

FINANCIAL STATEMENT 2002

DIRECTORS' REPORT

FOR THE YEAR ENDED 31 DECEMBER 2002

The directors present their report together with the audited financial statements of the Group and of the Company for the financial year ended 31 December 2002.

PRINCIPAL ACTIVITIES

The principal activities of the Company are investment holding and provision of management services and operates its own oil palm estates.

The principal activities of its subsidiary companies are described in Note 13 to the financial statements.

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

FINANCIAL RESULTS

	GROUP RM'000	COMPANY RM'000
Profit/(Loss) before taxation	6,059	(12,773)
Taxation	(3,897)	-
	2,162	(12,773)
Profit/(Loss) after taxation	2,162	(12,773)
Minority interests	195	-
	2,357	(12,773)
Profit attributable to shareholders	2,357	(12,773)
Accumulated losses brought forward (as restated)	(57,431)	(49,683)
	(55,074)	(62,456)
Accumulated losses carried forward	(55,074)	(62,456)

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

In the opinion of the directors, the results of the operations of the Group and of the Company during the financial year were not substantially affected by any item, transaction or event of a material and unusual nature other than the exceptional items as disclosed in Note 8 to the financial statements.

DIVIDENDS

No dividend has been paid, declared and proposed by the Company since the end of the previous financial year.

DIRECTORS

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

YB Dato' Ustaz Haji Harun bin Taib	(Chairman)
Y Bhg Dato' Senara Muda (Dato' Mazlan @ Mohd Nanri bin Hashim)	
YM Raja Haji Idris bin Raja Kamarudin	(Executive Director)
YB Md. Azmi bin Lop Yusof	
Y Bhg Dato' Haji Hassan @ Shugib bin Lebai Mat	
Y Bhg Dr Wan Hassan bin Wan Embong	
Tuan Haji Abd Jalil bin Ali	(Appointed on 28 January 2003)
Tuan Haji Abd Shahid bin Mohd Shah	(Resigned on 20 August 2002)

DIRECTORS' BENEFITS

Neither at the end of the financial year, nor at any time during the year, did there subsist any arrangement, to which the Company was a party, whereby the directors might acquire benefits by means of the acquisition of shares in or debentures of the Company or any other body corporate.

Since the end of the previous financial year, no director has received or become entitled to receive a benefit (other than benefits included in the aggregate amount of emoluments received or due and receivable by the directors as shown in Note 6 to the financial statements or the fixed salary of a full-time employee of the Company) by reason of a contract made by the Company or a related corporation with any director or with a firm of which he is a member, or with a company in which he has a substantial financial interest.

DIRECTORS INTERESTS

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

The Company	Number of Ordinary Shares of RM1 Each			
	1 January 2002	Bought	Sold	31 December 2002
Direct Interest				
YM Raja Haji Idris Bin Raja Kamarudin	219,000	11,000	(21,000)	209,000

None of the other directors in office at the end of the financial year had any interest in shares in the Company or its related corporations during the financial year.

ISSUE OF SHARES

During the financial year, the Company increased its issued and paid-up share capital from RM80,682,088 to RM105,999,161 by way of the issuance of 25,317,073 ordinary shares of RM1.00 each through the conversion of the Irredeemable Convertible Unsecured Loan Stock ("ICULS") at a conversion price of RM4.10 per share. The new ordinary shares rank pari passu in all respects with the existing ordinary shares. The share premium arising from the issuance amounted to RM78,482,927.

CORPORATE PROPOSALS

The directors of the Company is proposing a bonus issue of up to 111,132,161 ordinary shares of RM1.00 each ("Bonus Shares") in the Company on the basis of one (1) new Bonus Share for every one (1) existing ordinary share of RM1.00 each held in the Company ("Proposed Bonus Issue"). The Proposed Bonus Issue is to be capitalised entirely from the share premium account of the Company.

The proposed bonus issue of up to 111,132,161 new Bonus Shares is after taking into consideration:

- (a) the existing issued and paid-up share capital of the Company of RM105,999,161 comprising 105,999,161 shares of RM1.00 each in the Company; and
- (b) the balance of 3,131,000 options that may be exercisable pursuant to the Company's Employee Share Option Scheme ("ESOS") as at 31 December 2002.

Further to the proposal on the Proposed Bonus Issue, the Company is also proposing a restricted issue of up to 2,704,198 new ordinary shares of RM1.00 each in the Company ("Proposed Restricted Issue") to certain creditors of the Group. In view of the Proposed Restricted Issue and the revised number of options available under the ESOS, the number of shares to be issued pursuant to the Proposed Bonus Issue will be up to 111,834,359 new ordinary shares.

Pursuant to the Proposed Bonus Issue and the Proposed Restricted Issue, the Board of Directors of the Company is also proposing to increase the authorised share capital of the Company from RM200,000,000 comprising 200,000,000 ordinary shares of RM1.00 each to RM500,000,000 comprising 500,000,000 shares of RM1.00 each in the Company.

These proposals have been submitted to Securities Commission on 31 January 2003. As at the date of this report, the Company is awaiting for approvals of the above proposals from the relevant authorities.

EMPLOYEE SHARE OPTION SCHEME

The Employee Share Option Scheme ("ESOS") was approved by shareholders of the Company at an Extraordinary General Meeting held on 24 June 1999. The ESOS granted options to eligible employees of the Group with the right to subscribe for new ordinary shares of RM1.00 each ("Share") of the Company at the predetermined subscription price.

The main features of the ESOS are as follows:

- (a) Eligible employees of the Group who have been confirmed in their employment and have been in the service of the Group for at least one year on or prior to the Date of Offer. Where an employee is serving under a fixed term contract of employment, the contract should be for a period of at least three years. In respect of employees who are non-Malaysian, they may be considered for eligibility when they serve any company within the Group on a full-time basis.
- (b) The option is personal to the grantee and is non-assignable.
- (c) The maximum number of Shares to be offered under the ESOS shall not exceed in aggregate ten (10) percent of the total number of issued and paid-up shares of the Company at any point of time during the existence of the ESOS which shall be in force for a period of five (5) years from 9 December 1999 being the date of approval by the Securities Commission.

- (d) The subscription price for the new Shares shall be determined by the closing market price of the Company's ordinary shares on the market day immediately preceding the date of offer, the average of the mean market quotation of the Shares as shown in the daily official list issued by the Kuala Lumpur Stock Exchange for the five (5) market days immediately preceding the date the options are offered, or at the par value of the ordinary shares of the Company, whichever is higher.
- (e) The options granted under the ESOS shall be capable of being exercised by the grantee at anytime within a period of five (5) years commencing from the date of the offer or such shorter period as may be specifically stated in the offer by notice in writing to the Company.

The option does not confer on any person the rights to participate in any share issue of any other company.

The movements in the options since the date of the last report are as follows:

	Option Price RM	Unissued Share Options
As at 1 January 2002	1.47	5,133,000
Less: Entitlement Forfeited		
- Ceased to be subsidiary companies		(902,000)
- Resignation		(691,000)
- Retirement		(409,000)
As at 31 December 2002		3,131,000

OTHER STATUTORY INFORMATION

- (a) Before the income statements and balance sheets of the Group and of the Company were made out, the directors took reasonable steps:
- i) to ascertain that proper action had been taken in relation to the writing off of bad debts and the making of provision for doubtful debts and satisfied themselves that all known bad debts had been written off and that adequate provision had been made for doubtful debts; and
 - ii) to ensure that any current assets which were unlikely to realise their value as shown in the accounting records in the ordinary course of business had been written down to an amount which they might be expected so to realise.
- (b) At the date of this report, the directors are not aware of any circumstances not otherwise dealt with in this report or financial statements of the Group and of the Company which would render:
- i) the amount written off for bad debts or the amount of the provision for doubtful debts inadequate to any substantial extent; and
 - ii) the values attributed to current assets in the financial statements of the Group and of the Company misleading.
- (c) At the date of this report, the directors are not aware of any circumstances which have arisen which render adherence to the existing method of valuation of assets or liabilities of the Group and of the Company misleading or inappropriate.

- (d) At the date of this report, the directors are not aware of any circumstances not otherwise dealt with in this report or financial statements of the Group and of the Company which would render any amount stated in the financial statements misleading.
- (e) As at the date of this report, there does not exist:
- i) any charge on the assets of the Group or of the Company which has arisen since the end of the financial year which secures the liabilities of any other person; or
 - ii) any contingent liability in respect of the Group or of the Company which has arisen since the end of the financial year.
- (f) In the opinion of the directors:
- i) no contingent or other liability has become enforceable or is likely to become enforceable within the period of twelve months after the end of the financial year which will or may affect the ability of the Group or of the Company to meet its obligations when they fall due; and
 - ii) no item, transaction or event of a material and unusual nature has arisen in the interval between the end of the financial year and the date of this report which is likely to affect substantially the results of the operations of the Group or of the Company for the financial year in which this report is made.

AUDITORS

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

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



WAN HASSAN BIN WAN EMBONG



RAJA IDRIS BIN RAJA KAMARUDIN

Kuala Lumpur, Malaysia
28 April 2003

STATEMENT BY DIRECTORS
PURSUANT TO SECTION 169(15) OF THE COMPANIES ACT 1965

We, **WAN HASSAN BIN WAN EMBONG** and **RAJA IDRIS BIN RAJA KAMARUDIN**, being two of the directors of **TDM BERHAD**, do hereby state that, in the opinion of the directors, the accompanying financial statements set out on pages 54 to 93 are drawn up in accordance with applicable Approved Accounting Standards in Malaysia and the provisions of the Companies Act 1965 so as to give a true and fair view of the financial position of the Group and of the Company as at 31 December 2002 and of the results and the cash flows of the Group and of the Company for the year then ended.

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



WAN HASSAN BIN WAN EMBONG



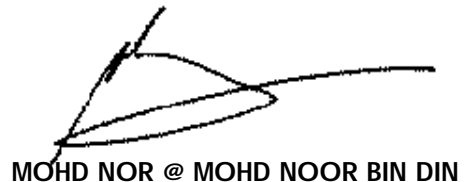
RAJA IDRIS BIN RAJA KAMARUDIN

Kuala Lumpur, Malaysia
28 April 2003

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

I, **MOHD NOR @ MOHD NOOR BIN DIN**, being the officer primarily responsible for the financial management of **TDM BERHAD**, do solemnly and sincerely declare that the accompanying financial statements set out on pages 11 to 65 are in my opinion, correct and I make this solemn declaration conscientiously believing the same to be true and by virtue of the provisions of the Statutory Declarations Act 1960.

Subscribed and solemnly declared
by the abovenamed, **MOHD NOR @ MOHD NOOR BIN DIN** at Kuala Lumpur in the Federal Territory on **28 April 2003**



MOHD NOR @ MOHD NOOR BIN DIN

Before me



Commissioner for Oaths,
Kuala Lumpur, MALAYSIA

REPORT OF THE AUDITORS

TO THE MEMBERS OF TDM BERHAD

We have audited the accompanying financial statements set out on pages 54 to 93. These financial statements are the responsibility of the Company's directors. Our responsibility is to express an opinion on these financial statements based on our audit.

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

In our opinion:

- (a) the financial statements have been properly drawn up in accordance with the provisions of the Companies Act 1965 and applicable Approved Accounting Standards in Malaysia so as to give a true and fair view of:
 - i) the financial position of the Group and of the Company as at 31 December 2002 and of the results and the cash flows of the Group and of the Company for the year then ended; and
 - ii) the matters required by Section 169 of the Companies Act 1965 to be dealt with in the financial statements; and
- (b) the accounting and other records and the registers required by the Act to be kept by the Company and by its subsidiaries of which we have acted as auditors have been properly kept in accordance with the provisions of the Act.

We have considered the financial statements and auditors' reports thereon of the subsidiaries for which we have not acted as auditors as indicated in Note 13 to the financial statements, being financial statements that have been included in the consolidated financial statements.

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

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

ERNST & YOUNG
AF: 0039
Chartered Accountants

MOHD SUKARNO BIN TUN SARDON
1697/03/05(J)
Partner

Kuala Lumpur, Malaysia
28 April 2003

BALANCE SHEET

AS AT 31 DECEMBER 2002

	Note	GROUP		COMPANY	
		2002 RM'000	2001 RM'000	2002 RM'000	2001 RM'000
NON-CURRENT ASSETS					
Property, plant and equipment	12	621,449	407,463	61,312	50,064
Investment in subsidiaries	13	-	-	96,676	101,584
Other investments	14	4,700	7,106	-	2,080
Deferred expenditure	15	565	2,069	-	-
CURRENT ASSETS					
Development properties	16	3,429	3,626	-	-
Inventories	17	8,455	11,125	7	16
Trade receivables	18	14,858	12,762	-	-
Other receivables	19	20,396	53,152	3,782	7,749
Amounts due from subsidiaries	20	-	-	149,379	194,635
Cash and bank balances	21	5,566	3,688	153	117
		52,704	84,353	153,321	202,517
CURRENT LIABILITIES					
Bank borrowings	22	30,131	64,641	6,299	34,824
Trade payables	23	60,111	37,320	2	-
Other payables	24	67,513	95,211	23,589	24,190
Amounts due to subsidiaries	20	-	-	49,605	70,567
Tax payable		864	2,268	-	-
		158,619	199,440	79,495	129,581
NET CURRENT (LIABILITIES)/ASSETS		(105,915)	(115,087)	73,826	72,936
		520,799	301,551	231,814	226,664
FINANCED BY:					
SHARE CAPITAL	25	105,999	80,682	105,999	80,682
RESERVES	26	306,907	26,464	114,219	36,950
SHAREHOLDERS' EQUITY		412,906	107,146	220,218	117,632
MINORITY INTERESTS		5,905	2,722	-	-
		418,811	109,868	220,218	117,632
RETIREMENT BENEFITS	27	1,288	1,047	-	-
LONG TERM LOANS	22	57,462	163,417	10,988	109,032
NEGATIVE GOODWILL	28	20,882	26,128	-	-
DEFERRED TAXATION	29	22,356	1,091	608	-
NON-CURRENT LIABILITIES		101,988	191,683	11,596	109,032
		520,799	301,551	231,814	226,664

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

INCOME STATEMENTS

FOR THE YEAR ENDED 31 DECEMBER 2002

	Note	GROUP		COMPANY	
		2002 RM'000	2001 RM'000	2002 RM'000	2001 RM'000
REVENUE	3	171,151	144,709	5,086	-
COST OF SALES		(108,902)	(67,190)	(2,769)	-
GROSS PROFIT		62,249	77,519	2,317	-
Other operating income		13,759	15,702	9,601	4,683
Distribution costs		(2,956)	(7,033)	-	-
Administration expenses		(33,792)	(77,902)	(7,626)	(4,749)
Other operating expenses		(4,802)	(19,968)	(5,316)	(282)
OPERATING PROFIT/(LOSS)	4	34,458	(11,682)	(1,024)	(348)
Finance cost	7	(15,636)	(14,926)	(5,471)	(5,350)
PROFIT/(LOSS) BEFORE TAX, ZAKAT AND EXCEPTIONAL ITEMS		18,822	(26,608)	(6,495)	(5,698)
Exceptional items	8	(11,203)	18,901	(5,760)	(40,362)
PROFIT/(LOSS) BEFORE TAX, ZAKAT AND AFTER EXCEPTIONAL ITEMS		7,619	(7,707)	(12,255)	(46,060)
Zakat	9	(1,560)	-	(518)	-
PROFIT/(LOSS) BEFORE TAX AND AFTER ZAKAT AND EXCEPTIONAL ITEMS		6,059	(7,707)	(12,773)	(46,060)
Taxation	10	(3,897)	(113)	-	-
PROFIT/(LOSS) AFTER TAXATION		2,162	(7,820)	(12,773)	(46,060)
Minority interests		195	435	-	-
PROFIT/(LOSS) ATTRIBUTABLE TO SHAREHOLDERS		2,357	(7,385)	(12,773)	(46,060)
Earnings/(Loss) per share (sen)					
Basic	11	2.7 sen	(9.2) sen		
Diluted	11	2.7 sen	(9.2) sen		

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

STATEMENT OF CHANGES IN EQUITY

FOR THE YEAR ENDED 31 DECEMBER 2002

	Notes	Non-distributable			Distributable		Total RM'000
		Share capital RM'000	Share premium (Note 26) RM'000	Other reserves (Note 26) RM'000	Capital reserves (Note 26) RM'000	Accumulated losses (Note 26) RM'000	
CONSOLIDATED							
At 1 January 2001		80,682	63,259	5,977	-	(47,805)	102,113
Translation differences		-	-	4,729	-	-	4,729
Loss for the year		-	-	-	-	(7,385)	(7,385)
Revaluation surplus		-	-	9,930	-	-	9,930
At 31 December 2001		80,682	63,259	20,636	-	(55,190)	109,387
At 1 January 2002							
- as previously reported		80,682	63,259	20,636	-	(55,190)	109,387
- prior year adjustment	33	-	-	-	-	(2,241)	(2,241)
- as restated		80,682	63,259	20,636	-	(57,431)	107,146
Profit for the year		-	-	-	-	2,357	2,357
Revaluation surplus		-	-	199,603	-	-	199,603
Issue of shares under ICULS		25,317	78,483	-	-	-	103,800
At 31 December 2002		105,999	141,742	220,239	-	(55,074)	412,906
COMPANY							
At 1 January 2001		80,682	63,970	10,708	2,736	(3,623)	154,473
Loss for the year		-	-	-	-	(46,060)	(46,060)
Revaluation surplus		-	-	9,930	-	-	9,930
At 31 December 2001		80,682	63,970	20,638	2,736	(49,683)	118,343
At 1 January 2002							
- as previously reported		80,682	63,970	20,638	2,736	(49,683)	118,343
- prior year adjustment	33	-	(711)	-	-	-	(711)
- as restated		80,682	63,259	20,638	2,736	(49,683)	117,632
Loss for the year		-	-	-	-	(12,773)	(12,773)
Revaluation surplus		-	-	11,559	-	-	11,559
Issue of shares under ICULS		25,317	78,483	-	-	-	103,800
At 31 December 2002		105,999	141,742	32,197	2,736	(62,456)	220,218

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

CONSOLIDATED STATEMENT OF CASH FLOW

FOR THE YEAR ENDED 31 DECEMBER 2002

	GROUP		COMPANY	
	2002 RM'000	2001 RM'000	2002 RM'000	2001 RM'000
CASH FLOWS FROM OPERATING ACTIVITIES				
Profit/(Loss) before taxation	7,619	(7,707)	(12,255)	(46,060)
Adjustments for:				
Amortisation of deferred expenditure	-	980	-	-
Deferred expenditure written off	1,516	-	-	-
Loss/(Gain) on disposal of property, plant and equipment	389	(1,772)	(70)	(50)
Depreciation of property, plant and equipment	10,417	14,298	861	664
Inter-company balances written off	9,687	-	-	(42,291)
Loss on disposal of investments	832	-	832	-
(Gain)/Loss on disposal of shares in subsidiaries	-	(18,901)	-	40,362
Provision for doubtful debts	1,825	12,806	-	-
Inventories written off	-	-	-	-
Bad debts written off	1,221	667	270	561
Property, plant and equipment written off	1,552	11	-	-
Project costs written off	-	1,132	-	-
Amortisation of negative goodwill	(5,246)	(4,470)	-	-
Impairment in value of subsidiaries	-	39	4,908	-
Provision for diminution in value of other investments	326	-	-	-
Interest expenses	15,636	14,926	5,471	5,350
Operating profit/(loss) before working capital changes	45,774	12,009	17	(41,464)
Development properties	197	(3,728)	-	-
Inventories	2,670	2,089	9	6
Receivables	17,927	(3,682)	3,697	25,956
Subsidiary companies	-	-	24,294	-
Payables	(5,013)	(30,039)	(607)	(8,721)
Cash generated from/(used in) operations	61,555	(23,351)	27,410	(24,223)
Interest paid	(15,636)	(14,926)	(5,471)	(5,350)
Taxation paid	(4,738)	(2,136)	-	(233)
Zakat paid	(1,560)	-	(510)	-
Retirement benefits paid	241	392	-	-
Net cash generated from/(used in) operating activities	39,862	(40,021)	21,429	(29,806)

	GROUP		COMPANY	
	2002 RM'000	2001 RM'000	2002 RM'000	2001 RM'000
CASH FLOWS FROM INVESTING ACTIVITIES				
Purchase of property, plant and equipment	(6,828)	(13,008)	(550)	(1,143)
Addition of deferred expenditure	(12)	-	-	-
Proceeds from disposal of investment	1,248	-	1,248	-
Disposal of subsidiary	-	42,599	-	9,600
Proceeds from disposal of property, plant and equipment	4,273	4,246	678	50
Net cash (used in)/generated from investing activities	(1,319)	33,837	1,376	8,507
CASH FLOWS FROM FINANCING ACTIVITIES				
Issuance of shares	103,800	-	103,800	-
Repayment of ICULS	(103,800)	-	(103,800)	-
Drawdown of term loans	-	29,400	5,780	26,400
Repayment of term loans	(1,597)	(7,893)	-	(4,000)
Drawdown of short term borrowings	-	3,247	-	-
Repayment of short term borrowings	(25,489)	(2,706)	(22,600)	(43)
Issuance of shares to minority	-	1,200	-	-
Payment to hire purchase creditors	(1,931)	-	(19)	-
Net cash (used in)/generated from financing activities	(29,017)	23,248	(16,839)	22,357
Net increase in cash and cash equivalents	9,526	17,064	5,966	1,058
Cash and cash equivalents at beginning of year	(9,092)	(26,156)	(7,492)	(8,550)
Cash and cash equivalents at end of year	21	434	(1,526)	(7,492)

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

NOTES TO THE FINANCIAL STATEMENT

31 DECEMBER 2002

1. CORPORATE INFORMATION

The principal activities of the Company are investment holding and provision of management services and operate its own oil palm estates. The principal activities of the subsidiaries are as disclosed in Note 13 to the financial statements.

The Company is a public limited liability company, incorporated and domiciled in Malaysia, and is listed on the Main Board of the Kuala Lumpur Stock Exchange. The registered office of the Company is located at 25th Floor, Menara Promet, Jalan Sultan Ismail 50250 Kuala Lumpur.

The number of employees in the Group and the Company at the end of the financial year were 3,476 (2001: 3,743) and 57 (2001: 40) respectively.

The financial statements were authorised for issue by the Board of Directors in accordance with a resolution of the directors on 27 April 2003.

2. SIGNIFICANT ACCOUNTING POLICIES

(a) Basis of Accounting

The financial statements of the Group and of the Company have been prepared under the historical cost convention except for the revaluation of certain property, plant and equipment and unless otherwise as disclosed in significant accounting policies.

The financial statements comply with the provisions of the Companies Act 1965 and applicable Approved Accounting Standards in Malaysia.

(b) Basis of Consolidation

The consolidated financial statements include the financial statements of the Company and all its subsidiaries. Subsidiaries are those companies in which the Group has a long term equity interest and where it has power to exercise control over the financial and operating policies so as to obtain benefits therefrom.

Subsidiaries are consolidated using the acquisition method of accounting. Under the acquisition method of accounting, the results of subsidiaries acquired or disposed of during the year are included in the consolidated income statement from the effective date of acquisition or up to the effective date of disposal, as appropriate. The assets and liabilities of a subsidiaries are measured at their fair values at the date of acquisition and these values are reflected in the consolidated balance sheet.

The difference between the cost of acquisition and the fair value of the Group's share of the net assets of the acquired subsidiaries at the date of acquisition is included in the consolidated balance sheet as goodwill or negative goodwill arising on consolidation.

Intragroup transactions, balances and resulting unrealised gains are eliminated on consolidation and the consolidated financial statements reflect external transactions only. Unrealised losses are eliminated on consolidation unless costs cannot be recovered.

The gain or loss on disposal of a subsidiary is the difference between net disposal proceeds and the Group's share of its net assets together with any unamortised balance of goodwill and exchange differences which were not previously recognised in the consolidated income statement.

Minority interest is measured at the minorities' share of the post acquisition fair values of the identifiable assets and liabilities of the acquiree.

(c) Goodwill

Goodwill represents the excess of the cost of acquisition over the Group's interest in the fair value of the identifiable assets and liabilities of a subsidiary at the date of acquisition.

Goodwill is stated at cost less accumulated amortisation and impairment losses. The policy for the recognition and measurement of impairment losses is in accordance with Note 2(n).

Goodwill is amortised on a straight-line basis over its estimated useful life of not more than 20 years.

(d) Investments in Subsidiaries and Associates

The Company's investments in subsidiaries and associates are stated at cost less impairment losses. The policy for the recognition and measurement of impairment losses is in accordance with Note 2(n).

On disposal of such investments, the difference between net disposal proceeds and their carrying amounts is charged or credited to the income statement.

(e) Property, Plant and Equipment

Property, plant and equipment are stated at their purchase cost and any incidental costs of acquisition less accumulated depreciation and impairment losses. The policy for the recognition and measurement of impairment losses is in accordance with Note 2(n).

Freehold land is stated at valuation less any identified impairment losses. Revaluations are made at a regular interval of at least once every three (3) years with additional valuations in the intervening years when market conditions indicate that the carrying values of the revalued land and buildings materially differ from the market values. Revaluations are made based on a valuation by an independent valuer on an open market value basis. Any revaluation increase is credited to equity as a revaluation surplus, except to the extent that it reverses a revaluation decrease for the same asset previously recognised as an expense, in which case the increase is credited to the income statement to the extent of the decrease previously charged. A revaluation decrease is first offset against an increase on earlier valuation in respect of the same asset and is thereafter recognised as an expense. Upon the disposal of revalued assets, the attributable revaluation surplus remaining in the revaluation reserve is transferred to retained profits.

Freehold land is not amortised as it has an infinite life. Leasehold plantation land is depreciated over the period of the respective leases which range from 66 years to 99 years.

Depreciation of other property, plant and equipment is provided for on a straight-line basis to write off the cost of each asset to its residual value over the estimated useful life at the following annual rates:

Freehold buildings	5%
Leasehold buildings	5% – 10%
Plant and machinery	5% – 7%
Machinery, equipment and vehicles	10% – 20%
Others	10% – 33.3%

Upon the disposal of an item of property, plant or equipment, the difference between the net disposal proceeds and the carrying amount is charged or credited to the income statement and the attributable portion of the revaluation surplus is taken directly to retained profits.

Expenditure on new planting and upkeep of trees to maturity is capitalised. Replanting expenditure and planted area cut-out are charged to revenue.

(f) Development Properties

Land and development expenditure are classified as development properties when significant development work has been undertaken and is expected to be completed within the normal operating cycle. Development properties are stated at cost plus attributable profits less foreseeable losses and progress billings. Cost includes cost of land, all direct building costs, and other related development expenditure, including interest expenses incurred during the period of active development.

(g) Inventories

Inventories are stated at the lower of cost (determined on an actual basis) and net realisable value. In arriving at net realisable value, due allowance is made for all obsolete and slow moving items. Cost includes the purchase price of goods and attributable expenditure.

(h) Cash and Cash Equivalents

For the purposes of the cash flow statements, cash and cash equivalents include cash on hand and at bank, deposits at call and short-term highly liquid investments which have an insignificant risk of changes in value, net of outstanding bank overdrafts.

(i) Leases

A lease is recognised as a finance lease if it transfers substantially to the Group all the risks and rewards incident to ownership. All other leases are classified as operating leases.

(i) FINANCIAL LEASES

Assets acquired by way of hire purchase or finance leases are stated at an amount equal to the lower of their fair values and the present value of the minimum lease payments at the inception of the leases, less accumulated depreciation and impairment losses. The corresponding liability is included in the balance sheet as borrowings. In calculating the present value of the minimum lease payments, the discount factor used is the interest rate implicit in the lease, when it is practicable to determine; otherwise, the Company's incremental borrowing rate is used.

