>(819,448)</b>	14,899,886 1,065,665	<b>2,173,377</b> -	(10,590,103) -
Jumlah yang dinyatakan semula		<b>35,025,083</b>	15,965,551	<b>2,173,377</b>	(10,590,103)
KEUNTUNGAN / (KERUGIAN) TERKUMPUL DIHANTAR KEHADAPAN		<b>11,944,710</b>	35,844,531	<b>(2,615,050)</b>	2,173,377
(KERUGIAN) / PENDAPATAN SESAHAM	28	<b>(0.29)</b>	0.25		

Lihat nota-nota kepada akaun yang disertakan.



# PENYATA ALIRAN TUNAI DISATUKAN

BAGI TAHUN BERAKHIR 31 DISEMBER, 1999

	1999 RM	1998 RM
Aliran tunai daripada aktiviti operasi		
(Kerugian) / Keuntungan sebelum cukai	<b>(20,534,688)</b>	27,775,829
Pelarasan untuk:		
Susutnilai / pelunasan aset-aset tetap	<b>16,282,656</b>	15,983,815
Pelunasan perbelanjaan dihantar ke hadapan	<b>2,207,445</b>	2,255,447
Kerugian / (keuntungan) atas penjualan aset-aset tetap	<b>339,250</b>	(22,545)
Peruntukan rosotnilai dalam nilai aset-aset tetap	<b>1,900,000</b>	-
Keuntungan atas penjualan syer-syer	-	61,510
Pembahagian syarikat-syarikat bersekutu	-	897,641
Aset tetap yang dihapuskira	<b>1,217,770</b>	108,333
Pelunasan muhibah	<b>1,050,888</b>	1,050,888
Peruntukan rosotnilai dalam nilai pelaburan	<b>3,624,263</b>	1,526,898
Keuntungan operasi sebelum perubahan modal kerja	<b>6,087,584</b>	49,637,816
Peningkatan dalam stok	<b>(1,193,265)</b>	(2,909,333)
Penurunan / (Peningkatan) dalam penghutang	<b>39,067,537</b>	(33,493,637)
(Penurunan) / Peningkatan dalam pemiutang	<b>(7,292,236)</b>	41,342,431
Pergerakan pertukaran mata wang asing	<b>1,430,771</b>	(5,934,515)
Peningkatan / (Penurunan) perbelanjaan pembangunan	<b>1,564,603</b>	(3,380,046)
Tunai dihasilkan dari operasi aktiviti	<b>39,664,994</b>	45,262,716
Cukai pendapatan dibayar	<b>(8,702,085)</b>	(2,920,398)
Perbelanjaan permulaan dan pra-operasi dibayar	<b>(3,910,498)</b>	(5,052,706)
Faedah persaraan dibayar	<b>15,972</b>	16,839
Tunai bersih dari aktiviti operasi	<b>27,068,383</b>	37,306,451
Aliran Tunai dari aktiviti-aktiviti pelaburan		
Perolehan dari penjualan pelaburan	-	25,071
*Pembelian syarikat subsidiari	<b>27,559</b>	(200,000)
Pindahan dari penjualan aset-aset tetap	<b>2,348,453</b>	3,782,326
Pembelian aset-aset tetap	<b>(44,179,267)</b>	(46,162,645)
Pembelian pelaburan	-	(125,326)
Pelaburan dalam syarikat bersekutu	-	355,500
Tunai bersih digunakan dalam aktiviti pelaburan	<b>(41,803,255)</b>	(42,325,074)



**Penyata Aliran Tunai Disatukan....samb.** BAGI TAHUN BERAKHIR 31 DISEMBER, 1999

	1999 RM	1998 RM
Aliran Tunai dari Aktiviti Kewangan		
Pinjaman bank diterima	<b>10,953,448</b>	6,232,959
Kutipan dari terbitan saham kepada Minoriti	<b>284,463</b>	1,224,998
Pembayaran balik pinjaman berjangka	<b>(4,599,963)</b>	(6,779,721)
Pembayaran balik stok pinjaman	-	500,000
Tunai bersih dari aktiviti kewangan	<b>6,637,988</b>	1,178,236
Penurunan bersih dalam tunai dan kesetaraan tunai	<b>(8,096,884)</b>	(3,840,387)
Tunai dan kesetaraan tunai pada awal tahun	<b>(12,982,040)</b>	(9,141,653)
Tunai dan kesetaraan tunai pada akhir tahun	<b>(21,078,924)</b>	(12,982,040)
Diwakili oleh:		
Overdraf bank	<b>(31,134,794)</b>	(32,687,255)
Simpanan dengan bank berlesen	<b>3,522,607</b>	8,210,053
Wang tunai dan baki di bank	<b>6,533,263</b>	11,495,162
	<b>(21,078,924)</b>	(12,982,040)
* Analisa pengambilalihan Syarikat subsidiari		
Aset bersih yang diperolehi:		
Muhibah / (Rizab)	<b>324,796</b>	(29,326)
Pembahagian aset bersih yang diambilalih	<b>(74,796)</b>	329,326
	<b>250,000</b>	300,000
Tolak : Dibiayai secara pertukaran hutang didalam subsidiari yang diambilalih, kepada modal saham Tunai dalam subsidiari diambilalih	-	(100,000)
	<b>(277,559)</b>	-
	<b>(27,559)</b>	200,000
(Tunai bersih diambilalih / Dibiayai secara tunai)	<b>(27,559)</b>	200,000

# NOTA-NOTA KEPADA AKAUN

BAGI TAHUN BERAKHIR 31 DISEMBER, 1999

## 1. AKTIVITI UTAMA

Aktiviti utama Syarikat adalah pegangan pelaburan dan menyediakan perkhidmatan pengurusan. Aktiviti-aktiviti utama syarikat-syarikat subsidiari dan syarikat-syarikat bersekutu adalah sepertimana tercatat di dalam Nota 4 dan 5 kepada akaun. Tiada perubahan ketara dalam aktiviti-aktiviti ini sepanjang tahun.

## 2. POLISI PERAKAUNAN YANG PENTING

### a) Asas Perakaunan

Akaun-akaun Syarikat dan Kumpulan telah disediakan mengikut kelaziman kos sejarah yang diubahsuai dengan penilaian semula aset-aset tetap tertentu dan mematuhi piawai-piawai perakaunan yang diluluskan.

### b) Asas Penyatuan

Akaun-akaun yang disatukan menggabungkan akaun-akaun Syarikat dan syarikat-syarikat subsidiari setakat akhir tahun kewangan. Baki-baki dan transaksi antara syarikat telah dihapuskan semasa penyatuan. Syarikat-syarikat subsidiari telah disatukan mengikut kaedah perakaunan pengambilalihan, kecuali Kumpulan Ladang-Ladang Trengganu Sdn. Bhd. yang telah disatukan mengikut kaedah perakaunan penggabungan menurut peruntukan Lembaga Piawai Perakaunan Malaysia No. 11.

Keputusan syarikat-syarikat subsidiari yang disatukan atas kaedah perakaunan pengambilalihan telah dimasukkan dari tarikh pengambilalih atau sehingga ke tarikh pelupusan. Lebihan kos pelaburan dari nilai aset bersih syarikat subsidiari pada tarikh pengambilalihan diambilkira sebagai muhibah terhasil daripada penyatuan dan dilunaskan untuk tempoh selama 10 tahun.

Berkaitan dengan Kumpulan Ladang-Ladang Trengganu Sdn. Bhd. yang telah diambilkira dibawah kaedah perakaunan penggabungan, keputusan bagi tahun ini telah diambilkira sepenuhnya, tanpa mengambilkira tarikh penggabungan dan perbezaan diantara nilai nominal saham yang dikeluarkan sebagai perkiraan untuk penggabungan dan nilai nominal Modal Saham dan Premium Saham diambilkira ke dalam rizab disatukan sebagai Rizab Penggabungan.

### c) Syarikat-syarikat Bersekutu

Syarikat-syarikat bersekutu adalah syarikat di mana Kumpulan mempunyai kepentingan ekuiti jangkapanjang di antara 20% dan 50% dan membolehkan pengaruh berkesan dilaksanakan ke atas polisi kewangan dan operasi melalui perwakilan Lembaga.

Bahagian keputusan dan rizab syarikat-syarikat bersekutu yang dimiliki oleh kumpulan dimasukkan ke dalam akaun-akaun disatukan dari tarikh pengambilalihan atau sehingga ke tarikh pelupusan.

### d) Susutnilai

Tanah milik kekal tidak disusutnilai. Bagi ke semua aset tetap yang lain, susutnilai telah dikira mengikut kaedah garis lurus berdasarkan anggaran jangkahayat kegunaan harta yang berkenaan mengikut kadar tahunan yang berikut:

	%
Bangunan hak milik kekal	5
Tanah perladangan pegangan pajak	Jangkamasa pajakan
Bangunan pegangan pajak	5 - 10
Loji dan mesin	5 - 7 1/2
Perabut dan kelengkapan, perkakas dan kenderaan bermotor	10 - 20
Alat-alat pertanian	33 1/3
Alatan dapur, perkakas masak dan sebagainya	33 1/3
Padang permainan kanak-kanak	10 - 15
Jalan, jambatan dan pagar	10

Gantian ke atas alatan dan perkakas dicajkan kepada akaun untung rugi pada tahun di mana ianya diperolehi.

### e) Pelaburan

Pelaburan dinyatakan pada kos. Peruntukan untuk rosotnilai ke atas nilai pelaburan akan dilakukan apabila pengarah-pengarah berpendapat bahawa rosotnilai tersebut bersifat kekal.



**f) Stok**

Stok dinyatakan pada paras terendah antara kos dan nilai perolehan bersih. Kos ditentukan berdasarkan kaedah 'masuk dahulu, keluar dahulu'. Kos barang-barang siap, stok ternakan ayam dan stok semaian meliputi kos langsung dan peruntukan kos pasti yang berpatutan. Kos stok-stok lain termasuk harga belian sebenar dicampur kos membawa barang-barang kepada kenderaan dan ke lokasi semasa bila diperlukan, peruntukan akan dibuat untuk barang-barang lapuk, tidak laku atau rosak.

**g) Penghutang**

Peruntukan dibuat ke atas hutang-hutang yang difikirkan ragu kutipannya dan hapuskira dibuat ke atas hutang lapuk yang diketahui.

**h) Perbelanjaan Dibawa ke Hadapan**

Perlunasan perbelanjaan permulaan dan pra-operasi dibuat dalam jangkamasa satu hingga lima tahun.

**i) Perolehan**

Perolehan Syarikat merupakan yuran pengurusan dari syarikat-syarikat subsidiari, dividen dan hasil dari jualan minyak sawit mentah dan isirong. Perolehan Kumpulan termasuk yuran pemprosesan minyak sawit mentah, bonus pengurusan dari pajakan kecil, jualan selepas diskaun dari perniagaan runcit makanan dan hasil dari jualan minyak sawit mentah dan isirong, barangan pertanian, pendapatan faedah daripada sewa beli dan nilai jualan atas alatan mesin dan perkakas.

Kos jualan dibelanjakan berkaitan perolehan adalah seperti berikut:

**Kumpulan**

Jenis aktiviti	Perolehan RM'000	Kos jualan RM'000	Kandungan kos jualan
<b>1999</b>			
Perladangan	95,659	44,456	Pembelian produk, buruh, kos pasti dan kos berubah.
Perniagaan runcit makanan	72,497	32,979	Pembelian barangan makanan, kos langsung buruh dan kos pasti lain.
Khidmat perubatan	8,713	4,924	Pembelian barangan perubatan dan kos langsung lain.
Lain-lain	27,387	15,579	Pembelian produk perdagangan, kos buruh, kos pasti lain dan perbelanjaan faedah pajakan.
	<b>204,256</b>	<b>97,938</b>	
<b>1998</b>			
Perladangan	135,841	111,782	Pembelian produk, buruh, kos pasti dan kos berubah.
Perniagaan runcit makanan	80,180	36,685	Pembelian barangan makanan, kos langsung buruh dan kos pasti lain.
Khidmat perubatan	4,233	1,568	Pembelian barangan perubatan dan kos langsung lain.
Lain-lain	7,882	4,604	Pembelian produk perdagangan, kos buruh, kos pasti lain dan perbelanjaan faedah pajakan.
	<b>228,136</b>	<b>154,639</b>	

**j) Pertukaran Matawang Asing**

Urusniaga di dalam matawang asing ditukar kepada Ringgit Malaysia menurut kadar pertukaran yang wujud pada tarikh urusniaga tersebut. Baki pada hujung tahun ditukar menurut kadar anggaran yang berkuatkuasa pada tarikh tersebut. Perbezaan yang timbul daripada pertukaran matawang telah dimasukkan ke dalam akaun untung rugi.

Untuk tujuan penyatuan, syarikat subsidiari asing dilapurkan dalam Ringgit Malaysia atas kadar pertukaran yang berkuatkuasa pada tarikh kunci kira-kira kecuali untuk modal saham, yang dilaporkan atas kadar pertukaran sejarah. Untung atau rugi yang timbul daripada perbezaan kadar pertukaran matawang asing dipindahkan kepada Rizab Pertukaran Matawang Asing.

**k) Cukai Tertunda**

Peruntukan disediakan menurut kaedah tanggungan berkaitan berhubung dengan semua perbezaan masa kecuali dimana kesan-kesan penundaan cukai tersebut dijangka akan berterusan pada masa depan.

**l) Perbelanjaan Penanaman Baru dan Penanaman Semula**

Perbelanjaan bagi penanaman baru iaitu pembersihan tanah dan penjagaan pokok-pokok sehingga matang dipermodalkan di bawah perbelanjaan perladangan dan tidak dilunaskan. Perbelanjaan penanaman semula dicajkan ke dalam akaun untung rugi pada tahun di mana perbelanjaan tersebut berlaku.

**m) Aset-aset Dibawah Pajakan dan Sewabeli**

Kos aset-aset di bawah pajakan kewangan dan sewabeli dipermodalkan sebagai aset tetap dan disusutnilai berdasarkan anggaran jangkahayat kegunaan. Perbelanjaan kewangan yang berkaitan dicajkan ke dalam akaun untung dan rugi.

**n) Faedah Persaraan**

Peruntukan untuk persaraan dibuat berdasarkan nilai gaji bulan terakhir setiap pekerja yang layak dan tempoh perkhidmatan mereka, menurut terma-terma skim perkhidmatan dan dicajkan ke dalam akaun untung rugi supaya kos faedah persamaan dapat diagihkan selama jangkamasa perkhidmatan pekerja tersebut di dalam syarikat.

**o) Perbelanjaan Pembangunan**

Perbelanjaan pembangunan merangkumi perbelanjaan pembangunan tanah oleh syarikat subsidiari yang aktiviti utamanya pelaburan hartanah.

Perbelanjaan pembangunan dinyatakan atas kos beserta keuntungan berkaitan ditolak bil kemajuan. Kos terdiri daripada kos tanah dan perbelanjaan pembangunan.

Keuntungan atas perbelanjaan pembangunan diambil kira atas kaedah peratusan siap. Apabila kerugian dikenalpasti, peruntukan penuh untuk kerugian dimasukkan ke dalam akaun.

