



annual report 2006



WE HAVE GROWN INTO A MAJOR PLAYER

in the country's plantation industry with
twelve(12) oil palm estate which comes
to approximately 35 000 hectares in
Terengganu



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PROXY FORM			<i>BORANG PROKSI</i>

COVER RATIONALE

The cultivation of land has been improved substantially due to the presence of scientific research in the study of genetic engineering. Thus TDM, in its effort of becoming the best in the agricultural industry has made significant changes in its fertilizing method of both its palms and poultries. Due to these changes, this association to farming and agricultural activities has become scientifically advanced. The need to further its contribution towards this expanding knowledge, TDM is now venturing medical science. The three volumetric flasks are representing TDM's major business activities. This flask of mostly found in a scientific lab were visually used in relation to the advanced scientific method applied by TDM for its agricultural activities.

Corporate Information

maklumat korporat

BOARD OF DIRECTORS / LEMBAGA PENGARAH

Y.B. Dato' Haji Wan Hisham bin Dato' Wan Salleh
Chairman / *Pengerusi*
Y.Bhg. Dato' Haji Awi @ Alwi bin Said
Executive Director / *Pengarah Eksekutif*
Y.Bhg. Dato' Senara Muda
(Dato' Mazlan @ Mohd Nanri bin Hashim)
Y.Bhg. Dato' Wan Zakaria bin Abd Rahman
Y.B. Dato' Haji Mohtar bin Nong
Y.Bhg. Dato' Haji Zakaria bin Awang
Tuan Haji Abd. Jalil bin Ali
Encik Mohamad Abdul Halim bin Ahmad

AUDIT COMMITTEE / JAWATANKUASA AUDIT

Tuan Haji Abd Jalil bin Ali
Chairman / *Pengerusi*
Y.Bhg. Dato' Haji Wan Zakaria
bin Abd Rahman
Y.Bhg. Dato' Senara Muda
(Dato' Mazlan @ Mohd Nanri Bin Hashim)
Encik Mohamad Abdul Halim bin Ahmad

NOMINATION AND REMUNERATION COMMITTEE / JAWATANKUASA PEMILIHAN DAN IMBUHAN

Y.Bhg. Dato' Senara Muda
(Dato' Mazlan @ Mohd Nanri bin Hashim)
Chairman / *Pengerusi*
Y.B. Dato' Haji Wan Hisham bin Dato' Wan Salleh
Y.Bhg. Dato' Haji Wan Zakaria
bin Abd Rahman

EXECUTIVE COMMITTEE / JAWATANKUASA EKSEKUTIF

Y.B. Dato' Haji Wan Hisham bin Dato' Wan Salleh
Chairman / *Pengerusi*
Y. Bhg. Dato' Haji Awi @ Alwi bin Said
Y.Bhg. Dato' Haji Zakaria bin Awang
Y.Bhg. Dato' Haji Wan Zakaria bin Abd Rahman

RISK MANAGEMENT STEERING COMMITTEE / JAWATANKUASA PENGURUSAN RISIKO

Encik Mohamad Abdul Halim bin Ahmad
Chairman / *Pengerusi*
Y.B. Dato' Haji Mohtar bin Nong
Y. Bhg. Dato' Haji Awi @ Alwi bin Said
Encik Badrul Hisham bin Mahari

COMPANY SECRETARIES / SETIAUSAHA-SETIAUSAHA SYARIKAT

Mr. Yeap Kok Leong
Ms. Wong Wai Foong

AUDITORS / JURUAUDIT

Messrs. Ernst & Young
Messrs. Azman Ahmad & Co.
Messrs. Arifin Ahmad & Co.

PRINCIPAL BANKERS / BANK-BANK UTAMA

CIMB Bank Berhad
Bank Islam Malaysia Berhad
Maybank Berhad

Corporate Information
maklumat korporat

SOLICITORS / *PEGUAM*

Messrs. Iza Ng Yeoh & Kit
Messrs. Radzlan Low & Partners

**REGISTERED OFFICE /
*PEJABAT BERDAFTAR***

Aras 5, Bangunan UMNO Terengganu
Lot 3224, Jalan Masjid Abidin
20100 Kuala Terengganu
Terengganu Darul Iman
Tel : 09-620 4800 Fax : 09-620 4803

REGISTRAR / *PENDAFTAR*

Tenaga Koperat Sdn Bhd
20th Floor, East Wing, Plaza Permata
Jalan Kampar Off Jalan Tun Razak
50400 Kuala Lumpur
Tel : 03-4041 6522 Fax : 03-4042 6352