Lease payments are apportioned between the finance costs and the reduction of the outstanding liability. Finance costs, which represent the difference between the total leasing commitments and the fair value of the assets acquired, are charged to the income statement over the term of the relevant lease so as to produce a constant periodic rate of charge on the remaining balance of the obligations for each accounting period.

The depreciation policy for leased assets is consistent with that for depreciable property, plant and equipment as described in Note 2(e)

(ii) OPERATING LEASES

Operating lease payments are charged to the income statement on a straight-line basis over the term of the relevant lease.

(j) Taxation

Income tax on the profit or loss for the year comprises current and deferred tax. Current tax is the expected amount of income taxes payable in respect of the taxable profit for

the year and is measured using the tax rates that have been enacted at the balance sheet date.

Deferred taxation is provided for by the liability method for all timing differences except when there is reasonable evidence that these timing differences will not reverse in the foreseeable future. Deferred tax benefits are only recognised when there is a reasonable expectation of realisation in the near future.

(k) Staff Retirement Benefits

(i) DEFINED CONTRIBUTION PLANS

As required by law, companies in Malaysia make contributions to the state pension scheme, the Employees Provident Fund ("EPF"). Such contributions are recognised as an expense in the income statement as incurred.

(ii) DEFINED BENEFIT PLANS

A subsidiary of the Group operates an unfunded, defined benefit Retirement Benefit Scheme for its executives. Only executives who were employed by the subsidiary prior to January 1999 are eligible for the scheme. Benefits are payable based on the last drawn salary of the executive and the number of years of service with the Group.

Provision is made in the balance sheet of the Group for the cost of retirement benefits under this Scheme which is determined based on the last drawn monthly salary of eligible employees and the length of their service in accordance with the terms of the scheme.

Under this method, the cost of providing retirement benefits is charged to the income statement on a systematic basis so as to spread the cost over the executives' working lives in the Group.

(l) Revenue Recognition

Revenue is recognised when it is probable that the economic benefits associated with the transaction will flow to the Group and the revenue can be measured with reliable certainty.

(i) SALE OF GOODS

Revenue is recognised when it is probable that the economic benefits associated with the transaction will flow to the Group and the revenue can be measured with reliable certainty.

(ii) REVENUE FROM SERVICES

Revenue from services rendered is recognised net of service taxes and discounts as and when the services are performed.

(iii) INTEREST INCOME

Interest is recognised on a time proportion basis that reflects the effective yield on the asset.

(iv) DEVELOPMENT PROPERTIES

Revenue from sale of development properties is accounted for by the percentage of completion method. The percentage of completion is determined by reference to the costs incurred to date to the total estimated costs where the outcome of the projects can be reliably estimated.

(v) DIVIDEND INCOME

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

(vi) RENTAL INCOME

Revenue from rental are recognised on an accrual basis.

Sales between Group companies are excluded from the revenue of the Group.

(m) Foreign Currencies

(i) FOREIGN CURRENCY TRANSACTIONS

Transactions in foreign currencies are initially converted into Ringgit Malaysia at rates of exchange ruling at the transaction dates, or where settlements have not taken place by the year end at the approximate rates ruling at that date.

Non-monetary items which are carried at historical cost are translated using the historical rate as of the date of acquisition and non monetary items which are carried at fair value are translated using the exchange rate that existed when the values were determined.

All exchange rate differences are taken to the income statement with the exception of differences on foreign currency borrowings, that provide a hedge against a net investment in a foreign entity. These exchange differences are taken directly to equity until the disposal of the net investment, at which time they are recognised in the income statement.

(ii) FOREIGN ENTITIES

Financial statements of foreign consolidated subsidiary companies are translated at year-end exchange rates with respect to the assets and liabilities, and at exchange rates at the dates of the transactions with respect to the income statement. All resulting translation differences are included in the foreign exchange reserve in shareholders' equity.

The principal exchange rates for every unit of foreign currency ruling at balance sheet date used are as follows:

	2002 RM	2001 RM
United States Dollar (USD)	3.80	3.80
Singapore Dollar (S\$)	2.21	2.06
Tha Baht (100)	9.01	8.02

(n) Impairment of Assets

At each balance sheet date, the Group reviews the carrying amounts of its assets, other than inventories, assets arising from construction contracts, deferred tax assets, assets arising from employee benefits and financial assets, to determine whether there is any indication that those assets have suffered an impairment loss. If any such indication exists, impairment is measured by comparing the carrying values of the assets with their recoverable amounts. Recoverable amount is the higher of net selling price and value in use, which is measured by reference to discounted future cash flows. Recoverable amounts are estimated for individual assets or, if it is not possible, for the cash-generating unit to which the asset belongs.

An impairment loss is charged to the income statement immediately, unless the asset is carried at revalued amount. Any impairment loss of a revalued asset is treated as a revaluation decrease to the extent of any available previously recognised revaluation surplus for the same asset.

Reversal of impairment losses recognised in prior years is recorded when there is an indication that the impairment losses recognised for the asset no longer exist or have decreased. The reversal is recognised to the extent of the carrying amount of the asset that would have been determined (net of amortisation and depreciation) had no impairment loss been recognised. The reversal is recognised in the income statement immediately, unless the asset is carried at revalued amount. A reversal of an impairment loss on a revalued asset is credited directly to revaluation surplus. However, to the extent that an impairment loss on the same revalued asset was previously recognised as an expense in the income statement, a reversal of that impairment loss is recognised as income in the income statement.

(o) Financial Instruments

Financial instruments are recognised in the balance sheet when the Group has become a party to the contractual provisions of the instrument.

Financial instruments are classified as liabilities or equity in accordance with the substance of the contractual arrangement. Interest, dividends, gains and losses relating to a financial instrument classified as a liability, are reported as expense or income. Distributions to holders of financial instruments classified as equity are charged directly to equity. Financial instruments are offset when the Group has a legally enforceable right to offset and intends to settle either on a net basis or to realise the asset and settle the liability simultaneously.

(i) OTHER NON-CURRENT INVESTMENTS

Non-current investments other than investments in subsidiaries, associates and investment properties are stated at cost less provision for any permanent diminution in value. Such provision is made when there is a decline other than temporary in the value of investments and is recognised as an expense in the period in which the decline occurred. On disposal of an investment, the difference between net disposal proceeds and its carrying amount is charged or credited to the income statement.

(ii) MARKETABLE SECURITIES

Marketable securities are carried at the lower of cost and market value, determined on an aggregate basis. Cost is determined on the weighted average basis while market value is determined based on quoted market values. Decreases in the carrying amount of marketable securities are charged to the income statement. On disposal of marketable securities, the difference between net disposal proceeds and the carrying amount is charged or credited to the income statement.

(iii) TRADE RECEIVABLES

Trade receivables are carried at anticipated realisable values. Bad debts are written off when identified. An estimate is made for doubtful debts based on a review of all outstanding amounts as at the balance sheet date.

(iv) TRADE PAYABLES

Trade payables are stated at cost which is the fair value of the consideration to be paid in the future for goods and services received.

(v) INTEREST-BEARING BORROWINGS

Interest-bearing bank loans and overdrafts are recorded at the amount of proceeds received, net of transaction costs.

Borrowing costs directly attributable to the acquisition and construction of development properties and property, plant and equipment are capitalised as part of the cost of those assets, until such time as the assets are ready for their intended use or sale. All other borrowing costs are charged to the income statement as an expense in the period in which they are incurred.

(p) Deferred expenditure

Deferred expenditure is made up of expenditure incurred on the breeder stock up to their maturity. This deferred expenditure will be amortised over the average production cycle of the breeders.

3. REVENUE

Revenue of the Group and of the Company consists of the following:

	GROUP		COMPANY	
	2002 RM'000	2001 RM'000	2002 RM'000	2001 RM'000
Sale of goods	143,952	116,005	5,086	-
Services rendered	27,199	28,598	-	-
Contract revenue	-	106	-	-
	171,151	144,709	5,086	-

Revenue for the Group represents cash and invoiced amount for sales of goods and services rendered after allowing for sales discounts and returns and excludes intra-group transactions.

4. OPERATING PROFIT/ (LOSS)

	GROUP		COMPANY	
	2002 RM'000	2001 RM'000	2002 RM'000	2001 RM'000
Operating profit/(loss) is stated after charging:				
Staff costs (Note 5)	12,242	7,967	2,252	961
Non-executive directors' remuneration:				
remuneration (Note 6)	608	250	210	49
Auditors' remuneration				
- statutory audits	220	326	25	50
- (over)/under provision in prior year	(5)	55	(25)	37
- other services	36	38	-	-
Amortisation of deferred expenditure	-	980	-	-

	GROUP		COMPANY	
	2002 RM'000	2001 RM'000	2002 RM'000	2001 RM'000
Depreciation of property, plant and equipment	10,417	14,298	861	664
Rental of premises	2,147	2,025	240	240
Rental of vehicles	18	50	-	-
Bad debts written off	1,221	667	270	561
Property, plant and equipment written off	1,552	11	-	-
Loss on disposal of property, plant and equipment	389	-	-	-
Loss on disposal of shares in subsidiaries	-	-	-	40,362
Provision for slow moving inventories	-	179	-	-
Provision for doubtful debts	1,825	12,806	408	282
Provision for diminution in impairment in value of subsidiaries	-	39	4,908	-
Loss on disposal of shares in subsidiaries	-	-	-	40,362
Loss on disposal of investment	832	-	832	-
Retirement benefits	1,553	388	-	-
Operating profit/(loss) is stated and crediting:				
Gross dividends				
- quoted investment in Malaysia	-	7	-	-
Management fee from associated companies	-	260	-	-
Interest income	-	84	2,336	3,114
Amortisation of negative goodwill associated company	5,246	4,470	-	-
Gain on disposal of property, plant and equipment	-	1,772	70	50
Gain on foreign exchange	-	25	-	-
Rental income	1,261	318	28	39
Write back of provision for doubtful debts	376	294	-	-
Gain on disposal of shares in subsidiaries	-	18,901	-	-

5. STAFF COSTS

Included in staff costs of the Group and of the Company are executive directors' remuneration amounting to RM573,000 (2001: RM290,000) and RM240,000 (2001: RM99,000) respectively as further disclosed in Note 6.

6. DIRECTORS REMUNERATION

	GROUP		COMPANY	
	2002 RM'000	2001 RM'000	2002 RM'000	2001 RM'000
Directors of the Company				
Executive:				
Salaries and other emoluments	200	96	200	96
Fees	40	10	40	-
Chairman allowances	30	30	-	-
Bonus	-	3	-	3
Benefits-in-Kind	6	10	6	10
	276	149	246	109
Non-Executive				
Fees	210	49	210	49
Chairman allowances	36	36	-	-
	246	85	210	49
Other Directors				
Executive:				
Salaries and other emoluments	245	109	-	-
Fees	24	12	-	-
Chairman allowances	18	18	-	-
Bonus	16	12	-	-
Benefits-in-Kind	7	-	-	-
	310	151	-	-
Non-Executive				
Fees	218	147	-	-
Chairman allowances	144	18	-	-
	362	165	-	-
Total (including benefits-in-kind)	1,194	550	456	158
Analysis excluding benefits-in-kind:				
Total executive directors' remuneration (Note 5)	573	290	240	99
Total non-executive directors' remuneration (Note 4)	608	250	210	49
Total directors' remuneration	1,181	540	450	148

The number of directors of the Company whose total remuneration during the year fell within the following bands is analysed below:

	Number of Directors	
	2002	2001
Executive directors:		
Below RM250,000	1	1
Non-Executive directors:		
Below RM50,000	4	5
RM50,001 – RM100,000	1	–

7. FINANCE COST

	GROUP		COMPANY	
	2002 RM'000	2001 RM'000	2002 RM'000	2001 RM'000
Interest payable				
– bank overdrafts	892	2,045	565	613
– loans	11,237	7,702	2,565	1,609
– revolving credits	79	363	–	–
– hire purchase and lease interest	269	1,243	5	14
– loans stocks	2,371	3,240	2,336	3,114
– others	788	333	–	–
	15,636	14,926	5,471	5,350

8. EXCEPTIONAL ITEMS

		GROUP		COMPANY	
		2002 RM'000	2001 RM'000	2002 RM'000	2001 RM'000
Gain/(Loss) on disposal of subsidiaries	(a)	–	18,901	–	(40,362)
Write off of deferred expenditure	(b)	(1,516)	–	–	–
Write off of dividend receivable	(c)	–	–	(6,120)	–
Write (off)/back of unreconciled intercompany balances	(d)	(9,687)	–	360	–
		(11,203)	18,901	(5,760)	(40,362)

(a) This is in respect of disposal of the entire equity interest in A&W (Malaysia) Sdn Bhd and A&W (Singapore) Pte Ltd in prior year.

(b) This is in respect of a subsidiary's deferred expenditure written-off on cessation of its business.

- (c) During the year, the Company waived the dividend receivables in respect of prior years from certain subsidiaries.
- (d) Exceptional items refer to the write off of unreconciled intercompany balances arising from transactions in prior years.

9. ZAKAT

Zakat refers to obligatory payment under the principles of shariah imposed on TDM Berhad's and its subsidiaries as recommended by the Group's Religious Department and duly authorised by the Board of Directors.

10. TAXATION

	GROUP	
	2002 RM'000	2001 RM'000
Tax expense for the year:		
– Malaysian income tax	3,334	35
Transfer to deferred taxation	563	–
	3,897	35
Underprovision in prior years	–	78
	3,897	113

The effective tax rate for the Group is higher than the statutory rate principally due to losses of certain subsidiaries which cannot be set off against taxable profits made by other subsidiaries as no group relief is available.

There is no taxation charge for the Company due to the utilisation of unabsorbed tax losses and unutilised capital allowances brought forward.

11. EARNINGS PER SHARE

(a) Basic

The basic earnings per share has been calculated by dividing the consolidated profit after taxation, zakat and minority interests by the weighted average number of ordinary shares in issue during the financial year.

	GROUP	
	2002 RM	2001 RM
Consolidated profit/(loss) after taxation, zakat and minority interest (RM'000)	2,357	(7,385)
Weighted average number of ordinary shares in issue ('000)	87,011	80,682
Basic earnings/(losses) per share (sen)	2.7	(9.2)

(b) Diluted

The unexercised 3,131,000 options (outstanding as at 31 December 2002) arising from the Employee Share Option Scheme of the Company were not included in the computation of diluted Earning Per Share as it is anti-dilutive in nature.

12. PROPERTY, PLANT AND EQUIPMENT

GROUP	Freehold land and building RM'000	Leasehold land and building RM'000	Plantation expenditure RM'000	Machinery, equipment and vehicles RM'000	Capital work-in progress RM'000	Total RM'000
Cost/Valuation						
At 1 January 2002	40,730	127,017	232,195	90,292	14,317	504,551
Additions	7	716	1,146	3,004	1,955	6,828
Revaluations	(773)	64,158	120,586	10,119	-	194,090
Transfer	-	15	-	8,193	(8,208)	-
Disposals	(228)	-	-	(5,496)	(847)	(6,571)
Write off	-	(215)	(94)	(432)	(1,398)	(2,139)
At 31 December 2002	39,736	191,691	353,833	105,680	5,819	696,759
Representing:						
At cost	25,450	21,956	22,318	67,716	5,819	143,259
At valuation	14,286	169,735	331,515	37,964	-	553,500
At 31 December 2002	39,736	191,691	353,833	105,680	5,819	696,759
Accumulated Depreciation						
At 1 January 2002	22,113	24,656	14	50,305	-	97,088
Charge for the year	638	3,143	53	6,494	89	10,417
Reversal of revaluations	(1,485)	(23,684)	-	(4,530)	-	(29,699)
Disposals	-	-	-	(1,669)	(240)	(1,909)
Write off	(93)	-	-	(494)	-	(587)
At 31 December 2002	21,173	4,115	67	50,106	(151)	75,310
Net Book Value						
At cost	17,702	166,119	223,428	55,574	5,970	468,793
At valuation	861	21,457	130,338	-	-	152,656
At 31 December 2002	18,563	187,576	353,766	55,574	5,970	621,449
At cost	17,756	80,904	101,850	39,980	14,317	254,807
At valuation	861	21,457	130,338	-	-	152,656
At 31 December 2001	18,617	102,361	232,188	39,980	14,317	407,463
Depreciation charge for 2001	627	3,185	7	10,479	-	14,298

COMPANY	Freehold land and building RM'000	Leasehold land and building RM'000	Plantation expenditure RM'000	Machinery, equipment and vehicles RM'000	Capital work-in progress RM'000	Total RM'000
Cost/ValuationAt						
1 January 2002	243	28,917	27,490	2,573	1,060	60,283
Additions	-	-	45	281	224	550
Revaluation	-	4,231	-	-	-	4,231
Disposals	-	-	-	(332)	(801)	(1,133)
At 31 December 2002	243	33,148	27,535	2,522	483	63,931
Representing:						
At cost	243	-	27,535	2,522	483	30,783
At valuation	-	33,148	-	-	-	33,148
At 31 December 2002	243	33,148	27,535	2,522	483	63,931
Accumulated Depreciation						
At 1 January 2002	189	7,750	-	2,120	160	10,219
Charge for the year	10	553	-	215	83	861
Revaluation	-	(7,936)	-	-	-	(7,936)
Disposals	-	-	-	(298)	(227)	(525)
At 31 December 2002	199	367	-	2,037	16	2,619
Net Book Value						
At cost	44	22,830	27,535	485	467	51,361
At valuation	-	9,951	-	-	-	9,951
At 31 December 2002	44	32,781	27,535	485	467	61,312
At cost	54	10,967	27,490	453	900	39,864
At valuation	-	10,200	-	-	-	10,200
At 31 December 2001	54	21,167	27,490	453	900	50,064
Depreciation charge for 2001	10	250	-	404	-	664

- (a) Details of independent professional valuations of property, plant and equipment owned by the Company and its subsidiaries at 31 December 2002 are as follows:

COMPANY

Year of valuation	Description of Property	Valuation amount RM'000	Basis of valuation
2001	Long term leasehold land	10,200	Comparative Method
2002	Short term leasehold plantation land	22,948	Open Market Value
		33,148	

GROUP

Year of valuation	Description of Property	Valuation amount RM'000	Basis of valuation
1982	Buildings	13,486	Investment Method
1982	Motor vehicles	176	Depreciated Replacement Cost Method
2002	Long term leasehold plantation land	41,937	Open Market Value
2002	Short term leasehold plantation land	42,052	Open Market Value
2002	New planting expenditure	38,511	Open Market Value
2002	Plant and machinery	37,788	Open Market Value
2002	Leasehold land	84,046	Open Market Value
2002	Freehold land	800	Open Market Value
2002	Plantation expenditure	293,004	Open Market Value
2002	Buildings	1,700	Open Market Value
		553,500	

Had the revalued property, plant and equipment been carried at historical cost, the net book value of the property, plant and equipment that would have been included in the financial statements of the Group and of the Company as at 31 December 2002 would have been as follows:

	GROUP		COMPANY	
	2002 RM'000	2001 RM'000	2002 RM'000	2001 RM'000
Freehold land	95	95	95	95
Freehold buildings	1,696	5,630	-	-
Leasehold land	21	270	21	270
Long term leasehold plantation land	29,190	30,074	5,009	5,313
Short term leasehold plantation land	19,922	20,426	-	-
Plantation Expenditure	293,004	192,174	-	-
New planting expenditure	17,748	17,748	-	-
Plant and machinery	22,258	15,287	-	-
	383,934	281,704	5,125	5,678

(b) Net book values of property, plant and equipment held under hire purchase and finance lease arrangements are as follows:

	GROUP		COMPANY	
	2002 RM'000	2001 RM'000	2002 RM'000	2001 RM'000
Machinery, equipment and vehicles	2,383	164	-	57

- (c) The net book values of property, plant and equipment pledged to financial institution for bank borrowings as referred to in Note 22 are as follows:

	GROUP		COMPANY	
	2002 RM'000	2001 RM'000	2002 RM'000	2001 RM'000
Long term leasehold plantation land	97,040	90,074	32,781	10,967

13. INVESTMENT IN SUBSIDIARIES

	COMPANY	
	2002 RM'000	2001 RM'000
Unquoted shares at cost:		
– in Malaysia (restated)	106,774	106,774
Less: Accumulated impairment losses	(10,098)	(5,190)
	96,676	101,584

Name	Country of Incorporation	Percentage of effective equity held		Activity
		2002 %	2001 %	
TDM Plantation Sdn Bhd	Malaysia	100	100	Management of oil palm plantation, processing and trading of palm oil and related products
Kumpulan Ladang-Ladang Terengganu Sdn Bhd	Malaysia	100	100	Oil palm plantation
TDM Trading Sdn Bhd	Malaysia	100	100	Trading of crude palm oil and other related products
TDM Capital Sdn Bhd	Malaysia	90	90	Investment holding and oil palm plantation
Kumpulan Mediiman Sdn Bhd**	Malaysia	70.63	70.63	Investment holding and provision of consultancy and management services to specialist medical centres
TDM Properties Bhd**	Malaysia	100	100	Investment holding, property development and project management
TD Ijarah Sdn Bhd**	Malaysia	100	100	Islamic leasing

Name	Country of Incorporation	Percentage of effective equity held		Activity
		2002 %	2001 %	
TD Poultry Sdn Bhd**	Malaysia	100	100	Intergrated poultry farming
TDM Helling Sdn Bhd	Malaysia	100	100	Trading of machinery and equipment
TMG (M) Sdn Bhd*	Malaysia	100	100	Dormant
East Coast Transportation Sdn Bhd*	Malaysia	100	100	Dormant
Held by TDM Properties Bhd				
TD Gabongan Sdn Bhd	Malaysia	51	51	Project management
Held by TMG (M) Sdn Bhd				
Chee Keng Stocks-Feeds Manufacturing Company Sdn Bhd*	Malaysia	100	100	Dormant
TDM Interdagang (M) Sdn Bhd*	Malaysia	100	100	Dormant
Pemco Sdn Bhd*	Malaysia	100	100	Dormant
Held by Kumpulan Ladang-Ladang Terengganu Sdn Bhd				
TRP Industries Sdn Bhd	Malaysia	80	80	Manufacturing of tubes and rubber related products
KLLT Fibres Sdn Bhd**	Malaysia	100	100	Ceased operation
Terengganu Rubber Processing Sdn Bhd**	Malaysia	100	100	Dormant
TD Markwell (S) Pte Ltd*	Singapore	100	100	Dormant
Held by TRP Industries Sdn Bhd				
World Wide Rubber Marketing Sdn Bhd	Malaysia	100	100	Ceased operation
Held by TDM Plantation Sdn Bhd				
Nescaya Palma Sdn Bhd	Malaysia	70	70	Oil palm plantation

Name	Country of Incorporation	Percentage of effective equity held		Activity
		2002 %	2001 %	
Held by Kumpulan Mediiman Sdn Bhd				
Kelana Jaya Medical Centre Sdn Bhd**	Malaysia	55.89	55.89	Specialist medical centre
Kuantan Medical Centre Sdn Bhd	Malaysia	85.35	85.35	Specialist medical centre
Health Medicmaster Sdn Bhd**	Malaysia	100	100	Providing services to healthcare clinics
Medi Air Sdn Bhd**	Malaysia	100	100	Ceased operation
Held by Health Medicmaster Sdn Bhd				
HMMC (Ampang) Sdn Bhd**	Malaysia	99.99	99.99	Medical clinic
HMMC (Subang) Sdn Bhd**	Malaysia	99.99	99.99	Medical clinic

* Audited by firms of auditors other than Ernst & Young

** Subsidiaries with auditors' reports that refer to the going concern assumptions and dependent upon the financial support of the Company. These reports are not qualified.

14. OTHER INVESTMENTS

	GROUP		COMPANY	
	2002 RM'000	2001 RM'000	2002 RM'000	2001 RM'000
Quoted, at cost				
Within Malaysia – shares	275	769	–	–
Outside Malaysia - shares	126	126	–	–
Less : Provision for diminution in value of investment	(401)	(82)	–	–
	–	813	–	–
Unquoted, at cost				
Within Malaysia - shares	9,745	11,825	4,770	6,850
Less : Provision for diminution in value of investment	(5,045)	(5,045)	(4,770)	(4,770)
	4,700	7,593	–	2,080
Due from investee	–	(487)	–	–
	4,700	7,106	–	2,080
Market value of quoted shares	7	82	–	–

15. INTANGIBLE ASSETS

	GROUP	
	2002 RM'000	2001 RM'000
Deferred expenditure		
Balance at 1 January	2,069	2,243
Addition	655	810
	2,724	3,053
Less : Write off of deferred expenditure	(1,516)	-
Less : Amortisation	(643)	(984)
Balance at 31 December	565	2,069

16. DEVELOPMENT PROPERTIES

	GROUP	
	2002 RM'000	2001 RM'000
Cost:		
Replanting expenditure	1,767	1,284
Development expenditure	22,668	21,600
	24,435	22,884
Add: Attributable profits	124	124
	24,559	23,008
Less: Progress billings	(21,130)	(19,382)
	3,429	3,626

Included in the development expenditure is interest capitalised during the year of RMNil (2001: RM770,051).

17. INVENTORIES

	GROUP		COMPANY	
	2002 RM'000	2001 RM'000	2002 RM'000	2001 RM'000
At cost:				
Trading stocks	5,595	1,526	-	-
Produce stocks	1,536	3,347	-	-
Consumables and food stuffs	466	1,363	7	16
Seedlings stocks	222	4,418	-	-
Chicken farming stocks	625	471	-	-
	8,444	11,125	7	16
At net realisable value:				
Trading stocks	11	-	-	-
	8,455	11,125	7	16

The cost of inventories recognised as an expense during the financial year in the Group amounted to RM26,700,000 (2001: RM4,843,000).

18. TRADE RECEIVABLES

	GROUP	
	2002 RM'000	2001 RM'000
Trade receivables	22,784	21,544
Less: Provision for doubtful debts	(7,926)	(8,782)
	14,858	12,762

The Group's normal trade credit term ranges from 15 to 60 days. Other credit terms are assessed and approved on a case-by-case basis. The Group has no significant concentration of credit risk that may arise from exposures to a single debtor or to groups of debtors.

19. OTHER RECEIVABLES

	GROUP		COMPANY	
	2002 RM'000	2001 RM'000	2002 RM'000	2001 RM'000
Sundry debtors	17,388	49,482	4,345	7,943
Deposits	1,374	2,430	88	88
Prepayments	5,221	4,200	39	-
	23,983	56,112	4,472	8,031
Less: Provision for doubtful debts	(3,587)	(2,960)	(690)	(282)
	20,396	53,152	3,782	7,749

Included in sundry receivables of the Group is an amount of RM5,007,329 (2001: RM5,000,000) held with an Investment Fund Manager.

The Group has no significant concentration of credit risk that may arise from exposures to a single debtor or to groups of debtors.

20. AMOUNTS DUE FROM SUBSIDIARIES

	COMPANY	
	2002 RM'000	2001 RM'000
Amounts due from subsidiaries	152,385	197,641
Less: Provision for doubtful debts	(3,006)	(3,006)
	149,379	194,635

The amounts due from subsidiary companies are unsecured, interest free and have no fixed term of repayment.

21. CASH AND CASH EQUIVALENTS

	GROUP		COMPANY	
	2002 RM'000	2001 RM'000	2002 RM'000	2001 RM'000
Cash on hand and at banks	3,121	2,565	151	115
Deposits with licensed banks	2,445	1,123	2	2
Cash and bank balances	5,566	3,688	153	117
Less: Bank overdraft (Note 22)	(5,132)	(12,780)	(1,679)	(7,609)
Cash and cash equivalents	434	(9,092)	(1,526)	(7,492)

The Group's deposits with licensed banks amounting to RM2,108,129 (2001: RM812,000) are pledged as securities for performance bonds issued and banking facilities granted to certain subsidiaries as referred to in Note 22.