**3. ASET TETAP**

Kumpulan 1999	NILAIAN / KOS							
	Awal tahun	Tambahan	Pindahan	Hapuskira	Pelupusan	Diklasifikasikan- semula	Pergerakan matawang asing	Akhir Tahun
	RM	RM	RM	RM	RM	RM	RM	RM
<b><u>Pada Nilai</u></b>								
Tanah hak milik kekal	800,000	-	-	-	-	-	-	800,000
Bangunan hak milik kekal	14,976,538	-	-	-	-	-	-	14,976,538
Tanah perladangan pegangan pajak-jangka pendek	18,717,000	-	-	-	-	-	-	18,717,000
Tanah dan bangunan pegangan pajak-jangka pendek	1,175,000	-	-	-	-	-	-	1,175,000
Loji dan mesin	10,990,217	-	-	-	-	-	-	10,990,217
Perbelanjaan perladangan	129,243,453	-	-	-	-	-	-	129,243,453
<b><u>Pada Kos</u></b>								
Tanah hak milik kekal	611,356	-	-	-	-	-	-	611,356
Bangunan hak milik kekal	23,540,856	2,895,171	-	-	-	-	-	26,436,027
Tanah perladangan pegangan pajak								
- Jangka panjang	56,919,695	1,538,100	-	-	-	-	-	58,457,795
- Jangka pendek	27,332,659	-	-	-	-	-	-	27,332,659
Perbelanjaan perladangan	73,649,109	15,267,367	-	-	-	-	-	88,916,476
Tanah dan bangunan pegangan pajak jangka pendek	39,780,221	4,433,171	10,466,408	(10,165,642)	(2,494,334)	-	(800,255)	41,219,599
Loji dan mesin								
- Sewabeli	2,327,000	-	-	-	-	-	-	2,327,000
- Lain-lain	39,792,082	1,153,617	699,774	(1,353,283)	(1,040,700)	-	-	39,251,490
Perabut & kemasan, kelengkapan dan kenderaan motor								
- Sewabeli	1,359,116	104,330	-	-	-	-	-	1,463,446
- Pajakan	2,484,814	20,931	-	-	-	-	-	2,505,745
- Lain-lain	53,398,667	7,563,359	71,232	(456,014)	(806,156)	-	(113,122)	59,657,966
Perkakas dan kelengkapan	8,256,764	3,413,791	-	-	-	-	-	11,670,555
Alat-alat pertanian	242,260	-	-	-	-	-	-	242,260
Alat-alat memasak alatan memotong dan kelengkapan dapur	27,150,962	1,805,299	-	(85,268)	(838,570)	-	(130,989)	27,901,434
Padang permainan kanak-kanak	1,570,481	25,341	-	-	(30,717)	-	-	1,565,105
Kelengkapan penyediaan makanan	112,219	-	-	-	-	-	-	112,219
Jalan, jambatan dan pagar	3,304,739	755,732	-	(2,000)	-	-	-	4,058,471
Kerja dalam perlaksanaan	15,320,148	5,203,058	(11,237,414)	-	(104,101)	-	-	9,181,691
	553,055,356	44,179,267	-	(12,062,207)	(5,314,578)	-	(1,044,336)	578,813,502

Kumpulan 1999	SUSUTNILAI TERKUMPUL							
	Awal tahun	Tambahan	Pindahan	Hapuskira	Pelupusan	Pergerakan matawang asing	Akhir tahun	Nilai buku bersih
	RM	RM	RM	RM	RM	RM	RM	RM
<b>Pada Nilai</b>								
Tanah hak milik kekal	-	-	-	-	-	-	-	800,000
Bangunan hak milik kekal	14,915,561	-	-	-	-	-	14,915,561	60,977
Tanah perladangan pegangan pajak								
- jangka pendek	7,000,326	249,560	-	-	-	-	7,249,886	11,467,114
Tanah dan bangunan pegangan pajak								
- jangka pendek	759,014	26,256	-	-	-	-	785,270	389,730
Loji dan mesin	10,982,517	-	-	-	-	-	10,982,517	7,700
Perbelanjaan perladangan	-	-	-	-	-	-	-	129,243,453
<b>Pada Kos</b>								
Tanah hak milik kekal	463,433	-	-	-	-	-	463,433	147,923
Bangunan hak milik kekal	5,698,375	1,033,644	-	(1,999)	-	-	6,730,020	19,706,007
Tanah perladangan pegangan pajak								
- jangka panjang	7,630,022	829,414	-	-	-	-	8,459,436	49,998,359
- jangka pendek	2,735,236	669,207	-	-	-	-	3,404,443	23,928,216
Perbelanjaan perladangan	-	-	-	-	-	-	-	88,916,476
Tanah dan bangunan pegangan pajak								
- jangka pendek	15,903,767	2,381,284	-	(7,173,673)	(550,680)	(348,251)	10,212,447	31,007,152
Loji dan mesin								
- Sewabeli	116,350	155,745	-	-	-	-	272,095	2,054,905
- Lain-lain	19,333,988	2,209,526	-	(1,353,208)	(1,040,699)	-	19,149,607	20,101,883
Perabut & kemasan, kelengkapan dan kenderaan motor								
- Sewabeli	562,937	245,517	-	-	-	-	808,454	654,992
- Pajakan	530,100	283,774	-	-	-	-	813,874	1,691,871
- Lain-lain	37,202,580	4,555,944	-	(348,330)	(549,430)	(80,163)	40,780,601	18,877,365
Perkakas dan kelengkapan	972,900	703,843	-	-	-	-	1,676,743	9,993,812
Alat-alat pertanian	242,259	-	-	-	-	-	242,259	1
Alat-alat memasak, alatan memotong dan kelengkapan dapur	14,329,537	2,490,967	-	(67,227)	(480,685)	(103,688)	16,168,904	11,732,530
Padang permainan kanak-kanak	609,437	133,711	-	-	(5,376)	-	737,772	827,333
Kelengkapan penyediaan makanan	65,699	11,791	-	-	-	-	77,490	34,729
Jalan, jambatan dan pagar	1,333,817	302,473	-	-	-	-	1,636,290	2,422,181
Kerja dalam perlaksanaan	-	-	-	-	-	-	-	9,181,691
	141,387,855	16,282,656	-	(8,944,437)	(2,626,870)	(532,102)	145,567,102	433,246,400

Kumpulan 1998	NILAIAN / KOS							
	Awal tahun	Tambahan	Pindahan	Hapuskira	Pelupusan	Diklasifikasikan semula	Pergerakan matawang asing	Akhir Tahun
	RM	RM	RM	RM	RM	RM	RM	RM
<b><u>Pada Nilai</u></b>								
Tanah hak milik kekal	800,000	-	-	-	-	-	-	800,000
Bangunan hak milik kekal	14,976,538	-	-	-	-	-	-	14,976,538
Tanah perladangan pegangan pajak-jangka pendek	18,717,000	-	-	-	-	-	-	18,717,000
Tanah dan bangunan pegangan pajak-jangka pendek	1,175,000	-	-	-	-	-	-	1,175,000
Loji dan mesin	10,990,217	-	-	-	-	-	-	10,990,217
Perbelanjaan perladangan	129,243,453	-	-	-	-	-	-	129,243,453
<b><u>Pada Kos</u></b>								
Tanah hak milik kekal	611,356	-	-	-	-	-	-	611,356
Bangunan hak milik kekal	18,735,573	4,062,312	-	(101,560)	(90,000)	934,531	-	23,540,856
Tanah perladangan pegangan pajak								
- Jangka panjang	56,829,339	90,356	-	-	-	-	-	56,919,695
- Jangka pendek	26,959,696	372,963	-	-	-	-	-	27,332,659
Perbelanjaan perladangan	63,312,639	10,336,470	-	-	-	-	-	73,649,109
Tanah dan bangunan pegangan pajak jangka pendek	41,409,149	920,699	-	-	(3,833,815)	-	1,284,188	39,780,221
Loji dan mesin								
- Sewabeli	2,327,000	-	-	-	-	-	-	2,327,000
- Lain-lain	31,684,619	5,069,087	-	-	(65,000)	3,103,376	-	39,792,082
Perabut & kemas, kelengkapan dan kenderaan motor								
- Sewabeli	1,556,139	-	(73,656)	-	(123,367)	-	-	1,359,116
- Pajakan	735,746	1,749,068	-	-	-	-	-	2,484,814
- Lain-lain	45,788,416	7,403,561	73,656	(327,763)	(422,311)	1,034,237	(151,129)	53,398,667
Perkakas dan kelengkapan	1,828,741	4,804,382	-	-	(234,037)	1,857,678	-	8,256,764
Alat-alat pertanian	242,260	-	-	-	-	-	-	242,260
Alat-alat memasak alatan memotong dan kelengkapan dapur	23,017,147	4,894,968	-	(1,137,348)	(449,589)	-	825,784	27,150,962
Padang permainan kanak-kanak	1,479,323	91,158	-	-	-	-	-	1,570,481
Kelengkapan penyediaan makanan	112,219	-	-	-	-	-	-	112,219
Jalan, jambatan dan pagar	3,023,999	280,740	-	-	-	-	-	3,304,739
Kerja dalam pelaksanaan	15,995,376	6,254,594	-	-	-	(6,929,822)	-	15,320,148
	511,550,945	46,330,358	-	(1,566,671)	(5,218,119)	-	1,958,843	553,055,356



Kumpulan	SUSUTNILAI TERKUMPUL								Akhir tahun	Nilai buku bersih
	Awal tahun	Tambahan	Pindahan	Hapuskira	Pelupusan	Diklasifikasi- semula	Pergerakan matawang asing	RM		
1998	RM	RM	RM	RM	RM	RM	RM	RM	RM	
<b><u>Pada Nilai</u></b>										
Tanah hak milik kekal	-	-	-	-	-	-	-	-	-	800,000
Bangunan hak milik kekal	14,915,561	-	-	-	-	-	-	-	14,915,561	60,977
Tanah perladangan pegangan pajak										
- Jangka pendek	6,750,766	249,560	-	-	-	-	-	-	7,000,326	11,716,674
Tanah dan bangunan pegangan pajak										
- Jangka pendek	732,758	26,256	-	-	-	-	-	-	759,014	415,986
Loji dan mesin	10,982,517	-	-	-	-	-	-	-	10,982,517	7,700
Perbelanjaan perladangan	-	-	-	-	-	-	-	-	-	129,243,453
<b><u>Pada Kos</u></b>										
Tanah hak milik kekal	-	463,433	-	-	-	-	-	-	463,433	147,923
Bangunan hak milik kekal	5,123,688	438,639	-	(101,554)	(89,999)	327,601	-	-	5,698,375	17,842,481
Tanah perladangan pegangan pajak										
- Jangka panjang	6,799,957	829,414	-	-	-	651	-	-	7,630,022	49,289,673
- Jangka pendek	2,085,824	649,412	-	-	-	-	-	-	2,735,236	24,597,423
Perbelanjaan perladangan	-	-	-	-	-	-	-	-	-	73,649,109
Tanah dan bangunan pegangan pajak										
- Jangka pendek	14,439,108	1,715,896	-	-	(683,867)	-	432,630	-	15,903,767	23,876,454
Loji dan mesin										
- Sewabeli	116,350	-	-	-	-	-	-	-	116,350	2,210,650
- Lain-lain	18,955,871	1,536,887	-	-	(28,708)	(1,130,062)	-	-	19,333,988	20,458,094
Perabut & kemas, kelengkapan dan kenderaan motor										
- Sewabeli	461,386	116,829	(15,278)	-	-	-	-	-	562,937	796,179
- Pajak	159,069	371,031	-	-	-	-	-	-	530,100	1,954,314
- Lain-lain	31,412,781	5,737,910	15,278	(235,509)	(329,832)	777,596	(175,644)	-	37,202,580	16,196,087
Perkakas dan kelengkapan	372,604	665,324	-	-	(65,028)	-	-	-	972,900	7,283,864
Alat-alat pertanian	242,259	-	-	-	-	-	-	-	242,259	1
Alat-alat memasak, alatan memotong dan kelengkapan dapur	12,435,999	2,716,503	-	(1,121,275)	(277,817)	-	576,127	-	14,329,537	12,821,425
Padang permainan kanak-kanak	410,024	199,413	-	-	-	-	-	-	609,437	961,044
Kelengkapan penyediaan makanan	65,699	-	-	-	-	-	-	-	65,699	46,520
Jalan, jambatan dan pagar	1,042,295	267,308	-	-	-	24,214	-	-	1,333,817	1,970,922
Kerja dalam perlaksanaan	-	-	-	-	-	-	-	-	-	15,320,148
	127,504,516	15,983,815	-	(1,458,338)	(1,475,251)	-	833,113	-	141,387,855	411,667,501

Syarikat	NILAIAN / KOS					Akhir Tahun
	Awal tahun	Tambahan	Pindahan	Hapuskira	Pelupusan	
1999	RM	RM	RM	RM	RM	RM
<b><u>Pada Nilai</u></b>						
Tanah perladangan pegangan pajak-jangka pendek	18,717,000	-	-	-	-	18,717,000
<b><u>Pada Kos</u></b>						
Tanah hak milik kekal	42,958	-	-	-	-	42,958
Bangunan hak milik kekal	199,706	-	-	-	-	199,706
Perbelanjaan perladangan	13,224,888	7,085,202	-	-	-	20,310,090
Perabut & kemas-kelengkapan dan kenderaan motor						
- Sewabeli	529,676	128,230	-	-	-	657,906
- Lain-lain	1,554,447	379,465	-	-	-	1,933,912
Kerja dalam pelaksanaan	1,028,653	134,588	-	-	(104,101)	1,059,140
	<b>35,297,328</b>	<b>7,727,485</b>	<b>-</b>	<b>-</b>	<b>(104,101)</b>	<b>42,920,712</b>

Syarikat	SUSUTNILAI / TERKUMPUL					Akhir tahun	Nilai buku Bersih
	Awal tahun	Tambahan	Pindahan	Hapuskira	Pelupusan		
1999	RM	RM	RM	RM	RM	RM	RM
<b><u>Pada Nilai</u></b>							
Tanah perladangan pegangan pajak-jangka pendek	7,000,326	249,560	-	-	-	7,249,886	11,467,114
<b><u>Pada Kos</u></b>							
Tanah hak milik kekal	-	-	-	-	-	-	42,958
Bangunan hak milik kekal	158,879	9,985	-	-	-	168,864	30,842
Perbelanjaan perladangan	-	-	-	-	-	-	20,310,090
Perabut & kemas-kelengkapan dan kenderaan motor							
- Sewabeli	109,727	-	-	-	-	109,727	548,179
- Lain-lain	1,267,234	334,020	-	-	-	1,601,254	332,658
Kerja dalam pelaksanaan	-	-	-	-	-	-	1,059,140
	<b>8,536,166</b>	<b>593,565</b>	<b>-</b>	<b>-</b>	<b>-</b>	<b>9,129,731</b>	<b>33,790,981</b>

Syarikat	NILAIAN / KOS					Akhir Tahun
	Awal tahun	Tambahan	Pindahan	Hapuskira	Pelupusan	
1998	RM	RM	RM	RM	RM	RM
<b><u>Pada Nilai</u></b>						
Tanah perladangan pegangan pajak-jangka pendek	18,717,000	-	-	-	-	18,717,000
<b><u>Pada Kos</u></b>						
Tanah hak milik kekal	42,958	-	-	-	-	42,958
Bangunan hak milik kekal	199,706	-	-	-	-	199,706
Perbelanjaan perladangan	6,221,383	7,003,505	-	-	-	13,224,888
Perabut & kemas-kelengkapan dan kenderaan motor						
- Sewabeli	726,699	-	(197,023)	-	-	529,676
- Lain-lain	1,427,183	128,724	-	-	(1,460)	1,554,447
Kerja dalam pelaksanaan	302,548	726,105	-	-	-	1,028,653
	27,637,477	7,858,334	(197,023)	-	(1,460)	35,297,328

Syarikat	SUSUTNILAI / TERKUMPUL					Akhir tahun	Nilai buku Semasa
	Awal tahun	Tambahan	Pindahan	Hapuskira	Pelupusan		
1998	RM	RM	RM	RM	RM	RM	RM
<b><u>Pada Nilai</u></b>							
Tanah perladangan pegangan pajak-jangka pendek	6,750,766	249,560	-	-	-	7,000,326	11,716,674
<b><u>Pada Kos</u></b>							
Tanah hak milik kekal	-	-	-	-	-	-	42,958
Bangunan hak milik kekal	148,894	9,985	-	-	-	158,879	40,827
Perbelanjaan perladangan	-	-	-	-	-	-	13,224,888
Perabut & kemas-kelengkapan dan kenderaan motor							
- Sewabeli	145,658	-	(35,931)	-	-	109,727	419,949
- Lain-lain	963,791	303,443	-	-	-	1,267,234	287,213
Kerja dalam pelaksanaan	-	-	-	-	-	-	1,028,653
	8,009,109	562,988	(35,931)	-	-	8,536,166	26,761,162

Penilaian profesional secara terperinci ke atas aset tetap seperti berikut:

Tahun dinilai	Keterangan hartanah	Asas penilaian
<b>Syarikat</b>		
1985	Pajakan tanah perladangan jangka pendek	Nilai pasaran terbuka
<b>Kumpulan</b>		
1981	Pajakan tanah bangunan jangka pendek	Nilai pasaran terbuka
1982	Tanah hak milik kekal	Kaedah pelaburan
1982	Loji dan mesin	Kaedah kos penukaran
1982	Bangunan hak milik kekal	Kaedah perbandingan
1996	Perbelanjaan perladangan	Kaedah pelaburan
1999	Lot kedai pegangan pajak*	Nilai pasaran terbuka

\*Didalam tahun ini, sebuah lot kedai yang dipajak untuk suatu jangka waktu tertentu oleh salah sebuah subsidiari kumpulan telah dinilai semula secara bebas oleh para pengarahnya menggunakan khidmat penilai profesional (berdasarkan nilai 'pasaran terbuka'). Penilaian semua ini telah menentukan rosotnilai berjumlah RM1,900,000 dan ia telahpun dimasukkan ke dalam akaun untung rugi untuk tahun tersebut.

Sebahagian dari aset-aset tetap milik Syarikat dan Kumpulan telah dicagarkan sebagai sekuriti untuk kemudahan bank seperti dinyatakan di Nota 13 dan 21.