**STOCK EXCHANGE LISTING /
*PENYENARAIAH BURSA SAHAM***
Bursa Malaysia Securities Berhad

**PLACE OF INCORPORATION /
*TEMPAT DIPERBADANKAN***
Malaysia

**PLANTATION DIVISION /
*BAHAGIAN PERLADANGAN***

Aras 3, Bangunan UMNO Terengganu
Lot 3224, Jalan Masjid Abidin
20100 Kuala Terengganu
Terengganu Darul Iman
Tel : 09-620 4800 Fax : 09-620 4803

HEALTHCARE DIVISION /

BAHAGIAN PENJAGAAN KESIHATAN

Aras 5, Bangunan UMNO Terengganu
Lot 3224, Jalan Masjid Abidin
20100 Kuala Terengganu
Terengganu Darul Iman
Tel : 09-620 4800 Fax : 09-620 4803

FOOD DIVISION /

BAHAGIAN PEMAKANAN

Kawasan Perindustrian Chendering
21080 Kuala Terengganu
Terengganu Darul Iman
Tel : 09-617 8387, 8389, 8390
Fax : 09-617 6690

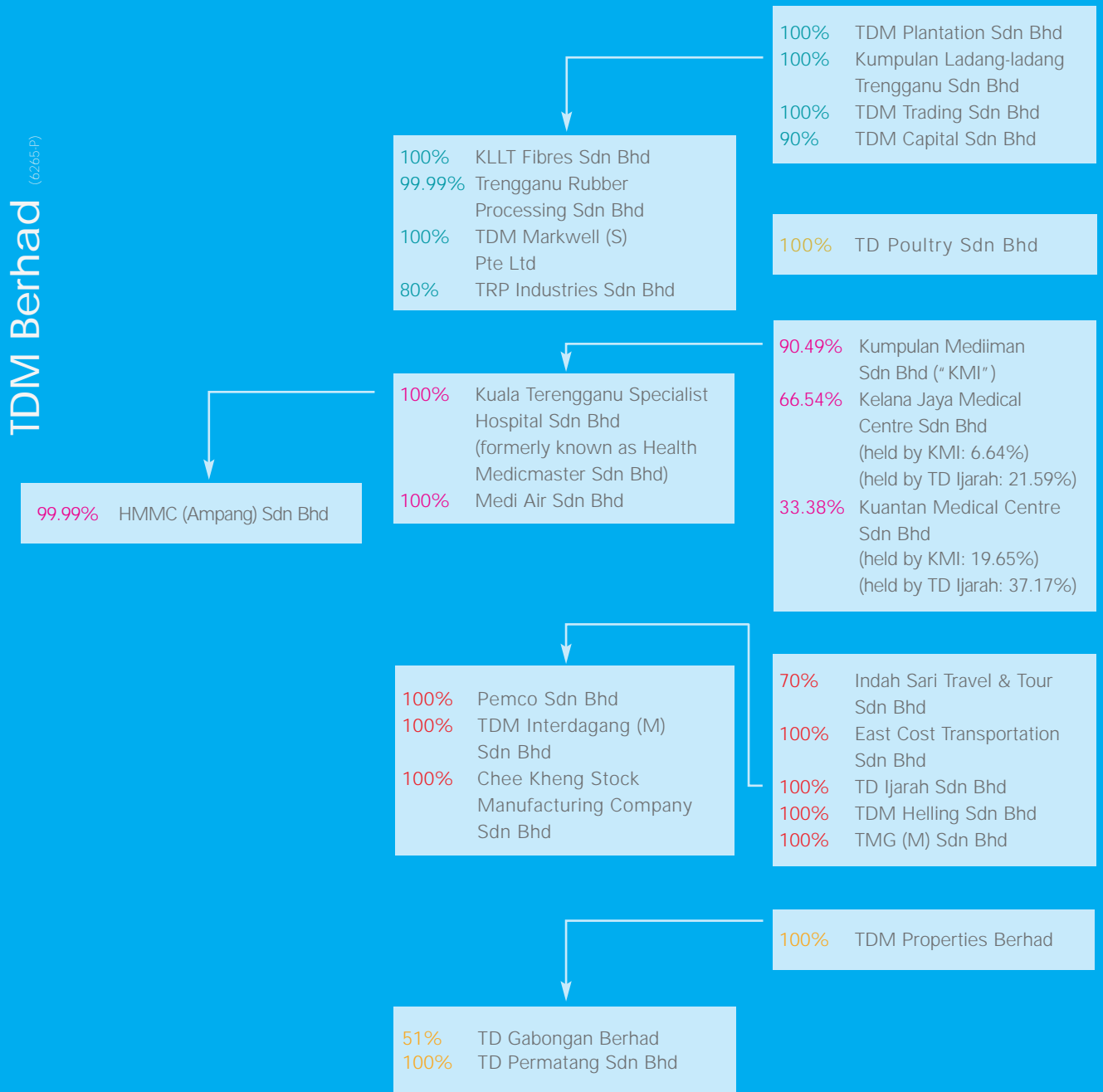
OTHER ACTIVITIES /

AKTIVITI-AKTIVITI LAIN

**COMMODITIES TRADING /
*DAGANGAN KOMODITI***

25th Floor, Menara Promet
Jalan Sultan Ismail
50250 Kuala Lumpur
Tel: 03-2148 0811
Fax: 03-2148 9900

Corporate Chart
carta korporat



Corporate Chart
carta korporat

PLANTATION

TD POULTRY

HEALTHCARE

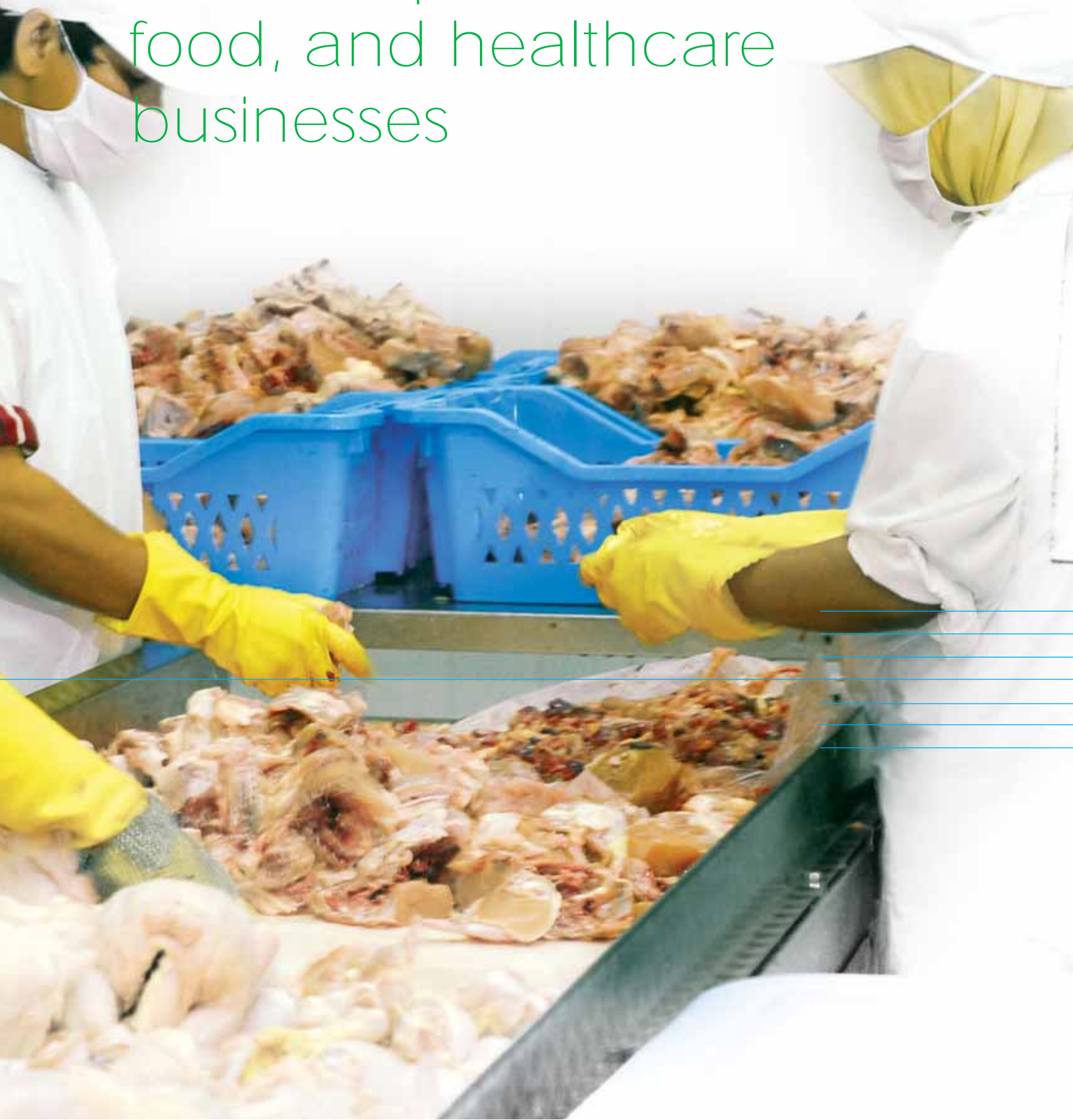
OTHER ACTIVITIES





Corporate Information

We already set up companies to
penetrate into the **plantation,
food, and healthcare
businesses**