The weighted average interest rates during the financial year and the average maturities of deposits as at 31 December 2002 were as follows:

	Weighted Average Interest Rates %	Average Maturities Days
Licensed banks	4.00	30

22. BANK BORROWINGS

	GROUP		COMPANY	
	2002 RM'000	2001 RM'000	2002 RM'000	2001 RM'000
Short Term Borrowings				
<u>Secured</u>				
Term loans	13,380	38,118	4,600	27,200
Trade finance	10,258	11,021	-	-
Hire purchase and finance lease payable (Note 30)	861	2,234	20	15
	24,499	51,373	4,620	27,215
<u>Unsecured</u>				
Bank overdrafts (Note 21)	5,132	12,780	1,679	7,609
6-7% Transferable Convertible Unsecured Loan Stocks (Note 32)	500	-	-	-
Trade finance	-	488	-	-
	5,632	13,268	1,679	7,609
	30,131	64,641	6,299	34,824
Long Term Borrowing				
<u>Secured</u>				
Term loan 1 (a)	10,941	8,232	-	-
Term loan 2 (b)	34,542	38,411	-	-
Term loan 3	-	235	-	-
Term loan 4 (c)	617	669	-	-
Term loan 5 (d)	1,237	1,426	-	-
Term loan 6 (e)	2,653	3,828	-	-
Term loan 7 (f)	109	83	-	-
Term loan 8 (g)	4,000	6,000	4,000	6,000
Term loan 9 (h)	5,143	6,144	-	-
Term loan 10 (i)	-	3,000	-	-
Term loan 11 (j)	1,800	2,400	1,800	2,400
Term loan 12 (k)	9,780	24,000	9,780	24,000
Hire purchase and finance lease payable (Note 30) (l)	20	578	8	32
	70,842	95,006	15,588	32,432

	GROUP		COMPANY	
	2002 RM'000	2001 RM'000	2002 RM'000	2001 RM'000
Unsecured				
Term loan 13	-	2,229	-	-
3% Irredeemable Convertible Unsecured Loan Stocks (Note 31)	-	103,800	-	103,800
6-7% Transferable Convertible Unsecured Loan Stocks (Note 32)	-	500	-	-
	-	106,529	-	103,800
Less: Payable within 12 mths	70,842 (13,380)	201,535 (38,118)	15,588 (4,600)	136,232 (27,200)
	57,462	163,417	10,988	109,032
Total Borrowings				
Bank overdrafts	5,132	12,780	1,679	7,609
Term loans	70,822	96,657	15,580	32,400
Trade finance (m)	10,258	11,509	-	-
Hire purchase and finance lease payable (Note 30) (l)	881	2,812	28	47
3% Irredeemable Convertible Unsecured Loan Stocks (Note 31)	-	103,800	-	103,800
6-7% Transferable Convertible Unsecured Loan Stocks (Note 32)	500	500	-	-
	87,593	228,058	17,287	143,856
Maturity of borrowings (excluding hire purchase and finance lease):				
Within one year	29,270	62,407	6,279	34,809
More than 1 year and less than 2 years	57,442	162,839	10,980	109,000
	86,712	225,246	17,259	143,809

The weighted average effective interest rates during the financial year for borrowings were as follows:

	GROUP		COMPANY	
	2002 RM'000	2001 RM'000	2002 RM'000	2001 RM'000
Bank overdrafts	8.20	8.40	9.40	10.00
Term loans	7.60	9.70	7.40	7.90
Trade finance	3.50	3.50	-	-
3% Irredeemable Convertible Unsecured Loan Stocks (Note 31)	3.00	3.00	3.00	3.00
6-7% Transferable Convertible Unsecured Loan Stocks (Note 32)	7.00	7.00	-	-

The term loans are secured by the followings:

- (a) Term Loan facility for up to a sum of RM5,000,000 granted to TDM Plantation Sdn Bhd which is secured by a Corporate Guarantee by the Company.

Term Loan facility for a sum of RM7,700,000 granted to TDM Plantation Sdn Bhd which is secured by way of a 1st Legal Charge over 2 pieces of sub-leased land measuring approximately 50 acres which are held under Lot No. 28 and Lot No. 4, both in the Mukim of Tebak, District of Kemaman, Terengganu with oil palm mill and building erected thereon.

Al Istisna' ("Purchase by Order") facility for a sum of RM6,808,300 granted to TDM Plantation Sdn Bhd which is secured by:

- (i) 1st Fixed Charge over the kernel crusher plant to be erected at the oil palm mill in Kemaman, Terengganu; and
- (ii) Corporate Guarantee by the Company

- (b) RM40,000,000 syndicated Al Bai' Bithaman Ajil facility granted to TDM Capital Sdn Bhd which is secured by:

- (i) 1st Fixed Charge over approximately 1,942 acres of leasehold plantation land known as Sungai Mas Estates and part of Pelantoh South which comprises of numerous individual titles located in the Mukim of Bundi and Tebak, District of Kemaman, Terengganu;
- (ii) 1st Fixed Charge over approximately 5,207 acres of sub-leased plantation land in the Mukim of Bundi and Tebak, District of Kemaman, Terengganu; and
- (iii) Corporate Guarantee by the Company.

Al-Bai Bithaman Ajil facility for a sum of RM20,000,000 made available to TDM Capital Sdn Bhd which is secured by way of:

- (i) 1st Party Legal Charge over a piece of property held under H.S.(D) 1779, Lot No. PT1666, Mukim of Tebak, District of Kemaman, Terengganu; and
- (ii) Corporate Guarantee by the Company for a sum of RM30,683,224.

Al-Bai Bithaman Ajil facility for a sum of RM2,000,000 made available to TDM Capital Sdn Bhd which is secured by:

- (i) Corporate Guarantee by the Company for a sum of RM2,761,181; and
- (ii) 2nd Legal Charge for RM2,761,181 over a piece of property held under H.S.(D) 1779, Lot No. PT1666, Mukim of Tebak, District of Kemaman, Terengganu.

- (c) Loan facility totaling RM850,000 granted to TRP Industries Sdn Bhd which is secured by:

- (i) Fixed Debentures over the new machineries and equipment purchase by TRP Industries Sdn Bhd that are financed by the Bank and overall other machineries and equipments of TRP Industries Sdn Bhd.
- (ii) Corporate Guarantee by Kumpulan Ladang-ladang Terengganu Sdn Bhd; and
- (iii) Memorandum of Deposit of a Fixed Deposit for a sum not less than RM150,000 which may be deposited in stages.

- (d) Overdraft RM1,000,000 and term loan RM2,000,000 facilities granted to Kuantan Medical Centre Sdn Bhd for up to RM3,000,000 secured by:
- (i) Debenture for RM3,000,000 incorporating a fixed and floating charge over Kuantan Medical Centre Sdn Bhd's entire present and future assets;
 - (ii) Memorandum of Deposit of a Fixed Deposit for a total sum of RM1,000,000; and
 - (iii) Corporate Guarantee for RM3,000,000 by the Company.
- (e) Banking Facilities Agreement for RM4,000,000 executed between Kelana Jaya Medical Centre Sdn Bhd and the Bank;
- (i) Debenture for RM4,000,000 incorporating a fixed and floating charge over Kelana Jaya Medical Centre Sdn Bhd's present and future assets;
 - (ii) 2nd Debenture for RM2,860,000 incorporating a fixed and floating charge over Kelana Jaya Medical Centre Sdn Bhd's present and future assets;
 - (iii) Deed of Assignment for RM4,000,000 executed between Kelana Jaya Medical Centre Sdn Bhd and the Bank in respect of property known as Lot 3 (Block), FAS Business Avenue, Kelana Jaya, Selangor;
 - (iv) Supplemental Deed of Assignment for RM2,860,000 executed between Kelana Jaya Medical Centre Sdn Bhd and the Bank in respect of property known as Lot 3 (Block), FAS Business Avenue, Kelana Jaya, Selangor; and
 - (v) Corporate Guarantee for RM6,860,000 by the Company.
- (f) The term loan is repayable by 60 monthly instalments commencing January, 2003. The term loan bears interest rate at 7.9% per annum under the 'Tabung Industri Kecil dan Sederhana' ("TIKS"), which is subject to availability of funds from Bank Negara Malaysia ("BNM"). If TIKS is unavailable, the interest rate is at 2.0% above base lending rate of BNM.

The bank overdraft bears at rates ranging from 8.4% to 10.0% (2001: 8.4% to 10.0%) per annum.

The term loan and bank overdraft are secured by the followings:

- (i) Director's joint and several guarantees for RM200,000, namely Dr. Ahmad Safri bin Shafie and Dr. Azizan binti Abdul Aziz
- (ii) Corporate guarantee by the Company for RM200,000; and
- (iii) Letter of undertaking from the Company to settle the loan in full, in the event the doctors were to buy the entire shares of the clinics before the term loan is due.

- (g) Bai' Bithaman Ajil facility granted to TDM for RM6,000,000 secured by way of a 1st Fixed Charge over 2 parcels of leasehold land held under:
- (i) PN3074, Lot 9390, Mukim Belara, District of Kuala Terengganu; and
 - (ii) H.S.(D) 397, Lot P.T. 3643, Mukim of Jerangau, District of Dungun, Terengganu.
- (h) Loan facility totalling RM3,000,000 under the "Dana 3F" scheme operated by the Central Bank of Malaysia granted to TD Poultry Sdn Bhd.

Loan facilities for up to RM4,500,000 under the "Dana AJDF" and "Dana BPM" schemes for sum of RM2,000,000 and RM2,500,000 respectively granted to TD Poultry Sdn Bhd which is secured by:

- (i) Corporate Guarantee by the Company; and
 - (ii) 1st Debenture on all fixed and floating assets of TD Poultry Sdn Bhd
- (i) Al Bai-Bithaman Ajil facility for a sum of RM28,000,000 granted to Nescaya Palma Sdn Bhd which is secured by:
- (i) 1st Legal Charge over property known as Lot 13 Buloh LD, Lemai Balingian, Sibul, Sarawak measuring approximately 4,100 hectares which is the site of the project for developing an oil palm plantation in Sarawak;
 - (ii) Fixed and floating charge by way of a Debenture over Nescaya Palma Sdn Bhd's entire present and future assets;
 - (iii) Corporate Guarantee by the Company; and
 - (iv) Memorandum of Deposit of a Fixed Deposit for a sum of RM506,106 to be placed in an Al-Wadiah account for the term of the facility.

The Company has since satisfied in full the said facility, but the registration of the necessary discharge of charge has yet to be effected.

- (j) Term loan facility for up to RM3,000,000 granted to the Company which is secured by way of:
- (i) 3rd party Debenture by way of fixed charge over specific equipment to be purchased by Kelana Jaya Medical Centre; and
 - (ii) Negative Pledge by the Company.
- (k) Al Bai Bithaman Ajil facility for a sum of RM24,000,000 granted to the Company which is secured by way of:
- (i) Charge in escrow on agricultural land held under Lot 37 & 204, P.N. 669 and Lot 1157, P.N. 825 both in the Mukim of Penghulu Diman, District of Hulu Terengganu, Terengganu; and
 - (ii) Private Caveat on a piece of agricultural land held under Lot 37 & 204, P.N. 669 and Lot 1157, P.N. 825 both in the Mukim of Penghulu Diman, District of Hulu Terengganu, Terengganu.
- (l) Hire-Purchase (Act and Non-Act)/Al-Ijarah Thumma Al'Bai (AITAB) facilities for up to RM10,000,000 granted to the Company and its subsidiaries which is secured by:
- (i) Corporate Guarantee by the Company, should the Hirer be a subsidiary company; and
 - (ii) Joint and several Guarantees from all the Directors of the respective borrowing company.
- (m) Trade Financing facilities comprising of either a revolving Letter of Guarantee and/or Letter of Credit (sight/usance) and/or Al-Murabahah Working Capital financing/Islamic Accepted Bills (purchase/sales) amounting to RM10,000,000 in favour of TDM Plantation Sdn Bhd which is secured by a Corporate Guarantee by the Company.

23. TRADE PAYABLES

The normal trade credit term granted to the Group ranges from 30 to 90 days.

24. OTHER PAYABLES

	GROUP		COMPANY	
	2002 RM'000	2001 RM'000	2002 RM'000	2001 RM'000
Sundry payables	28,753	32,778	5,653	8,827
Accruals	20,643	18,905	2,357	1,858
Zakat	1,560	-	9	-
Interest on ICULS	15,570	13,235	15,570	13,235
Amounts payable for property, plant and equipment	987	30,293	-	270
	67,513	95,211	23,589	24,190

25. SHARE CAPITAL

	Number of Ordinary Shares of RM1 each		Amount	
	2002 RM'000	2001 RM'000	2002 RM'000	2001 RM'000
Authorised:	200,000	200,000	200,000	200,000
Issued and fully paid:				
At 1 January	80,682	80,682	80,682	80,682
Issued and paid up during the year at par	25,317	-	25,317	-
At 31 December	105,999	80,682	105,999	80,682

- (a) During the financial year, the Company increased its issued and paid-up share capital from RM80,682,088 to RM105,999,161 by way of the issuance of 25,317,073 ordinary shares of RM1.00 each through the conversion of the Irredeemable Convertible Unsecured Loan Stock ("ICULS") at a conversion price of RM4.10 per share. The new ordinary shares rank pari passu in all respects with the existing ordinary shares. The share premium arising from the issuance amounted to RM78,482,927.
- (b) The Employee Share Option Scheme ("ESOS") was approved by shareholders of the Company at an Extraordinary General Meeting held on 24 June 1999. The main features of the ESOS are as follows:
- i) Eligible employees of the Group who have been confirmed in their employment and have been in the service of the Group for at least one year on or prior to the Date of Offer. Where an employee or executive Director is serving under a fixed term contract of employment, the contract should be for a period of at least three years. In respect of employees who are non-Malaysian, they may be considered for eligibility when they serve any company within the Group on a full-time basis.
 - ii) The option is personal to the grantee and is non-assignable.
 - iii) The maximum number of Shares to be offered under the ESOS shall not exceed in aggregate ten (10) percent of the total number of issued and paid-up shares of the Company at any point of time during the existence of the ESOS which shall be in force for a period of five (5) years from 9 December 1999 being the date

of approval by the Securities Commission.

- iv) The subscription price for the new Shares shall be determined by the closing market price of the Company's ordinary shares on the market day immediately preceding the date of offer, the average of the mean market quotation of the Shares as shown in the daily official list issued by the Kuala Lumpur Stock Exchange for the five (5) market days immediately preceding the date the options are offered, or at the par value of the ordinary shares of the Company, whichever is higher.
- v) The options granted under the ESOS shall be capable of being exercised by the grantee at anytime within a period of five (5) years commencing from the date of the offer or such shorter period as may be specifically stated in the offer by notice in writing to the Company.

The option does not confer on any person the rights to participate in any share issued of any other company.

26. RESERVES

	Note	GROUP		COMPANY	
		2002 RM'000	2001 RM'000	2002 RM'000	2001 RM'000
Distributable:					
Capital reserve		-	-	2,736	2,736
Accumulated losses (restated)	33	(55,074)	(57,431)	(62,456)	(49,683)
		(55,074)	(57,431)	(59,720)	(46,947)
Non-distributable:					
Share premium (restated)	33	141,742	63,259	141,742	63,259
Revaluation reserves		220,240	20,638	32,197	20,638
Exchange fluctuation reserve		(1)	(2)	-	-
		361,981	83,895	173,939	83,897
Total reserves as at 31 December		306,907	26,464	114,219	36,950

The movement in each category of the reserve are disclosed in the statement of changes in equity.

The nature and purpose of each category of reserve are as follows:

a. SHARE PREMIUM

This reserve comprises the premium paid on subscription of shares in the Company over and above the par value of the shares.

b. CAPITAL RESERVE

This reserve which is eliminated on consolidation, relates to the surplus arising from the sales of property, plant and equipment in 1986 to a subsidiary company.

c. EXCHANGE FLUCTUATION RESERVE

The foreign exchange reserve comprises all foreign exchange differences arising from the translation of the financial statements of foreign subsidiaries as well as the translation of foreign currency loans used to finance investments in foreign subsidiaries.

d. ACCUMULATED LOSSES

This comprise the cumulative results of the Group and of the Company net of taxation and minority interests.

e. REVALUATION RESERVES

This reserve includes the cumulative net change in fair value of freehold land and other property, plant and equipment.

27. RETIREMENT BENEFIT SCHEME

	GROUP	
	2002 RM'000	2001 RM'000
At 1 January	1,047	655
Transfer from income statement	1,552	616
Utilisation of provision during the year	(1,311)	(224)
At 31 December	1,288	1,047

A subsidiary of the Group operates an unfunded, defined benefit Retirement Benefit Scheme for its executives. Only executives who were employed by the subsidiary prior to January 1999 are eligible for the scheme. Benefits are payable based on the last drawn salary of the executive and the number of years of service with the Group.

28. NEGATIVE GOODWILL ON CONSOLIDATION

	GROUP	
	2002 RM'000	2001 RM'000
At 1 January	26,128	24,650
Less: Amortisation	(5,246)	(4,470)
Eliminated on disposal of subsidiaries	–	5,948
At 31 December	20,882	26,128

29. DEFERRED TAXATION

	GROUP		COMPANY	
	2002 RM'000	2001 RM'000	2002 RM'000	2001 RM'000
At 1 January	1,091	1,091	-	-
Transfer from income statement (Note 9)	563	-	-	-
Transfer from revaluation	20,702	-	608	-
At 31 December	22,356	1,091	608	-
Deferred tax provided for in the financial statements				
- capital allowances	10,406	1,091	-	-
- other timing differences	11,950	-	608	-
	22,356	1,091	608	-

30. HIRE PURCHASE AND FINANCE LEASE PAYABLES

	GROUP		COMPANY	
	2002 RM'000	2001 RM'000	2002 RM'000	2001 RM'000
Minimum lease payments:				
Within one year (Note 22)	861	2,234	20	15
More than 1 year and less than 2 years (Note 22)	20	578	8	32
	881	2,812	28	47

31. 3% IRREDEMABLE CONVERTIBLE UNSECURED LOAN STOCKS ("ICULS")

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

The ICULS were mandatorily converted by the Company into the ordinary shares of RM1.00 each in the Company at the conversion price of RM4.10 per share following the maturity of the ICULS in 2002.

32. 7% TRANSFERABLE CONVERTIBLE UNSECURED LOAN STOCKS ("TCULS")

The TCULS are transferable and convertible into fully paid ordinary shares of the company 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 pari passu in all respect with the ordinary shares of the company except 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 Company on the date at 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.

33. PRIOR YEAR ADJUSTMENTS

In prior year, the Company had not accounted for the adjustment resulting from change in accounting treatment from merger method to acquisition method in the consolidation of Kumpulan Ladang-ladang Terengganu Sdn Bhd.

The Company had adjusted for this retrospectively. The effects of the adjustment are as follows:

	As Previously Stated RM'000	Adjustments RM'000	As Restated RM'000
For the year ended 31 December 2001:			
COMPANY			
Share premium	63,970	(711)	63,259
Investment in subsidiaries	107,485	(711)	106,774

During the last financial year, the Group has over-allocated to the Group's minority shareholders for their shares of losses in subsidiaries.

The Group had adjusted for this over-allocation retrospectively. The effects of the adjustments are as follows:

	As Previously Stated RM'000	Adjustments RM'000	As Restated RM'000
For the year ended 31 December 2001:			
GROUP			
Minority interest	481	2,241	2,722
Accumulated losses	55,190	2,241	57,431

34. CAPITAL COMMITMENTS

	GROUP	
	2002 RM'000	2001 RM'000
Amount approved but not contracted for		
– Property, plant and equipment	64,295	–

35. CONTINGENT LIABILITIES

	GROUP	
	2002 RM'000	2001 RM'000
Corporate guarantees given to financial institutions for banking facilities granted to subsidiary companies which are:		
– Secured	73,504	76,754

36. RELATED PARTY TRANSACTIONS

	GROUP	
	2002 RM'000	2001 RM'000
Interest charge to subsidiary company	2,336	3,114

The directors are of the opinion that all the transactions above have been entered into in the normal course of business and have been established on terms and conditions that are not materially different from those obtainable in transactions with unrelated parties.

37. CORPORATE PROPOSALS

The directors of the Company is proposing a bonus issue of up to 111,132,161 ordinary shares of RM1.00 each ("Bonus Shares") in the Company on the basis of one (1) new Bonus Share for every one (1) existing ordinary share of RM1.00 each held in the Company ("Proposed Bonus Issue"). The Proposed Bonus Issue is to be capitalised entirely from the share premium account of the Company.

The proposed bonus issue of up to 111,132,161 new Bonus Shares is after taking into consideration:

- the existing issued and paid-up share capital of the Company of RM105,999,161 comprising 105,999,161 shares of RM1.00 each in the Company; and
- the balance of 3,131,000 options that may be exercisable pursuant to the Company's Employee Share Option Scheme ("ESOS") as at 31 October 2002.

Further to the proposal on the Proposed Bonus Issue, the Company is also proposing a restricted issue of up to 2,704,198 new ordinary shares of RM1.00 each in the Company ("Proposed Restricted Issue") to certain creditors of the Group. In view of the Proposed Restricted Issue and the revised number of options available under the ESOS, the number of shares to be issued pursuant to the Proposed Bonus Issue will be up to 111,834,359 new ordinary shares.

Pursuant to the Proposed Bonus Issue and the Proposed Restricted Issue, the Board of Directors of the Company is also proposing to increase the authorised share capital of the Company from RM200,000,000 comprising 200,000,000 ordinary shares of RM1.00 each to RM500,000,000 comprising 500,000,000 shares of RM1.00 each in the Company.

These proposals have been submitted to Securities Commission on 31 January 2003. As at the date of this report, the Company is awaiting for approvals of the above proposals from the relevant authorities.

38. OTHER SIGNIFICANT EVENTS

The wholly-owned subsidiary company, TDM Plantation Sdn Bhd, has on 17 September 2002 entered into a conditional Share Sale Agreement with Pemandangan Jauh Sdn Bhd to dispose of Nescaya Palma Sdn Bhd, a 70% owned subsidiary of TDM Plantation Sdn Bhd. The results of Nescaya Palma Sdn Bhd has been consolidated for the financial year ended 31 December 2002 as the disposal is only exercise upon approval from Sarawak State Government of which is still pending at the date of this report.

39. COMPARATIVES

The presentation and classification of items in the current year financial statements have been consistent with the previous financial year except for the following:

- (a) Certain comparative amounts have been adjusted as a result of a fundamental errors as disclosed in Note 33.
- (b) The presentation and classification of items in the segment information (Note 40) of the previous financial year have been changed to comply with the requirements of MASB 22: Segment Reporting which was adopted during the year.

Comparatives are not disclosed for certain information relating to financial instruments as permitted by MASB 24 - Financial Instruments: Disclosure and Presentation, upon first application.

Comparative figures have been audited by a firm of Chartered Accountants other than Ernst & Young.

40. FINANCIAL INSTRUMENTS

(a) Financial Risk Management Objectives and Policies

The Group's financial risk management policy seeks to ensure that adequate financial resources are available for the development of the Group's businesses whilst managing its interest rate, foreign exchange, liquidity and credit risks. The Group operates within clearly defined guidelines that are approved by the Board and the Group's policy is to not engage in speculative transactions.

(b) Interest Rate Risk

The Group's primary interest rate risk relates to interest-bearing debt, as the Group had no substantial long-term interest-bearing assets as at 31 December 2002. The investment in financial assets are mainly short term in nature and they are not held for speculative purposes but have been mostly placed in fixed deposits or occasionally, in short term commercial papers which yield better returns than cash at bank.

The Group manages its interest rate exposure by maintaining a prudent mix of fixed and floating rate borrowings. The Group actively reviews its debt portfolio, taking into account the investment holding period and nature of its assets. This strategy allows it to capitalise on cheaper funding in a low interest rate environment and achieve a certain level of protection against rate hikes.

(c) Foreign Exchange Risk

Foreign exchange exposures in transactional currencies other than functional currencies of the operating entities are kept to an acceptable level.

The net unhedged financial assets and financial liabilities of the Group companies as at 31 December 2002 that are not denominated in their functional currencies is expected to be immaterial.

(d) Liquidity Risk

The Group actively manages its debt maturity profile, operating cash flows and the availability of funding so as to ensure that all refinancing, repayment and funding needs are met. As part of its overall prudent liquidity management, the Group maintains sufficient levels of cash or cash convertible investments to meet its working capital requirements. In addition, the Group strives to maintain available banking facilities of a reasonable level to its overall debt position. As far as possible, the Group raises committed funding from both capital markets and financial institutions and prudently balances its portfolio with some short term funding so as to achieve overall cost effectiveness.

(e) Credit Risk

Credit risks, or the risk of counterparties defaulting, is controlled by the application of credit approvals, limits and monitoring procedures. Credit risks are minimised and monitored via strictly limiting the Group's associations to business partners with high creditworthiness. Trade receivables are monitored on an ongoing basis via Group management reporting procedures.

The Group does not have any significant exposure to any individual customer or counterparty nor does it have any major concentration of credit risk related to any financial instruments.

41. SEGMENT INFORMATION

	PLANTATIONS		FOOD		HEALTH		OTHERS		ELIMINATION		GROUP	
	2002 RM'000	2001 RM'000	2002 RM'000	2001 RM'000	2002 RM'000	2001 RM'000	2002 RM'000	2001 RM'000	2002 RM'000	2001 RM'000	2002 RM'000	2001 RM'000
REVENUE AND EXPENSES												
Revenue												
External sales	119,384	78,266	26,749	52,724	19,892	13,683	5,126	36	-	-	171,151	144,709
Inter-segment sales	69,562	44,939	-	-	-	-	-	264	69,562	45,203	-	-
Total revenue	188,946	123,205	26,749	52,724	19,892	13,683	5,126	300	69,562	45,203	171,151	144,709
Result												
Segment result	21,773	(10,140)	(1,273)	(12,079)	(1,503)	(4,099)	(5,446)	(5,568)	(4,859)	(5,568)	13,551	(31,886)
Unallocated income	-	-	-	-	-	-	-	-	-	-	5,271	-
Unallocated cost	-	-	-	-	-	-	-	-	-	-	-	5,279
Profit from operations	-	-	-	-	-	-	-	-	-	-	18,822	(26,607)
Exceptional items	-	-	-	-	-	-	-	-	-	-	(11,203)	18,901
Zakat	234	-	5	-	105	-	1,216	-	-	-	(1,560)	-
Taxation	-	-	-	-	-	-	-	-	-	-	(3,897)	(113)
Profit after taxation	-	-	-	-	-	-	-	-	-	-	2,162	(7,819)
Minority interest	-	-	-	-	-	-	-	-	-	-	195	435
Net profit for the year											2,357	(7,384)

	PLANTATIONS		FOOD		HEALTH		OTHERS		ELIMINATION		GROUP	
	2002	2001	2002	2001	2002	2001	2002	2001	2002	2001	2002	2001
	RM'000	RM'000	RM'000	RM'000	RM'000	RM'000	RM'000	RM'000	RM'000	RM'000	RM'000	RM'000
ASSETS AND LIABILITIES												
Segment assets	620,891	428,542	15,169	15,260	26,252	29,698	285,109	309,630	4,172	947,441	778,958	
Consol adjustment	(51,927)	(37,599)	-	-	(144)	-	(215,952)	(240,368)	-	(268,023)	(277,967)	
	568,964	390,943	15,169	15,260	26,108	29,698	69,157	69,262		679,418	500,991	
Jointly controlled entities	-	-	-	-	-	-	-	-	-	-	-	-
Unallocated assets	-	-	-	-	-	-	-	-	-	-	-	-
Total assets										679,418	500,991	
Segment liabilities	(260,191)	(266,336)	(31,922)	(30,715)	(46,121)	(46,563)	(71,627)	(196,105)	-	(409,861)	(539,719)	
Consol adjustment	93,275	106,119	22,017	20,082	29,834	26,596	25,052	21,715	-	170,178	174,512	
Unallocated liabilities	(166,916)	(160,217)	(9,905)	(10,633)	(16,287)	(19,967)	(46,575)	(174,390)	-	(239,683)	(365,207)	
Total liabilities										(20,925)	(25,916)	
										(260,608)	(391,123)	

PENYATA KEWANGAN 2002

LAPORAN PENGARAH

BAGI TAHUN BERAKHIR 31 DISEMBER 2002

LAPORAN PARA PENGARAH

Para Pengarah dengan ini membentangkan laporan mereka berserta penyata kewangan Kumpulan dan Syarikat yang telah diaudit bagi tahun kewangan berakhir 31 Disember 2002.