#### 4. SYARIKAT-SYARIKAT SUBSIDIARI

	SYARIKAT	
	1999 RM	1998 RM
Saham tidak disebut harga pada kos Peruntukan ke atas rosotnilai pelaburan	51,357,772 (5,189,904)	51,327,106 (4,689,905)
	<b>46,167,868</b>	46,637,201
Amaun terhutang dari syarikat-syarikat subsidiari	224,072,061	161,219,054
	<b>270,239,929</b>	207,856,255
Peruntukan hutang ragu	(3,006,572)	(3,006,572)
	<b>267,233,357</b>	204,849,683
Amaun terhutang kepada syarikat-syarikat subsidiari	(82,213,325)	(36,049,235)
	<b>185,020,032</b>	168,800,448

Jumlah terhutang kepada / dari syarikat-syarikat subsidiari adalah tanpa faedah, tidak bercagar dan tidak mempunyai jangka tetap bagi pembayaran balik. Perincian syarikat-syarikat subsidiari, adalah seperti berikut :

SYARIKAT	Kepentingan berkuatkuasa		Aktiviti Utama
	1999 %	1998 %	
<b><u>Diperbadankan di Malaysia</u></b>			
TDM Trading Sdn. Bhd.	100	100	Perdagangan minyak kelapa sawit mentah dan produk lain yang berkaitan.
TDM Plantation Sdn. Bhd.	100	100	Pengurusan ladang kelapa sawit, pemprosesan dan perdagangan minyak kelapa sawit dan produk lain yang berkaitan.
TD Ijarah Sdn. Bhd.	100	100	Pajakan
*East Coast Transportation Sdn. Bhd.	100	100	Tidak aktif
*TD Poultry Sdn. Bhd.	100	100	Ternakan ayam
TDM Capital Sdn. Bhd.	100	100	Pegangan pelaburan dan pembangunan Perladangan
TDM Properties Bhd.	100	100	Pegangan pelaburan dan pembangunan hartanah
<i>Subsidiari TDM Properties Bhd.</i>			
*TD Gabongan Sdn. Bhd.	51	51	Pembangunan hartanah
TDM Helling Sdn. Bhd.	100	100	Perdagangan mesin dan perkakas
*TD Technologies Sdn. Bhd.	60	60	Pembangunan perisian komputer
*TMG (M) Sdn. Bhd.	100	100	Pegangan pelaburan
<i>Subsidiari TMG (M) Sdn. Bhd.</i>			
*Chee Kheng Stock – Feeds Manufacturing Company Sdn. Bhd.	100	100	Operasi dihentikan
*TDM Interdagang (M) Sdn. Bhd.	100	100	Operasi dihentikan
*Pemco Sdn. Bhd.	100	100	Operasi dihentikan
*A & W Malaysia Sdn. Bhd.	100	100	Operasi restoran makanan segera
<i>Subsidiari A &amp; W Malaysia Sdn. Bhd.</i>			
*Syarikat Ayam Mutiara Sdn. Bhd.	55	55	Peruncit makanan (operasi dihentikan)
*A & W Properties (M) Sdn. Bhd.	100	100	Tidak aktif
*TDM Markwell Sdn. Bhd. (dahulunya dikenali sebagai FD Food Distributor Sdn. Bhd.)	100	100	Khidmat logistik makanan
*Dysec (M) Sdn. Bhd.	60	60	Rangkaian makanan segera dan peruncit
*Prosperous Avenue Sdn. Bhd.	100	60	Rangkaian makanan segera dan peruncit
*Limpahan Laksana Sdn. Bhd.	60	60	Rangkaian makanan segera dan peruncit
*Pleasant Harmony Sdn. Bhd.	60	60	Rangkaian makanan segera dan peruncit

SYARIKAT	Kepentingan berkuatkuasa		Aktiviti Utama
	1999 %	1998 %	
<b><u>Diperbadankan di Malaysia</u></b>			
*Kumpulan Ladang-Ladang Trengganu Sdn. Bhd.	100	100	Perladangan kelapa sawit
<i>Subsidiari Kumpulan Ladang-Ladang Trengganu Sdn. Bhd.</i>			
*Terengganu Rubber Processing Sdn. Bhd.	100	100	Tidak aktif
*TRP Industries Sdn. Bhd.	80	80	Mengeluarkan tiub dan produk getah
*KLLT Fibres Sdn. Bhd.	100	100	Mengeluarkan kepingan sabut
*World Wide Rubber Marketing Sdn. Bhd.	80	80	Memasarkan produk keluaran syarikat induk
*Kumpulan Mediiman Sdn. Bhd.	70.63	70.63	Pemegang pelaburan dan perkhidmatan pengurusan pusat perubatan
<i>Subsidiari Kumpulan Mediiman Sdn. Bhd.</i>			
*Kelana Jaya Medical Centre Sdn. Bhd.	86.4	86.4	Pusat rawatan pakar
*Kuantan Medical Centre Sdn. Bhd.	84.6	84.6	Pusat rawatan pakar
*Medi Air Sdn. Bhd.	100	100	Memberi khidmat ambulan
*Health Medicmaster Sdn. Bhd.	100	100	Memberi khidmat kepada klinik kesihatan
*HHMC (Ampang) Sdn. Bhd.	99.99	99.99	Pusat Perubatan
*HHMC (Pantai) Sdn. Bhd.	99.99	99.99	Pusat Perubatan
*HHMC (Subang) Sdn. Bhd.	99.99	99.99	Pusat Perubatan
Halagel Sdn. Bhd.	60	–	Menjual dan mengedar gelatin, kapsul sayuran dan lain-lain produk yang berkaitan
<b><u>Diperbadankan di Singapura</u></b>			
*A & W (Singapore) Pte. Ltd.	100	100	Restoran makanan segera
<i>Subsidiari A &amp; W (Singapore) Pte. Ltd.</i>			
*Harbour Place Developments Pte. Ltd.	100	100	Mengurus dan mengendalikan restoran terapong
<b><u>Diperbadankan di Thailand</u></b>			
*A & W Restaurant Thailand Co. Ltd.	49	49	Penyediaan makanan dan minuman melalui restoran runcit
*A & W Distribution Co. Ltd. (Thailand)	95	95	Tidak aktif

\*Syarikat-syarikat subsidiari tidak diaudit oleh Aljeffri & Co.



**5. SYARIKAT-SYARIKAT BERSEKUTU**

	KUMPULAN		SYARIKAT	
	1999 RM	1998 RM	1999 RM	1998 RM
Saham tidak disebut harga pada kos	849,200	2,929,200	-	2,080,000
Peruntukan rosot nilai dalam syarikat bersekutu	(609,468)	-	-	-
	239,732	2,929,200	-	2,080,000
*Pembahagian kerugian dalam syarikat-syarikat bersekutu	(239,732)	(867,524)	-	-
	-	2,061,676	-	2,080,000
Amaun terhutang oleh syarikat-syarikat bersekutu	2,942,572	2,691,521	-	-
Ditolak: Peruntukan bagi hutang ragu	(1,422,925)	-	-	-
	1,519,647	2,691,521	-	-
	1,519,647	4,753,197	-	2,080,000
Jumlah kos kepentingan dalam syarikat-syarikat bersekutu diwakili oleh:				
Bahagian aset ketara bersih dalam syarikat-syarikat bersekutu	(229,977)	2,044,499		
Muhibah	17,177	17,177		
Peruntukan rosot nilai dalam syarikat bersekutu	(609,468)	-		
	(822,268)	2,061,676		
Kerugian dipegang dalam syarikat-syarikat bersekutu	1,062,000	-		
Ditolak: Pembahagian kerugian*	(239,732)	-		
	822,268	-		
	-	-		

Perincian syarikat-syarikat bersekutu, yang diperbadankan di Malaysia, adalah seperti berikut :

SYARIKAT	Kepentingan Efektif		Aktiviti Utama
	1999 %	1998 %	
Success United Corporation Sdn. Bhd.	40	40	Peruncit makanan
Relk Food Services Sdn. Bhd.	49	49	Peruncit makanan
Perhentian Island Resort Sdn. Bhd.	30	30	Pembangunan dan pengurusan tempat peranginan



## 6. PELABURAN

	KUMPULAN		SYARIKAT	
	1999 RM	1998 RM	1999 RM	1998 RM
<b>Di Malaysia:</b>				
Saham yang disebutbarga pada kos	9,123,179	9,249,345	–	–
Saham tidak disebutbarga pada kos	12,175,140	9,820,140	6,850,000	4,770,000
	<b>21,298,319</b>	19,069,485	<b>6,850,000</b>	4,770,000
Peruntukan rosotnilai dalam nilai pelaburan	(7,643,122)	(4,754,493)	(2,385,000)	–
Hutang dari pelabur	67,818	65,638	–	–
	<b>13,723,015</b>	14,380,630	<b>4,465,000</b>	4,770,000
Nilai pasaran bagi saham yang disebutbarga	2,949,048	2,217,954	–	–

## 7. PERBELANJAAN PEMBANGUNAN

	KUMPULAN	
	1999 RM	1998 RM
Kos pembangunan	14,679,407	8,114,010
Keuntungan berkaitan	709,631	–
	<b>15,389,038</b>	8,114,010
Ditolak: Pembayaran kemajuan	(14,030,831)	(4,000,000)
	<b>1,358,207</b>	4,114,010

## 8. STOK

	KUMPULAN		SYARIKAT	
	1999 RM	1998 RM	1999 RM	1998 RM
Stok perdagangan	2,729,484	3,489,124	–	–
Stok keluaran	3,721,568	2,824,997	–	–
Makanan dan barangan boleh guna	6,642,966	5,642,213	4,792	–
Stok promosi	141,895	669,062	–	–
Alat ganti, kelengkapan dan penyimpanan	278,238	355,352	–	–
Stok semaian	4,031,639	2,967,208	–	–
Stok ternakan ayam	1,014,579	1,419,148	–	–
	<b>18,560,369</b>	17,367,104	<b>4,792</b>	–



**9. PENGHUTANG PERDAGANGAN**

	KUMPULAN	
	1999 RM	1998 RM
Penghutang dagangan	22,577,847	30,670,943
Tolak : Peruntukan hutang ragu	(4,953,888)	(2,349,981)
	<b>17,623,959</b>	28,320,962

**10. PENGHUTANG LAIN, DEPOSIT DAN PRABAYARAN**

	KUMPULAN		SYARIKAT	
	1999 RM	1998 RM	1999 RM	1998 RM
Penghutang lain dan prabayaran	47,161,624	59,190,576	2,617,807	18,378,121
Tolak: Peruntukan hutang ragu	(7,316,122)	(2,533,353)	-	-
	<b>39,845,502</b>	56,657,223	<b>2,617,807</b>	18,378,121

Termasuk didalam penghutang lain Kumpulan dalam tahun semasa ialah sejumlah RM5,000,000 (1998 : RM5,000,000) yang berada di tangan Pengurus Pelaburan Dana. Jumlah tersebut ditempatkan dalam Simpanan Tetap dengan bank berlesen.

**11. SIMPANAN DENGAN BANK BERLESEN**

	KUMPULAN		SYARIKAT	
	1999 RM	1998 RM	1999 RM	1998 RM
Dengan bank berlesen:				
Simpanan tetap	2,463,965	5,009,910	-	-
Tuntutan simpanan	1,058,642	3,200,143	2,500	-
	<b>3,522,607</b>	8,210,053	<b>2,500</b>	-

Termasuk dalam simpanan tetap dengan bank berlesen ialah sejumlah RM1,940,646 (1998 : RM1,543,127) yang dicagarkan sebagai sekuriti untuk bon prestasi yang diterbitkan dan kemudahan-kemudahan bank yang diperolehi.

**12. PEMIUTANG SEWA BELI DAN PAJAKAN**

	KUMPULAN		SYARIKAT	
	1999 RM	1998 RM	1999 RM	1998 RM
Matang dalam masa 12 bulan	5,689,478	3,070,851	203,635	173,026
Matang selepas 12 bulan	4,063,054	9,684,650	90,000	202,938
	<b>9,752,532</b>	12,755,501	<b>293,635</b>	375,964



### 13. PINJAMAN JANGKA PENDEK

	KUMPULAN		SYARIKAT	
	1999 RM	1998 RM	1999 RM	1998 RM
Overdraf Bank				
– Bercagar	<b>31,134,794</b>	32,687,255	<b>7,538,638</b>	8,556,717
Kredit pusingan (bercagar)	<b>6,383,488</b>	6,000,000	–	–
Penerimaan bank	<b>570,000</b>	–	–	–
	<b>38,088,282</b>	38,687,255	<b>7,538,638</b>	8,556,717
Ditambah:				
Bahagian jangka pendek bagi pinjaman jangka panjang (Nota 21)	<b>6,411,317</b>	8,458,207	–	–
	<b>44,499,599</b>	47,145,462	<b>7,538,638</b>	8,556,717

Overdraf bank Syarikat adalah dicagar oleh caj-caj tetap dan terapong ke atas tanah perladangan pegangan pajakan syarikat. Bahagian dicagar bagi overdraf bank syarikat-syarikat subsidiari ialah melalui caj-caj tetap dan terapong keatas kesemua aset syarikat-syarikat subsidiari berkenaan serta jaminan korporat oleh Syarikat. Faedah dicaj dalam tahun berada dalam lingkungan 4% hingga 14.8% setahun. Kredit pusingan dicagarkan atas terma-terma yang sama seperti di atas dan faedah dicaj dalam lingkungan 9.5% hingga 14.45% setahun dan sebahagian daripada jumlah itu dibayar balik sepenuhnya pada 12 Januari 1999, walaubagaimanapun, pembayarannya telah dijadualkan semula sebanyak tujuh (7) kali iaitu bagi setiap tiga bulan bermula daripada 10 April 1999.

### 14. MUHIBAH DARI PENYATUAN

	KUMPULAN	
	1999 RM	1998 RM
Baki pada 1 Januari	<b>8,404,172</b>	9,484,386
Pengambilalihan syarikat subsidiari	<b>324,794</b>	(29,326)
	<b>8,728,966</b>	9,455,060
Tolak : Pelunasan	<b>(1,050,888)</b>	(1,050,888)
	<b>7,678,078</b>	8,404,172

## 15. PERBELANJAAN DIHANTAR KE HADAPAN

	<b>KUMPULAN</b>	
	<b>1999</b>	1998
	<b>RM</b>	RM
Perbelanjaan permulaan	<b>64,050</b>	61,348
Perbelanjaan pra-operasi	<b>9,247,989</b>	8,941,413
Perbelanjaan tertunda	<b>5,622,538</b>	2,021,318
	<b>14,934,577</b>	11,024,079
Dicampur : Muhibah terhasil dari belian tanah perladangan	<b>648,233</b>	648,233
Ditolak : Amaun dihapuskira	<b>(7,712,817)</b>	(5,505,372)
	<b>7,869,993</b>	6,166,940

## 16. MODAL SAHAM

	<b>KUMPULAN DAN SYARIKAT</b>	
	<b>1999</b>	1998
	<b>RM</b>	RM
Dibenarkan: Saham biasa bernilai RM1 setiap satu	<b>200,000,000</b>	200,000,000
Diterbit dan dibayar sepenuhnya : Saham biasa bernilai RM1 setiap satu	<b>80,614,088</b>	80,614,088

## 17. RIZAB MODAL

### Syarikat

Rizab modal adalah berkaitan kepada lebihan yang timbul dari penjualan aset tetap kepada sebuah syarikat subsidiari dalam tahun 1986 dan terhapus apabila disatukan.

## 18. LEBIHAN PENILAIAN SEMULA

### Kumpulan dan Syarikat

Lebihan nilai semula diwakili lebihan yang timbul dari penilaian semula estet-estet tertentu beserta tanah dan bangunan dan ia tidak boleh diagihkan dengan cara dividen.



## 19. RIZAB PENGGABUNGAN

### Kumpulan

Rizab penggabungan adalah berkait kepada rizab yang timbul semasa pengambilalihan Syarikat Kumpulan Ladang-Ladang Trengganu Sdn. Bhd. dan diambilkira dibawah kaedah perakaunan penggabungan sebagaimana dinyatakan dalam Nota (2b) pada nota-nota kepada akaun.

## 20. RIZAB PERTUKARAN MATAWANG ASING

	KUMPULAN	
	1999 RM	1998 RM
Baki pada 1 Januari	(8,327,706)	(3,518,921)
Pelarasan matawang asing	918,534	(4,808,785)
Baki pada 31 Disember	(7,409,172)	(8,327,706)

## 21. PINJAMAN JANGKA PANJANG

	KUMPULAN		SYARIKAT	
	1999 RM	1998 RM	1999 RM	1998 RM
Pinjaman bertempoh :				
– Bercagar	79,897,989	75,577,952	10,000,000	–
– Tidak bercagar	2,840,000	3,560,000	–	–
Kredit pusingan (bercagar)	1,800,000	–	–	–
	84,537,989	79,137,952	10,000,000	–
Ditolak : Bayaran balik dalam tempoh 12 bulan dimasukkan didalam liabiliti semasa (Nota 13)	(6,411,317)	(8,458,207)	–	–
Bayaran balik dalam tempoh dua hingga lima tahun	78,126,672	70,679,745	10,000,000	–

Pinjaman jangka Syarikat dan beberapa subsidiari dikenakan kadar faedah berbeza diantara 4% hingga 14.8% (1998: 6.25% hingga 15%) setahun. Pinjaman jangka bagi Syarikat diperolehi melalui caj tetap pertama ke atas tanah pajakan jangka panjang syarikat subsidiari.

Bahagian bercagar dalam pinjaman berjangka dicagarkan menggunakan caj tetap pertama ke atas tanah pajakan jangka pendek dan caj tetap dan berubah ke atas lain-lain aset subsidiari berkenaan serta dijamin oleh Syarikat.

## 22. CUKAI TERTUNDA

	KUMPULAN	
	1999 RM	1998 RM
Baki pada 1 Januari	2,002,000	1,863,600
Pindahan dari / (kepada) Akaun Untung Rugi	12,000	138,400
Baki pada 31 Disember	<b>2,014,000</b>	2,002,000

## 23. 3% STOK PINJAMAN TAK TERJAMIN TIDAK BOLEH DITEBUS TETAPI BOLEH DITUKAR (ICULS)

Lanjutan dengan pengambilalihan Kumpulan Ladang-Ladang Trengganu Sdn. Bhd., Syarikat telah menerbitkan 103,800,000 harga nominal "Irredeemable Convertible Unsecured Loan Stock" (ICULS) dengan tempoh matang selama 5 tahun dan faedah 3% setiap tahun kepada Perbadanan Memajukan Iktisad Negeri Terengganu sebagai penyelesaian hutang Kumpulan Ladang-Ladang Trengganu Sdn. Bhd..

ICULS tidak boleh ditebus dan, kecuali sebelumnya telah ditukar, keseluruhan baki ICULS akan ditukar secara mandatori oleh Syarikat kepada Saham Biasa bernilai RM1 setiap satu dalam Syarikat pada harga tukaran RM4.10 diatas tarikh matang bermula 5 tahun daripada tarikh terbitan.

Tukaran kepada saham biasa berbayar sepenuhnya pada RM1 setiap satu akan dibenar bila-bila masa selepas 1 tahun dari tarikh terbitan, tetapi tukaran ini dihadkan kepada 25% dari jumlah besar terbitan dalam tahun-tahun kedua, ketiga, keempat dan kelima.

ICULS diwujudkan melalui Suratcara Amanah bertarikh 3 Oktober 1997 dan memberi kadar kupon 3% setahun dan dibayar secara tunggakan.

## 24. 6-7% STOK PINJAMAN TAK TERJAMIN BOLEH DITUKAR (TCULS)

TCULS boleh ditukar kepada saham-saham biasa atas salah satu Syarikat subsidiari, Kelana Jaya Medical Centre Sdn. Bhd. di dalam tempoh lima tahun dari tarikh pengeluaran Sijil Stok Pinjaman Mudahalih dengan kadar nilai nominal TCULS RM1 bagi setiap unit saham biasa berbayar sepenuhnya RM1 setiap satu di dalam Syarikat subsidiari tersebut.

Di dalam pemindahan TCULS kepada saham-saham biasa yang baru, saham-saham seumpama itu menduduki tahap 'parri passu' di dalam semua kaedah dengan saham-saham biasa Syarikat di mana mereka tidak layak menerima sebarang dividen atau penyerahan pengagihan di dalam kaedah tahun kewangan sebelum tahun kewangan di mana TCULS itu dipindahkan.

TCULS yang berbaki pada tarikh kematangan akan ditukarkan oleh Syarikat subsidiari pada tarikh seratus peratus (100%) daripada nilai nominalnya. Tarikh kematangan adalah merupakan tarikh tamat tempoh setahun di dalam lima tahun berkuatkuasa pada tarikh pengeluaran dan seterusnya.

TCULS merangkumi faedah 6% setahun terhadap jumlah pokok terakhir bagi tempoh 2 tahun dari tarikh penyerahan Sijil Stok Pinjaman dan 7% setahun bagi tahun seterusnya bagi tempoh 3 tahun sehingga tarikh matang.

## 25. KEUNTUNGAN OPERASI SEBELUM CUKAI

Keuntungan operasi sebelum cukai diperolehi selepas dicajkan / dikreditkan perkara-perkara berikut :

	KUMPULAN		SYARIKAT	
	1999 RM	1998 RM	1999 RM	1998 RM
Selepas dicajkan:				
Yuran pengarah-pengarah:				
– Tahun semasa	339,750	346,255	75,000	75,000
– Lebihan peruntukan pada tahun sebelum	2,800	48,600	–	–
Ganjaran lain para pengarah:				
– Tahun semasa	1,076,207	909,405	42,000	–
– Lebihan peruntukan pada tahun sebelum	24,000	12,000	–	–
Susutnilai / perlunasan	26,282,656	15,983,815	593,565	562,988
Perlunasan perbelanjaan dihantar ke hadapan	2,207,445	2,255,447	–	–
Yuran audit:				
– Tahun semasa	270,350	381,828	25,000	50,000
– Kurangan peruntukan pada tahun sebelum	5,900	25,000	7,000	25,000
Sewa premis	9,297,518	8,602,924	172,907	149,516
Faedah:				
– Pinjaman	4,000,118	6,091,063	368,073	–
– Overdraf	1,540,802	2,030,714	–	–
– Kredit pusingan	420,500	687,140	–	–
– Stok pinjaman	3,126,500	3,114,000	3,114,000	3,114,000
– Lain-lain	661,421	305,316	–	–
Sewa kelengkapan	82,140	69,158	–	–
Faedah ke atas pajakan dan sewa beli	2,768,163	2,831,414	26,840	38,125
Aset tetap dihapuskira	1,217,770	108,333	–	–
Stok dihapuskira	–	1,084,760	–	–
Sewa kenderaan	46,073	37,603	–	–
Hutang lapuk dihapuskira	–	79,330	–	–
Pelunasan muhibah	1,050,888	1,050,888	–	–
Peruntukan hutang ragu	7,386,676	3,676,895	–	–
Peruntukan rosotnilai dalam nilai pelaburan:				
– Subsidiari	499,999	–	–	–
– Lain-lain	3,124,264	1,526,898	–	–
Peruntukan bagi zakat	231,754	–	231,754	–
Kerugian dari pertukaran matawang asing	3,702	528,476	–	–
<b>Dan dikreditkan:</b>				
Dividen kasar dari:				
– Syarikat-syarikat subsidiari	–	–	–	11,500,000
– Pelaburan yang disebutbarga	–	292,241	–	–
Pendapatan faedah:				
– Simpanan tetap	322,863	457,559	–	–
– Lain-lain	845,212	751,537	–	–
Pendapatan faedah ke atas stok pinjaman	–	–	3,114,000	3,114,000
Yuran pengurusan dari syarikat-syarikat subsidiari	–	–	2,328,000	2,328,000
(Kerugian) / keuntungan dari pelupusan aset tetap	(339,250)	22,545	–	–
Pendapatan penyewaan	–	181,632	43,650	74,100

## 26. CUKAI

	KUMPULAN		SYARIKAT	
	1999 RM	1998 RM	1999 RM	1998 RM
Peruntukan untuk cukai	–	8,356,056	–	4,940,000
Peruntukan percukaian yang tidak mencukupi pada tahun-tahun terdahulu	<b>3,996,798</b>	1,104,566	<b>3,978,642</b>	532,527
Pemindahan ke akaun cukai tertunda	<b>12,000</b>	138,400	–	–
	<b>4,008,798</b>	9,599,022	<b>3,978,642</b>	5,472,527

Pada 31 Disember 1999, Kumpulan dan Syarikat mempunyai elaun modal tidak diserapkan dan kerugian cukai untuk diimbangkan dengan pendapatan bercukai masa hadapan tertakluk kepada kelulusan daripada Lembaga Hasil Dalam Negeri seperti berikut :

	KUMPULAN	
	1999 RM	1998 RM
Kerugian cukai	<b>88,935,000</b>	20,404,000
Elaun modal tidak diserapkan	<b>16,808,000</b>	8,343,000
	<b>105,743,000</b>	28,747,000

## 27. PELARASAN TAHUN TERDAHULU

	KUMPULAN	
	1999 RM	1998 RM
Jualan yang tidak diambilkira di dalam tahun sebelumnya	<b>100,462</b>	–
Belian tidak diambilkira di dalam tahun sebelumnya	<b>(919,910)</b>	–
Belian diambilkira berganda di dalam tahun sebelumnya	–	1,919,399
Kurangan peruntukan cukai bagi tahun sebelumnya akibat keputusan belian diambilkira berganda	–	(410,000)
Faedah terhadap pinjaman tahun sebelumnya	–	(767,836)
Kurangan perbelanjaan di dalam tahun sebelumnya	–	324,102
	<b>(819,448)</b>	1,065,665

## 28. (KERUGIAN) / PENDAPATAN SESAHAM

(Kerugian) / pendapatan sesaham dikira berdasarkan perolehan (Kerugian) / Keuntungan Kumpulan tahun kewangan semasa, ditolak cukai dan kepentingan minoriti sebanyak RM23,080,373 (1998: RM19,878,980) dan dibahagi dengan 80,614,088 saham dalam terbitan.

## 29. TRANSAKSI-TRANSAKSI PENTING ANTARA SYARIKAT

	SYARIKAT	
	1999 RM	1998 RM
Yuran pengurusan dari syarikat-syarikat subsidiari	2,328,000	2,328,000
Dividen yang diterima dari syarikat-syarikat subsidiari	-	11,500,000
Yuran pengurusan perladangan dibayar kepada syarikat subsidiari	-	932,342
Kos memproses dibayar kepada syarikat subsidiari	-	1,088,155
Yuran pengurusan ladang baru dibayar kepada syarikat subsidiari	-	123,030

## 30. PENGLIBATAN MODAL

	KUMPULAN		SYARIKAT	
	1999 RM	1998 RM	1999 RM	1998 RM
Amaun diluluskan dan dikontrakkan	2,734,290	849,198	-	-
Amaun diluluskan tetapi tidak dikontrakkan	16,631,050	58,226,544	-	42,650,000
	<b>19,365,340</b>	<b>59,075,742</b>	<b>-</b>	<b>42,650,000</b>

## 31. LIABILITI LUARJANGKA

	SYARIKAT	
	1999 RM	1998 RM
Jaminan korporat yang diberi untuk kemudahan-kemudahan bank syarikat-syarikat subsidiari	103,971,425	181,835,195



### 32. ANALISA MENGIKUT SEGMENT

Kumpulan 1999	Perolehan RM'000	Untung / (rugi) sebelum cukai RM'000	Pengunaan aset kasar RM'000
1. Perladangan	95,659	12,935	373,787
2. Perniagaan runcit makanan	72,497	(26,407)	71,708
3. Khidmat perubatan	8,713	(5,064)	27,705
4. Lain-lain	27,387	(1,998)	64,486
	<b>204,256</b>	<b>(20,534)</b>	<b>537,686</b>

1998

1. Perladangan	135,841	27,165	390,101
2. Perniagaan runcit makanan	80,180	(10,636)	83,927
3. Khidmat perubatan	4,233	(3,224)	20,578
4. Perdagangan	7,882	15,368	72,298
	<b>228,136</b>	<b>28,673</b>	<b>566,904</b>

Tiada analisis secara geografikal dibuat kerana kepentingan perniagaan Kumpulan sebahagian besarnya berada di Malaysia.

### 33. PERISTIWA PENTING

- i) Kumpulan Mediiman telah membeli 150,000 saham biasa bernilai RM1 setiap satu dalam Halagel (M) Sdn. Bhd., mewakili 60% faedah ekuiti berbentuk tunai.
- ii) A & W of Malaysia Sdn. Bhd. telah menambah 200,000 unit saham biasa bernilai RM1 setiap satu mewakili 40% ekuiti faedah dalam Prosperous Avenue Sdn. Bhd. bernilai RM100,000.

### 34. PERISTIWA YANG BERIKUT HINGGA KE AKHIR TAHUN

Pada 17 April 2000, Syarikat telah menambah modal berbayar dari RM80,614,088 ke RM80,663,088 melalui penerbitan 49,000 saham baru biasa bernilai RM1 setiap satu berbentuk tunai dibawah Skim Saham Pilihan Pekerja.

### 35. ANGKA-ANGKA PERBANDINGAN

Sesetengah angka-angka perbandingan telah diklasifikasikan semula untuk penyesuaian dengan pembentangan tahun semasa.



MUKA SURAT INI SENGAJA DIKOSONGKAN.  
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# BALANCE SHEET

AS AT 31ST DECEMBER, 1999

	NOTE	GROUP		COMPANY	
		1999 RM	1998 RM	1999 RM	1998 RM
FIXED ASSETS	3	<b>433,246,400</b>	411,667,501	<b>33,790,981</b>	26,761,162
SUBSIDIARY COMPANIES	4	–	–	<b>185,020,032</b>	168,800,448
ASSOCIATED COMPANIES	5	<b>1,519,647</b>	4,753,197	–	2,080,000
INVESTMENTS	6	<b>13,723,015</b>	14,380,630	<b>4,465,000</b>	4,770,000
CURRENT ASSETS					
Development expenditure	7	<b>1,358,207</b>	4,114,010	–	–
Stocks	8	<b>18,560,369</b>	17,367,104	<b>4,792</b>	–
Trade debtors	9	<b>17,623,959</b>	28,320,962	–	–
Other debtors, deposits and prepayments	10	<b>39,845,502</b>	56,657,223	<b>2,617,807</b>	18,378,121
Fixed and call deposits with licensed banks	11	<b>3,522,607</b>	8,210,053	<b>2,500</b>	–
Cash and bank balances		<b>6,533,263</b>	11,495,162	<b>6,642</b>	961,064
		<b>87,443,907</b>	126,164,514	<b>2,631,741</b>	19,339,185
CURRENT LIABILITIES					
Trade creditors		<b>23,987,915</b>	27,113,737	–	–
Other creditors and accruals		<b>93,097,273</b>	82,988,208	<b>12,507,912</b>	10,757,927
Hire purchase and lease creditors	12	<b>5,689,478</b>	3,070,851	<b>203,635</b>	173,026
Short term borrowings	13	<b>44,499,599</b>	47,145,462	<b>7,538,638</b>	8,556,717
Provision for taxation		<b>4,854,782</b>	9,560,069	<b>324,487</b>	2,028,678
		<b>172,129,047</b>	169,878,327	<b>20,574,672</b>	21,516,348
NET CURRENT LIABILITIES		<b>(84,685,140)</b>	(43,713,813)	<b>(17,942,931)</b>	(2,177,163)
GOODWILL ARISING ON CONSOLIDATION					
EXPENDITURE CARRIED FORWARD	14	<b>7,678,078</b>	8,404,172	–	–
	15	<b>7,869,993</b>	6,166,940	–	–
		<b>379,351,993</b>	401,658,627	<b>205,333,082</b>	200,234,447



**Balance Sheet...cont'd** AS AT 31ST DECEMBER, 1999

	NOTE	GROUP		COMPANY	
		1999 RM	1998 RM	1999 RM	1998 RM
Financed by :					
SHARE CAPITAL	16	<b>80,614,088</b>	80,614,088	<b>80,614,088</b>	80,614,088
CAPITAL RESERVE	17	–	–	<b>2,736,024</b>	2,736,024
REVALUATION SURPLUS	18	<b>80,625,588</b>	80,625,588	<b>10,708,020</b>	10,708,020
MERGER RESERVE	19	<b>23,227,264</b>	23,227,264	–	–
FOREIGN EXCHANGE RESERVE	20	<b>(7,409,172)</b>	(8,327,706)	–	–
PROFIT AND LOSS ACCOUNT		<b>11,944,710</b>	35,844,531	<b>(2,615,050)</b>	2,173,377
Net Shareholders' Equity		<b>189,002,478</b>	211,983,765	<b>91,443,082</b>	96,231,509
MINORITY INTEREST		<b>1,144,757</b>	2,323,407	–	–
LONG TERM AND DEFERRED LIABILITIES					
Hire purchase and lease creditors	12	<b>4,063,054</b>	9,684,650	<b>90,000</b>	202,938
Long term borrowings	21	<b>78,126,672</b>	70,679,745	<b>10,000,000</b>	–
Deferred taxation	22	<b>2,014,000</b>	2,002,000	–	–
Retirement benefits		<b>701,032</b>	685,060	–	–
3% Irredeemable Convertible Unsecured Loan Stocks	23	<b>103,800,000</b>	103,800,000	<b>103,800,000</b>	103,800,000
6-7% Transferable Convertible Unsecured loan Stocks	24	<b>500,000</b>	500,000	–	–
		<b>379,351,993</b>	<b>401,658,627</b>	<b>205,333,082</b>	200,234,447

See accompanying notes to the accounts.