KEGIATAN UTAMA

Kegiatan-kegiatan utama Syarikat adalah berupa pemegangan pelaburan dan penyediaan perkhidmatan-perkhidmatan pengurusan serta pengendalian ladang-ladang kelapa sawit milik sendiri.

Kegiatan-kegiatan utama anak-anak syarikat pula diterangkan dalam Nota 13 penyata kewangan ini.

Tiada sebarang perubahan ketara dalam bentuk kegiatan anak-anak syarikat sepanjang tahun kewangan.

KEPUTUSAN KEWANGAN

	KUMPULAN RM'000	SYARIKAT RM'000
Untung/(Rugi) sebelum cukai	6,059	(12,773)
Cukai	(3,897)	-
Untung/(Rugi) selepas cukai	2,162	(12,773)
Kepentingan minoriti	195	-
Keuntungan bolehagih kepada pemegang saham	2,357	(12,773)
Kerugian terkumpul dibawa ke hadapan (seperti dinyatakan semula)	(57,431)	(49,683)
Kerugian terkumpul dibawa ke hadapan	(55,074)	(62,456)

Tiada pindahan material kepada atau daripada rizab atau peruntukan sepanjang tahun kewangan ini melainkan yang dinyatakan di dalam penyata perubahan dalam ekuiti.

Pada pandangan para pengarah, keputusan-keputusan operasi Kumpulan dan Syarikat sepanjang tahun kewangan tidak dipengaruhi pada dasarnya oleh sebarang perkara, urusan atau peristiwa yang bersifat material dan luar biasa selain daripada perkara-perkara luar biasa yang tertera pada Nota 8 penyata kewangan ini.

DIVIDEN

Tiada sebarang dividen telah dibayar, diisytiharkan, dan dicadangkan oleh Syarikat sejak akhir tahun kewangan yang lalu.

PENGARAH-PENGARAH

Nama-nama pengarah Syarikat yang berkhidmat sejak tarikh laporan yang lalu sehingga tarikh laporan ini adalah:

YB Dato' Ustaz Haji Harun bin Taib	(Pengerusi)
Y Bhg Dato' Senara Muda (Dato' Mazlan @ Mohd Nanri bin Hashim)	
YM Raja Haji Idris bin Raja Kamarudin	(Pengarah Eksekutif)
YB Md. Azmi bin Lop Yusof	
Y Bhg Dato' Haji Hassan @ Shugib bin Lebai Mat	
Y Bhg Dr Wan Hassan bin Wan Embong	
Tuan Haji Abd Jalil bin Ali	(Dilantik pada 28 Januari 2003)
Tuan Haji Abd Shahid bin Mohd Shah	(Meletakkan jawatan pada 20 Ogos 2002)

MANFAAT PARA PENGARAH

Sama ada pada akhir tahun kewangan, atau pada bila-bila masa sepanjang tahun itu, tiada sebarang pengatur penafkahan telah dibuat, yang melibatkan Syarikat sebagai satu pihak, yang membolehkan para pengarah memperolehi manfaat melalui pengambilan saham-saham, atau debentur-debentur Syarikat atau mana-mana badan koperat.

Semenjak berakhirnya tahun kewangan sebelum ini, tiada seorang pun pengarah telah menerima atau menjadi berhak untuk menerima apa-apa manfaat (selain manfaat yang terkandung di dalam jumlah terkumpul di dalam upah yang diterima atau terutang atau boleh diterima oleh para pengarah sebagaimana tertera di dalam Nota 6 penyata kewangan ini atau gaji yang telah ditetapkan sebagai kakitangan sepenuh masa Syarikat) atas alasan kontrak yang dibuat oleh Syarikat atau oleh badan-badan yang berkaitan dengan mana-mana pengarah atau dengan firma yang dianggotainya, atau dengan syarikat dalam mana beliau memiliki sejumlah besar kepentingan kewangan.

KEPENTINGAN PARA PENGARAH

Menurut daftar pemegangan saham pengarah-pengarah, kepentingan para pengarah yang berkhidmat pada akhir tahun kewangan di dalam saham Syarikat dan syarikat-syarikat yang berkaitan sepanjang tahun kewangan adalah seperti berikut:

Syarikat	Bilangan Saham Biasa Bernilai RM1 Sesaham			
	1 Januari 2002	Dibeli	Dijual	31 Disember 2002
Kepentingan Langsung				
YM Raja Haji Idris Bin Raja Kamarudin	219,000	11,000	(21,000)	209,000

Tiada seorang pun pengarah-pengarah lain yang berkhidmat pada akhir tahun kewangan mempunyai sebarang kepentingan di dalam saham-saham syarikat atau syarikat-syarikat berkaitan sepanjang tahun kewangan.

TERBITAN SAHAM

Pada tahun kewangan, syarikat telah menokok modal saham terbitan dan berbayar dari RM80,682,088 kepada RM105,999,161 dengan menerbitkan 25,317,073 saham biasa pada harga RM1.00 sesaham melalui penukaran Stok Pinjaman Boleh Tukar Tidak Boleh Tebus ("ICULS") pada harga tukaran sebanyak RM4.10 sesaham. Saham-saham biasa baru ini berkedudukan secara pari passu berbanding saham-saham biasa sedia ada. Dengan penerbitan ini, premium saham meningkat sebanyak RM78,482,927.

USUL-USUL KORPORAT

Pengarah-pengarah Syarikat mengusulkan penerbitan bonus sehingga 111,132,161 saham biasa pada harga RM1.00 sesaham ("Saham Bonus") di dalam Syarikat di atas dasar satu (1) Saham Bonus baru untuk setiap satu (1) saham biasa sedia ada pada harga RM1.00 sesaham yang dipegang oleh Syarikat. ("Usul Terbitan Bonus"). Usul Terbitan Bonus akan dibiayai sepenuhnya dari akaun saham premium syarikat.

Usul penerbitan sehingga 111,132,161 Saham Bonus baru ini dibuat setelah mengambil-kira:

- (a) modal saham terbitan dan berbayar sedia ada Syarikat sebanyak RM105,999,161 terdiri dari 105,999,161 saham bernilai RM1.00 sesaham di dalam Syarikat; dan
- (b) baki sebanyak 3,131,000 opsyen boleh digunakan mengikut Skim Opsyen Saham Kakitangan ("SOSK") sebagaimana pada 31 Disember 2002.

Lanjutan kepada cadangan Usul Terbitan Bonus, Syarikat juga mencadangkan penerbitan terhad sehingga 2,704,198 saham biasa baru bernilai RM1.00 sesaham di dalam Syarikat ("Usul Terbitan Terhad") kepada pemiutang-pemiutang tertentu di dalam Kumpulan. Berdasarkan Usul Terbitan Terhad dan semakan semula bilangan saham opsyen yang terdapat di bawah SOSK bilangan saham yang akan diterbitkan berdasarkan Usul Terbitan Bonus akan meningkat kepada 111,834,359 saham biasa baru.

Selaras dengan Usul Terbitan Bonus dan Usul Terbitan Terhad, Lembaga Pengarah Syarikat juga mencadangkan penambahan kepada modal saham Syarikat yang dibenarkan dari RM200,000,000 terdiri dari 200,000,000 saham biasa bernilai RM1.00 sesaham kepada RM500,000,000 terdiri dari 500,000,000 saham bernilai RM1.00 sesaham di dalam Syarikat.

Usul-usul ini telah dikemukakan kepada Suruhanjaya Sekuriti pada 31 Januari 2003. Pada tarikh laporan ini, Syarikat masih menanti kelulusan usul-usul di atas daripada pihak-pihak berkuasa berkaitan.

SKIM OPSYEN SAHAM KAKITANGAN

Skim Opsyen Saham Kakitangan ("SOSK") telah diluluskan oleh pemegang-pemegang saham Syarikat pada Mesyuarat Agung Luar Biasa yang telah diadakan pada 24 Jun 1999. SOSK menawarkan opsyen kepada kakitangan Kumpulan yang layak untuk melanggan saham biasa yang baru dikeluarkan oleh Syarikat pada harga RM1.00 sesaham ("Saham") pada harga langganan yang telah ditetapkan.

Ciri-ciri utama SOSK adalah seperti berikut:

- (a) Kakitangan yang layak adalah mereka yang telah disahkan perkhidmatannya dan telah berkhidmat kepada Kumpulan untuk sekurang-kurangnya satu tahun pada atau sebelum Tarikh Penawaran. Bagi kakitangan yang berkhidmat di bawah perjanjian kontrak, kontrak hendaklah untuk tempoh tidak kurang dari tiga tahun. Bagi kakitangan bukan warganegara Malaysia pula, mereka boleh dipertimbangkan untuk layak kepada tawaran sekiranya mereka berkhidmat dengan mana-mana syarikat di dalam Kumpulan secara sepenuh masa.
- (b) Opsyen bersifat persendirian kepada penerima dan tidak boleh diserahkan.
- (c) Jumlah maksimum Saham yang ditawarkan di bawah SOSK secara terkumpul tidak boleh melebihi sepuluh (10) peratus daripada jumlah keseluruhan saham terbitan dan saham berbayar Syarikat pada bila-bila masa sepanjang wujudnya SOSK yang perlu berkuatkuasa untuk tempoh selama lima (5) tahun dari 9 Disember 1999 yakni tarikh kelulusan daripada Suruhanjaya Sekuriti.
- (d) Harga langganan Saham baru ditentukan oleh harga penutup saham-saham biasa Syarikat di pasaran sehari sebelum Tarikh Penawaran, purata sebut harga pasaran harian bagi Saham sebagaimana ditunjukkan dalam senarai rasmi harian yang dikeluarkan oleh Bursa Saham Kuala Lumpur untuk lima (5) hari pasaran sebelum Tarikh Penawaran, atau pada nilai setara saham-saham biasa Syarikat, yang mana-mana satu lebih tinggi.
- (e) Opsyen yang ditawarkan di bawah SOSK boleh dilaksanakan pada bila-bila masa sepanjang tempoh lima (5) tahun bermula pada Tarikh Penawaran atau pada tempoh yang lebih pendek yang perlu dinyatakan secara khusus di dalam tawaran dengan notis bertulis kepada Syarikat.

Opsyen tidak memberi apa-apa hak kepada mana-mana orang untuk turut serta di dalam mana-mana terbitan saham oleh mana-mana syarikat lain.

Pergerakan opsyen sejak tarikh laporan terakhir adalah seperti berikut:

	Harga Opsyen RM	Opsyen Saham Belum Diterbitkan
Pada 1 Januari 2002	1.47	5,133,000
Kurang: Hak Ditebus		
- Pelupusan anak syarikat		(902,000)
- Persaraan		(691,000)
- Perletakan Jawatan		(409,000)
Pada 31 Disember 2002		<u>3,131,000</u>

LAIN-LAIN MAKLUMAT BERKANUN

- (a) Sebelum penyata kewangan dan kunci kira-kira Kumpulan dan Syarikat dibuat, para pengarah telah mengambil langkah-langkah munasabah:
- (i) untuk menentukan bahawa tindakan wajar telah diambil berhubung dengan pelupusan nilai hutang lapuk dan penyediaan peruntukan bagi hutang ragu, dan mereka telah berpuas hati bahawa kesemua hutang lapuk yang diketahui telah dilupuskan dan bahawa peruntukan yang mencukupi telah dibuat bagi hutang ragu; dan
 - (ii) untuk memastikan bahawa mana-mana aset semasa yang nilainya mungkin tidak dapat ditunaikan mengikut nilai di dalam rekod perakaunan melalui urusan perniagaan telah dikurangkan nilainya kepada satu jumlah yang dijangka memungkinkan ia dapat ditunaikan.
- (b) Pada tarikh laporan ini, para pengarah tidak mengetahui wujudnya sebarang keadaan, melainkan telah diambilkira di dalam laporan ini atau penyata kewangan Kumpulan dan Syarikat yang boleh menyebabkan:
- (i) jumlah hutang lapuk yang dilupuskan atau jumlah hutang ragu yang diperuntukkan tidak mencukupi hingga mana-mana tahap yang nyata; dan
 - (ii) nilai-nilai berkaitan aset semasa di dalam penyata kewangan Kumpulan dan Syarikat mengelirukan.
- (c) Pada tarikh laporan ini, para pengarah tidak mengetahui wujudnya sebarang keadaan yang mungkin telah timbul yang boleh menyebabkan pematuhan kaedah sedia ada bagi penilaian aset atau liabiliti Kumpulan dan Syarikat mengelirukan dan tidak bersesuaian.
- (d) Pada tarikh laporan ini, para pengarah tidak mengetahui wujudnya sebarang keadaan, melainkan telah diambilkira di dalam laporan ini atau penyata kewangan Kumpulan dan Syarikat yang boleh menyebabkan mana-mana jumlah yang dikemukakan di dalam penyata kewangan ini sebagai mengelirukan.
- (e) Pada tarikh laporan ini, tidak wujud sebarang:
- (i) gadaian ke atas mana-mana aset Kumpulan atau Syarikat yang telah timbul sejak akhir tahun kewangan yang menjamin liabiliti mana-mana pihak; atau
 - (ii) liabiliti luarjangka yang berkaitan dengan Kumpulan atau Syarikat yang timbul sejak akhir tahun kewangan.
- (f) Pada pandangan para pengarah:
- (i) tiada liabiliti luarjangka atau liabiliti lain telah dikuatkuasakan atau berkemungkinan untuk dikuatkuasakan dalam tempoh dua belas bulan selepas akhir tahun kewangan ini yang akan atau mungkin akan memberi kesan kepada kemampuan Kumpulan atau Syarikat untuk memenuhi tanggungjawabnya apabila ianya berlaku; dan
 - (ii) tiada sebarang perkara, urusniaga atau peristiwa yang bersifat material dan luar biasa telah timbul sepanjang tempoh di antara akhir tahun kewangan dan tarikh laporan ini yang berkemungkinan pada dasarnya mampu mempengaruhi keputusan-keputusan operasi Kumpulan dan Syarikat untuk tahun kewangan laporan ini dibuat.

JURUAUDIT

Juruaudit, Ernst & Young, telah menyatakan kesediaan untuk meneruskan perkhidmatan.

Ditandatangani bagi pihak Lembaga
selaras dengan resolusi para pengarah,

WAN HASSAN BIN WAN EMBONG

RAJA IDRIS BIN RAJA KAMARUDIN

Kuala Lumpur, Malaysia
28 April 2003

PENYATA OLEH PENGARAH

MENGIKUT SEKSYEN 169(15) AKTA SYARIKAT 1965

Kami, **WAN HASSAN BIN WAN EMBONG** dan **RAJA IDRIS BIN RAJA KAMARUDIN**, sebagai dua orang pengarah **TDM BERHAD**, dengan ini menyatakan bahawa, pada pendapat para pengarah, penyata kewangan terlampir yang dikemukakan pada muka surat 103 hingga 144 telah disediakan selaras dengan Piawaian Perakaunan Diluluskan yang digunapakai di Malaysia dan peruntukan Akta Syarikat 1965 bagi memberi gambaran sebenar dan saksama mengenai kedudukan kewangan Kumpulan dan Syarikat pada 31 Disember 2002 dan keputusan-keputusan dan aliran tunai Kumpulan dan Syarikat untuk tahun berakhir pada tarikh tersebut.

Ditandatangani bagi pihak Lembaga
selaras dengan resolusi para pengarah

WAN HASSAN BIN WAN EMBONG

RAJA IDRIS BIN RAJA KAMARUDIN

Kuala Lumpur, Malaysia
28 April 2003

PERAKUAN BERKANUN

MENGIKUT SEKSYEN 169(15) AKTA SYARIKAT 1965

Saya, **MOHD NOR @ MOHD NOOR BIN DIN**, sebagai pegawai utama yang bertanggungjawab terhadap pengurusan kewangan **TDM BERHAD**, dengan sesungguhnya dan seikhlasnya berikrar bahawa penyata kewangan terlampir yang dikemukakan pada muka surat 11 hingga 65 adalah pada pandangan saya, betul dan saya membuat perakuan murni ini dengan sesungguhnya percaya yang demikian itu benar dan bertepatan dengan peruntukan-peruntukan Akta Perakuan Berkanun 1960.

Ditandatangani dan dengan sesungguhnya
diisytiharkan oleh yang tersebut di atas,
MOHD NOR @ MOHD NOOR BIN DIN
di Kuala Lumpur dalam Wilayah Persekutuan
pada **28 April 2003**

MOHD NOR @ MOHD NOOR BIN DIN

Di hadapan saya,

Commissioner for Oaths,
Kuala Lumpur.

LAPORAN JURUAUDIT

KEPADA AHLI-AHLI

Kami telah mengaudit penyata kewangan yang disertakan, yang dibentangkan pada muka surat 103 hingga 144. Penyata-penyata kewangan ini adalah tanggungjawab para pengarah Syarikat. Tanggungjawab kami ialah melahirkan pendapat terhadap penyata kewangan berdasarkan audit kami.

Kami menjalankan audit kami menurut Piawaian Audit di Malaysia yang diluluskan. Piawaian ini memerlukan kami merancang dan menjalankan audit bagi mendapatkan jaminan yang munasabah bahawa penyata kewangan ini bebas dari salahnyata yang penting. Sesuatu audit merangkumi pemeriksaan, atas dasar ujian, keterangan yang menyokong jumlah-jumlah dan pendedahan-pendedahan di dalam penyata kewangan ini. Ia juga merangkumi penilaian kepada prinsip-prinsip perakaunan yang digunakan dan anggaran penting yang dibuat oleh para pengarah, serta penilaian menyeluruh pembentangan penyata kewangan ini. Kami percaya audit kami menyediakan asas munasabah kepada pendapat kami.

(a) penyata kewangan telah disediakan dengan rapi mengikut peruntukan Akta Syarikat 1965 dan Piawaian-Piawaian Perakaunan yang telah diluluskan di Malaysia untuk memberi gambaran yang benar dan saksama terhadap:

(i) kedudukan kewangan Kumpulan dan Syarikat pada 31 Disember 2002 dan penghasilan Kumpulan dan Syarikat dan aliran tunai Kumpulan dan Syarikat untuk tahun berakhir pada tarikh tersebut; dan

(ii) perkara-perkara yang dikehendaki di bawah Seksyen 169 Akta Syarikat 1965 yang perlu diambilkira di dalam penyata kewangan; dan

(b) rekod-rekod perakaunan dan lain-lain rekod dan daftar-daftar yang dikehendaki oleh Akta disimpan oleh Syarikat dan anak-anak syarikatnya, dengan kami sebagai juruaudit, telah disimpan dengan rapi bersesuaian dengan peruntukan Akta.

Kami telah menimbang penyata kewangan dan laporan juruaudit bagi anak-anak syarikat lain, dengan bukan kami sebagai juruauditnya seperti yang dinyatakan dalam Nota 13 penyata kewangan ini, telah dirangkumkan di dalam penyata kewangan disatukan.

LAPORAN JURUAUDIT KEPADA AHLI-AHLI
TDM BERHAD
(Diperbadankan di Malaysia) - 6265-P

Kami berpuas hati bahawa penyata-penyata kewangan anak-anak syarikat telah disatukan dengan penyata kewangan Syarikat dan berada dalam bentuk dan kandungan yang sesuai dan teratur untuk tujuan penyediaan penyata kewangan disatukan dan kami telah menerima maklumat dan penerangan yang memuaskan yang diperlukan untuk tujuan tersebut.

Laporan juruaudit mengenai penyata kewangan anak-anak syarikat tidak tertaluk kepada sebarang kelayakan penting untuk penyata kewangan disatukan dan tidak mengandungi sebarang ulasan seperti yang perlu dibuat di bawah Seksyen 174(3) of the Act.

ERNST & YOUNG
AF: 0039
Chartered Accountants

MOHD SUKARNO BIN TUN SARDON
1697/03/05(J)
Partner

Kuala Lumpur, Malaysia
28 April 2003

KUNCI KIRA-KIRA

PADA 31 DISEMBER 2002

	Nota	KUMPULAN		SYARIKAT	
		2002 RM'000	2001 RM'000	2002 RM'000	2001 RM'000
ASET BUKAN SEMASA					
Hartanah, loji dan peralatan	12	621,449	407,463	61,312	50,064
Pelaburan dalam anak-anak syarikat	13	–	–	96,676	101,584
Lain-lain pelaburan	14	4,700	7,106	–	2,080
Pembiayaan tertunda	15	565	2,069	–	–
ASET SEMASA					
Pembangunan hartanah	16	3,429	3,626	–	–
Inventori	17	8,455	11,125	7	16
Dagangan yang akan diterima	18	14,858	12,762	–	–
Lain-lain yang akan diterima	19	20,396	53,152	3,782	7,749
Jumlah terhutang daripada syarikat	20	–	–	149,379	194,635
Tunai dan baki bank	21	5,566	3,688	153	117
		52,704	84,353	153,321	202,517
LIABILITI SEMASA					
Pinjaman bank	22	30,131	64,641	6,299	34,825
Dagangan yang akan dibayar	23	60,111	37,320	2	–
Lain-lain yang akan dibayar	24	67,513	95,211	23,589	24,190
Jumlah terhutang kepada syarikat	20	–	–	49,605	70,567
Cukai yang akan dibayar		864	2,268	–	–
		158,619	199,440	79,495	129,581
(LIABILITI)/ASET SEMASA BERSIH		(105,915)	(115,087)	73,826	72,936
		520,799	301,551	231,814	226,664
DIBIYAI OLEH:					
MODAL SAHAM	25	105,999	80,682	105,999	80,682
RIZAB	26	306,907	26,464	114,219	36,950
EKUITI PEMEGANG SAHAM KEPENTINGAN MINORITI		412,906 5,905	107,146 2,722	220,218 –	117,632 –
		418,811	109,868	220,218	117,632
MANFAAT PERSARAAN	27	1,288	1,047	–	–
PINJAMAN JANGKA PANJANG	22	57,462	163,417	10,988	109,032
MUHIBAH NEGATIF	28	20,882	26,128	–	–
CUKAI TERTUNDA	29	22,356	1,091	608	–
LIABILITI BUKAN SEMASA		101,988	191,683	11,596	109,032
		520,799	301,551	231,814	226,664

Nota-nota yang disertakan membentuk satu bahagian yang melengkapkan penyata kewangan ini.

PENYATA PENDAPATAN

UNTUK TAHUN BERAKHIR 31 DISEMBER 2002

	Nota	KUMPULAN		SYARIKAT	
		2002 RM'000	2001 RM'000	2002 RM'000	2001 RM'000
HASIL	3	171,151	144,709	5,086	-
KOS JUALAN		(108,902)	(67,190)	(2,769)	-
KEUNTUNGAN KASAR		62,249	77,519	2,317	-
Lain-lain pendapatan kendalian		13,759	15,702	9,601	4,683
Kos pengagihan		(2,956)	(7,033)	-	-
Perbelanjaan pentadbiran		(33,792)	(77,902)	(7,626)	(4,749)
Lain-lain perbelanjaan kendalian		(4,802)	(19,968)	(5,316)	(282)
KEUNTUNGAN/(KERUGIAN) OPERASI	4	34,458	(11,682)	(1,024)	(348)
Kos kewangan	7	(15,636)	(14,926)	(5,471)	(5,350)
KEUNTUNGAN /(KERUGIAN) SEBELUM CUKAI ZAKAT DAN PERKARA-PERKARA LUARBIASA		18,822	(26,608)	(6,495)	(5,698)
Perkara-perkara luarbiasa	8	(11,203)	18,901	(5,760)	(40,362)
KEUNTUNGAN /(KERUGIAN) SEBELUM CUKAI ZAKAT DAN SELEPAS PERKARA-PERKARA LUARBIASA		7,619	(7,707)	(12,255)	(46,060)
Zakat	9	(1,560)	-	(518)	-
KEUNTUNGAN/(KERUGIAN) SEBELUM CUKAI DAN SELEPAS ZAKAT DAN PERKARA-PERKARA LUARBIASA		6,059	(7,707)	(12,773)	(46,060)
Cukai	10	(3,897)	(113)	-	-
KEUNTUNGAN/(KERUGIAN) SELEPAS CUKAI		2,162	(7,820)	(12,773)	(46,060)
Kepentingan minoriti		195	435	-	-
KEUNTUNGAN/(KERUGIAN) BOLEH KAIT KEPADA PEMEGANG SAHAM		2,357	(7,385)	(12,773)	(46,060)
Pendapatan/(Kerugian) sesaham (sen)					
Asas	11	2.7 sen	(9.2) sen		
Dicairkan	11	2.7 sen	(9.2) sen		

Nota-nota yang disertakan membentuk satu bahagian yang melengkapkan penyata kewangan ini.