# PROFIT AND LOSS ACCOUNTS

FOR THE YEAR ENDED 31ST DECEMBER, 1999

	NOTE	GROUP		COMPANY	
		1999 RM	1998 RM	1999 RM	1998 RM
TURNOVER	2 (i)	<b>204,256,012</b>	228,136,404	<b>5,963,023</b>	21,340,139
(LOSS) / PROFIT BEFORE TAXATION	25	<b>(20,534,688)</b>	28,673,470	<b>(809,785)</b>	18,236,007
SHARE OF LOSSES OF ASSOCIATED COMPANIES		-	(897,641)	-	-
(LOSS) / PROFIT BEFORE TAXATION		<b>(20,534,688)</b>	27,775,829	<b>(809,785)</b>	18,236,007
TAXATION	26	<b>(4,008,798)</b>	(9,599,022)	<b>(3,978,642)</b>	(5,472,527)
(LOSS) / PROFIT AFTER TAXATION		<b>(24,543,486)</b>	18,176,807	<b>(4,788,427)</b>	12,763,480
MINORITY INTEREST		<b>1,463,113</b>	1,702,173	-	-
		<b>(23,080,373)</b>	19,878,980	<b>(4,788,427)</b>	12,763,480
ACCUMULATED PROFITS / (LOSS) BROUGHT FORWARD					
As previously stated		<b>35,844,531</b>	14,899,886	<b>2,173,377</b>	(10,590,103)
Prior year adjustment	27	<b>(819,448)</b>	1,065,665	-	-
As restated		<b>35,025,083</b>	15,965,551	<b>2,173,377</b>	(10,590,103)
ACCUMULATED PROFITS / (LOSS) CARRIED FORWARD		<b>11,944,710</b>	35,844,531	<b>(2,615,050)</b>	2,173,377
(LOSS) / EARNINGS PER SHARE	28	<b>(0.29)</b>	0.25		

See accompanying notes to the accounts.

# CONSOLIDATED STATEMENT OF CASH FLOW

FOR THE YEAR ENDED 31ST DECEMBER, 1999

	1999 RM	1998 RM
Cash flows from operating activities		
(Loss) / Profit before taxation	<b>(20,534,688)</b>	27,775,829
Adjustment for:		
Depreciation / amortization of fixed assets	<b>16,282,656</b>	15,983,815
Amortization of deferred expenditure	<b>2,207,445</b>	2,255,447
Loss / (Gain) on disposal of fixed assets	<b>339,250</b>	(22,545)
Provision for diminution in value of fixed assets	<b>1,900,000</b>	-
Profit on disposal of shares	-	61,510
Share of associated companies	-	897,641
Fixed asset written off	<b>1,217,770</b>	108,333
Amortization of goodwill	<b>1,050,888</b>	1,050,888
Provision for diminution in value of investments	<b>3,624,263</b>	1,526,898
Operating profit before working capital changes	<b>6,087,584</b>	49,637,816
Increase in stock	<b>(1,193,265)</b>	(2,909,333)
Decrease / (Increase) in debtors	<b>39,067,537</b>	(33,493,637)
(Decrease) / Increase in creditors	<b>(7,292,236)</b>	41,342,431
Fluctuation in foreign exchange	<b>1,430,771</b>	(5,934,515)
Increase / (Decrease) in development expenditure	<b>1,564,603</b>	(3,380,046)
Cash generated from operations	<b>39,664,994</b>	45,262,716
Income tax paid	<b>(8,702,085)</b>	(2,920,398)
Preliminary and pre-operating expenses paid	<b>(3,910,498)</b>	(5,052,706)
Retirement benefits paid	<b>15,972</b>	16,839
Net cash from operating activities	<b>27,068,383</b>	37,306,451
Cash flows from investing activities		
Proceeds from disposal of investment	-	25,071
*Purchase of subsidiary company	<b>27,559</b>	(200,000)
Proceeds from disposal of fixed assets	<b>2,348,453</b>	3,782,326
Purchase of fixed assets	<b>(44,179,267)</b>	(46,162,645)
Purchase of investments	-	(125,326)
Investment in associated company	-	355,500
Net cash used in investing activities	<b>(41,803,255)</b>	(42,325,074)

## Consolidated Statement Of Cash Flow ...cont'd

FOR THE YEAR ENDED 31ST DECEMBER, 1999

	1999 RM	1998 RM
Cash flows from financing activities		
Proceeds from bank borrowings	<b>10,953,488</b>	6,232,959
Proceeds from issuance of shares to Minority	<b>284,463</b>	1,224,998
Repayment of term loans	<b>(4,599,963)</b>	(6,779,721)
Issuance of loan stock	-	500,000
Net cash from financing activities	<b>6,637,988</b>	1,178,236
Net decrease in cash and cash equivalent	<b>(8,096,884)</b>	(3,840,387)
Cash and cash equivalent at beginning of year	<b>(12,982,040)</b>	(9,141,653)
Cash and cash equivalent at end of year	<b>(21,078,924)</b>	(12,982,040)
Represented By:		
Bank overdraft	<b>(31,134,794)</b>	(32,687,255)
Deposit with licensed bank	<b>3,522,607</b>	8,210,053
Cash and bank balances	<b>6,533,263</b>	11,495,162
	<b>(21,078,924)</b>	(12,982,040)
* Analysis of acquisition of subsidiaries		
Net assets acquired		
Goodwill / (Reserve)	<b>324,796</b>	(29,326)
Share of net assets acquired	<b>(74,796)</b>	329,326
	<b>250,000</b>	300,000
Less : Satisfied by conversion of debt in acquired subsidiary into share capital	-	(100,000)
Cash in subsidiary acquired	<b>(277,559)</b>	-
	<b>(27,559)</b>	200,000
(Net cash acquired) / Satisfied by cash	<b>(27,559)</b>	200,000



# NOTES TO THE ACCOUNTS AS AT 31ST DECEMBER, 1999

## 1. PRINCIPAL ACTIVITIES

The principal activities of the Company are investment holding and providing management services. The principal activities of the subsidiary companies and associated companies are set out in Notes 4 and 5 to the accounts. There have been no significant changes in the nature of these activities during the financial year.

## 2. SIGNIFICANT ACCOUNTING POLICIES

### a) Basis of Accounting

The accounts of the Company and of the Group have been prepared under the historical cost convention modified to include the revaluation of certain fixed assets and in compliance with approved accounting standards.

### b) Basis of Consolidation

The consolidated accounts include the accounts of the Company and of its subsidiary companies made up to the end of the financial year. Inter-company balances and transactions have been eliminated on consolidation. The subsidiaries are consolidated on the acquisition method of accounting except for Kumpulan Ladang-Ladang Trengganu Sdn Bhd which has been consolidated on the merger method of accounting in accordance with the provisions of Malaysian Accounting Standard Board's Standard No. 11.

Subsidiaries consolidated under the acquisition method of accounting have their results included from the date of acquisition or up to the date of disposal. The excess of the cost of investments over the value of the net assets of the subsidiary companies at the date of acquisition is retained as goodwill arising on consolidation and amortized over a period of ten years.

In respect of Kumpulan Ladang-Ladang Trengganu Sdn. Bhd., which has been accounted for under the merger method of accounting, its results for the year has been accounted for in full irrespective of the date of merger and the difference between the nominal value of shares issued as consideration for the merger and its nominal value of the Share Capital and Share Premium is taken to consolidated reserve as Merger Reserve.

### c) Associated Companies

Associated companies are those in which the Group has a long term equity interest of between 20% and 50%, and exercise significant influence over the financial and operating policies through Board representation.

The Group's share of results and reserves of associated companies are included in the consolidated accounts from the date of acquisition or up to the date of disposal.

### d) Depreciation

Freehold land is not depreciated. On other fixed assets, depreciation is computed on the straight line method at the following annual rates based on the estimated useful lives of the assets concerned :

	%
Freehold buildings	5
Leasehold plantation land	Lease year
Leasehold buildings	5 - 10
Plant and machinery	5 - 7 1/2
Furniture and fittings, equipment and motor vehicles	10 - 20
Agriculture implements	33 1/3
Crockery, cutlery, kitchen and catering equipment	33 1/3
Children playland	10 - 15
Road, bridges and fence	10

Replacements of tools and equipment are charged to profit and loss account in the year in which they are acquired.

### e) Investments

Investments are stated at cost. Provision for diminution in the value of investments is made only if the directors are of the opinion that such diminution is permanent in nature.



**f) Stocks**

Stocks are stated at the lower of cost and net realisable value. Cost is determined on a first-in, first-out basis. Cost of produce stocks, chicken farming stocks and seedling stocks comprises the direct costs and an appropriate allocation of overheads. Cost of other stocks include the original purchase price plus the cost of bringing the stocks to present condition and location. Where necessary, provision is made for obsolete, slow moving or defective stocks.

**g) Debtors**

Known bad debts are written off and provisions is made for debts considered to be doubtful of collection.

**h) Expenditure Carried Forward**

Preliminary and pre-operating expenses are written-off over a period of between one to five years.

**i) Turnover**

Turnover of the Company represents management fees from subsidiaries, dividend income and sale of crude palm oil and palm kernel. The Group turnover includes crude palm oil processing fee, management bonus from sublessees, sales less discounts from the business of food retailing, proceeds from sale of crude palm oil, palm kernel, agricultural products and building materials, interest income from finance lease and sale value of trading in machinery and equipment.

The cost of sales incurred in relation to turnover are as follows:

**Group**

Type of Activity	Turnover RM'000	Cost of Sales RM'000	Composition of Cost of Sales
<b>1999</b>			
Plantation	95,659	44,456	Purchases of products, labour, overheads and variable cost.
Food retailing	72,497	32,979	Purchases of food supplies, direct labour cost and other overhead.
Medical services	8,713	4,924	Purchases of medicine supplied and other related direct cost.
Others	27,387	15,579	Purchases of the trading products, labour cost, other overhead and lease interest expenses.
	<b>204,256</b>	<b>97,938</b>	
<b>1998</b>			
Plantation	135,841	111,782	Purchases of products, labour, overheads and variable cost.
Food retailing	80,180	36,685	Purchases of food supplies, direct labour cost and other overhead.
Medical services	4,233	1,568	Purchases of medicine supplied and other related direct cost.
Others	7,882	4,604	Purchases of the trading products, labour cost and other overhead and lease interest expenses.
	<b>228,136</b>	<b>154,639</b>	

**j) Foreign Currency Translation**

Transactions in foreign currencies are translated into Ringgit Malaysia at rates ruling at transaction dates. Outstanding balances at year end are translated at the approximate rates ruling on that date. Differences arising from currency translations are included in the profit and loss account.

For consolidation purposes, the accounts of foreign subsidiaries are reported into Ringgit Malaysia at rate of exchange prevailing at the balance sheet date except for share capital, which is reported at historical rate. Gain or loss arising from exchange rate differences is transferred to Foreign Exchange Reserve.

**k) Deferred Taxation**

Provision is made using the liability method in respect of all material timing differences except where it is reasonably expected that the tax effects of such deferrals will continue in the foreseeable future.

**l) New Planting and Replanting Expenditure**

New planting expenditure incurred on land clearing and upkeep of trees to maturity is capitalized under plantation expenditure and is not amortized. Replanting expenditure is charged to the profit and loss account in the year in which the expenditure is incurred.

**m) Assets Under Lease and Hire Purchase**

The cost of assets under financial lease and hire purchase are capitalized as fixed assets and depreciated over their respective estimated useful lives. The related financial charges are charged to the profit and loss account.

**n) Retirement Benefits**

Provision for retirement benefits is made based on the last drawn monthly salary of eligible employees and the length of their service in accordance with the terms of the scheme of service, and is charged to the profit and loss account so as to spread the cost of the benefits over the employees length of service.

**o) Development Expenditure**

Development expenditure comprise of expenditure incurred on development of land by the property investment subsidiary company.

Development expenditure is stated at cost plus attributable profit less progress billings. Cost consist of cost of land and development expenditure.

Profit on development expenditure is recognized on a percentage of completion method. When losses are foreseeable, full provision for the loss is made in the accounts.

3. FIXED ASSETS

Group	Beginning of the year	Additions	VALUATION / COST				Reclassification	Foreign Currency Fluctuations	End of Year
			Transfers	Writte offs / Diminution in Value	Disposals				
1999	RM	RM	RM	RM	RM	RM	RM	RM	
<b>At Valuation</b>									
Freehold land	800,000	-	-	-	-	-	-	-	800,000
Freehold buildings	14,976,538	-	-	-	-	-	-	-	14,976,538
Leasehold plantation land									
– Short term	18,717,000	-	-	-	-	-	-	-	18,717,000
Short leasehold land and buildings	1,175,000	-	-	-	-	-	-	-	1,175,000
Plant and machinery	10,990,217	-	-	-	-	-	-	-	10,990,217
Plantation expenditure	129,243,453	-	-	-	-	-	-	-	129,243,453
<b>At Cost</b>									
Freehold land	611,356	-	-	-	-	-	-	-	611,356
Freehold buildings	23,540,856	2,895,171	-	-	-	-	-	-	26,436,027
Leasehold plantation land									
– Long term	56,919,695	1,538,100	-	-	-	-	-	-	58,457,795
– Short term	27,332,659	-	-	-	-	-	-	-	27,332,659
Plantation expenditure	73,649,109	15,267,367	-	-	-	-	-	-	88,916,476
Short leasehold land and buildings	39,780,221	4,433,171	10,466,408	(10,165,642)	(2,494,334)	-	(800,225)	-	41,219,599
Plant and machinery									
– Hire-purchase	2,327,000	-	-	-	-	-	-	-	2,327,000
– Others	39,792,082	1,153,617	699,774	(1,353,283)	(1,040,700)	-	-	-	39,251,490
Furniture & fittings, equipment and motor vehicles									
– Hire-purchase	1,359,116	104,330	-	-	-	-	-	-	1,463,446
– Lease	2,484,814	20,931	-	-	-	-	-	-	2,505,745
– Others	53,398,667	7,563,359	71,232	(456,014)	(806,156)	-	(113,122)	-	59,657,966
Tools and equipment	8,256,764	3,413,791	-	-	-	-	-	-	11,670,555
Agriculture implement	242,260	-	-	-	-	-	-	-	242,260
Crockery, cutlery crockery, cutlery and kitchen equipment	27,150,962	1,805,299	-	(85,268)	(838,570)	-	(130,989)	-	27,901,434
Children playland	1,570,481	25,341	-	-	(30,717)	-	-	-	1,565,105
Catering equipment	112,219	-	-	-	-	-	-	-	112,219
Road, bridges and fence	3,304,739	755,732	-	(2,000)	-	-	-	-	4,058,471
Work-in-progress	15,320,148	5,203,058	(11,237,414)	-	(104,101)	-	-	-	9,181,691
	553,055,356	44,179,267	-	(12,062,207)	(5,314,578)	-	(1,044,336)	-	578,813,502

Group	ACCUMULATED DEPRECIATION							End of Year	Net Book Value
	Beginning of the year	Additions	Transfers	Writte Offs	Disposals	Foreign Currency Fluctuations	RM		
1999	RM	RM	RM	RM	RM	RM	RM	RM	
<b>At Valuation</b>									
Freehold land	-	-	-	-	-	-	-	800,000	
Freehold buildings	14,915,561	-	-	-	-	-	14,915,561	60,977	
Leasehold plantation land									
– Short term	7,000,326	249,560	-	-	-	-	7,249,886	11,467,114	
Short leasehold land and buildings	759,014	26,256	-	-	-	-	785,270	389,730	
Plant and machinery	10,982,517	-	-	-	-	-	18,982,517	7,700	
Plantation expenditure	-	-	-	-	-	-	-	129,243,453	
<b>At Cost</b>									
Freehold land	463,433	-	-	-	-	-	463,433	147,923	
Freehold buildings	5,698,375	1,033,644	-	(1,999)	-	-	6,730,020	19,706,007	
Leasehold plantation land									
– Long term	7,630,022	829,414	-	-	-	-	8,459,436	49,998,359	
– Short term	2,735,236	669,207	-	-	-	-	3,404,443	23,928,216	
Plantation expenditure	-	-	-	-	-	-	-	88,916,476	
Short leasehold land and buildings	15,903,767	2,381,284	-	(7,173,673)	(550,680)	(348,251)	10,212,447	31,007,152	
Plant and machinery									
– Hire-purchase	116,350	155,745	-	-	-	-	272,095	2,054,905	
– Others	19,333,988	2,209,526	-	(1,353,208)	(1,040,699)	-	19,149,607	20,101,883	
Furniture & fittings, equipment and motor vehicles									
– Hire-purchase	562,937	245,517	-	-	-	-	808,454	654,992	
– Lease	530,100	283,774	-	-	-	-	813,874	1,691,871	
– Others	37,202,580	4,555,944	-	(348,330)	(549,430)	(80,163)	40,780,601	18,877,365	
Tools and equipment	972,900	703,843	-	-	-	-	1,676,743	9,993,812	
Agriculture implement	242,259	-	-	-	-	-	242,259	1	
Crockery, cutlery crockery, cutlery and kitchen equipment	14,329,537	2,490,967	-	(67,227)	(480,685)	(103,688)	16,168,904	11,732,530	
Children playland	609,437	133,711	-	-	(5,376)	-	737,772	827,333	
Catering equipment	65,699	11,791	-	-	-	-	177,490	34,729	
Road, bridges and fence	1,333,817	302,473	-	-	-	-	1,636,290	2,422,181	
Work-in-progress	-	-	-	-	-	-	-	9,181,691	
	141,387,855	16,282,656	-	(8,944,437)	(2,626,870)	(532,102)	145,567,102	433,246,400	

Group	VALUATION / COST							End of Year
	Beginning of the year	Additions	Transfers	Writte offs	Disposals	Reclassification	Foreign Currency Fluctuations	
	RM	RM	RM	RM	RM	RM	RM	RM
<b>1998</b>								
<b><u>At Valuation</u></b>								
Freehold land	800,000	-	-	-	-	-	-	800,000
Freehold buildings	14,976,538	-	-	-	-	-	-	14,976,538
Leasehold plantation land								
– Short term	18,717,000	-	-	-	-	-	-	18,717,000
Short leasehold land and buildings	1,175,000	-	-	-	-	-	-	1,175,000
Plant and machinery	10,990,217	-	-	-	-	-	-	10,990,217
Plantation expenditure	129,243,453	-	-	-	-	-	-	129,243,453
<b><u>At Cost</u></b>								
Freehold land	611,356	-	-	-	-	-	-	611,356
Freehold buildings	18,735,573	4,062,312	-	(101,560)	(90,000)	934,531	-	23,540,856
Leasehold plantation land								
– Long term	56,829,339	90,356	-	-	-	-	-	56,919,695
– Short term	26,959,696	372,963	-	-	-	-	-	27,332,659
Plantation expenditure	63,312,639	10,336,470	-	-	-	-	-	73,649,109
Short leasehold land and buildings	41,409,149	920,699	-	-	(3,833,815)	-	1,284,188	39,780,221
Plant and machinery								
– Hire-purchase	2,327,000	-	-	-	-	-	-	2,327,000
– Others	31,684,619	5,069,087	-	-	(65,000)	3,103,376	-	39,792,082
Furniture & fittings, equipment and motor vehicles								
– Hire-purchase	1,556,139	-	(73,656)	-	(123,367)	-	-	1,359,116
– Lease	735,746	1,749,068	-	-	-	-	-	2,484,814
– Others	45,788,416	7,403,561	73,656	(327,763)	(422,311)	1,034,237	(151,129)	53,398,667
Tools and equipments	1,828,741	4,804,382	-	-	(234,037)	1,857,678	-	8,256,764
Agriculture implement	242,260	-	-	-	-	-	-	242,260
Crockery, cutlery crockery, cutlery and kitchen equipment	23,017,147	4,894,968	-	(1,137,348)	(449,589)	-	825,784	27,150,962
Children playland	1,479,323	91,158	-	-	-	-	-	1,570,481
Catering equipment	112,219	-	-	-	-	-	-	112,219
Road, bridges and fence	3,023,999	280,740	-	-	-	-	-	3,304,739
Work-in-progress	15,995,376	6,254,594	-	-	-	(6,929,822)	-	15,320,148
	511,550,945	46,330,358	-	(1,566,671)	(5,218,119)	-	1,958,843	553,055,356

Group	ACCUMULATED DEPRECIATION								End of Year	Net Book Value
	Beginning of the year	Additions	Transfers	Writte Offs	Disposals	Re-classification	Foreign Currency Fluctuations	RM		
1998	RM	RM	RM	RM	RM	RM	RM	RM	RM	
<b>At Valuation</b>										
Freehold land	-	-	-	-	-	-	-	-	-	800,000
Freehold buildings	14,915,561	-	-	-	-	-	-	-	14,915,561	60,977
Leasehold plantation land										
– Short term	6,750,766	249,560	-	-	-	-	-	-	7,000,326	11,716,674
Short leasehold land and buildings	732,758	26,256	-	-	-	-	-	-	759,014	415,986
Plant and machinery	10,982,517	-	-	-	-	-	-	-	10,982,517	7,700
Plantation expenditure	-	-	-	-	-	-	-	-	-	129,243,453
<b>At Cost</b>										
Freehold land	-	463,433	-	-	-	-	-	-	463,433	147,923
Freehold buildings	5,123,688	438,639	-	(101,554)	(89,999)	327,601	-	-	5,698,375	17,842,481
Leasehold plantation land										
– Long term	6,799,957	829,414	-	-	-	651	-	-	7,630,022	49,289,673
– Short term	2,085,824	649,412	-	-	-	-	-	-	2,735,236	24,597,423
Plantation expenditure	-	-	-	-	-	-	-	-	-	73,649,109
Short leasehold land and buildings	14,439,108	1,715,896	-	-	(683,867)	-	432,630	-	15,903,767	23,876,454
Plant and machinery										
– Hire-purchase	116,350	-	-	-	-	-	-	-	116,350	2,210,650
– Others	18,955,871	1,536,887	-	-	(28,708)	(1,130,062)	-	-	19,333,988	20,458,094
Furniture & fittings, equipment and motor vehicles										
– Hire-purchase	461,386	116,829	(15,278)	-	-	-	-	-	562,937	796,179
– Lease	159,069	371,031	-	-	-	-	-	-	530,100	1,954,714
– Others	31,412,781	5,737,910	15,278	(235,509)	(329,832)	777,596	(175,644)	-	37,202,580	16,196,087
Tools and equipment	372,604	665,324	-	-	(65,028)	-	-	-	972,900	7,283,864
Agriculture implement	242,259	-	-	-	-	-	-	-	242,259	1
Crockery, cutlery, crockery, cutlery and kitchen equipment	12,435,999	2,716,503	-	(1,121,275)	(277,817)	-	576,127	-	14,329,537	12,821,425
Children playland	410,024	199,413	-	-	-	-	-	-	609,437	961,044
Catering equipment	65,699	-	-	-	-	-	-	-	65,699	46,520
Road, bridges and fence	1,042,295	267,308	-	-	-	24,214	-	-	1,333,817	1,970,922
Work-in-progress	-	-	-	-	-	-	-	-	-	15,320,148
	127,504,516	15,983,815	-	(1,458,338)	(1,475,251)	-	833,113	-	141,387,855	411,667,501

Company 1999	VALUATION / COST						End of year RM
	Beginning of the year RM	Additions RM	Transfers RM	Writte Offs RM	Disposals RM		
<b>At Valuation</b>							
Leasehold plantation land							
– Short term	18,717,000	-	-	-	-	-	18,717,000
<b>At Cost</b>							
Freehold land	42,958	-	-	-	-	-	42,958
Freehold buildings	199,706	-	-	-	-	-	199,706
Plantation expenditure	13,224,888	7,085,202	-	-	-	-	20,310,090
Furniture & fittings, equipment and motor vehicles							
– Hire Purchase	529,676	128,230	-	-	-	-	657,906
– Others	1,554,447	379,465	-	-	-	-	1,933,912
Work-in-progress	1,028,653	134,588	-	-	(104,101)		1,059,140
	<b>35,297,328</b>	<b>7,727,485</b>	<b>-</b>	<b>-</b>	<b>(104,101)</b>		<b>42,920,712</b>

	ACCUMULATED DEPRECIATION						End of year RM	Net Book Value RM
	Beginning of the year RM	Additions RM	Transfers RM	Writte Offs RM	Disposals RM			
<b>At Valuation</b>								
Leasehold plantation land								
– Short term	7,000,326	249,560	-	-	-	7,249,886	11,467,114	
<b>At Cost</b>								
Freehold land	-	-	-	-	-	-	42,958	
Freehold buildings	158,879	9,985	-	-	-	168,864	30,842	
Plantation expenditure	-	-	-	-	-	-	20,310,090	
Furniture & fittings, equipment and motor vehicles								
– Hire Purchase	109,727	-	-	-	-	109,727	548,179	
– Others	1,267,234	334,020	-	-	-	1,601,254	332,658	
Work-in-progress	-	-	-	-	-	-	1,059,140	
	<b>8,536,166</b>	<b>593,565</b>	<b>-</b>	<b>-</b>	<b>-</b>	<b>9,129,731</b>	<b>33,790,981</b>	



Company 1998	VALUATION / COST						End of year RM
	Beginning of the year RM	Additions RM	Transfers RM	Writte Offs RM	Disposals RM		
<b>At Valuation</b>							
Leasehold plantation land							
– Short term	18,717,000	–	–	–	–	–	18,717,000
<b>At Cost</b>							
Freehold land	42,958	–	–	–	–	–	42,958
Freehold buildings	199,706	–	–	–	–	–	199,706
Plantation expenditure	6,221,383	7,003,505	–	–	–	–	13,224,888
Furniture & fittings equipment and motor vehicles							
– Hire Purchase	726,699	–	(197,023)	–	–	–	529,676
– Others	1,427,183	128,724	–	–	(1,460)	–	1,554,447
Work-in-progress	302,548	726,105	–	–	–	–	1,028,653
	27,637,477	7,858,334	(197,023)	–	(1,460)	–	35,297,328

	ACCUMULATED DEPRECIATION						End of year RM	Net Book Value RM
	Beginning of the year RM	Additions RM	Transfers RM	Writte Offs RM	Disposals RM			
<b>At Valuation</b>								
Leasehold plantation land								
– Short term	6,750,766	249,560	–	–	–	7,000,326	11,716,674	
<b>At Cost</b>								
Freehold land	–	–	–	–	–	–	42,958	
Freehold buildings	148,894	9,985	–	–	–	158,879	40,827	
Plantation expenditure	–	–	–	–	–	–	13,224,888	
Furniture & fittings equipment and motor vehicles								
– Hire Purchase	145,658	–	(35,931)	–	–	109,727	419,949	
– Others	963,791	303,443	–	–	–	1,267,234	287,213	
Work-in-progress	–	–	–	–	–	–	1,028,653	
	8,009,109	562,988	(35,931)	–	–	8,536,166	26,761,162	

The details of independent professional valuation of the fixed assets are as follows:

<b>Year of valuation</b>	<b>Description of property</b>	<b>Basis of valuation</b>
Company		
1985	Short term leasehold plantation land	Open Market Value
Group		
1981	Short leasehold land and buildings	Open Market Value
1982	Freehold land	Investment Method
1982	Plant and machinery	Depreciated Replacement Cost Method
1982	Freehold buildings	Comparison Method
1996	Plantation expenditure	Investment Method
1999	Leasehold shoptlot*	Open Market value

\* During the year, a subsidiary company's leasehold shoptlot was revalued by its directors based on independent valuation by a firm of professional valuers (using the 'open market' value basis). The revaluation resulted in diminution in value amounting to RM1,900,000 and has been charged to its profit and loss account for the year.

Certain of the Company's and Group's fixed assets have been charged as security for banking facilities granted as indicated in Note 13 and Note 21.

#### 4. SUBSIDIARY COMPANIES

	<b>COMPANY</b>	
	<b>1999</b>	1998
	<b>RM</b>	RM
Unquoted shares at cost	<b>51,357,772</b>	51,327,106
Provision for diminution in value of investment	<b>(5,189,904)</b>	(4,689,905)
	<b>46,167,868</b>	46,637,201
Amount due from subsidiaries	<b>224,072,061</b>	161,219,054
	<b>270,239,929</b>	207,856,255
Provision for doubtful debts	<b>(3,006,572)</b>	(3,006,572)
	<b>267,233,357</b>	204,849,683
Amount due to subsidiaries	<b>(82,213,325)</b>	(36,049,235)
	<b>185,020,032</b>	168,800,448

Amount due to / from subsidiaries are interest free, unsecured and have no fixed terms of repayment. Details of the subsidiaries are as follows:

COMPANY	Effective Interest		Principal Activities
	1999 %	1998 %	
<b><u>Incorporated In Malaysia</u></b>			
TDM Trading Sdn. Bhd.	100	100	Trading of crude palm oil and other related products.
TDM Plantation Sdn. Bhd.	100	100	Management of oil palm plantation, processing and trading of palm oil and related products.
TD Ijarah Sdn. Bhd.	100	100	Leasing
*East Coast Transportation Sdn. Bhd.	100	100	Dormant
*TD Poultry Sdn. Bhd.	100	100	Poultry farming
TDM Capital Sdn. Bhd.	100	100	Investment holding and plantation development
TDM Properties Bhd.	100	100	Investment holding and property development
<i>Subsidiary of TDM Properties Bhd.</i>			
*TD Gabongan Sdn. Bhd.	51	51	Property development
TDM Helling Sdn. Bhd.	100	100	Trading of machinery and equipment
*TD Technologies Sdn. Bhd.	60	60	Computer systems development
*TMG (M) Sdn. Bhd.	100	100	Investment holdings
<i>Subsidiaries of TMG (M) Sdn. Bhd.</i>			
*Chee Kheng Stock – Feeds Manufacturing Company Sdn. Bhd.	100	100	Ceased operation
*TDM Interdagang (M) Sdn. Bhd.	100	100	Ceased operation
*Pemco Sdn. Bhd.	100	100	Ceased operation
*A & W of Malaysia Sdn. Bhd.	100	100	Fast Food restaurant operations
<i>Subsidiaries of A &amp; W of Malaysia Sdn. Bhd.</i>			
*Syarikat Ayam Mutiara Sdn. Bhd.	55	55	Food retailing (ceased operations)
*A & W Properties (M) Sdn. Bhd.	100	100	Dormant
*TDM Mark-well Sdn. Bhd. (formerly known as FD Food Distributors Sdn. Bhd.)	100	100	Food warehousing
*Dysec (M) Sdn. Bhd.	60	60	Fast food outlets and retailing
*Prosperous Avenue Sdn. Bhd.	100	60	Fast food outlets and retailing
*Limpahan Laksana Sdn. Bhd.	60	60	Fast food outlets and retailing
*Pleasant Harmony Sdn. Bhd.	60	60	Fast food outlets and retailing

COMPANY	Effective Interest		Principal Activities
	1999 %	1998 %	
<b><u>Incorporated In Malaysia</u></b>			
*Kumpulan Ladang-Ladang Trengganu Sdn. Bhd.	100	100	Oil palm plantation
<i>Subsidiaries of Kumpulan Ladang-Ladang Trengganu Sdn. Bhd.</i>			
*Terengganu Rubber Processing Sdn. Bhd.	100	100	Dormant
*TRP Industries Sdn. Bhd.	80	80	Manufacturing of tubes and rubber related products
*KLLT Fibres Sdn. Bhd.	100	100	Manufacturing of fibre board
*World Wide Rubber Marketing Sdn. Bhd.	80	80	Marketing of Holding Company's products
*Kumpulan Mediiman Sdn. Bhd.	70.63	70.63	Investment holdings and providing consultancy and management services to specialist medical centre
<i>Subsidiaries of Kumpulan Mediiman Sdn. Bhd.</i>			
*Kelana Jaya Medical Centre Sdn. Bhd.	86.4	86.4	Specialist Medical Centre
*Kuantan Medical Centre Sdn. Bhd.	84.6	84.6	Specialist Medical Centre
*Medi Air Sdn. Bhd.	100	100	Providing ambulance services
*Health Medicmaster Sdn. Bhd.	100	100	Providing services to healthcare clinics
*HMMC (Ampang) Sdn. Bhd.	99.99	99.99	Medical centre
*HMMC (Pantai) Sdn. Bhd.	99.99	99.99	Medical centre
*HMMC (Subang) Sdn. Bhd.	99.99	99.99	Medical centre
Halagel Sdn. Bhd.	60	–	Selling and distributing gelatine, vegetable capsules and other related products.
<b><u>Incorporated In Singapore</u></b>			
*A & W (Singapore) Pte. Ltd.	100	100	Fast food restaurant operation
<i>Subsidiary of A &amp; W (Singapore) Pte. Ltd.</i>			
*Harbour Place Developments Pte. Ltd.	100	100	Managing and operation of a floating restaurant
<b><u>Incorporated In Thailand</u></b>			
*A & W Restaurant Thailand Co. Ltd.	49	49	Food and beverage catering through retail outlets
*A & W Distribution Co. Ltd. (Thailand)	95	95	Dormant
<i>*Subsidiaries not audited by Aljeffri &amp; Co.</i>			