PENYATA PERUBAHAN DALAM EKUITI DISATUKAN

UNTUK TAHUN BERAKHIR 31 DISEMBER 2002

Nota	Modal saham RM'000	Tidak boleh agih		Boleh agih		Jumlah RM'000
		Premium saham (Nota 26) RM'000	Lain-lain rizab (Nota 26) RM'000	Rizab modal (Nota 26) RM'000	Kerugian terkumpul (Nota 26) RM'000	
PENYATUAN						
Pada 1 Januari 2001	80,682	63,259	5,977	-	(47,805)	102,113
Perbezaan terjemahan	-	-	4,729	-	-	4,729
Kerugian untuk tahun	-	-	-	-	(7,385)	(7,385)
Lebihan penilaian	-	-	9,930	-	-	9,930
Pada 31 Disember 2001	80,682	63,259	20,636	-	(55,190)	109,387
Pada 1 Januari 2002						
- sebagaimana dilaporkan sebelumnya	80,682	63,259	20,636	-	(55,190)	109,387
- penyesuaian tahun terdahulu 33	-	-	-	-	(2,241)	(2,241)
- sebagaimana dinyatakan semula	80,682	63,259	20,636	-	(57,431)	107,146
Keuntungan untuk tahun	-	-	-	-	2,357	2,357
Lebihan penilaian	-	-	199,603	-	-	199,603
Terbitan saham di bawah ICULS	25,317	78,483	-	-	-	103,800
Pada 31 Disember 2002	105,999	141,742	220,239	-	(55,074)	412,906
SYARIKAT						
Pada 1 Januari 2001	80,682	63,970	10,708	2,736	(3,623)	154,473
Kerugian untuk tahun	-	-	-	-	(46,060)	(46,060)
Lebihan penilaian	-	-	9,930	-	-	9,930
Pada 31 Disember 2001	80,682	63,970	20,638	2,736	(49,683)	118,343
Pada 1 Januari 2002						
- sebagaimana dilaporkan sebelumnya	80,682	63,970	20,638	2,736	(49,683)	118,343
- penyesuaian tahun terdahulu 33	-	(711)	-	-	-	(711)
- sebagaimana dinyatakan semula	80,682	63,259	20,638	2,736	(49,683)	117,632
Kerugian untuk tahun	-	-	-	-	(12,773)	(12,773)
Lebihan penilaian	-	-	11,559	-	-	11,559
Terbitan saham di bawah ICULS	25,317	78,483	-	-	-	103,800
Pada 31 Disember 2002	105,999	141,742	32,197	2,736	(62,456)	220,218

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

PENYATA ALIRAN TUNAI

FOR THE YEAR ENDED 31 DECEMBER 2002

Nota	KUMPULAN		SYARIKAT	
	2002 RM'000	2001 RM'000	2002 RM'000	2001 RM'000
ALIRAN TUNAI DARIPADA KEGIATAN KENDALIAN				
Keuntungan/(Kerugian) sebelum cukai	7,619	(7,707)	(12,255)	(46,060)
Penyelarasan bagi				
Pelunasan perbelanjaan tertunda	-	980	-	-
Perbelanjaan tertunda dihapus nilai	1,516	-	-	-
Kerugian/(Perolehan) ke atas penjualan hartanah, loji dan peralatan	389	(1,772)	(70)	(50)
Susut nilai hartanah, loji dan peralatan	10,417	14,298	861	664
Baki antara-kumpulan dihapus nilai	9,687	-	-	(42,291)
Kerugian ke atas penjualan pelaburan	832	-	832	-
(Perolehan)/kerugian ke atas penjualan saham di dalam anak-anak syarikat	-	(18,901)	-	40,362
Peruntukan hutang ragu	1,825	12,806	-	-
Inventori dihapus nilai	-	-	-	-
Hutang lapuk dihapus nilai	1,221	667	270	561
Hartanah, loji dan peralatan dihapus nilai	1,552	11	-	-
Kos projek dihapus nilai	-	1,132	-	-
Pelunasan muhibah negatif	(5,246)	(4,470)	-	-
Kecacatan dalam nilai anak syarikat	-	39	4,908	-
Peruntukan untuk penyusutan lain-lain pelaburan	326	-	-	-
Perbelanjaan kepentingan	15,636	14,926	5,471	5,350
Keuntungan/(kerugian) kendalian sebelum perubahan modal kerja	45,774	12,009	17	(41,464)
Pembangunan Hartanah	197	(3,728)	-	-
Inventori	2,670	2,089	9	6
Jumlah akan diterima	17,927	(3,682)	3,697	25,956
Anak-anak syarikat	-	-	24,294	-
Jumlah akan dibayar	(5,013)	(30,039)	(607)	(8,721)
Tunai dijana dari/(diguna untuk) kendalian	61,555	(23,351)	27,410	(24,223)
Kepentingan dibayar	(15,636)	(14,926)	(5,471)	(5,350)
Cukai dibayar	(4,738)	(2,136)	-	(233)
Zakat dibayar	(1,560)	-	(510)	-
Ganjaran persaraan dibayar	241	392	-	-
Tunai bersih dijana dari/(diguna untuk) kegiatan kendalian	39,862	(40,021)	21,429	(29,806)

Nota	KUMPULAN		SYARIKAT	
	2002 RM'000	2001 RM'000	2002 RM'000	2001 RM'000
ALIRAN TUNAI DARI KEGIATAN-KEGIATAN PELABURAN				
Pembelian hartanah, loji dan peralatan	(6,828)	(13,008)	(550)	(1,143)
Tambahan perbelanjaan tertunda	(12)	-	-	-
Perolehan daripada penjualan pelaburan	1,248	-	1,248	-
Penjualan anak syarikat	-	42,599	-	9,600
Perolehan daripada penjualan hartanah, loji dan peralatan	4,273	4,246	678	50
Tunai bersih (diguna untuk)/dijana dari kegiatan pelaburan	(1,319)	33,837	1,376	8,507
ALIRAN TUNAI DARI KEGIATAN-KEGIATAN PEMBIAYAAN				
Terbitan saham	103,800	-	103,800	-
Bayaran balik ICULS	(103,800)	-	(103,800)	-
Pengambilan dari pinjaman bersyarat	-	29,400	5,780	26,400
Bayaran balik pinjaman bersyarat	(1,597)	(7,893)	-	(4,000)
Pengambilan dari pinjaman jangka pendek	-	3,247	-	-
Bayaran balik pinjaman jangka pendek	(25,489)	(2,706)	(22,600)	(43)
Terbitan saham kepada minoriti	-	1,200	-	-
Bayaran kepada pemiutang sewa-beli	(1,931)	-	(19)	-
Tunai bersih (diguna untuk)/dijana dari aktiviti kewangan	(29,017)	23,248	(16,839)	22,357
Peningkatan bersih tunai dan setara tunai	9,526	17,064	5,966	1,058
Tunai dan setara tunai pada permulaan tahun	(9,092)	(26,156)	(7,492)	(8,550)
Tunai dan setara tunai pada akhir tahun	21	434	(1,526)	(7,492)

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

NOTA-NOTA KEPADA PENYATA KEWANGAN

31 DISEMBER 2002

1. MAKLUMAT KORPORAT

Kegiatan utama Syarikat adalah pemegangan pelaburan dan penyediaan perkhidmatan pengurusan serta pengendalian ladang-ladang kelapa sawit milik sendiri. Kegiatan utama anak-anak syarikat pula adalah seperti yang dibentangkan di dalam Nota 13 penyata kewangan ini.

Syarikat adalah merupakan sebuah syarikat tanggungan awam berhad, yang diperbadankan dan dipertempatan di Malaysia, dan disenaraikan di Papan Utama bursa Saham Kuala Lumpur. Pejabat berdaftar Syarikat bertempat di Tingkat 25, Menara Promet, Jalan Sultan Ismail, 50250 Kuala Lumpur.

Bilangan kakitangan pada akhir tahun kewangan Kumpulan adalah seramai 3,476 orang (2001: 3,743) dan Syarikat pula seramai 57 (2001: 40).

Penyata kewangan ini telah diluluskan untuk penerbitan oleh Lembaga Pengarah selaras dengan resolusi para pengarah yang dibuat pada 27 April 2003.

2. DASAR-DASAR PERAKAUNAN UTAMA

(a) Asas Perakaunan

Penyata kewangan Kumpulan dan Syarikat ini telah disediakan di bawah konvensyen kos sejarah melainkan untuk penilaian semula hartanah, loji dan peralatan tertentu, dan melainkan dinyatakan didalam dasar-dasar perakaunan utama ini.

Penyata kewangan ini bertepatan dengan peruntukan Akta Syarikat 1965 dan menggunakan Piawaian-Piawaian Perakaunan Di Malaysia yang telah diluluskan.

(b) Asas Penyatuan

Penyata kewangan disatukan menggabungkan penyata kewangan Syarikat dan kesemua penyata kewangan anak-anak syarikat. Anak-anak syarikat adalah syarikat-syarikat yang mana Syarikat memiliki kepentingan ekuiti jangka panjang di dalamnya dan Syarikat berkuasa untuk mengawal polisi-polisi kewangan dan kendalian supaya Syarikat memperolehi manfaat daripadanya.

Anak-anak syarikat digabungkan secara kaedah pengambilalihan akaun. Di bawah kaedah ini, keputusan-keputusan perolehan atau pelupusan anak-anak syarikat sepanjang tahun berkenaan dimasukkan di dalam penyata pendapatan disatukan bermula dari tarikh pengambilalihan atau sehingga tarikh pelupusan, yang mana-mana bersesuaian. Aset dan liabiliti anak-anak syarikat diukur pada nilai saksama pada tarikh pengambilalihan dan nilai ini digambarkan di dalam kunci kira-kira disatukan.

Perbezaan di antara kos pengambilalihan dan nilai saksama pada saham milik Syarikat ke atas aset bersih milik anak syarikat pada tarikh pengambilalihan juga dirangkumkan di dalam kunci kira-kira disatukan sebagai muhibah atau muhibah negatif yang terhasil dari penyatuan tersebut.

Urusniaga intra-kumpulan, baki dan yang menyebabkan pendapatan tidak tertunai dikecualikan dan penyata kewangan disatukan hanya menggambarkan urusniaga luaran sahaja. Kerugian tidak tertunai dikecualikan di dalam penyatuan melainkan sekiranya kos tidak dapat diperolehi kembali.

Perolehan atau kerugian kesan pelupusan anak syarikat adalah beza di antara perolehan pelupusan bersih dan saham milik syarikat ke atas aset bersih berserta dengan

sebarang baki muhibah belum terlunas serta perbezaan pertukaran yang sebelumnya tidak diiktiraf di dalam penyata pendapatan disatukan.

Kepentingan minoriti dikira pada saham milik minoriti bagi nilai saksama aset-aset yang dikenalpasti dan liabiliti pihak yang mengambil alih sesudah pengambilalihan.

(c) Muhibah

Muhibah mewakili lebih kos pengambilalihan ke atas kepentingan syarikat di dalam nilai saksama aset-aset yang dikenalpasti dan liabiliti anak syarikat pada tarikh pengambilalihan.

Muhibah dinyatakan pada kos kurang pelunasan terkumpul dan kerugian kecacatan. Dasar ini mengiktiraf pengiraan kerugian kecacatan sebagaimana Nota 2(n).

Muhibah dilunaskan pada dasar garis lurus sepanjang tempoh kegunaan jangka hayatnya tetapi tidak melebihi dua puluh (20) tahun.

(d) Pelaburan di dalam Anak-Anak Syarikat dan Syarikat-Syarikat Bersekutu

Pelaburan-pelaburan syarikat di dalam anak-anak syarikat dan syarikat-syarikat bersekutu dinyatakan dengan pengurangan kerugian kecacatan. Polisi untuk memperakui dan mengukur kerugian kecacatan dijelaskan dalam Nota 2(n).

Pada pelupusan pelaburan-pelaburan sedemikian, perbezaan di antara perolehan bersih penjualan dan jumlah nilai yang dibawa dicaj atau dikreditkan ke dalam penyata pendapatan.

(e) Hartanah, Loji dan Peralatan

Hartanah, loji dan peralatan dinyatakan pada kos pembelian dan sebarang kos sampingan pengambilalihan kurang penyusutan terkumpul dan kerugian kecacatan. Polisi untuk memperakui dan mengukur kerugian kecacatan dijelaskan dalam Nota 2(n).

Tanah pegangan kekal dinyatakan pada satu nilai tolak sebarang kerugian kecacatan yang dikenalpasti. Penilaian semula dibuat pada sela masa yang teratur sekurang-kurangnya sekali untuk setiap tiga tahun dengan tambahan penilaian pada tahun-tahun di antaranya bila keadaan pasaran menunjukkan nilai bawaan harta tersebut berbeza dengan nilai pasaran. Penilaian semula dibuat berdasarkan penilaian oleh penilai bebas berasaskan pasaran terbuka. Sebarang penokokan penilaian semula dikreditkan ke dalam ekuiti sebagai lebih penilaian semula, manakala penurunan penilaian semula aset yang sama dikenalpasti sebagai perbelanjaan. Di dalam kes ini, penokokan dikreditkan pada penyata pendapatan yang sebelumnya dicaj sebagai penurunan. Suatu penurunan penilaian semula mula-mula akan di ofset dari penokokan penilaian sebelumnya dan dikira sebagai perbelanjaan. Sebaik sahaja pelupusan aset yang dinilai semula dilaksanakan, lebih penilaian semula yang ada di dalam rizab penilaian semula dipindahkan kepada keuntungan pendapatan.

Tanah pegangan kekal tidak dilunaskan kerana jangka hayatnya yang tidak terbatas. Tanah pertanian pegangan pajak pula susut nilainya untuk tempoh pajakan masing-masing yang menjangkau dari 66 sehingga 99 tahun.

Penyusutan lain-lain hartanah, loji dan peralatan dibuat pada dasar garis lurus untuk penghapusan nilai kos untuk setiap aset dari baki nilainya untuk satu tempoh jangka hayat yang dianggarkan pada kadar tahunan seperti berikut:

Bangunan pegangan kekal	5%
Bangunan pegangan pajak	5% – 10%
Loji dan jentera	5% – 7%
Jentera, peralatan dan kenderaan	10% – 20%
Lain-lain	10% – 33.3%

Sebaik sahaja hartanah, loji atau peralatan dijual, perbezaan di antara perolehan jualan bersih dan nilai bawaannya dicaj atau dikredit ke dalam penyata pendapatan dan bahagian lebihan penilaian semula dimasukkan secara langsung sebagai keuntungan.

Perbelanjaan penanaman baru dan penjagaan pokok sehingga matang adalah modal. Perbelanjaan penanaman semula dan pembersihan kawasan tanaman dicaj kepada hasil.

(f) Pembangunan Hartanah

Perbelanjaan tanah dan pembangunan diklasifikasikan sebagai pembangunan hartanah bila kerja pembangunan yang ketara telah dilaksanakan dan dijangka akan disiapkan dalam tempoh kitaran kendalian normal. Hartanah pembangunan dinyatakan pada kos tambah keuntungan bolehkai tolak kerugian bolehramal dan bil-bil kemajuan. Kos meliputi kos tanah, kos bangunan-bangunan langsung, dan lain-lain perbelanjaan pembangunan berkaitan, termasuk perbelanjaan faedah sepanjang tempoh pembangunan.

(g) Inventori

Inventori dinyatakan pada kos yang lebih rendah (ditentukan pada asas sebenar) dan nilai boleh tunai bersih. Sebaik tiba pada nilai boleh tunai bersih, peruntukan disediakan untuk barangan lapuk dan bergerak perlahan. Kos termasuk harga belian barangan dan perbelanjaan boleh kait.

(h) Tunai dan Setara Tunai

Untuk tujuan penyata aliran tunai, tunai dan setara tunai termasuk tunai di tangan dan di bank, deposit dan pelaburan jangka pendek yang mudah dicairkan dan risiko tak ketara di dalam perubahan nilai, dan overdraf bank tertunggak bersih.

(i) Pajakan

Pajakan dikira sebagai pajakan kewangan jika ia memindahkan risiko dan ganjaran secukupnya kepada Kumpulan berkaitan dengan pemilikan. Semua pajakan lain adalah pajakan kendalian.

(i) PAJAKAN KEWANGAN

Aset yang diperolehi secara sewa beli atau pajakan kewangan dinyatakan pada jumlah yang sama atau lebih rendah dari nilai saksamanya disebabkan pajakan, tolak penyusutan terkumpul dan kerugian kecacatan. Liabiliti bersesuaian dimasukkan ke dalam kunci kira-kira sebagai peminjaman. Di dalam pengiraan nilai semasa bayaran pajakan minimum, faktor potongan digunakan sebagai kadar faedah kepada pajakan, bila sesuai untuk ditentukan; ataupun, kadar kenaikan peminjaman Syarikat digunakan.

Pembayaran pajakan dibahagikan di antara kos pembiayaan dan pengurangan liabiliti tertunggak. Kos pembiayaan yang mewakili perbezaan di antara jumlah keseluruhan pajakan dan nilai saksama aset, dicajkan ke dalam penyata pendapatan sepanjang tempoh pajakan berkaitan supaya menghasilkan kadar

tetap berterusan pada baki yang tinggal untuk setiap tempoh perakaunan.

Polisi penyusutan untuk aset terpacak adalah konsisten dengan penyusutan hartanah, loji dan peralatan seperti di Nota 2(e)

(ii) PAJAKAN OPERASI

Pajak operasi dicaj kepada penyata pendapatan secara garis lurus untuk tempoh pajak yang berkaitan.

(j) Cukai

Cukai pendapatan ke atas keuntungan atau kerugian untuk sesuatu tahun terdiri daripada cukai semasa dan cukai tertunda. Cukai semasa ialah jumlah cukai pendapatan yang dijangka akan dibayar dari keuntungan boleh cukai untuk tahun tersebut dan dikira pada kadar cukai yang diwartakan pada tarikh kunci kira-kira disediakan.

Cukai tertunda disediakan secara kaedah liabiliti dengan perbezaan masa kecuali bila terdapat bukti yang menunjukkan yang ia tidak akan berbalik pada masa mendatang. Manfaat cukai tertunda diiktiraf bila terdapat jangkaan bersesuaian pada masa hadapan terdekat.

(k) Ganjaran Persaraan Kakitangan

(i) PELAN SUMBANGAN TENTU

Sebagaimana ditetapkan oleh undang-undang, syarikat syarikat di Malaysia memberi sumbangan kepada skim persaraan negeri, Kumpulan Wang Simpanan Pekerja ("KWSP"). Sumbangan ini dikira sebagai perbelanjaan di dalam penyata pendapatan.

(ii) PELAN MANFAAT TENTU

Sebuah anak syarikat Kumpulan mengendalikan Skim Manfaat Persaraan tanpa tabung untuk eksekutifnya. Hanya eksekutif yang digaji oleh anak syarikat ini sebelum Januari 1999 layak untuk skim tersebut. Manfaat dibayar berdasarkan gaji terakhir eksekutif dan bilangan tahun berkhidmat dengan Kumpulan.

Peruntukan dibuat di dalam kunci kira-kira Kumpulan untuk kos manfaat persaraan di bawah skim ini berdasarkan gaji terakhir kakitangan yang layak dan tempoh perkhidmatannya mengikut syarat-syarat skim.

Di bawah kaedah ini, kos penyediaan manfaat persaraan dicaj kepada penyata pendapatan pada asas yang sistematik bagi memencarkan kos tersebut kepada eksekutif-eksekutif Kumpulan yang ada.

(l) Pengiktirafan Hasil

Hasil diiktiraf bila wujudnya kemungkinan manfaat ekonomi yang terhasil dari urusniaga akan mengalir kepada Kumpulan dan hasil dari urusniaga itu boleh dikira dengan kepastian.

(i) JUALAN BARANGAN

Hasil diiktiraf bila wujudnya kemungkinan manfaat ekonomi yang terhasil dari urusniaga akan mengalir kepada Kumpulan dan hasil dari urusniaga itu boleh dikira dengan kepastian.

(ii) HASIL DARI PERKHIDMATAN

Hasil yang diperolehi dari perkhidmatan diiktiraf bersih dari cukai perkhidmatan dan potongan harga sebagaimana dan bila perkhidmatan dilaksanakan.

(iii) PENDAPATAN FAEDAH

Faedah diiktiraf dengan asas perkadaran masa yang mencerminkan penghasilan berkesan sesuatu aset.

(iv) PEMBANGUNAN HARTANAH

Hasil dari jualan pembangunan hartanah dikira berdasarkan kaedah peratusan siap. Peratusan siap ditentukan dengan merujuk kos semasa yang telah digunakan berbanding keseluruhan kos yang dianggarkan apabila projek tersebut siap sepenuhnya.

(v) PENDAPATAN DIVIDEN

Pendapatan dividen dikira apabila hak bayaran penerimaan telah dipastikan.

(vi) PENDAPATAN SEWAAN

Hasil dari sewaan diiktiraf pada asas pertambahan terakru.

Jualan di antara syarikat-syarikat Kumpulan tidak termasuk sebagai hasil Kumpulan.

(m) Matawang Asing

(i) URUSNIAGA MATAWANG ASING

Urusniaga di dalam matawang asing terlebih dahulu akan ditukar kepada Ringgit Malaysia mengikut kadar tukaran semasa pada tarikh urusniaga, atau bila penyelesaian tidak terlaksana sebelum berakhirnya tahun kewangan pada kadar hampiran pada tarikh tersebut.

Barangan bukan kewangan yang dikira pada kos sejarah diterjemah pada kadar sejarah pada tarikh pengambilalihan dan barangan bukan-kewangan yang membawa nilai saksama diterjemah menggunakan kadar tukaran semasa pada masa nilai diputuskan.

Semua perbezaan kadar tukaran diambil ke dalam penyata pendapatan dengan pengecualian bagi perbezaan peminjaman matawang asing, yang menyediakan perlindungan terhadap pelaburan bersih entiti asing. Perbezaan tukaran ini dibawa langsung sehingga penjualan pelaburan bersih, bila mana ia diiktiraf di dalam penyata pendapatan.

(ii) ENTITI-ENTITI ASING

Penyata kewangan anak syarikat asing yang disatukan diterjemahkan pada kadar tukaran akhir tahun untuk menentukan aset dan liabiliti, dan pada kadar tukaran semasa mengikut tarikh urusniaga untuk penyata pendapatan. Perbazaan yang terhasil kesan terjemahan dimasukkan ke dalam rizab tukaran asing di dalam ekuiti pemegang saham.

Kadar tukaran asing utama untuk setiap unit matawang asing yang digunakan dalam kunci kira-kira adalah seperti berikut:

	2002 RM	2001 RM
United States Dollar (USD)	3.80	3.80
Singapore Dollar (S\$)	2.21	2.06
Thai Baht (100)	9.01	8.02

(n) Kecacatan Aset

Pada setiap tarikh kunci kira-kira, Kumpulan akan menyemak nilai bawaan setiap aset, selain inventori, aset yang muncul dari kontrak pembinaan, aset cukai tertunda, aset yang muncul dari manfaat kakitangan dan aset kewangan; untuk menentukan samada terdapat sebarang tanda yang menunjukkan aset tersebut telah mengalami sebarang kerugian kecacatan. Jika wujud tanda tersebut, kecacatan diukur dengan membandingkan nilai bawaan aset tersebut dengan nilai boleh diperolehi kembali. Nilai boleh diperolehi kembali adalah lebih tinggi dari nilai jualan bersih dan nilai dalam penggunaan, yang dikira berdasarkan potongan aliran tunai masa hadapan. Nilai boleh diperolehi kembali dianggap untuk aset individu atau, jika tidak berkemungkinan, untuk unit penjana tunai di mana aset itu dimiliki.

Kerugian kecacatan dicaj serta-merta ke dalam penyata pendapatan, melainkan aset dibawa pada nilai penilaian semula. Sebarang kerugian kecacatan untuk aset dinilai semula dikira sebagai penurunan penilaian semula sehingga terdapat sebarang lebihan penilaian semula terdahulu.

Kerugian kecacatan berbalik dikira pada tahun terdahulu direkodkan bila terdapat kerugian kecacatan pada aset tetapi tidak lagi wujud atau telah berkurang. Pembalikan ini dikira sehingga tahap nilai bawaan aset yang mungkin akan ditentukan (pelunasan dan penyusutan bersih) tanpa sebarang kerugian kecacatan telah dikenalpasti. Pembalikan yang dikenalpasti serta-merta dimasukkan ke dalam penyata pendapatan, melainkan jika aset dibawa pada jumlah nilai semula. Pembalikan kerugian kecacatan bagi aset dinilai semula dikreditkan terus kepada lebihan penilaian semula. Bagaimanapun, sehingga tahap sesuatu kerugian kecacatan pada aset yang sama yang dinilai semula telah dikenalpasti sebagai perbelanjaan di dalam penyata kewangan sebelumnya, pembalikan kerugian kecacatan dikira sebagai pendapatan di dalam penyata pendapatan.

(o) Instrumen Kewangan

Instrumen kewangan dikira di dalam kunci kira-kira bila Kumpulan menjadi satu pihak di dalam peruntukan kontrak sesuatu instrumen.

Instrumen kewangan dikelaskan sebagai liabiliti ayau ekuiti bergantung kepada bentuk pengaturan kontrak. Faedah, dividen, perolehan dan kerugian yang berkaitan dengan instrumen kewangan dikelaskan sebagai liabiliti dan direkodkan sebagai perbelanjaan atau pendapatan. Agihan kepada pemegang instrumen kewangan dikelaskan sebagai ekuiti dicaj secara langsung kepada ekuiti. Instrumen kewangan menampung atau bertujuan untuk menyelesaikan sama ada secara bersih atau penunaian aset dan menyelesaikan liabiliti secara serentak.

(i) LAIN-LAIN PELABURAN BUKAN SEMASA

Pelaburan bukan semasa dalam anak-anak syarikat, syarikat bersekutu dan pelaburan hartanah dinyatakan pada kos tolak peruntukan sebarang penyusutan nilai kekal. Peruntukan dibuat bila terdapat penurunan selain sementara di dalam nilai pelaburan dan diiktiraf sebagai perbelanjaan pada tempoh

penurunan itu berlaku. Pada pelupusan pelaburan, perbezaan di antara perolehan penjualan bersih dan nilai bawaannya dicaj atau dikredit ke dalam penyata pendapatan.

(ii) CAGARAN AKAN DIPASARKAN

Cagaran akan dipasarkan dibawa pada kos yang lebih rendah dan nilai pasaran, ditentukan secara aggregate. Kos ditentukan pada purata wajaran sedangkan nilai pasaran secara penawaran nilai pasaran. Pengurangan di dalam nilai bawaan untuk cagaran akan dipasarkan dicaj ke penyata pendapatan. Pada pelupusan cagaran boleh dipasarkan, perbezaan di antara perolehan penjualan bersih dan nilai bawaan dicaj atau dikreditkan ke dalam penyata pendapatan.

(iii) DAGANGAN AKAN DITERIMA

Dagangan akan diterima dibawa pada nilai boleh tunai yang dijangka. Hutang lapuk dihapus nilai apabila dikenalpasti. Anggaran dibuat untuk hutang ragu berdasarkan taksiran semua jumlah tertunggak pada tarikh kunci kira-kira.

(iv) DAGANGAN AKAN DIBAYAR

Dagangan akan dibayar dinyatakan pada kos iaitu nilai saksama yang akan dibayar ke atas barang atau perkhidmatan yang telah diterima.

(v) PEMINJAMAN DENGAN FAEDAH

Pinjaman bank dan overdraf dengan faedah direkodkan pada jumlah perolehan diterima, bersih dari kos urusniaga

Kos peminjaman yang boleh dikaitkan secara langsung kepada pengambilalihan dan pembinaan pembangunan hartanah, dan hartanah, loji dan peralatan akan dipermodalkan sebagai sebahagian kos aset, sehingga tibanya masa aset tersebut sedia untuk kegunaan yang dihasratkan atau dijual. Lain-lain kos peminjaman akan dicaj kepada penyata pendapatan di mana ia berlaku.

(p) Perbelanjaan Tertunda

Perbelanjaan tertunda terdiri daripada perbelanjaan yang ditanggung ke atas pembiak baka sehingga mencapai kematangan. Perbelanjaan tertunda ini akan dilunaskan ke atas purata kitaran pengeluaran pembiak baka.

3. HASIL

Hasil Kumpulan dan Syarikat terdiri daripada:

	KUMPULAN		SYARIKAT	
	2002 RM'000	2001 RM'000	2002 RM'000	2001 RM'000
Jualan barangan	143,952	116,005	5,086	–
Upah perkhidmatan	27,199	28,598	–	–
Hasil kontrak	–	106	–	–
	171,151	144,709	5,086	–

Hasil Kumpulan menunjukkan jumlah tunai dan invoice untuk jualan barangan dan upah perkhidmatan selepas mengambilkira potongan jualan dan kembalian serta menyetepikan urusniaga intra-kumpulan.