5. ASSOCIATED COMPANIES

	GROUP		COMPANY	
	1999 RM	1998 RM	1999 RM	1998 RM
Unquoted shares, at cost	849,200	2,929,200	–	2,080,000
Provision for diminution in value of associated company	(609,468)	–	–	–
	239,732	2,929,200	–	2,080,000
*Share of losses retained in associated companies	(239,732)	(867,524)	–	–
	–	2,061,676	–	2,080,000
Amount owing by associated companies	2,942,572	2,691,521	–	–
Less: Provision for doubtful debts	(1,422,925)	–	–	–
	1,519,647	2,691,521	–	–
	1,519,647	4,753,197	–	2,080,000
Total cost of interest in associated companies is represented by :				
Share of net tangible assets of associated companies	(229,977)	2,044,499		
Goodwill	17,177	17,177		
Provision for diminution in value of associated company	(609,468)	–		
	(822,268)	2,061,676		
Loss retained in associated companies	1,062,000	–		
Less: Share of losses*	(239,732)	–		
	822,268	–		
	–	–		

The details of the associated companies which are all incorporated in Malaysia are as follows :

COMPANY	Effective Interest		Principal Activities
	1999 %	1998 %	
Success United Corporation Sdn. Bhd.	40	40	Food retailing
Relk Food Services Sdn. Bhd.	49	49	Food retailing
Perhentian Island Resort Sdn. Bhd.	30	30	Development and management of resort



## 6. INVESTMENTS

	GROUP		COMPANY	
	1999 RM	1998 RM	1999 RM	1998 RM
<b>In Malaysia:</b>				
Quoted shares, at cost	9,123,179	9,249,345	-	-
Unquoted shares, at cost	12,175,140	9,820,140	6,850,000	4,770,000
	<b>21,298,319</b>	19,069,485	<b>6,850,000</b>	4,770,000
Provision for diminution in value of quoted investment	(7,643,122)	(4,754,493)	(2,385,000)	-
Due from investee	67,818	65,638	-	-
	<b>13,723,015</b>	14,380,630	<b>4,465,000</b>	4,770,000
Market value of quoted shares	2,949,048	2,217,954	-	-

## 7. DEVELOPMENT EXPENDITURE

	GROUP	
	1999 RM	1998 RM
Development cost	14,679,407	8,114,010
Attributable profits	709,631	-
	<b>15,389,038</b>	8,114,010
	<b>(14,030,831)</b>	(4,000,000)
Less : Progress Payment		
	<b>1,358,207</b>	4,114,010

## 8. STOCKS

	GROUP		COMPANY	
	1999 RM	1998 RM	1999 RM	1998 RM
Trading stocks	2,729,484	3,489,124	-	-
Produce stocks	3,721,568	2,824,997	-	-
Consumables and food stuffs	6,642,966	5,642,213	4,792	-
Promotional stocks	141,895	669,062	-	-
Spare parts, equipment & stores	278,238	355,352	-	-
Seedling stocks	4,031,639	2,967,208	-	-
Chicken farming stocks	1,014,579	1,419,148	-	-
	<b>18,560,369</b>	17,367,104	<b>4,792</b>	-

## 9. TRADE DEBTORS

	GROUP	
	1999 RM	1998 RM
Trade debtors	22,577,847	30,670,943
Less: Provision for doubtful debts	(4,953,888)	(2,349,981)
	<b>17,623,959</b>	28,320,962

## 10. OTHER DEBTORS, DEPOSITS AND PREPAYMENTS

	GROUP		COMPANY	
	1999 RM	1998 RM	1999 RM	1998 RM
Other debtors, deposits and prepayments	47,161,624	59,190,576	2,617,807	18,378,121
Less: Provision for doubtful debts	(7,316,122)	(2,533,353)	–	–
	<b>39,845,502</b>	56,657,223	<b>2,617,807</b>	18,378,121

Included in other debtors of the Group in current year is an amount of RM5,000,000 (1998 : RM5,000,000) with an Investment Fund Manager. The amount had been placed in fixed deposit with a licensed bank.

## 11. FIXED AND CALL DEPOSITS WITH LICENSED BANKS

	GROUP		COMPANY	
	1999 RM	1998 RM	1999 RM	1998 RM
With licensed banks:				
Fixed deposits	2,463,965	5,009,910	–	–
Call deposits	1,058,642	3,200,143	2,500	–
	<b>3,522,607</b>	8,210,053	<b>2,500</b>	–

Included in fixed deposits with licensed banks are fixed deposits amounting to RM1,940,646 (1998 : RM1,543,127) that have been pledged to a bank as security for performance bonds issued and banking facilities granted.

## 12. HIRE PURCHASE AND LEASE CREDITORS

	GROUP		COMPANY	
	1999 RM	1998 RM	1999 RM	1998 RM
Due within 12 months	5,689,478	3,070,851	203,635	173,026
Due after 12 months	4,063,054	9,684,650	90,000	202,938
	<b>9,752,532</b>	12,755,501	<b>293,635</b>	375,964

## 13. SHORT TERM BORROWINGS

	GROUP		COMPANY	
	1999 RM	1998 RM	1999 RM	1998 RM
Bank overdraft				
– Secured	31,134,794	32,687,255	7,538,638	8,556,717
Revolving credit (secured)	6,383,488	6,000,000	–	–
Bankers acceptance	570,000	–	–	–
	<b>38,088,282</b>	38,687,255	<b>7,538,638</b>	8,556,717
Add:				
Short term portion of long term borrowings (Note 21)	6,411,317	8,458,207	–	–
	<b>44,499,599</b>	47,145,462	<b>7,538,638</b>	8,556,717

The Company's bank overdrafts are secured by fixed and floating charges over the Company's leasehold plantation land. The secured portion of the subsidiaries' bank overdrafts are secured by fixed and floating charges over all the assets of the respective subsidiary companies and guaranteed by the Company. Interest charged during the year ranged between 4% to 14.8% (1998: 6.37% to 14.8%) per annum. The revolving credit is secured on similar terms as above and bear a fixed interest rate ranged between 9.5% to 14.45% per annum and part of it was repayable in full on 12 January 1999, however, it has been rescheduled to be payable over seven (7) quarterly instalments commencing 10 April, 1999.

## 14. GOODWILL ARISING ON CONSOLIDATION

	GROUP	
	1999 RM	1998 RM
Balance as at January 1	8,404,172	9,484,386
Acquisition of subsidiaries	324,794	(29,326)
	<b>8,728,966</b>	9,455,060
Less: Amortization	(1,050,888)	(1,050,888)
Balance as at December 31	<b>7,678,078</b>	8,404,172



## 15. EXPENDITURE CARRIED FORWARD

	<b>GROUP</b>	
	<b>1999</b>	1998
	<b>RM</b>	RM
Preliminary expenses	<b>64,050</b>	61,348
Pre-operating expenses	<b>9,247,989</b>	8,941,413
Deferred expenditure	<b>5,622,538</b>	2,012,318
	<b>14,934,577</b>	11,024,079
Add: Goodwill arising from purchase of land for plantation	<b>648,233</b>	648,233
Less: Amount written off	<b>(7,712,817)</b>	(5,505,372)
	<b>7,869,993</b>	6,166,940

## 16. SHARE CAPITAL

	<b>GROUP AND COMPANY</b>	
	<b>1999</b>	1998
	<b>RM</b>	RM
Authorized:		
Ordinary shares of RM1 each	<b>200,000,000</b>	200,000,000
Issued and fully paid-up :		
Ordinary shares of RM1 each	<b>80,614,088</b>	80,614,088

## 17. CAPITAL RESERVE

### Company

The capital reserve, which is eliminated on consolidation, relates to the surplus arising from the sale of fixed assets in 1986 to a subsidiary company.

## 18. REVALUATION SURPLUS

### Group and Company

The revaluation surplus represents surplus arising from the revaluation of certain estates and land and buildings and is not distributable by way of dividend.

## 19. MERGER RESERVE

### GROUP

The merger reserve relates to the reserve arising on the acquisition of Kumpulan Ladang-Ladang Trengganu Sdn. Bhd. and accounted for under the merger method of accounting as stated in Note 2(b) of the notes to the accounts.

## 20. FOREIGN EXCHANGE RESERVE

### GROUP

	1999 RM	1998 RM
Balance as at January 1	(8,327,706)	(3,518,921)
Currency re-alignment	918,534	(4,808,785)
Balance as at December 31	<b>(7,409,172)</b>	(8,327,706)

## 21. LONG TERM BORROWINGS

	GROUP		COMPANY	
	1999 RM	1998 RM	1999 RM	1998 RM
Term Loan				
– Secured	79,897,989	75,577,952	10,000,000	–
– Unsecured	2,840,000	3,560,000	–	–
Revolving credit (secured)	1,800,000	–	–	–
	<b>84,537,989</b>	79,137,952	<b>10,000,000</b>	–
Less: Repayable within 12 months (Note 13)	<b>(6,411,317)</b>	(8,458,207)	–	–
Repayable between two to five years	<b>78,126,672</b>	70,679,745	<b>10,000,000</b>	–

The term loans of the Company and certain subsidiaries bear interest ranged between 4% to 14.8% (1998: 6.25% to 15%) per annum. The term loan of the Company is secured by way of a first fixed charge over a subsidiary company's long leasehold lands.

The secured portion of the Group's term loans are secured by way of a first fixed charge over the short term leasehold land and fixed and floating charges over other assets of the respective subsidiaries and is guaranteed by the Company.

## 22. DEFERRED TAXATION

	GROUP	
	1999 RM	1998 RM
Balance as at 1st January	2,002,000	1,863,600
Transfer from profit and loss account	12,000	138,400
Balance as at 31st December	2,014,000	2,002,000

## 23. 3% IRREDEEMABLE CONVERTIBLE UNSECURED LOAN STOCK (ICULS)

In conjunction with the acquisition of Kumpulan Ladang-Ladang Trengganu Sdn. Bhd. the Company issued 103,800,000 nominal amount 5 year 3% Irredeemable Convertible Unsecured Loan Stocks to Perbadanan Memajukan Iktisad Negeri Terengganu as settlement of the debt owing by Kumpulan Ladang-Ladang Trengganu Sdn. Bhd.

The ICULS are not redeemable and, unless previously converted, all outstanding ICULS will be mandatorily converted by the Company into new Ordinary Shares of RM1 each in the Company at the conversion price of RM4.10 on the maturity date being a date 5 years after the date of issue.

Conversion into fully paid ordinary shares of RM1 each in the Company will be allowed at any time after 1 year from the date of issue but the conversion is restricted to 25% of the total sum at the time of issue in the second, third, fourth, and fifth year.

The ICULS are constituted by a Deed of Trust dated 3 October 1997 and bear a coupon rate of 3% per annum which is payable annually in arrears.

## 24. 6-7% TRANSFERABLE CONVERTIBLE UNSECURED LOAN STOCK (TCULS)

The TCULS are transferable convertible into fully paid ordinary shares of one of the subsidiary company, Kelana Jaya Medical Centre Sdn. Bhd. during the period of five years from the date of issuance of the Convertible Loan Stock Certificate at the rate RM1.00 nominal value of TCULS for one fully paid ordinary shares of RM1.00 each in the subsidiary company.

Upon conversion of the TCULS into new ordinary shares, such shares shall rank parri passu in all respect with the ordinary shares of the subsidiary company that they shall not be entitled to any dividend or other distributions declared in respect of a financial period prior to the financial period on which the TCULS are converted.

The TCULS remaining outstanding on the maturity date will be converted by the subsidiary company on the date of one hundred percent (100%) of its nominal value. The maturity date is the expiry of a period of five years commencing on the date of issue thereof.

The TCULS bear interest of 6% per annum on the principal amount due for the period of 2 years from the issuance of Loan Stock Certificates and 7% per annum for the following period of 3 years until the maturity date.

## 25. OPERATING PROFIT BEFORE TAXATION

The operating profit before taxation is arrived at after charging / crediting as follows :

	GROUP		COMPANY	
	1999 RM	1998 RM	1999 RM	1998 RM
After charging:				
Directors' fee:				
– Current year	339,750	346,255	75,000	75,000
– Over provision in prior year	2,800	48,600	–	–
Directors' other emoluments:				
– Current year	1,076,207	909,405	42,000	–
– Over provision in prior year	24,000	12,000	–	–
Depreciation / amortization	16,282,656	15,983,815	593,565	562,988
Amortization of deferred expenditure	2,207,445	2,255,447	–	–
Auditors remuneration:				
– Current year	270,350	381,828	25,000	50,000
– Under provision in prior year	5,900	25,000	7,000	25,000
Rental of premises	9,297,518	8,602,924	172,907	149,516
Interest:				
– Loans	4,000,118	6,091,063	368,073	–
– Overdrafts	1,540,802	2,030,714	–	–
– Revolving credit	420,500	687,140	–	–
– Loan stock	3,126,500	3,114,000	3,114,000	3,114,000
– Others	661,421	305,316	–	–
Hire of equipment	82,140	69,158	–	–
Lease and hire purchase interest	2,768,613	2,831,414	26,840	38,125
Fixed assets written off	1,217,770	108,333	–	–
Stock written off	–	1,084,760	–	–
Rental of vehicle	46,073	37,603	–	–
Bad debts written off	–	79,330	–	–
Amortization of goodwill	1,050,888	1,050,888	–	–
Provision for doubtful debts	7,386,676	3,676,895	–	–
Provision for diminution in value of investment:				
– subsidiary	499,999	–	–	–
– others	3,124,264	1,526,898	–	–
Provision for zakat	231,754	–	231,754	–
Loss on currency exchange	3,702	528,476	–	–
And crediting:				
Gross dividend from:				
– subsidiaries	–	–	–	11,500,000
– quoted investments	–	292,241	–	–
Interest income:				
– fixed deposit	322,863	457,559	–	–
– others	845,212	751,537	–	–
Interest income on loan stocks	–	–	3,114,000	3,114,000
Management fee from subsidiaries	–	–	2,328,000	2,328,000
(Loss) / gain on disposal of fixed assets	(339,250)	22,545	–	–
Rental income	–	181,632	43,650	74,100

## 26. TAXATION

	GROUP		COMPANY	
	1999 RM	1998 RM	1999 RM	1998 RM
Provision for taxation	–	8,356,056	–	4,940,000
Taxation under provided in previous years	<b>3,996,798</b>	1,104,566	<b>3,978,642</b>	532,527
Transfer to deferred taxation account	<b>12,000</b>	138,400	–	–
	<b>4,008,798</b>	9,599,022	<b>3,978,642</b>	5,472,527

As at 31st December 1999, the Group and Company has available unabsorbed capital allowances and tax losses for offsetting against future taxable income, subject to the approval of the Inland Revenue Board, as follows:

	GROUP	
	1999 RM	1998 RM
Unabsorbed losses	<b>88,935,000</b>	20,404,000
Unutilized capital allowance	<b>16,808,000</b>	8,343,000
	<b>105,743,000</b>	28,747,000

## 27. PRIOR YEAR ADJUSTMENT

	GROUP	
	1999 RM	1998 RM
Sales not taken up in prior year	<b>100,462</b>	–
Purchases not taken up in prior year	<b>(919,910)</b>	–
Purchases double taken up in prior year	–	1,919,399
Underprovision of tax in prior year as a result of purchases double taken up	–	(410,000)
Interest on loan for prior year	–	(767,836)
Understatement of expenses in prior year	–	324,102
	<b>(819,448)</b>	1,065,665

## 28. (LOSS) / EARNINGS PER SHARE

The (loss) / earnings per share calculation is based on the Group (loss) / profit for the financial year after taxation and minority interest of RM23,080,373 (1998: RM19,878,980) divided by 80,614,088 shares in issue.

## 29. SIGNIFICANT INTERCOMPANY TRANSACTIONS

	COMPANY	
	1999 RM	1998 RM
Management fees from subsidiary companies	2,328,000	2,328,000
Dividend receivable from subsidiaries	-	11,500,000
Plantation management fee payable to subsidiary	-	932,342
Processing fee payable to subsidiary	-	1,088,155
New plantation management fee to subsidiary	-	123,030

## 30. CAPITAL COMMITMENTS

	GROUP		COMPANY	
	1999 RM	1998 RM	1999 RM	1998 RM
Amount approved and contracted for	2,734,290	849,198	-	-
Amount approved but not contracted for	16,631,050	58,226,544	-	42,650,000
	<b>19,365,340</b>	59,075,742	-	42,650,000

## 31. CONTINGENT LIABILITY

	COMPANY	
	1999 RM	1998 RM
Corporate guarantees granted for banking facilities of subsidiaries	103,971,425	181,835,195

### 32. ANALYSIS BY SEGMENTS

GROUP 1999	Turnover RM'000	Profit / (loss) before taxation RM'000	Gross assets employed RM'000
1. Plantation	95,659	12,935	373,787
2. Food retailing	72,497	(26,407)	71,708
3. Medical services	8,713	(5,064)	27,705
4. Others	27,387	(1,998)	64,486
	<b>204,256</b>	<b>(20,534)</b>	<b>537,686</b>
1998			
1. Plantation	135,841	27,165	390,101
2. Food retailing	80,180	(10,636)	83,927
3. Medical services	4,233	(3,224)	20,578
4. Others	7,882	15,368	72,298
	<b>228,136</b>	<b>28,673</b>	<b>566,904</b>

No geographical analysis has been prepared as the Group's business interest is predominantly located in Malaysia.