4. KEUNTUNGAN/(KERUGIAN) KENDALIAN

	KUMPULAN		SYARIKAT	
	2002 RM'000	2001 RM'000	2002 RM'000	2001 RM'000
Keuntungan/(kerugian) kendalian di nyatakan selepas caj				
Kos kaitangan (Nota 5)	12,242	7,967	2,252	961
Imbuan pengarah bukan eksekutif (Nota 6)	608	250	210	49
Imbuan juruaudit				
- audit-audit berkanun	220	326	25	50
- (atas)/bawah peruntukan tahun lalu	(5)	55	(25)	37
- lain-lain perkhidmatan	36	38	-	-
Pelunasanperbelanjaan tertunda	-	980	-	-
Penyusutan hartanah, loji dan peralatan	10,417	14,298	861	664
Sewa premis	2,147	2,025	240	240
Sewa kenderaan	18	50	-	-
Hutang lapuk dihapus nilai	1,221	667	270	561
Hartanah, loji danperalatan dihapus nilai	1,552	11	-	-
Kerugian penjualan hartanah loji dan peralatan	389	-	-	-
Kerugian penjualan sahamdalam anak-anak syarikat	-	-	-	40,362
Peruntukan bagi gerakaninventori yang perlahan	-	179	-	-
Peruntukan hutang ragu	1,825	12,806	408	282
Keuntungan/(kerugian) kendalian dinyatakan selepas caj				
Peruntukan penyusutan dalam kecacatan nilai anak syarikat	-	39	4,908	-
Kerugian penjualan saham dalam anak syarikat	-	-	-	40,362
Kerugian penjualan pelaburan	832	-	832	-
Manfaat persaraan	1,553	388	-	-

	KUMPULAN		SYARIKAT	
	2002 RM'000	2001 RM'000	2002 RM'000	2001 RM'000
Keuntungan/(kerugian) kendalian dinyatakan dan dikreditkan				
Dividen kasar				
– pelaburan ditawarkan di Malaysia	-	7	-	-
Yuran pengurusan dari syarikat bersekutu	-	260	-	-
Pendapatan faedah	-	84	2,336	3,114
Pelunasan muhibah negatif syarikat bersekutu	5,246	4,470	-	-
Pendapatan penjualan hartanah loji dan peralatan	-	1,772	70	50
Pendapatan dari tukaran matawang	-	25	-	-
Pendapatan penyewaan	1,261	318	28	39
Tambah nilai peruntukan hutang ragu	376	294	-	-
Pendapatan penjualan saham dalam anak syarikat	-	18,901	-	-

5. KOS KAKITANGAN

Termasuk di dalam kos kakitangan Kumpulan dan Syarikat adalah imbuhan para pengarah eksekutif berjumlah RM573,000 (2001: RM290,000) and RM240,000 (2001: RM99,000) seperti yang dibentangkan dalam Nota 6.

6. IMBUHAN PARA PENGARAH

	KUMPULAN		SYARIKAT	
	2002 RM'000	2001 RM'000	2002 RM'000	2001 RM'000
Pengarah-Pengarah Syarikat				
Eksekutif				
– Gaji dan lain-lain upah	200	96	200	96
– Yuran	40	10	40	-
– Elaun pengerusi	30	30	-	-
– Bonus	-	3	-	3
– Faedah kebajikan	6	10	6	10
	276	149	246	109
Bukan eksekutif				
– Yuran	210	49	210	49
– Elaun pengerusi	36	36	-	-
	246	85	210	49

	KUMPULAN		SYARIKAT	
	2002 RM'000	2001 RM'000	2002 RM'000	2001 RM'000
Lain-Lain Pengarah				
Eksekutif				
Gaji dan lain-lain upah	245	109	-	-
Yuran	24	12	-	-
Elaun pengerusi	18	18	-	-
Bonus	16	12	-	-
Faedah kebajikan	7	-	-	-
	310	151	-	-
Bukan eksekutif				
Yuran	218	147	-	-
Elaun pengerusi	144	18	-	-
	362	165	-	-
Jumlah (termasuk faedah kebajikan)	1,194	550	456	158
Analisa tidak termasuk faedah kebajikan:				
Jumlah imbuhan pengarah eksekutif (Nota 5)	573	290	240	99
Jumlah imbuhan pengarah bukan eksekutif (Nota 4)	608	250	210	49
Jumlah imbuhan pengarah	1,181	540	450	148

Bilangan pengarah Syarikat dengan jumlah imbuhan tahunan menepati jalur berikut dianalisa seperti di bawah:

	Bilangan Pengarah	
	2002	2001
Pengarah eksekutif		
Bawah RM250,000	1	1
Pengarah bukan eksekutif		
Bawah RM50,000	4	5
RM50,001 – RM100,000	1	-

7. KOS PEMBIAYAAN

	KUMPULAN		SYARIKAT	
	2002 RM'000	2001 RM'000	2002 RM'000	2001 RM'000
Faedah akan dibayar				
- overdraf bank	892	2,045	565	613
- pinjaman	11,237	7,702	2,565	1,609
- kredit berkitar	79	363	-	-
- sewa beli dan faedah pajakan	269	1,243	5	14
- stok pinjaman	2,371	3,240	2,336	3,114
- lain-lain	788	333	-	-
	15,636	14,926	5,471	5,350

8. PERKARA-PERKARA LUAR BIASA

	KUMPULAN		SYARIKAT	
	2002 RM'000	2001 RM'000	2002 RM'000	2001 RM'000
(Perolehan)/Kerugian ke atas penjualan saham di dalam anak-anak syarikat (a)	-	18,901	-	(40,362)
Hapus nilai perbelanjaan tertunda (b)	(1,516)	-	-	-
Hapus nilai dividen akan diterima (c)	-	-	(6,120)	-
Baki antara kumpulan dihapus nilai (d)	(9,687)	-	360	-
	(11,203)	18,901	(5,760)	(40,362)

(a) Ini merujuk kepada penjualan keseluruhan kepentingan ekuiti di dalam A&W (Malaysia) Sdn Bhd dan A&W (Singapore) Pte Ltd pada tahun terdahulu.

(b) Ini merujuk kepada penghapusan nilai perbelanjaan tertunda anak-anak syarikat yang menghentikan perniagaan.

(c) Sepanjang tahun kewangan, Syarikat mengetepikan dividen boleh terima untuk tahun terdahulu dari anak-anak syarikat tertentu.

(d) Perkara-perkara luar biasa merujuk kepada penghapusan nilai baki tidak terkutip antara kumpulan yang muncul dari urusanniaga pada tahun terdahulu.

9. ZAKAT

Zakat merujuk kepada pembayaran yang diwajibkan ke atas Syarikat dan anak-anak syarikatnya di bawah hukum-hukum syarak sebagaimana disarankan oleh Jabatan Agama Kumpulan dan telah diluluskan oleh Lembaga Pengarah.

10. CUKAI

	KUMPULAN	
	2002 RM'000	2001 RM'000
Perbelanjaan cukai untuk tahun		
– Cukai pendapatan Malaysia	3,334	35
Pindahan ke cukai tertunda	563	–
	3,897	35
Tolak peruntukan tahun terdahulu	–	78
	3,897	113

Kadar cukai berkesan untuk Kumpulan adalah lebih tinggi daripada kadar cukai berkanun disebabkan keuntungan boleh cukai yang dibuat oleh kebanyakan anak-anak syarikat tidak digunakan untuk menampung kerugian anak-anak syarikat tertentu kerana tiadanya pelepasan kumpulan.

Tiada caj cukai untuk Syarikat kerana menggunakan kemudahan kerugian cukai tidak diserap dan elaun modal tidak digunakan dibawa ke hadapan.

11. PENDAPATAN SESAHAM

(a) Asas

Pendapatan asas sesaham dikira dengan membahagikan keuntungan disatukan selepas cukai, zakat dan kepentingan minoriti dengan bilangan purata wajaran saham-saham biasa dalam terbitan untuk sepanjang tahun kewangan.

	KUMPULAN	
	2002 RM'000	2001 RM'000
Keuntungan/(kerugian) disatukan selepas cukai, zakat dan kepentingan minoriti (RM'000)	2,357	(7,385)
Bilangan purata wajaran saham biasa dalam terbitan ('000)	87,011	80,682
Pendapatan/(kerugian) asas sesaham (sen)	2.7	(9.2)

(b) Dicairkan

3,131,000 opsyen yang tidak dilaksanakan (tertunggak 31 Disember 2002) berpunca daripada Skim Opsyen Saham Kakitangan Syarikat, tidak diambilkira di dalam pengiraan pencairan pendapatan sesaham kerana sifatnya yang anti-cair.

12. HARTANAH, LOJI DAN PERALATAN

KUMPULAN	Tanah pegangan kekak dan bangunan RM'000	Tanah pegangan pajak dan bangunan RM'000	Perbelanjaan perladangan RM'000	Jentera, peralatan dan kenderaan RM'000	Modal kerja dalam perlaksanaan RM'000	Jumlah RM'000
Kos/Penilaian						
Pada 1 Januari 2002	40,730	127,017	232,195	90,292	14,317	504,551
Tambahan	7	716	1,146	3,004	1,955	6,828
Penilaian semula	(773)	64,158	120,586	10,119	-	194,090
Pindahan	-	15	-	8,193	(8,208)	-
Pelupusan	(228)	-	-	(5,496)	(847)	(6,571)
Hapus nilai	-	(215)	(94)	(432)	(1,398)	(2,139)
Pada 31 Disember 2002	39,736	191,691	353,833	105,680	5,819	696,759
Mewakili:						
Pada kos	25,450	21,956	22,318	67,716	5,819	143,259
Pada penilaian	14,286	169,735	331,515	37,964	-	553,500
Pada 31 Disember 2002	39,736	191,691	353,833	105,680	5,819	696,759
Susut Nilai Terkumpul						
Pada 1 Januari 2002	22,113	24,656	14	50,305	-	97,088
Caj untuk tahun	638	3,143	53	6,494	89	10,417
Penilaian semula berbalik	(1,485)	(23,684)	-	(4,530)	-	(29,699)
Pelupusan	-	-	-	(1,669)	(240)	(1,909)
Hapus nilai	(93)	-	-	(494)	-	(587)
Pada 31 December 2002	1,173	4,115	67	50,106	(151)	75,310
Nilai Buku Bersih						
Pada kos	17,702	166,119	223,428	55,574	5,970	468,793
Pada penilaian	861	21,457	130,338	-	-	152,656
Pada 31 Disember 2002	18,563	187,576	353,766	55,574	5,970	621,449
Pada kos	17,756	80,904	101,850	39,980	14,317	254,807
Pada Penilaian	861	21,457	130,338	-	-	152,656
Pada 31 Disember 2001	18,617	102,361	232,188	39,980	14,317	407,463
Caj susut nilai untuk 2001	627	3,185	7	10,479	-	14,298
Kos Syarikat/Penilaian						
Pada 1 Januari 2002	243	28,917	27,490	2,573	1,060	60,283
Tambahan	-	-	45	281	224	550
Penilaian semula	-	4,231	-	-	-	4,231
Pelupusan	-	-	-	(332)	(801)	(1,133)
Pada 31 Disember 2002	243	33,148	27,535	2,522	483	63,931

	Tanah pegangan kekal dan bangunan RM'000	Tanah pegangan pajak dan bangunan RM'000	Perbelanjaan perladangan RM'000	Jentera, peralatan dan kenderaan RM'000	Modal kerja dalam pelaksanaan RM'000	Jumlah RM'000
Mewakili:						
Pada kos	243	-	27,535	2,522	483	30,783
Pada penilaian	-	33,148	-	-	-	33,148
Pada 31 December 2002	243	33,148	27,535	2,522	483	63,931
Susut Nilai Terkumpul						
Pada 1 Januari 2002	189	7,750	-	2,120	160	10,219
Caj untuk tahun	10	553	-	215	83	861
Penilaian semula	-	(7,936)	-	-	-	(7,936)
Pelupusan	-	-	-	(298)	(227)	(525)
Pada 31 Disember 2002	199	367	-	2,037	16	2,619
Nilai Buku Bersih						
Pada kos	44	22,830	27,535	485	467	51,361
Pada penilaian	-	9,951	-	-	-	9,951
Pada 31 Disember 2002	44	32,781	27,535	485	467	61,312
Pada kos	54	10,967	27,490	453	900	39,864
Pada penilaian	-	10,200	-	-	-	10,200
Pada 31 Disember 2001	54	21,167	27,490	453	900	50,064
Caj susut nilai untuk 2001	10	250	-	404	-	664

- (a) Perincian penilaian profesional bebas ke atas hartanah, loji dan peralatan milik Syarikat dan anak-anak syarikatnya pada 31 Disember 2002 adalah seperti berikut:

SYARIKAT

Tahun Penilaian	Keterangan Harta	Jumlah penilaian RM'000	Asas penilaian
2001	Tanah pegangan pajak jangka panjang	10,200	Kaedah Perbandingan
2002	Tanah pegangan pajak jangka pendek	22,948	Nilai Pasaran Terbuka
		33,148	

KUMPULAN

Tahun Penilaian	Keterangan Harta	Jumlah penilaian RM'000	Asas penilaian
1982	Bangunan-bangunan	13,486	Kaedah Pelaburan
1982	Kenderaan bermotor	176	Kaedah Kos Gantian Susut Nilai
2002	Tanah pertanian pegangan pajak jangka	41,937	Nilai Pasaran Terbuka
2002	Tanah pertanian pegangan pajak jangka	42,052	Nilai Pasaran Terbuka
2002	Perbelanjaan penamaan semula	38,511	Nilai Pasaran Terbuka
2002	Loji dan jentera	37,788	Nilai Pasaran Terbuka
2002	Tanah pegangan pajak	84,046	Nilai Pasaran Terbuka
2002	Tanah pajak kekal	800	Nilai Pasaran Terbuka
2002	Perbelanjaan perladangan	293,004	Nilai Pasaran Terbuka
2002	Bangunan-bangunan	1,700	Nilai Pasaran Terbuka
		553,500	

Sekiranya penilaian semula hartanah, loji dan peralatan telah dibuat mengikut kos sejarah, nilai buku bersih bagi hartanah, loji dan peralatan yang sepatutnya telah dimasukkan ke dalam penyata kewangan Kumpulan dan Syarikat pada 31 Disember 2002 adalah seperti berikut:

	KUMPULAN		SYARIKAT	
	2002 RM'000	2001 RM'000	2002 RM'000	2001 RM'000
Tanah pegangan kekal	95	95	95	95
Bangunan pegangan kekal	1,696	5,630	-	-
Tanah pegangan pajak	21	270	21	270
Tanah pertanian pegangan pajak jangka panjang	29,190	30,074	5,009	5,313
Tanah pertanian pegangan pajak jangka pendek	19,922	20,426	-	-
Perbelanjaan perladangan	293,004	192,174	-	-
Perbelanjaan penanaman semula	17,748	17,748	-	-
Loji dan peralatan	22,258	15,287	-	-
	383,934	281,704	5,125	5,678

- (b) Nilai buku bersih hartanah, loji dan peralatan di bawah peraturan sewa beli dan pajakan kewangan adalah seperti berikut:

	KUMPULAN		SYARIKAT	
	2002 RM'000	2001 RM'000	2002 RM'000	2001 RM'000
Jentera, peralatan dan kenderaan	2,383	164	-	57

- (c) Nilai buku bersih hartanah, loji dan peralatan yang dicagarkan kepada institusi kewangan untuk peminjaman seperti dirujuk dalam Nota 22 adalah seperti berikut:

	KUMPULAN		SYARIKAT	
	2002 RM'000	2001 RM'000	2002 RM'000	2001 RM'000
Tanah pertanian pegangan pajak jangka panjang	97,040	90,074	32,781	10,967

13. PELABURAN DI DALAM ANAK-ANAK SYARIKAT

	SYARIKAT	
	2002 RM'000	2001 RM'000
Saham-saham tidak ditawarkan pada kos		
– dalam Malaysia (dinyatakan semula)	106,774	106,774
Tolak: Kerugian kecacatan terkumpul	(10,098)	(5,190)
	96,676	101,584

Nama	Negara di Perbadankan	Peratus pegangan ekuiti berkesan		Kegiatan
		2002 %	2001 %	
TDM Plantation Sdn Bhd	Malaysia	100	100	Pengurusan ladang kelapa sawit, pemprosesan, dan perdagangan kelapa sawit dan barangan berkaitan
Kumpulan Ladang-Ladang Terengganu Sdn Bhd	Malaysia	100	100	Ladang kelapa sawit
TDM Trading Sdn Bhd	Malaysia	100	100	Perdagangan minyak sawit mentah dan barangan berkaitan

Nama	Negara di Perbadankan	Peratus pegangan ekuiti berkesan		Kegiatan
		2002 %	2001 %	
TDM Capital Sdn Bhd	Malaysia	90	90	Pemegangan pelaburan dan perladangan kelapa sawit
Kumpulan Mediiman Sdn Bhd**	Malaysia	70.63	70.63	Pemegangan pelaburan dan penyediaan khidmat perundingan dan pengurusan pusat perubatan pakar
TDM Properties Bhd**	Malaysia	100	100	Pemegangan pelaburan, pembangunan hartanah dan pengurusan projek
TD Ijarah Sdn Bhd**	Malaysia	100	100	Pemajakan Islam
TD Poultry Sdn Bhd**	Malaysia	100	100	Penternakan ayam itik bersepadu
TDM Helling Sdn Bhd	Malaysia	100	100	Perdagangan jentera dan peralatan
TMG (M) Sdn Bhd*	Malaysia	100	100	Tidak aktif
East Coast Transportation Sdn Bhd*	Malaysia	100	100	Tidak aktif
Dipegang oleh TDM Properties Bhd				
TD Gabongan Sdn Bhd	Malaysia	51	51	Pengurusan projek
Dipegang oleh TMG (M) Sdn Bhd				
Chee Keng Stocks-Feeds Manufacturing Company Sdn Bhd*	Malaysia	100	100	Tidak aktif
TDM Interdagang (M) Sdn Bhd*	Malaysia	100	100	Tidak aktif
Pemco Sdn Bhd*	Malaysia	100	100	Tidak aktif

Nama	Negara di Perbadankan	Peratus pegangan ekuiti berkesan		Kegiatan
		2002 %	2001 %	
Dipegang oleh Kumpulan Ladang-Ladang Terengganu Sdn Bhd				
TRP Industries Sdn Bhd	Malaysia	80	80	Pembuatan tiub dan produk berkaitan getah
KLLT Fibres Sdn Bhd**	Malaysia	100	100	Operasi dihentikan
Terengganu Rubber Processing Sdn Bhd**	Malaysia	100	100	Tidak aktif
TD Markwell (S) Pte Ltd*	Singapore	100	100	Tidak aktif
Held by TRP Industries Sdn Bhd				
World Wide Rubber Marketing Sdn Bhd	Malaysia	100	100	Operasi dihentikan
Dipegang TDM Plantation Sdn Bhd				
Nescaya Palma Sdn Bhd	Malaysia	70	70	Perladangan kelapa sawit
Dipegang oleh Kumpulan Mediiman Sdn Bhd				
Kelana Jaya Medical Centre Sdn Bhd**	Malaysia	55.89	55.89	Pusat perubatan pakar
Kuantan Medical Centre Sdn Bhd	Malaysia	85.35	85.35	Pusat perubatan pakar
Health Medicmaster Sdn Bhd**	Malaysia	100	100	Menyediakan perkhidmatan kepada klinik-klinik penjagaan kesihatan
Medi Air Sdn Bhd**	Malaysia	100	100	Operasi dihentikan
Dipegang oleh Pusat Perubatan Medicmaster Sdn Bhd				
HMMC (Ampang) Sdn Bhd**	Malaysia	99.99	99.99	Klinik perubatan
HMMC (Subang) Sdn Bhd**	Malaysia	99.99	99.99	Klinik perubatan

* Diaudit oleh firma lain daripada Ernst & Young

** Anak-anak syarikat dengan laporan-laporan juruaudit yang merujuk kepada keupayaannya meneruskan atas dasar berterusan adalah bergantung kepada sokongan kewangan berterusan daripada Syarikat Induk. Laporan-laporan ini tidak bersyarat.

14. LAIN-LAIN PELABURAN

	KUMPULAN		SYARIKAT	
	2002 RM'000	2001 RM'000	2002 RM'000	2001 RM'000
Disebutharga pada kos				
Dalam Malaysia - saham	275	769	-	-
Luar Malaysia - saham	126	126	-	-
Tolak: Peruntukan bagi rosot nilai pelaburan	(401)	(82)	-	-
	-	813	-	-
Tidak disebutharga, pada kos				
Dalam Malaysia - saham	9,745	11,825	4,770	6,850
Tolak: Peruntukan bagi rosot nilai pelaburan	(5,045)	(5,045)	(4,770)	(4,770)
	4,700	7,593	-	2,080
Terhutang dari penerima pelaburan	-	(487)	-	-
	4,700	7,106	-	2,080
Nilai pasaran untuk saham disebutharga	7	82	-	-

15. ASET TIDAK KETARA

	KUMPULAN	
	2002 RM'000	2001 RM'000
Perbelanjaan tertunda		
Baki pada 1 Januari	2,069	2,243
Tambahan	655	810
	2,724	3,053
Tolak: Hapus nilai perbelanjaan tertunda	(1,516)	-
Tolak: Pelunasan	(643)	(984)
Baki pada 31 Disember	565	2,069

16. PEMBANGUNAN HARTANAH

	KUMPULAN	
	2002 RM'000	2001 RM'000
Kos		
Perbelanjaan penanaman semula	1,767	1,284
Perbelanjaan pembangunan	22,668	21,600
	24,435	22,884
Tambah: Keuntungan berkait	124	124
	24,559	23,008
Tolak: Bil-bil kemajuan	(21,130)	(19,382)
	3,429	3,626

17. INVENTORI

	KUMPULAN		SYARIKAT	
	2002 RM'000	2001 RM'000	2002 RM'000	2001 RM'000
Pada kos				
Stok perdagangan	5,595	1,526	-	-
Stok keluaran	1,536	3,347	-	-
Bahan habisguna dan makanan	466	1,363	7	16
Stok benih	222	4,418	-	-
Stok ternakan ayam	625	471	-	-
	8,444	11,125	7	16
Nilai boleh direalis bersih stok jualan	-	-	-	-
	8,455	11,125	7	16

Kos inventori diiktiraf sebagai perbelanjaan sepanjang tahun kewangan Kumpulan berjumlah RM26,700,000 (2001: RM4,843,000).

18. DAGANGAN AKAN DITERIMA

	KUMPULAN	
	2002 RM'000	2001 RM'000
Dagangan akan diterima	22,784	21,544
Tolak: Peruntukan hutang ragu	(7,926)	(8,782)
	14,858	12,762

Syarat kredit Syarikat yang biasa adalah dari 15 hingga 60 hari. Syarat kredit lain dinilai dan diluluskan pada asas kes ke kes. Syarikat tidak mempunyai sebarang penumpuan ketara ke atas risiko kredit yang mungkin timbul dari suatu siberhutang atau sekumpulan siberhutang.

19. LAIN-LAIN AKAN DITERIMA

	KUMPULAN		SYARIKAT	
	2002 RM'000	2001 RM'000	2002 RM'000	2001 RM'000
Pelbagai siberhutang	17,388	49,482	4,345	7,943
Deposit	1,374	2,430	88	88
Bayaran awal	5,221	4,200	39	-
	23,983	56,112	4,472	8,031
Tolak: Peruntukan hutang ragu	(3,587)	(2,960)	(690)	(282)
	20,396	53,152	3,782	7,749

Termasuk di dalam pelbagai akan diterima bagi Syarikat ialah sejumlah RM5,007,329 (2001: RM5,000,000) berupa pegangan Pengurus Tabung Pelaburan.

Syarikat tidak mempunyai sebarang penumpuan ketara ke atas risiko kredit yang mungkin timbul dari suatu siberhutang atau sekumpulan siberhutang.

20. JUMLAH TERHUTANG DARI ANAK-ANAK SYARIKAT

	SYARIKAT	
	2002 RM'000	2001 RM'000
Jumlah terhutang dari anak-anak syarikat	152,385	197,641
Tolak: Peruntukan untuk hutang ragu	(3,006)	(3,006)
	149,379	194,635

Jumlah terhutang dari anak syarikat adalah tidak bercagar, tanpa faedah dan syarat-syarat tetap pembayaran balik.

21. TUNAI DAN SETARA TUNAI

	KUMPULAN		SYARIKAT	
	2002 RM'000	2001 RM'000	2002 RM'000	2001 RM'000
Tunai di tangan dan di bank	3,121	2,565	151	115
Deposit dengan bank berlesen	2,445	1,123	2	2
Tunai dan baki bank	5,566	3,688	153	117
Tolak: Overdraf bank (Nota 22)	(5,132)	(12,780)	(1,679)	(7,609)
Tunai dan setara tunai	434	(9,092)	(1,526)	(7,492)

Nilai deposit Kumpulan di bank-bank berlesen berjumlah RM2,108,129 (2001: RM812,000) adalah terjamin sebagai cagaran untuk penerbitan bon-bon pencapaian dan penawaran kemudahan perbankan untuk anak-anak syarikat tertentu seperti yang dirujuk dalam Nota 22.

Purata kadar faedah yang dipertimbangkan sepanjang tahun kewangan dan purata tempoh kematangan pada 31 Disember 2002 adalah seperti berikut:

	Purata Kadar Faedah Dipertimbangkan %	Purata Kematangan Hari
Bank-bank berlesen	4.00	30

22. PEMINJAMAN-PEMINJAMAN BANK

	KUMPULAN		SYARIKAT	
	2002 RM'000	2001 RM'000	2002 RM'000	2001 RM'000
Peminjaman Jangka Pendek				
<u>Bercagar</u>				
Pinjaman-pinjaman bersyarat	13,380	38,118	4,600	27,200
Dagangan kewangan	10,258	11,021	-	-
Sewa beli dan pajakan kewangan akan dibayar (Nota 30)	861	2,234	20	15
	24,499	51,373	4,620	27,215
<u>Tidak Bercagar</u>				
Overdraf-overdraf bank (Nota 21)	5,132	12,780	1,679	7,609
6-7% Stok Pinjaman Tidak Bercagar Boleh Tukar Boleh Pindah (Nota 32)	500	-	-	-
Dagangan kewangan	-	488	-	-
	5,632	13,268	1,679	7,609
	30,131	64,641	6,299	34,824
Peminjaman Jangka Panjang				
<u>Bercagar</u>				
Pinjaman bersyarat 1 (a)	10,941	8,232	-	-
Pinjaman bersyarat 2 (b)	34,542	38,411	-	-
Pinjaman bersyarat 3	-	235	-	-
Pinjaman bersyarat 4 (c)	617	669	-	-
Pinjaman bersyarat 5 (d)	1,237	1,426	-	-
Pinjaman bersyarat 6 (e)	2,653	3,828	-	-
Pinjaman bersyarat 7 (f)	109	83	-	-
Pinjaman bersyarat 8 (g)	4,000	6,000	4,000	6,000
Pinjaman bersyarat 9 (h)	5,143	6,144	-	-
Pinjaman bersyarat 10 (i)	-	3,000	-	-

	KUMPULAN		SYARIKAT	
	2002 RM'000	2001 RM'000	2002 RM'000	2001 RM'000
Pinjaman bersyarat 11 (j)	1,800	2,400	1,800	2,400
Pinjaman bersyarat 12 (k)	9,780	24,000	9,780	24,000
Sewa beli dan pajakan kewangan akan dibayar (Nota 30) (l)	20	578	8	32
	70,842	95,006	15,588	32,432
Tidak Bercagar				
Pinjaman bersyarat 13	-	2,229	-	-
3% Stok Pinjaman Tidak Bercagar Boleh Tukar Tidak Boleh Tebus (Nota 31)	-	103,800	-	103,800
6-7% Stok Pinjaman Tidak Bercagar Boleh Tukar Boleh Pindah (Nota 32)	-	500	-	-
	-	106,529	-	103,800
	70,842	201,535	15,588	136,232
Tolak: Akan dibayar dalam tempoh 12 bulan	(13,380)	(38,118)	(4,600)	(27,200)
	57,462	163,417	10,988	109,032
Jumlah Peminjaman				
Overdraf-overdraf bank	5,132	12,780	1,679	7,609
Pinjaman-pinjaman bersyarat	70,822	96,657	15,580	32,400
Dagangan kewangan (m)	10,258	11,509	-	-
Sewa beli dan pajakan kewangan akan dibayar (Nota 30) (l)	881	2,812	28	47
3% Stok Pinjaman Tidak Bercagar Boleh Tukar Tidak Boleh Tebus (Nota 31)	-	103,800	-	103,800
6-7% Stok Pinjaman Tidak Bercagar Boleh Tukar Boleh Pindah (Nota 32)	500	500	-	-
	87,593	228,058	17,287	143,856
Kematangan peminjaman (tidak termasuk sewa beli dan pajakan kewangan):				
Dalam satu tahun	29,270	62,407	6,279	34,809
Lebih 1 tahun dan kurang 2 tahun	57,442	162,839	10,980	109,000
	86,712	225,246	17,259	143,809

Kadar faedah wajaran purata berkesan sepanjang tempoh tahun kewangan adalah seperti berikut:

	KUMPULAN		SYARIKAT	
	2002 RM'000	2001 RM'000	2002 RM'000	2001 RM'000
Overdraif bank	8.20	8.40	9.40	10.00
Pinjaman bersyarat	7.60	9.70	7.40	7.90
Dagangan kewangan	3.50	3.50	-	-
3% Stok Pinjaman Tidak Bercagar Boleh Tukar Tidak Boleh Tebus (Nota 31)	3.00	3.00	3.00	3.00
6-7% Stok Pinjaman Tidak Bercagar Boleh Tukar Boleh Pindah (Nota 32)	7.00	7.00	-	-

Pinjaman berjangka dicagarkan secara berikut:

- (a) Kemudahan Pinjaman Berjangka sehingga RM5,000,000 diberikan kepada TDM Plantation Sdn Bhd dicagarkan secara Jaminan Korporat oleh Syarikat.