### 33. SIGNIFICANT EVENTS

- i) Kumpulan Mediiman has acquired 150,000 ordinary shares of RM1 each in Halagel (M) Sdn. Bhd., representing 60% equity interest for cash.
- ii) A & W of Malaysia Sdn. Bhd. has acquired 200,000 units of ordinary shares of RM1 each representing 40% equity interest in Prosperous Avenue Sdn. Bhd. for a total consideration of RM100,000.

### 34. EVENTS SUBSEQUENT TO YEAR END

On 17th April 2000, the Company has increased its paid up capital from RM80,614,088 to RM80,663,088 through the issuance of 49,000 new ordinary shares of RM1 each for cash under the Employee Shares Option Scheme.

### 35. COMPARATIVE FIGURES

Certain comparative figures have been reclassified to conform with current year's presentation.

# Statistik Pemegang Saham

## Shareholder's Statistic

### LIST OF TWENTY LARGEST SHAREHOLDINGS AS AT 28 APRIL 2000

		No. of Shares	%
1.	Perbadanan Memajukan Iktisad Negeri Terengganu	27,254,856	33.79
2.	Perbadanan Menteri Besar Terengganu	11,198,000	13.88
3.	Segimodal Sdn. Bhd.	8,692,000	10.78
4.	The Central Depository (Pte) Limited	8,179,007	10.14
5.	Employees Provident Fund Board	2,249,000	2.79
6.	Permodalan Terengganu Berhad	1,871,000	2.32
7.	Modal Harmoni Sdn. Bhd.	1,741,000	2.16
8.	Yayasan Terengganu	1,285,715	1.59
9.	JS Nominees (Tempatan) Sdn. Bhd. – Yayasan Islam Terengganu (YA 279)	1,230,715	1.53
10.	MGI Nominees (Tempatan) Sdn. Bhd. – Pledged Securities Account for Sulong bin Mamat	1,120,000	1.39
11.	Mayban Securities Nominees (Tempatan) Sdn. Bhd. – Pledged Securities Account for Ong Huey Peng (REM650)	1,034,000	1.28
12.	Minister of Finance	844,285	1.05
13.	PTB Asset Management Sendirian Berhad – As Beneficial Owner	724,000	0.90
14.	Ta Siew Eng	286,000	0.35
15.	Megategas Sdn. Bhd.	250,000	0.31
16.	Yayasan Islam Terengganu	192,000	0.24
17.	Straits Nominees (Tempatan) Sdn. Bhd. – Pledged Securities Account for Khoo Yoke Kee - (39011M)	178,000	0.22
18.	Arab-Malaysian Nominees (Tempatan) Sdn. Bhd – AMMB International (L) Ltd for TA Securities Bhd (6/28-1)	120,000	0.15
19.	Bank Simpanan Nasional	100,000	0.12
20.	UOBM Nominees (Asing) Sdn. Bhd. – Credit Agricole Indosuez Hong Kong	99,600	0.12
<b>Total:</b>		<b>68,649,174</b>	<b>85.11</b>

### ANALYSIS OF SHAREHOLDINGS BY RANGE GROUPS

Breakdown of Shareholdings	No. of Shares	% Over Total Shares	No. of Holders	% Over Total Shareholders
000000001 – 000000499	26,739	0.03	111	2.84
000000500 – 000005000	6,362,131	7.89	3,366	86.06
000005001 – 000010000	2,048,640	2.54	251	6.42
000010001 – 000100000	4,085,000	5.06	164	4.19
000100001 – 001000000	2,377,285	2.95	7	0.18
001000001 – Above	65,763,293	81.53	12	0.31
<b>Company Total</b>	<b>80,663,088</b>	<b>100.00</b>	<b>3,911</b>	<b>100.00</b>

### SUBSTANTIAL SHAREHOLDERS

According to the register required to be kept under Section 69L of the Companies Act, 1965, the substantial shareholders of the company are as follows:

		No. of Shares Held	% of Share
1.	Perbadanan Memajukan Iktisad Negeri Terengganu	27,254,856	33.79
2.	Perbadanan Menteri Besar Terengganu	11,198,000	13.88
3.	Segimodal Sdn. Bhd.	8,692,000	10.78
4.	The Central Depository (Pte.) Limited	8,179,007	10.14
5.	Employees' Provident Fund Board	2,249,000	2.79
6.	Permodalan Terengganu Berhad	1,871,000	2.32
7.	Modal Harmoni Sdn. Bhd.	1,741,000	2.16



# Statistik Perladangan

## Plantation Statistic

1999	Total Hectarages Managed By TDM Plantation Sdn. Bhd. (Hectares)	Group's Owned Plantation (Hectares)	Others (Hectares)
<b>OIL PALM</b>			
Matured Hectarage	21,427	17,663	3,764
Immatured Hectarage	11,503	8,386	3,117
<b>OTHER CROP</b>			
Matured Hectarage	–	–	–
Immatured Hectarage	258	258	–
<b>Total Planted</b>	<b>33,188</b>	<b>26,307</b>	<b>6,881</b>

### HECTARAGE BY COMPANY / DIVISION

Sub-Lessee	Mature	8,794	5,030	3,764
	Immature	1,082	619	463
TDM Capital Sdn. Bhd.	Mature	1,243	1,243	–
	Immature	735	735	–
Kumpulan Ladang-Ladang Terengganu Sdn. Bhd.	Mature	11,390	11,390	–
	Immature	7,290	7,290	–
Ladang Tabung Warisan	Mature	–	–	–
	Immature	1,398	909	489
Ladang Majlis Agama Islam Terengganu	Mature	–	–	–
	Immature	863	587	276
Ladang KOPKEM	Mature	–	–	–
	Immature	393	275	118
<b>Total Planted</b>		<b>33,188</b>	<b>28,078</b>	<b>5,110</b>

### PRODUCTION / COMPANY / DIVISION (MT)

<b>OIL PALM</b>	
FFB (MT)	366,922
CPO Production (MT)	66,433
Palm Kernel Production (MT)	18,842
Extraction Rates (%) – CPO	18.11
Recovery Rates (%) – PK	5.14%

**Note:**

On 1st January 1978, Sublessees Operation was aggregated as one single economic and accounting unit for purpose of profit distribution based on acreage holdings owned by the respective sublessees.



Statistik Perladangan...samb.  
Plantation Statistic....cont'd.

1998	Total Hectarages Managed By TDM Plantation Sdn. Bhd. (Hectares)	Group's Owned Plantation (Hectares)	Others (Hectares)
<b>OIL PALM</b>			
Matured Hectarage	19,866	16,268	3,598
Immatured Hectarage	11,933	8,922	3,011
<b>OTHER CROP</b>			
Matured Hectarage	910	910	–
Immatured Hectarage	317	317	–
<b>Total Planted</b>	<b>33,026</b>	<b>26,417</b>	<b>6,609</b>

<b>HECTARAGE BY COMPANY / DIVISION</b>				
Sub-Lessee	Mature	8,407	4,809	3,598
	Immature	1,469	840	629
TDM Capital Sdn. Bhd.	Mature	782	782	–
	Immature	1,196	1,196	–
Kumpulan Ladang-Ladang Trengganu Sdn. Bhd.	Mature	11,587	11,587	–
	Immature	7,203	7,203	–
Ladang Tabung Warisan	Mature	–	–	–
	Immature	1,398	909	489
Ladang Majlis Agama Islam Terengganu	Mature	–	–	–
	Immature	661	449	212
Ladang KOPKEM	Mature	–	–	–
	Immature	323	226	97
<b>Total Planted</b>		<b>33,026</b>	<b>28,001</b>	<b>5,025</b>

<b>PRODUCTION / COMPANY / DIVISION (MT)</b>	
<b>OIL PALM</b>	
FFB (MT)	282,094
CPO Production (MT)	52,203
Palm Kernel Production (MT)	15,354
Extraction Rates (%) – CPO	18.51%
Recovery Rates (%) – PK	5.44%

**Note:**

On 1st January 1978, Sublessees Operation was aggregated as one single economic and accounting unit for purpose of profit distribution based on acreage holdings owned by the respective sublessees.



# Senarai Hartanah Yang Dimiliki

## List Of Properties Held

Location	Tenure	Size	Description	Approximate Age	Book Value (RM)
<b>State Of Terengganu</b>					
Mukim of Tebak Bundi, Kemaman	Leasehold Land expiring in 2043	5,649.42 Hectares	Oil Palm Plantation Mill, Office Building and Staff Quar ters	30	RM32,492,097
Mukim of Tebak, HS (D) 188 PT Lot 554 P HS (D) 181 PT Lot 402 B HS (D) 187 PT Lot 551 P HS (D) 209 PT Lot 552 P HS (D) 180 PT Lot 402 A HS (D) 210 PT Lot 555 P Grant 8071 PT Lot 822	Leasehold Land expiring in 2018	785.30 Hectares	Oil Palm Plantation		RM3,850,305
Mukim of Tebak HS (D) 1779 PT 1666	Leasehold Land expiring in 2052	3,681.10 Hectares	Oil Palm Plantation		RM23,027,834
Mukim of Hulu Nerus Lots 3039, 3040, 3041, 97, 94 and 54 PT 844 K, 788 K, 707 K and 789 K	Leasehold Land expiring in 2072	2,223.85 Hectares	Oil Palm Plantation		RM2,977,232
Mukim of Hulu Nerus Lot PT 7128	Leasehold Land expiring in 2055	3,0007 Hectares	Oil Palm Plantation		RM1,610,947
Mukim Belara Lots 6743 and 6558	Leasehold Land expiring in 2072	1,725.28 Hectares	Oil Palm Plantation		RM5,735,452
Mukim Belara Lots 7251, 7253, 7254, 7662, 7663 and PT 64 K	Leasehold Land expiring in 2072	1,170.68 Hectares	Oil Palm Plantation		RM2,300,514
Mukim Belara Lots 8187, 6641, 8264, 9390 Lots PT 882K, PT 883K, PT 381K, PT 642 K, PT 804 K	Leasehold Land expiring in 2072	2,349.61 Hectares	Oil Palm Plantation		RM2,664,607
Mukim Belara Lots 7250	Leasehold Land expiring in 2072	1,392.04 Hectares	Oil Palm Plantation		RM3,680,257
Mukim Belara Parts of Lots 7251, 7253, 7254 7662, 7663 and PT 641K	Leasehold Land expiring in 2072	49.00 Hectares	Oil Palm Mill	27	RM374,079.12
Mukim of Besul PT 140, PT 141  Mukim of Jerangau PT 1140, PT 1143, PT 1144 and PT 1145	Leasehold Land expiring in 2075	7,460.62 Hectares	Oil Palm Plantation		RM4,107,809



*Senarai Hartanah Yang Dimiliki...samb.  
List of Properties Held....cont'd.*

Location	Tenure	Size	Description	Approximate Age	Book Value (RM)
Mukim of Penghulu Diman Lots 37 and 204	Leasehold Land expiring in 2050	1,480.92 Hectares	Oil Palm Plantation		RM2,240,245
Mukim of Jerangau Lot 1157	Leasehold Land expiring in 2060				
Mukim of Jerangau Lot 3643	Leasehold Land expiring in 2052				
Mukim of Besul Lot PT 260	Leasehold Land expiring in 2011	12.14 Hectares	A SMR Rubber Factory	5	RM21,966.32
Mukim of Batu Buruk Lots 3046, 3047, 3048, 3049, 3050, 3051 and 3052	Leasehold Land expiring in 2090	1,480.00 sq. metres	5 Units of 4 Storey shophouses and 2 parcels of building lands	8	RM81,590.02
Town and District of Kuala Terengganu Lots 3072 and 3073	Freehold	297.00 sq. metres	2 units of 4 storey shophouses	21	RM814,077.37
Mukim Pulau Perhentian HS(D) 1535 PT Lot 320	Leasehold Land expiring in 2051	44.80 Hectares	Undeveloped Resort Land		RM270,190.20
Kawasan Simpang Geliga Mukim Chukai	Leasehold Land expiring in 2053	5206.00 m <sup>2</sup>	Vacant		RM389,730
Daerah Kemaman HS (M) 6245 Lot PT 5070					
<b>State Of Negeri Sembilan</b>					
54, Jalan Siakap Taman Mutiara, Batu 12 Jalan Pantai, Port Dickson, Negeri Sembilan	Freehold	553.00 sq. metres	Bungalow House	18	RM73,800.00
<b>State Of Johore</b>					
Town and District of Johor Bharu CT 318 Lot 1897	Freehold	13,996.00 sq. ft.	Vacant		RM473,255
<b>State Of Selangor</b>					
Mukim of Damansara District of Petaling	Leasehold Land expiring in 2092	1,544.96 sq. metres	Lot No. 3.5 Storey Shop / Office FAS Avenue Kelana Jaya	1	RM4,459,938.74
Mukim of Damansara District of Petaling	Leasehold Land expiring in 2092	1,270.24 sq. metres	Lot No. 4.5 Storey Shop / Office FAS Business Avenue Kelana Jaya	1	RM3,666,886.25
LG-07 Amcorp Trade Centre Amcorp Mall (Master Title) HS (D) 39250 No. PT 4, Section 26, Town of P.J. District of Petaling Selangor	Leasehold Land 99 years lease expiring in 2088	4605.00 sq. ft.	Fast Food Restaurant	1	RM2,800,000.00

**TDM BERHAD**  
(Company No. 6265-P)  
(Incorporated in Malaysia)

**PROXY FORM**

I/We, \_\_\_\_\_ Shareholding represented by Proxy

of \_\_\_\_\_ (FULL NAME IN CAPITAL LETTERS)

\_\_\_\_\_ (ADDRESS)

being a member / members of TDM Berhad ("the Company"), hereby appoint

\_\_\_\_\_ (FULL NAME)

of \_\_\_\_\_

or failing him/her \_\_\_\_\_

of \_\_\_\_\_

to vote for me / us on my / our behalf at the 35th Annual General Meeting of the Company to be held at **Baiduri And Berlian Court Room, Hotel Istana, 73 Jalan Raja Chulan, 50200 Kuala Lumpur** on **Friday, 30 June 2000** at 10.00 a.m. and at any adjournment thereof and to vote as indicated below:-

Resolution		For	Against
1.	Adoption of Reports and Accounts		
2.	Re-election of Director: Harun bin Taib		
3.	Re-election of Director: Md. Azmi bin Lop Yusof		
4.	Re-election of Director: Dato' Senara Muda (Dato' Mazlan @ Mohd Nanri bin Hashim)		
5.	Re-election of Director: Dato' Haji Hassan @ Shugib bin Lebai Mat		
6.	Re-election of Director: A. Zamani bin Mohammad		
7.	Re-election of Director: Raja Idris bin Raja Kamarudin		
8.	Directors' Fees		
9.	Reappointment of Auditors: Messrs. ALJEFFRI & CO.		
10.	As special business: ORDINARY RESOLUTION Allotment of Shares pursuant to Section 132D of the Companies Act, 1965.		

Please indicate with "X" how you wish your vote to be cast. Unless voting instructions are indicated in the space above, the proxy will vote or abstain from voting as he / she think fit.

Dated this \_\_\_\_\_ day of \_\_\_\_\_ 2000.

No. of Shares held \_\_\_\_\_

Signature / \_\_\_\_\_

Common Seal of Appointor

**Notes:**

1. A member of the Company entitled to attend and vote at the meeting is entitled to appoint a proxy to attend and vote in his stead. A proxy need not be a Member of the Company. Where a member appoints two or more proxies, the appointment shall be invalid unless he specifies the proportion of his holding to be represented by each proxy.
2. The instrument appointing a proxy in the case of an individual shall be signed by the appointor or his attorney, or if the appointor is a Corporation either under the Common Seal or under the hand of an officer or attorney duly authorized.
3. A Proxy Form is enclosed herewith and should be deposited at the registered office of the Company at 25th Floor, Menara Promet, Jalan Sultan Ismail, 50250 Kuala Lumpur, not less than forty-eight (48) hours before the time set for holding the Meeting or any adjournment thereof.



Lipat di sini  
(Fold Here)

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STAMP

**TDM BERHAD** (Company No. 6265-P)  
25TH FLOOR MENARA PROMET  
JALAN SULTAN ISMAIL  
50250 KUALA LUMPUR

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Lipat di sini  
(Fold Here)