Kemudahan Pinjaman Berjangka sehingga RM7,700,000 diberikan kepada TDM Plantation Sdn Bhd dicagarkan secara Caj Sah Pertama ke atas 2 keping tanah bawah pajak berukuran lebih kurang 50 ekar di Lot No. 28 dan Lot No. 4, kedua-duanya di Mukim Tebak, Daerah Kemaman, Terengganu dengan kilang minyak sawit dan bangunan terbina di atasnya.

Kemudahan AI Istisna' ("Pembelian dengan Arahan") sejumlah of RM6,808,300 diberikan kepada TDM Plantation Sdn Bhd yang dicagarkan dengan:

- (i) Caj Tetap Pertama ke atas penghancur loji isirong yang akan dibina di kilang kelapa sawit di Kemaman Terengganu; dan
- (ii) Jaminan Korporat oleh Syarikat.

- (b) RM40,000,000 perkongsian kemudahan AI Baii Bithaman diberi kepada TDM Capital Sdn Bhd bercagarkan:

- (i) Caj Tetap Pertama keatas lebih kurang 1.942 ekar tanah pertanian pegangan pajak yang dikenali sebagai Ladang Sungai Mas sebahagian Pelantoh South yang terdiri daripada sebilangan hakmilik individu yang terletak di Mukim Bundi dan Tebak, Daerah Kemaman, Terengganu;
- (ii) Caj Tetap Pertama ke atas lebih kurang 5,207 ekar tanah pertanian bawah pajak di Mukim Bundi dan Tebak, Daerah Kemaman, Terengganu; dan
- (iii) Jaminan Korporat oleh Syarikat.

Kemudahan AI-Bai Bithaman Ajil untuk sejumlah RM20,000,000 diterima oleh TDM Capital Sdn Bhd dan dicagarkan melalui;

- (i) Caj Sah Pihak Pertama ke atas hartanah di bawah H.S.(D) 1779, Lot No. PT1666, Mukim Tebak, Daerah Kemaman, Terengganu; dan
- (ii) Jaminan Korporat oleh Syarikat untuk jumlah RM30,683,224.

Kemudahan Al-Bai Bithaman Ajil untuk sejumlah RM20,000,000 diterima oleh TDM Capital Sdn Bhd dan dicagarkan melalui;

- (i) Jaminan Korporat oleh Syarikat untuk jumlah RM2,761,181; and
 - (ii) Caj Sah Kedua untuk RM2,761,181 ke atas hartanah di bawah H.S.(D) 1779, Lot No. PT1666, Mukim Tebak, Daerah Kemaman, Terengganu.
- (c) Kemudahan pinjaman sebanyak RM850,000 diberi kepada TRP Industries Sdn Bhd yang dicagar dengan:
- (i) Debentur Tetap ke atas jentera-jentera dan peralatan baru yang dibeli oleh TRP Industries Sdn Bhd yang dibiayai oleh Bank dan keseluruhan lain-lain jentera dan peralatan milik TRP Industries Sdn Bhd.
 - (ii) Jaminan Korporat oleh Kumpulan Ladang-ladang Terengganu Sdn Bhd; dan
 - (iii) Memorandum Deposit untuk Simpanan Tetap sejumlah tidak kurang daripada RM150,000 yang perlu didepositkan berperingkat-peringkat.
- (d) Kemudahan overdraf sebanyak RM1,000,000 dan pinjaman bersyarat sebanyak RM2,000,000 kepada Kuantan Medical Centre Sdn Bhd sehingga RM3,000,000 dicagar dengan:
- (i) Debentur untuk RM3,000,000 dimasukkan kepada caj tetap dan apung ke atas keseluruhan aset Kuantan Medical Centre Sdn Bhd is kini dan masa hadapan;
 - (ii) Memorandum Deposit untuk Simpanan Tetap sejumlah RM1,000,000; dan
 - (iii) Jaminan Korporat sebanyak RM3,000,000 oleh Syarikat
- (e) Perjanjian Kemudahan Perbankan untuk RM4,000,000 dilaksanakan di antara Kelana Jaya Medical Centre Sdn Bhd and Bank;
- (i) Debentur untuk RM4,000,000 menyatukan caj tetap dan apung ke atas aset Kelana Jaya Medical Centre Sdn Bhd is semasa dan akan datang;
 - (ii) Debentur Kedua untuk RM2,860,000 menyatukan caj tetap dan apung ke atas aset-aset Kelana Jaya Medical Centre Sdn Bhd semasa dan akan datang;
 - (iii) Deed of Assignment untuk RM4,000,000 di laksanakan di antara Kelana Jaya Medical Centre Sdn Bhd dan Bank bagi hartanah di Lot 3 (Block), FAS Business Avenue, Kelana Jaya, Selangor;
 - (iv) Supplemental Deed of Assignment untuk RM2,860,000 dilaksanakan di antara Kelana Jaya Medical Centre Sdn Bhd dan Bank bagi hartanah di Lot 3 (Block), FAS Business Avenue, Kelana Jaya, Selangor; dan
 - (v) Jaminan Korporat oleh Syarikat sebanyak RM6,860,000.
- (f) Pinjaman bersyarat boleh dibayar semula secara ansuran selama 60 bulan mulai Januari, 2003. Kadar faedah pinjaman bersyarat pada 7.9% setahun di bawah 'Tabung Industri Kecil dan Sederhana' ("TIKS"), yang bergantung kepada kedapatan tabung Bank Negara Malaysia ("BNM"). Jika TIKS tidak kedapatan, kadar faedahnya ialah 2.0% lebih dari kadar faedah asas bagi BNM.

Overdraf bank mempunyai kadar faedah dari 8.4% sehingga 10.0% (2001: 8.4% to 10.0%) setahun.

Pinjaman bersyarat dan overdraf bank dicagar secara berikut:

- (i) Gabungan pengarah dan beberapa jaminan untuk RM200,000 iaitu Dr. Ahmad Safri bin Shafie dan Dr. Azizan binti Abdul Aziz;
 - (ii) Jaminan Korporat oleh Syarikat untuk RM200,000; dan
 - (iii) Surat pengambilalihan dari Syarikat menyelesaikan pinjaman sepenuhnya, sekiranya doktor-doktor tersebut membeli keseluruhan saham klinik-klinik sebelum tempoh pinjaman tiba.
- (g) Kemudahan Baii Bithaman Ajil diberi kepada TDM untuk RM6,000,000 dicagar melalui Caj Tetap Pertama ke atas 2 keping tanah pegangan di bawah:
- (i) PN3074, Lot 9390, Mukim Belara, Daerah Kuala Terengganu; and
 - (ii) H.S.(D) 397, Lot P.T. 3643, Mukim Jerangau, Daaerah Dungun, Terengganu.
- (h) Kemudahan pinjaman berjumlah RM3,000,000 di bawah Skim "Dana 3F" yang dikendalikan oleh Bank Pusat Malaysia diberi kepada TD Poultry Sdn Bhd. Kemudahan pinjaman sehingga RM4,500,000 di bawah skim 'Dana AJDF' dan 'Dana BPM' untuk jumlah sebanyak RM2,000,000 dan RM2,500,000 masing-masingnya diberi kepada TD Poultry Sdn Bhd dengan cagar:
- (i) Jaminan Korporat oleh Syarikat; dan
 - (ii) Debentur Pertama ke atas semua aset tetap dan apung TD Poultry Sdn Bhd.
- (i) Kemudahan Al Bai-Bithaman Ajil untuk jumlah sebanyak RM28,000,000 diberi kepada Nescaya Palma Sdn Bhd dengan mencagarkan:
- (i) Caj Sah Pertama ke atas hartanah dikenali sebagai Lot 13 Buloh LD, Lemai Balingian, Sibu, Sarawak berukuran lebih kurang 4,100 hektar yang merupakan tapak projek pembangunan loji minyak sawit di Sarawak;
 - (ii) Caj tetap dan apung melalui Debentur ke atas seluruh aset Nescaya Palma Sdn Bhd semasa dan akan datang;
 - (iii) Jaminan Korporat oleh Syarikat; dan
 - (iv) Memorandum Deposit untuk Simpanan Tetap berjumlah RM506,106 ditempatkan ke dalam akaun Al-Wadiah untuk syarat dan kemudahan Syarikat telah menjelaskan sepenuhnya kemudahan ini tetapi pendaftaran yang diperlukan untuk membatalkan caj terbabit masih belum berkuat kuasa.
- (j) Kemudahan pinjaman bersyarat sehingga RM3,000,000 diberikan kepada Syarikat dan dicagar dengan menggunakan:
- (i) Debentur Pihak Ketiga melalui caj tetap ke atas peralatan tertentu yang dibeli oleh Kelana Jaya Medical Centre Sdn. Bhd.: dan
 - (ii) Jaminan Negatif daripada Syarikat.
- (k) Kemudahan Al Bai Bithaman Ajil sejumlah RM24,000,000 diberikan kepada Syarikat dan dicagar menggunakan:
- (i) Caj dalam escrow ke atas tanah pertanian di bawah Lot 37 & 204, P.N. 669 dan Lot 1157, P.N. 825 kedua-duanya di Mukim Penghulu Diman, Daerah Hulu Terengganu, Terengganu; dan

- (ii) Caveat persendirian ke atas sekeping tanah pertanian di bawah Lot 37 & 204, P.N. 669 dan Lot 1157, P.N. 825 keduanya di Mukim Penghulu Diman, Daerah Hulu Terengganu, Terengganu.
- (l) Kemudahan sewa-Beli (Akta dan Bukan Akta)/Al-Ijarah Thumma Alibai (AITAB) sehingga RM10,000,000 diberikan kepada Syarikat dan anak-anak syarikatnya dan dicagar dengan:
 - (i) Jaminan Korporat oleh Syarikat sekiranya Penyewa adalah di kalangan anak syarikat ; dan
 - (ii) Gabungan dan beberapa Jaminan dari semua Pengarah dari syarikat-syarikat yang meminjam.
- (m) Kemudahan Pembiayaan Dagangan terdiri daripada sama ada Surat Jaminan berkisar dan/atau Surat Kredit dan/atau Modal Kerja Al-Murabahah kewangan/Islamik, Bil-Bil Diterima (belian/jualan) berjumlah RM10,000,000 untuk TDM Plantation Sdn Bhd yang dicagar dengan Jaminan Korporat oleh Syarikat.

23. DAGANGAN AKAN DIBAYAR

Kredit dagangan yang biasa diterima oleh kumpulan ialah di antara 30 hingga 90 hari.

24. LAIN-LAIN AKAN DIBAYAR

	KUMPULAN		SYARIKAT	
	2002 RM'000	2001 RM'000	2002 RM'000	2001 RM'000
Pelbagai akan dibayar	28,753	32,778	5,653	8,827
Akrual	20,643	18,905	2,357	1,858
Zakat	1,560	-	9	-
Faedah ICULS	15,570	13,235	15,570	13,235
Jumlah akan dibayar untuk hartanah, loji dan peralatan	987	30,293	-	270
	67,513	95,211	23,589	24,190

25. MODAL SAHAM

	Bilangan saham biasa Pada RM1.00 sesaham		Jumlah	
	2002 '000	2001 '000	2002 RM'000	2001 RM'000
Diluluskan:	200,000	200,000	200,000	200,000
Diterbitkan dan dibayar sepenuhnya Pada 1 Januari	80,682	80,682	80,682	80,682
Diterbitkan dan dibayar dalam tahun pada tara	25,317	-	25,317	-
Pada 31 Disember	105,999	80,682	105,999	80,682

- (a) Sepanjang tahun kewangan, Syarikat telah menokok modal saham terbitan dan berbayar dari RM80,682,088 kepada RM105,999,161 dengan menerbitkan 25,317,073 saham biasa pada harga RM1.00 sesaham melalui penukaran Stok Pinjaman Boleh Tukar Tidak Boleh Tebus ("ICULS") pada harga tukaran sebanyak RM4.10 sesaham. Saham-saham biasa baru ini berkedudukan pari passu berbanding saham-saham biasa sedia ada. Dengan penerbitan ini, premium saham meningkat sebanyak RM78,482,927.
- (b) Skim Opsyen Saham Kakitangan ("SOSK") telah diluluskan oleh pemegang-pemegang saham Syarikat pada Mesyuarat Agung Luar Biasa yang telah diadakan pada 24 Jun 1999. Ciri-ciri utama SOSK adalah seperti berikut:
- (i) Kakitangan yang layak adalah mereka yang telah disahkan perkhidmatannya dan telah berkhidmat kepada Kumpulan untuk sekurang-kurangnya satu tahun pada atau sebelum Tarikh Penawaran. Bagi kakitangan yang berkhidmat di bawah perjanjian kontrak, kontrak hendaklah untuk tempoh tidak kurang dari tiga tahun. Bagi kakitangan bukan warganegara Malaysia pula, mereka boleh dipertimbangkan untuk layak kepada tawaran sekiranya mereka berkhidmat dengan mana-mana syarikat di dalam Kumpulan secara sepenuh masa.
 - (ii) Opsyen bersifat persendirian kepada penerima dan tidak boleh diserahkan.
 - (iii) Jumlah maksimum Saham yang ditawarkan di bawah SOSK secara terkumpul tidak boleh melebihi sepuluh (10) peratus daripada jumlah keseluruhan saham terbitan dan saham berbayar Syarikat pada bila-bila masa sepanjang wujudnya SOSK yang perlu berkuatkuasa untuk tempoh selama lima (5) tahun dari 9 Disember 1999 yakni tarikh kelulusan daripada Suruhanjaya Sekuriti.
 - (iv) Harga langganan Saham baru ditentukan oleh harga penutup saham-saham biasa Syarikat di pasaran sehari sebelum Tarikh Penawaran, purata sebut harga pasaran harian bagi Saham sebagaimana ditunjukkan dalam senarai rasmi harian yang dikeluarkan oleh Bursa Saham Kuala Lumpur untuk lima (5) hari pasaran sebelum Tarikh Penawaran, atau pada nilai setara saham-saham biasa Syarikat, yang mana-mana satu lebih tinggi.
 - (v) Opsyen yang ditawarkan di bawah SOSK boleh dilaksanakan pada bila-bila masa sepanjang tempoh lima (5) tahun bermula pada Tarikh Penawaran atau pada tempoh yang lebih pendek yang perlu dinyatakan secara khusus di dalam tawaran dengan notis bertulis kepada Syarikat.

Opsyen tidak memberi apa-apa hak kepada mana-mana orang untuk turut serta di dalam mana-mana terbitan saham oleh mana-mana syarikat lain.

26. RIZAB

	Nota	KUMPULAN		SYARIKAT	
		2002 RM'000	2001 RM'000	2002 RM'000	2001 RM'000
Boleh Agih:					
Rizab modal		-	-	2,736	2,736
Kerugian terkumpul (dinyatakan semula)	33	(55,074)	(57,431)	(62,456)	(49,683)
		(55,074)	(57,431)	(59,720)	(46,947)
Tidak Boleh Agih:					
Premium saham (dinyatakan semula)	33	141,742	63,259	141,742	63,259
Rizab penilaian semula		220,240	20,638	32,197	20,638
Rizab turun naik tukaran		(1)	(2)	-	-
		361,981	83,895	173,939	83,897
Jumlah rizab pada 31 Disember 2002		306,907	26,464	114,219	36,950

Perubahan dalam setiap kategori rizab dibentangkan di dalam penyata perubahan ekuiti.

Sifat dan tujuan setiap kategori setiap rizab adalah seperti berikut:

a. PREMIUM SAHAM

Rizab ini terdiri daripada saham premium yang dibayar pada langganan saham di dalam Syarikat melebihi dan di atas nilai setara saham.

b. RIZAB MODAL

Rizab ini, yang diketepikan kerana penyatuan, adalah berkenaan lebihan yang terhasil daripada jualan hartanah, loji dan peralatan pada tahun 1986 kepada sebuah anak syarikat.

c. RIZAB TURUN NAIK TUKARAN

Rizab tukaran wang asing terdiri dari semua perbezaan tukaran wang asing yang timbul dari terjemahan penyata kewangan anak-anak syarikat asing serta terjemahan pinjaman matawang asing yang digunakan untuk membiayai pelaburan di dalam anak-anak syarikat asing.

d. KERUGIAN TERKUMPUL

Ini merangkumi keputusan-keputusan terkumpul Kumpulan dan Syarikat bersih dari cukai dan kepentingan minoriti.

e. RIZAB PENILAIAN SEMULA

Rizab ini merangkumi perubahan bersih terkumpul pada nilai saksama bagi tanah pegangan kekal dan lain-lain hartanah, loji dan peralatan.

27. SKIM GANJARAN PERSARAAN

	SYARIKAT	
	2002 RM'000	2001 RM'000
Pada 1 Januari	1,047	655
Pidahan dari penyata pendapatan	1,552	616
Penggunaan peruntukan sepanjang tahun	(1,311)	(224)
Pada 31 Disember	1,288	1,047

Sebuah anak syarikat Kumpulan mengendalikan Skim Manfaat Persaraan tanpa tabung untuk eksekutifnya. Hanya eksekutif yang digaji oleh anak syarikat ini sebelum Januari 1999 layak untuk skim tersebut. Manfaat dibayar berdasarkan gaji terakhir eksekutif dan bilangan tahun berkhidmat dengan Kumpulan.

28. MUHIBAH NEGATIF MELALUI PENGGABUNGAN

	KUMPULAN	
	2002 RM'000	2001 RM'000
Pada 1 Januari	26,128	24,650
Tolak: Pelunasan	(5,246)	(4,470)
Dilenyapkan melalui penjualan anak syarikat	-	5,948
Pada 31 Disember	20,882	26,128

29. CUKAI TERTUNDA

	KUMPULAN		SYARIKAT	
	2002 RM'000	2001 RM'000	2002 RM'000	2001 RM'000
Pada 1 Januari	1,091	1,091	-	-
Pindahan dari penyata pendapatan (Nota 9)	563	-	-	-
Pindahan dari penilaian semula	20,702	-	608	-
Pada 31 Disember	22,356	1,091	608	-
Cukai tertunda disediakan dalam penyata kewangan				
- elaun modal	10,406	1,091	-	-
- lain-lain perbezaan tempoh	11,950	-	608	-
	22,356	1,091	608	-

30. SEWA BELI DAN PAJAKAN KEWANGAN AKAN DIBAYAR

	KUMPULAN		SYARIKAT	
	2002 RM'000	2001 RM'000	2002 RM'000	2001 RM'000
Pembayaran pajakan minimum: Dalam satu tahun (Nota 22)	861	2,234	20	15
Lebih dari satu tahun dan kurang dari dua(Nota 22)	20	578	8	32
	881	2,812	28	47

31. 3% STOK PINJAMAN BOLEH TUKAR TIDAK BOLEH TEBUS ("ICULS")

Selaras dengan pengambilalihan Kumpulan Ladang-ladang Terengganu Sdn Bhd Syarikat menerbitkan 103,800,000 jumlah nominal 5 tahun 3% Stok Pinjaman Boleh Tukar Tidak Boleh Tebus (ICULS) kepada Perbadanan Memajukan Iktisad Negeri Terengganu sebagai penyelesaian hutang yang dipinjam oleh Kumpulan Ladang-ladang Terengganu Sdn Bhd.

ICULS ditukar dengan perintah dari Syarikat kepada saham biasa pada harga RM1.00 sesaham di dalam syarikat pada harga penukaran RM4.10 sesaham berikutan kematangan ICULS pada tahun 2002.

32. 7% STOK PINJAMAN BOLEH TUKAR BOLEH PINDAH ("TCULS")

TCULS boleh dipindahkan dan boleh ditukarkan kepada saham biasa syarikat berbayar penuh sepanjang tempoh lima tahun dari tarikh penerbitan Sijil Stok Pinjaman Boleh Tukar pada kadar nilai TCULS nominal RM1.00 untuk setiap satu saham biasa bernilai RM1.00 setiap satu di dalam anak syarikat.

Sebaik saja penukaran TCULS kepada saham biasa, saham tersebut akan berkedudukan pari passu di dalam semua segi dengan saham biasa syarikat melainkan ianya tidak layak untuk sebarang dividen atau sebarang agihan yang diisytiharkan untuk tahun kewangan sebelum tahun kewangan TCULS ditukar.

TCULS kekal tertunggak pada tarikh kematangan akan ditukar oleh Syarikat pada tarikh tersebut 100% pada nilai nominalnya. Tarikh kematangannya ialah sesudah ia mencapai tempoh lima tahun dari tarikh penerbitannya.

TCULS membawa faedah 6% setahun di atas jumlah prinsipal terhutang untuk 2 tahun dari tarikh penerbitan Sijil Stok Pinjaman dan 7% setahun untuk 3 tahun berikutnya sehingga tarikh kematangan.

33. PENYELARASAN TAHUN TERDAHULU

Pada tahun sebelumnya, Syarikat tidak mengambilkira penyelarasan yang berpunca daripada perubahan perlakuan perakaunan dari kaedah penggabungan kepada kaedah pengambilalihan di dalam penyatuan Kumpulan Ladang-ladang Terengganu Sdn Bhd.

Syarikat telah menyelaraskan hal ini secara retrospektif. Kesan penyelarasan adalah seperti berikut:

	Sebagaimana Dinyatakan Sebelum Ini RM'000	Penyelarasan RM'000	Sebagaimana Dinyatakan Semula RM'000
Untuk tahun berakhir 31 Disember 2001:			
SYARIKAT			
Premium Saham	63,970	(711)	63,259
Pelaburan dalam anak-anak syarikat	107,485	(711)	106,774

Pada tahun kewangan yang lalu, Syarikat telah terlebih memperuntukkan pemegang saham minoriti syarikat disebabkan kerugian saham mereka di dalam anak-anak syarikat.

Syarikat telah menyelaraskan lebih peruntukan ini secara retrospektif. Kesan penyelarasan ini adalah seperti berikut:

	Sebagaimana Dinyatakan Sebelum Ini RM'000	Penyelarasan RM'000	Sebagaimana Dinyatakan Semula RM'000
Untuk tahun berakhir 31 Disember 2001:			
KUMPULAN			
Kepentingan minoriti	481	2,241	2,722
Kerugian terkumpul	55,190	2,241	57,431

34. KOMITMEN MODAL

	KUMPULAN	
	2002 RM'000	2001 RM'000
Jumlah diluluskan tetapi tidak dikontrakkan		
– Hartanah, loji dan peralatan	64,295	–

35. LIABILITI LUAR JANGKA

	SYARIKAT	
	2002 RM'000	2001 RM'000
Jaminan korporat diberi kepada institusi kewangan untuk pemberian kemudahan perbankan kepada anak-anak syarikat seperti berikut:		
– Terjamin	73,504	76,754

36. URUSNIAGA DENGAN PIHAK BERKAITAN

	SYARIKAT	
	2002 RM'000	2001 RM'000
Caj faedah kepada anak syarikat	2,336	3,114

Para pengarah berpendapat bahawa semua urusan di atas telah dijalankan di dalam bentuk perniagaan biasa dan telah ditentukan syarat dan peraturannya yang tidak banyak berbeza dari urusan yang dibuat dengan pihak yang tidak berkaitan.

37. USUL-USUL KORPORAT

Pengarah-pengarah Syarikat mengusulkan penerbitan bonus sehingga 111,132,161 saham biasa pada harga RM1.00 sesaham ("Saham Bonus") di dalam Syarikat di atas dasar satu (1) Saham Bonus baru untuk setiap satu (1) saham biasa sedia ada pada harga RM1.00 sesaham yang dipegang oleh Syarikat. ("Usul Terbitan Bonus"). Usul Terbitan Bonus akan dibiayai sepenuhnya dari akaun saham premium syarikat.

Usul penerbitan sehingga 111,132,161 Saham Bonus baru ini dibuat setelah mengambil-kira:

- modal saham terbitan dan berbayar sedia ada Syarikat sebanyak RM105,999,161 terdiri dari 105,999,161 saham bernilai RM1.00 sesaham di dalam Syarikat; dan
- baki sebanyak 3,131,000 opsi boleh digunakan mengikut Skim Opsyen Saham Kakitangan ("SOSK") sebagaimana pada 31 Oktober 2002.

Lanjutan kepada cadangan Usul Terbitan Bonus, Syarikat juga mencadangkan penerbitan terhad sehingga 2,704,198 saham biasa baru bernilai RM1.00 sesaham di dalam Syarikat ("Usul Terbitan Terhad") kepada pemiutang-pemiutang tertentu di dalam Kumpulan. Berdasarkan Usul Terbitan Terhad dan semakan semula bilangan saham opsi yang terdapat di bawah SOSK bilangan saham yang akan diterbitkan berdasarkan Usul Terbitan Bonus akan meningkat kepada 111,834,359 saham biasa baru.

Selaras dengan Usul Terbitan Bonus dan Usul Terbitan Terhad, Lembaga Pengarah Syarikat juga mencadangkan penambahan kepada modal saham Syarikat yang dibenarkan dari RM200,000,000 terdiri dari 200,000,000 saham biasa bernilai RM1.00 sesaham kepada RM500,000,000 terdiri dari 500,000,000 saham bernilai RM1.00 sesaham di dalam Syarikat.

Usul-usul ini telah dikemukakan kepada Suruhanjaya Sekuriti pada 31 Januari 2003. Pada tarikh laporan ini, Syarikat masih menanti kelulusan usul-usul di atas daripada pihak-pihak berkuasa berkaitan.

38. LAIN-LAIN PERISTIWA PENTING

Anak syarikat milik penuh Syarikat, TDM Plantation Sdn Bhd, pada 17 September 2002 telah membuat Perjanjian Jualan Saham bersyarat dengan Pemandangan Jauh Sdn Bhd untuk melupuskan Nescaya Palma Sdn Bhd, sebuah subsidiari TDM Plantation Sdn Bhd. dengan kepentingan sebanyak 70%. Keputusan-keputusan Nescaya Palma Sdn Bhd telah digabungkan untuk tahun kewangan berakhir 31 Disember 2002 kerana pelupusan hanya akan terlaksana sebaik sahaja diluluskan oleh Kerajaan Negeri Sarawak yang masih belum diputuskan pada tarikh laporan ini.

39. PERBANDINGAN-PERBANDINGAN

Pembentangan dan pengkelasan perkara-perkara di dalam penyata kewangan semasa ini adalah konsisten dengan penyata kewangan tahun terdahulu kecuali untuk perkara-perkara berikut:

- (a) Jumlah perbandingan tertentu telah diselaraskan kesan daripada kesilapan asas dan dibentangkan dalam Nota 33.
- (b) Pembentangan dan pengkelasan perkara-perkara di dalam segmen maklumat (Nota 40) untuk penyata kewangan yang lalu telah diubah bagi menepati keperluan MASB 22: Laporan Segmen yang diterima pada tahun tersebut.

Perbandingan tidak didedahkan untuk maklumat tertentu berhubung dengan instrumen kewangan sebagaimana diizinkan oleh MASB 24 - Instrumen Kewangan: Pendedahan dan Pembentangan, pada permohonan pertama.

Nilai-nilai perbandingan telah diaudit oleh firma Akauntan Bertauliah yang lain daripada Ernst & Young.

40. INSTRUMEN KEWANGAN

(a) Objektif dan Dasar-Dasar Pengurusan Instrumen Kewangan

Dasar-dasar pengurusan risiko kewangan Kumpulan berusaha untuk memastikan sumber-sumber kewangan yang memadai sentiasa kedapatan untuk membantu mengembangkan perniagaan kumpulan dan pada masa yang sama menguruskan kadar faedah, tukaran asing, kecairan dan risiko kredit. Kumpulan beroperasi dalam lingkungan aturan yang jelas yang telah diluluskan oleh Lembaga dan menjadi dasar Kumpulan untuk tidak terlibat dengan sebarang urusan spekulatif.

(b) Risiko Kadar Faedah

Risiko kadar faedah utama bagi Kumpulan adalah berkaitan dengan pinjaman berfaedah, memandangkan Kumpulan, setakat 31 Disember 2000, tidak memiliki sebarang aset jangka panjang yang ketara yang dapat membawa pendapatan dalam bentuk faedah. Pelaburan dalam aset kewangan adalah jangka pendek dan tidak dipegang untuk tujuan spekulatif tetapi lebih kepada simpanan tetap atau, kadang-kadang, dalam kertas perdangan jangka pendek yang membawa pulangan lebih baik daripada tunai di bank. Kumpulan menguruskan dedahan kepada risiko kadar faedah dengan mengamalkan campuran bijaksana di antara kadar peminjaman tetap dan apung. Kumpulan menyemak secara aktif portfolio hutang, dengan mengambilkira tempoh pegangan pelaburan dan aset. Strategi ini membolehkan ia membiayai penabungan yang lebih murah di dalam suasana kadar faedah yang rendah dan mencapai tahap tertentu dalam perlindungan dari kenaikan mendadak kadar.

(c) Risiko Tukaran Asing

Dedahan kepada risiko tukaran asing dalam matawang urusan selain matawang fungsian bagi entiti kendalian adalah terkawal pada paras boleh terima.

Aset kewangan dan aset liabiliti bersih tak berlindung bagi syarikat-syarikat Kumpulan sebagaimana pada 31 Disember 2002 tidak dinamakan pada matawang fungsian masing-masing dijangka tidak mustahak.

(d) Risiko Kecairan

Kumpulan mengurus secara aktif profil kematangan pinjaman, aliran tunai kendalian dan kebolehdapatan tabung pembiayaan bagi memastikan semua keperluan pembiayaan semula, pembayaran semula dan penabungan dapat dipenuhi. Sebagai sebahagian pengurusan kecairan yang bijak, Kumpulan sentiasa mengekalkan paras tunai atau pelaburan boleh tukar tunai yang mencukupi untuk memenuhi keperluan modal kerja. Sebagai tambahan, Kumpulan sentiasa berusaha keras untuk mengekalkan kemudahan perbankan pada paras munasabah untuk keseluruhan kedudukan pinjamannya. Sejauh mungkin, Kumpulan mewujudkan tabungan dari kedua-dua saham modal dan institusi kewangan dan secara bijak menyeimbangkan portfolio dengan pembiayaan jangka pendek untuk mencapai kos keseluruhan yang berkesan.

(e) Risiko kredit

Risiko-risiko kredit, atau risiko kegagalan rakan niaga, dikawal dengan mengenakan kelulusan kredit, peghadan dan pemantauan prosedur. Risiko kredit diminimumkan dan pemantauan dengan menghadkan perhubungan perniagaan hanya kepada rakan niaga yang telah terbukti pembayaran kreditnya. Dagangan akan diterima dipantau secara berterusan melalui prosedur laporan pengurusan Kumpulan.

Syarikat tidak mempunyai sebarang pendedahan ketara kepada mana-mana satu pelanggan atau rakan niaga ataupun mempunyai sebarang penumpuan utama ke atas risiko kredit yang berkaitan dengan instrumen kewangan.

41. MAKLUMAT DERSEGMENT

	PERLADANGAN		PEMAKINAN		KESIHATAN		LAIN-LAIN		PENGETEPIAN		KUMPULAN	
	2002 RM'000	2001 RM'000	2002 RM'000	2001 RM'000	2002 RM'000	2001 RM'000	2002 RM'000	2001 RM'000	2002 RM'000	2001 RM'000	2002 RM'000	2001 RM'000
HASIL DAN PERDELANJAAN												
Hasil												
Jualan Luaran	119,384	78,266	26,749	52,724	19,892	13,683	5,126	36	-	-	171,151	144,709
Jualan antara segmen	69,562	44,939	-	-	-	-	-	264	69,562	45,203	-	-
Jumlah hasil	188,946	123,205	26,749	52,724	19,892	13,683	5,126	300	69,562	45,203	171,151	144,709
Keputusan												
Keputusan segmen	21,773	(10,140)	(1,273)	(12,079)	(1,503)	(4,099)	(5,446)	(5,568)	(4,859)	(5,568)	13,551	(31,886)
Pendapatan tidak diperuntukkan	-	-	-	-	-	-	-	-	-	-	-	5,271
Kos tidak diperuntukkan	-	-	-	-	-	-	-	-	-	-	-	-
Keuntungan dari kendalian	-	-	-	-	-	-	-	-	-	-	18,822	(26,607)
Perkara luarbiasa	-	-	-	-	-	-	-	-	-	-	(11,203)	18,901
Zakat	234	-	5	-	105	-	1,216	-	-	-	(1,560)	-
Cukai	-	-	-	-	-	-	-	-	-	-	(3,897)	(113)
Keuntungan selepas cukai	-	-	-	-	-	-	-	-	-	-	2,162	(7,819)
Kepentingan minoriti	-	-	-	-	-	-	-	-	-	-	195	435
Keuntungan bersih untuk tahun											2,357	(7,384)

	PLANTATIONS		FOOD		HEALTH		OTHERS		ELIMINATION		GROUP	
	2002 RM'000	2001 RM'000	2002 RM'000	2001 RM'000	2002 RM'000	2001 RM'000	2002 RM'000	2001 RM'000	2002 RM'000	2001 RM'000	2002 RM'000	2001 RM'000
ASET DAN												
LIABILITI												
Aset segmen	620,891	428,542	15,169	15,260	26,252	29,698	285,109	309,630	4,172	947,441	778,958	
Penyelarasan penyataan	(51,927)	(37,599)	-	-	(144)	-	(215,952)	(240,368)	-	(268,023)	(277,967)	
	568,964	390,943	15,169	15,260	26,108	29,698	69,157	69,262		679,418	500,991	
Entiti kawalan bergabung	-	-	-	-	-	-	-	-	-	-	-	
Aset tidak diperuntukkan	-	-	-	-	-	-	-	-	-	-	-	
Jumlah aset										679,418	500,991	
Liabiliti												
Liabiliti segmen	(260,191)	(266,336)	(31,922)	(30,715)	(46,121)	(46,563)	(71,627)	(196,105)	-	(409,861)	(539,719)	
Penyelarasan penyataan	93,275	106,119	22,017	20,082	29,834	26,596	25,052	21,715	-	170,178	174,512	
	(166,916)	(160,217)	(9,905)	(10,633)	(16,287)	(19,967)	(46,575)	(174,390)	-	(239,683)	(365,207)	
Liabiliti tidak diperuntukkan	-	-	-	-	-	-	-	-	-	(20,925)	(25,916)	
Jumlah liabiliti										(260,608)	(391,123)	

SHAREHOLDER'S STATISTIC

STATISTIK PEMEGANG SAHAM

LIST OF THIRTY SHAREHOLDERS as at 30 April 2002
 SENARAI TIGA PULUH PEMEGANG SAHAM TERBESAR PADA 30 April 2002

No.	Shareholder / Pemegang Saham	No. of Shares / Bilangan Saham	%
1	PERBADANAN MEMAJUKAN IKTISAD NEGERI TERENGGANU	29,179,417	27.53
2	PERBADANAN MENTERI BESAR TERENGGANU	10,998,000	10.38
3	PTB ASSET MANAGEMENT SENDIRIAN BERHAD	8,184,000	7.72
4	EMPLOYEES PROVIDENT FUND BOARD	2,249,000	2.12
5	PAB NOMINEE (TEMPATAN) SDN. BHD.	1,779,000	1.68
6	MAYBAN SECURITIES NOMINIES (TEMPATAN) SDN. BHD.	2,046,000	1.93
7	YAYASAN ISLAM TERENGGANU	1,230,715	1.16
8	PAB NOMINEE (TEMPATAN) SDN. BHD.	1,000,000	0.94
9	PTB ASSET MANAGEMENT SENDIRIAN BERHAD	983,000	0.93
10	PTB ASSET MANAGEMENT SENDIRIAN BERHAD	950,000	0.90
11	PERBADANAN MEMAJUKAN IKTISAD NEGERI TERENGGANU	4,628,572	4.37
12	PTB ASSET MANAGEMENT SENDIRIAN BERHAD	705,000	0.67
13	PTB ASSET MANAGEMENT SENDIRIAN BERHAD	653,200	0.62
14	PTB ASSET MANAGEMENT SENDIRIAN BERHAD	653,200	0.62
15	POO CHOO & ONG POO CHOI	630,000	0.59
16	MENTERI KEWANGAN MALAYSIA	564,903	0.53
17	PTB ASSET MANAGEMENT SENDIRIAN BERHAD	435,467	0.41
18	ONG HAR ONG	1,000,000	0.94
19	YAYASAN TERENGGANU	285,715	0.27
20	MEGATEGAS SDN. BHD.	250,000	0.24
21	PERTUBUHAN KEBANGSAAN MELAYU BERSATU	250,000	0.24
22	THONG & KAY HIAN NOMINEES (ASING) SDN. BHD.	154,717	0.15
23	PEMIKA TRENGGANU SDN BHD	16,500,00	15.57
24	TAN HAN CHUAN	1,081,000	1.02
25	PERBADANAN MEMAJUKAN IKTISAD NEGERI TERENGGANU	766,073	0.72
26	OSK NOMINEES (TEMPATAN) SDN BHD	360,000	0.34
27	HONG LEONG FINANCE BERHAD	167,000	0.16
28	TAN HONG HING @ TAN TEO LANG	151,000	0.14
29	CHONG CHEONG LEONG129,0000.12		
30	BOTLY NOMINEES (TEMPATAN) SDN BHD	116,000	0.11
TOTAL / JUMLAH		88,079,979	83.09

ANALYSIS OF SHAREHOLDINGS
ANALISA PEMEGANG SAHAM

Breakdown of Shareholdings Pecahan Pemegang Saham	No. of Shares Bil. Saham	% Over Total Shares % Dari Seluruh Saham	No. of Holders Bil. Pemegang Saham	% Over Total Shareholders % Dari Seluruh Pem. Saham
000000001-000000999	97,552	0.09	232	4.81
000001000-000010000	10,948,063	10.33	4,307	89.34
000010001-000100000	6,341,567	5.98	247	5.12
000100001-005299957	23,750,562	22.41	31	0.64
005299958 & Above/Lebih	64,861,417	61.19	4	0.09

SUBSTANTIAL SHAREHOLDERS
PEMEGANG-PEMEGANG SAHAM UTAMA

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

Berdasarkan kepada senarai yang prlu disimpan di bawah Seksyen 69L Akta Syarikat 1965, pemegang utama saham Syarikat adalah seperti berikut:

Name / Nama	No. of Shares Held / Bil. Pegangan Saham		Deemed Interest	
	Direct	%		%
Perbadanan Memajukan Iktisad Negeri Terengganu	34,574,062	32.62	16,500,000	15.57
Perbadanan Menteri Besar Terengganu	21,820,000	20.59	-	-
PEMIKA Trengganu Sdn Bhd	16,500,000	15.57	-	-

DIRECTORS' SHAREHOLDINGS
PEMEGANGAN SAHAM PENGARAH

Name / Nama	No. of Shares Held / Bil. Pegangan Saham		Deemed Interest	
	Direct	%		%
Raja Idris Bin Raja Kamarudin	207,000	0.195	-	-

PLANTATION STATISTIC

STATISTIK PERLADANGAN

2002	Total Hectarages Managed By Keluasan Ladang Diurus Oleh TDM Plantation Sdn Bhd (Hectares)	Group's Owned Plantation Ladang dipunyai Oleh Kumpulan (Hectares)	Others Lain-lain (Hectares)
OIL PALM / KELAPA SAWIT			
Matured Hectarage / Keluasan Matang	27,005	20,434	6,571
Immatured Hectarage / Keluasan Belum Matang	8,130	6,838	1,292
New Planting / Penanaman Baru	-	-	-
OTHER CROP			
Matured Hectarage / Keluasan Matang	-		
Immatured Hectarage / Keluasan Belum Matang	174	174	
Total Planted / Jumlah Keluasan Bertanam	35,309	27,446	7,863

Hectarage by Company/Division Jumlah Hektar Mengikut Syarikat/Bahagian

Sub-Lessee	Mature	9,805	5,393	4,412
	Immature	505	278	227
TDM Capital Sdn Bhd	Mature	1,845	1,845	-
	Immature			-
Kumpulan Ladang Ladang Trengganu Sdn Bhd	Mature	13,196	13,196	-
	Immature	5,334	5,334	-
	New Planting			-
Ladang Tabung Warisan	Mature	1,398	1,398	
	Immature			-
Ladang Majlis Agama Islam Terengganu	Mature	661		661
	Immature	202		202
Ladang KOPKEM	Mature	100		100
	Immature	263		263
Nescaya Palma Sdn Bhd (Sarawak)	Mature			
	Immature	2,000	1,400	600
Total Planted / Jumlah Keluasan Bertanam		35,309	27,446	7,863

Production Statistics / Statistik Pengeluaran

OIL PALM / KELAPA SAWIT

Fresh Fruit Bunches FFB / Buah Tandan Segar (BTS)	388,648	Metric Tonne / Tan Metric
Creude Palm Oil (CPO) / Minyak Sawit Mentah (MSM)	76,394	Metric Tonne / Tan Metric
Palm Kernel / Isirong	21,163	Metric Tonne / Tan Metric
Extraction Rates (%) - CPO / Kadar Perahan (%) - MSM	19.66%	
Recovery Rates (%) - Palm Kernel / Kadar Pemerolehan (%) - Isirong	5.45%	

LIST OF PROPERTIES HELD

SENARAI HARTANAH YANG DIMILIKI

LOCATION / KEDUDUKAN	TENURE / PEGANGAN	SIZE (Ac) / KELUASAN (Ek)	DESCRIPTION / KETERANGAN	BOOK VALUE / NILAI BUKU
Mukim of Tebak			Oil Palm Plantation	18,910,259
HS (D) 1779 PT 1666	Leasehold exp. 2078 Sublease exp. 2052	9,095.99810		
HS (D) 2871 PT 402 A replacing HS (D) 180 PT Lot 402 A	Leasehold exp. 2078 Sublease exp. 2018	539.72867		
HS (D) 2872 PT 402 B replacing HS (D) 181 PT Lot 402 B	Leasehold exp. 2078 Sublease exp. 2018	489.72996		
Geran 12509 PT 821 replacing HS (D) 187 PT Lot 551 P	Leasehold exp. 2078 Sublease exp. 2018	87.59695		
Geran 12510 No. Lot 2444 replacing HS (D) 210 PT Lot 555 P	Leasehold exp. 2078 Sublease exp. 2018	203.30647		
Geran 12511 No Lot 2550 replacing HS (D) 208 PT 553 P	Leasehold exp. 2078 Sublease exp. 2018			
Geran 12512 No Lot 2443 replacing HS (D) 188 PT Lot 554P	Leasehold exp. 2078 Sublease exp. 2018	181.58885		
Geran 12618 No. Lot 822 replacing Grant 8071 PT Lot 882	Leasehold exp. 2078 Sublease exp. 2018	169.78745		
Geran 12497 No. Lot 833 replacing HS (D) 209 PT Lot 552 P	Leasehold exp. 2078 Sublease exp. 2018	218.88118		
QT(R) Kemaman 1 L.O. PTK 198/65	Leasehold exp. 2012 Sub Lease exp. 2011	320.00000	Oil Palm Plantation	14,135,351
QT(R) Kemaman 2 L.O. PTK 198/65	Leasehold exp. 2012 Sub Lease exp. 2011	1,024.00000		
QT(R) Kemaman 3 L.O. PTK 198/65	Leasehold exp. 2012 Sub Lease exp. 2011	2,432.00000		
QT(R) Kemaman 4 L.O. PTK 198/65	Leasehold exp. 2012 Sub Lease exp. 2011	4,736.00000		
QT(R) Kemaman 4 L.O. No. 4	Sublease exp. 2014	10.00000		
QT(R) Kemaman 11 L.O. No. 28	Sublease exp. 2014	8,500.00000		
QT(R) Kemaman 12 L.O. No. 29	Leasehold exp. 2014	8,500.00000		
QT(R) Kemaman 13 L.O. No. 30	Leasehold exp. 2014	404.00000		
Mukim Belara			Oil Palm Plantation	17,350,036
Geran 12885 Lot 7250 replacing Geran 6002 Lot 7250	Leasehold exp. 2072	3,491.73872		
Geran 6001 Lot 6558	Leasehold exp. 2072	4,105.36660		
Geran 6247 Lot 6743	Leasehold exp. 2072	209.81088		
Mukim of Belara			Oil Palm Plantation	11,626,477
HS (D) 1017 PT 804 K	Leasehold exp. 2072	255.99461		
Geran 9309 Lot 8264 replacing HS (D) 1018 PT 805 K	Leasehold exp. 2072	144.40200		
Geran 10657 Lot 6641	Leasehold exp. 2072	3.80654		
HS (D) 1983 PT 381 K	Leasehold exp. 2072	50.40400		
Geran 8238 Lot 8187	Leasehold exp. 2072	168.39643		
HS (D) 813 PT 882 K	Leasehold exp. 2072	18.94367		
HS (D) 814 PT 883 K	Leasehold exp. 2072	2,213.58580		
HS (D) 561 PT 642 K	Leasehold exp. 2072	1,571.24762		
Geran 6005 Lot 7254	Leasehold exp. 2072	203.30968		
Geran 6521 Lot 7663	Leasehold exp. 2075	145.21696		
HS (D) 560 PT 641 K	Leasehold exp. 2072	348.47278		
Geran 6003 Lot 7251	Leasehold exp. 2072	1,324.68803		
Geran 6004 Lot 7253	Leasehold exp. 2072	554.20502		
Geran 6491 Lot 7662	Leasehold exp. 2072	317.96433		

LOCATION / KEDUDUKAN	TENURE / PEGANGAN	SIZE (Ac) / KELUASAN (Ek)	DESCRIPTION / KETERANGAN	BOOK VALUE / NILAI BUKU
PN 3074 Lot 9390 replacing HS (D) 3974 PT 2323 K	Leasehold exp. 2087	1,166.31200		
HS (D) 6416 PT 4152 K	Leasehold exp. 2098	37.45789		
HS (D) 6417 PT 4153 K	Leasehold exp. 2098	44.22843		
HS (D) 6418 PT 4154 K	Leasehold exp. 2098	6.77425		
HS (M) 1007 PT 884 K (loji)	Renewal Proses	0.50000		
Mukim of Hulu Nerus			Oil Palm Plantation	6,878,434
HS (D) 764 PT 707 K	Leasehold exp. 2072	1,230.63300		
GM 1533 Lot 0054	Leasehold exp. 2072	4.47498		
HS (D) 770 Lot 789 K	Leasehold exp. 2072	7.00000		
HS (D) 769 Lot 788 K	Leasehold exp. 2072	6.50000		
GM 617 Lot 0097	Leasehold exp. 2072	2.75600		
GM 1546 Lot 0094	Leasehold exp. 2072	4.28700		
Geran 8683 Lot 3039	Leasehold exp. 2072	1,407.02983		
Geran 8684 Lot 3040	Leasehold exp. 2072	31.25597		
Geran 8685 Lot 3041	Leasehold exp. 2072	2,801.24549		
Mukim of Hulu Nerus PT 7218 7,430.29700			Oil Palm Plantation	10,836,356
Mukim Besul			Oil Palm Plantation	14,896,983
HS (D) 72 PT 140	Leasehold exp. 2075	11,995.74946		
HS (D) 73 PT 141	Leasehold exp. 2075	1,543.96778		
Mukim Jerangau			Oil Palm Plantation	12,315,823
HS (D) 74 PT 1140	Leasehold exp. 2075	1,823.96198		
HS (D) 75 PT 1143	Leasehold exp. 2075	1,535.96792		
HS (D) 76 PT 1144	Leasehold exp. 2075	703.98518		
HS (D) 77 PT 1145	Leasehold exp. 2075	831.98273		
Mukim Jerangau HS (D) 397 PT 3643	Leasehold exp. 2051	1,005.11879	Oil Palm Plantation	8,248,173
Mukim P. Diman PN 669 Lot 37 & Lot 204 PN 825 Lot 1157	Leasehold exp. 2049 Leasehold exp. 2049 Leasehold exp. 2058	1,128.97643 90.77935 1,434.47011		
Mukim Bandar Kuala Terengganu Geran 6763 Lot 3072 Geran 6764 Lot 3073 102 & 102A Jalan Sultan Ismail, Kuala Terengganu	Freehold	297.00 sq. m	2 units of 4 storey shophouses (Office)	1,787,500
Mukim Batu Buruk GM 569-575 Lot 3046-3052 Bgn Jalan Kamaruddin, Jalan Kamaruddin, Kuala Terengganu	Leasehold exp. 2090	1,390 sq. m	5 units of 4 storey shophouses and 2 parcels of land	2,286,717
Mukim Pulau Perhentian HS (D) 2209 PT 320	Leasehold exp. 2051	448,271.7 sq. m	Undeveloped Resort Land	9,951,219
Mukim Cendering TD Poultry Sdn Bhd Kaw. Perindustrian Chendering 21080 Kuala Terengganu	Building	9,800 sq ft	Processing Plant	3,742,755
TD Poultry Sdn Bhd Kaw. Perindustrian Chendering 21080 Kuala Terengganu	Building	2,800 sq ft	Office Building	262,178

LOCATION / KEDUDUKAN	TENURE / PEGANGAN	SIZE (Ac) / KELUASAN (Ek)	DESCRIPTION / KETERANGAN	BOOK VALUE / NILAI BUKU
KM 25 1/2 Pulau Kerengga Marang, 21600 Terengganu	Building	150,000.00 sq ft	Production Building	605,104
Daerah Kemaman Terengganu	Building	913,500.00 sq ft	Farming Building	1,627,471
STATE OF NEGERI SEMBILAN Mukim Pasir Panjang 54, Jalan Siakap, Tmn Mutiara Batu 12, Jalan Pantai Port Dickson, Negeri Sembilan	Freehold	553.00 sq m	Bungalow House	43,844
WILAYAH PERSEKUTUAN Geran 11011 Lot No. 36 Sek 51 Bandar Kuala Lumpur 33B-12-1 Villa Putra Kuala Lumpur	Building		Apmt (1 unit)	217,500
STATE OF SELANGOR Mukim Damansara Lot No. 3.5 and 4.5 HS (D) 85220 PT No. 14532 District of Petaling	Leasehold exp. 2092	2,815.2 sq m	Hospital Building	7,143,411
STATE OF SARAWAK NESCAYA PALMA SDN BHD Sungai Buloh, Balingian 03-LCPLS-048-000-00013	Leasehold exp. 2060	4,100 Ha	Oil Palm Plantation	2,886,195

List is based on the current latest search and valuation / Senarai berdasarkan carian dan penilaian terkini (July 2002 - September 2002).

TDM BERHAD
(Company No.: 6265-P)
(Diperbadankan di Malaysia)

BORANG PROKSI

Pemegang Saham diwakili oleh Proksi

Saya/Kami _____
(NAMA PENUH DALAM HURUF BESAR)

beralamat di _____
(ALAMAT)

sebagai seorang ahli of TDM Berhad ('Syarikat'), dengan ini melantik

(NAMA PENUH)

beralamat di _____

atau sekiranya dia gagal _____

beralamat di _____

untuk mengundi saya/kami bagi pihak saya/kami pada Mesyuarat Agung Tahunan yang Ke-38 yang akan diadakan di _____, pada _____ 2003 pada _____ dan pada sebarang penangguhan kemudiannya dan untuk mengundi seperti yang tertanda di bawah:-

RESOLUSI		SOKONG	BANTAH
1.	Menerima Penyata Kewangan dan Laporan-Laporan yang telah diaudit		
2.	Melantik semula Pengarah: YB Haji Md. Azmi Bin Lop		
3.	Melantik semula Pengarah: YM Raja Haji Idris Bin Raja Kamarudin		
4.	Melantik semula Pengarah: Tuan Haji Abd. Jalil Bin Ali		
5.	Yuran Pengarah		
6.	Melantik semula Tetuan Ernst & Young as Auditors of the Company		
7.	SEBAGAI URUSAN KHAS: Resolusi Biasa Memperuntukkan Saham-Saham mengikut Seksyen 132D Akta Syarikat 1965		

Sila tandakan "X" sebagaimana anda mahukan undi anda dikira. Melainkan arahan pengundian ditandakan di ruang yang disediakan di atas, proksi akan mengundi atau berkecuali dari mengundi mengikut budi bicara beliau.

Bertarikh pada hari ini _____ bulan _____ 2003.

Bilangan Pegangan Saham

Tanda Tangan/Mohor Rasmi yang Melantik

Nota:

- i) Seseorang ahli Syarikat yang berhak untuk menghadiri dan mengundi pada mesyuarat berhak melantik proksi untuk hadir dan mengundi pada mesyuarat bagi pihaknya. Seseorang proksi tidak semestinya seorang ahli Syarikat. Bilamana seseorang ahli melantik dua atau lebih proksi, perlantikan adalah tidak sah melainkan beliau menyatakan secara terperinci pembahagian pegangannya untuk diwakili oleh setiap proksi.
- ii) Instrumen perlantikan proksi hendaklah secara bertulis oleh yang melantik, atau oleh peguam beliau yang ditauliahkan secara bertulis, atau jika yang melantik adalah sebuah perbadanan, sama ada menggunakan mohor rasmi, atau di bawah arahan bertulis pegawai atau peguam yang ditauliahkan.
- iii) Borang proksi ini disertakan dan perlu dikembalikan kepada pejabat berdaftar Syarikat di Tingkat 25, Menara Promet, Jalan Sultan Ismail, 50250 Kuala Lumpur tidak kurang dari 48 jam sebelum mesyuarat dimulakan atau sebarang masa penangguhannya.

[TD01/Notice/Proxy form 2003]

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STAMP

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

Lipat di sini (Fold here)