Board of Directors

ahli lembaga pengarah



- | | |
|--|------------------------------------|
| 1. Y.B. Dato' Haji Wan Hisham bin Dato' Wan Salleh | 3. Tuan Haji Abd. Jalil bin Ali |
| 2. Y.Bhg. Dato' Haji Zakaria bin Awang | 4. Y.B. Dato' Haji Mohtar bin Nong |

Board of Directors
ahli lembaga pengarah



- | | |
|--|---|
| 1. Y.Bhg. Dato' Haji Awi @ Alwi bin Said | 3. Y.Bhg. Dato' Haji Wan Zakaria bin Abdul Rahman |
| 2. Y.B. Dato' Senara Muda (Dato' Mazlan @ Mohd Nanri bin Hashim) | 4. Encik Mohamad Abdul Halim bin Ahmad |

Director's Profile

profil pengarah

Y.B. Dato' Haji Wan Hisham bin Dato' Wan Salleh

Non-Independent
Non-Executive Director
Chairman

*Pengarah Bukan Bebas
Bukan Eksekutif
Pengerusi*

51, Malaysian /
Warganegara Malaysia

Y.B. Dato' Haji Wan Hisham Bin Dato' Wan Salleh was appointed as Chairman of the Board and a member of the Nomination and Remuneration Committee on 15 April 2004. Y.B Dato' Wan Hisham holds an honours Bachelor Degree in Economics from the University of East Anglia, Norwich, United Kingdom. His past working experiences include 25 years in the construction and property development industry and served as Chairman of GPQ Sdn. Bhd. and Director of Udabina Sdn. Bhd.

Y.B. Dato' Haji Wan Hisham currently holds the position of Chairman of the Infrastructure Development, Public Utilities and Communications Committee for the Terengganu State Government. He was also appointed as Chairman of T-Best Events Sdn Bhd and Kelab Teluk Warisan Terengganu Sdn Bhd on 27 July 2005 and 28 August 2005 respectively. T-Best Events Sdn Bhd is the event manager for the Monsoon Cup which is part of the World Match Racing Tour international sailing circuit.

Y.B. Dato' Haji Wan Hisham has no securities holdings in the Company and its subsidiaries. He has no family relationship with any other director and/or substantial shareholder of the Company nor any conflict of interest with the Company. He has not been convicted for any offences within the past ten years.

Y.B. Dato' Haji Wan Hisham telah dilantik sebagai Pengerusi Lembaga Pengarah dan ahli Jawatankuasa Pemilihan dan Imbuhan pada 15 April 2004. Y.B. Dato' Wan Hisham adalah pemegang Ijazah Sarjana Muda (Kepujian) Ekonomi dari University of East Anglia, Norwich, United Kingdom. Beliau berpengalaman di dalam industri pembinaan serta pembangunan hartanah selama 25 tahun dan merupakan Pengerusi GPQ Sdn. Bhd. dan Pengarah Udabina Sdn. Bhd.

Y.B. Dato' Haji Wan Hisham sekarang ini memegang jawatan sebagai Pengerusi Jawatankuasa Pembangunan Infrastruktur, Kemudahan Awam dan Komunikasi untuk Kerajaan Negeri Terengganu. Disamping itu, beliau juga dilantik sebagai Pengerusi T-Best Events Sdn Bhd dan Kelab Teluk Warisan Terengganu Sdn Bhd masing-masing pada 27 Julai 2005 dan 28 Ogos 2005. T-Best Events Sdn Bhd adalah pengurus acara kejohanan Piala Monsun iaitu merupakan sebahagian Kejohanan Perlumbaan Kapal Layar bertaraf Dunia yang diadakan secara tahunan di Terengganu.

Y.B. Dato' Haji Wan Hisham tidak mempunyai sebarang saham atau kepentingan di dalam Syarikat dan mana-mana Syarikat di dalam kumpulan. Beliau tiada sebarang talian kekeluargaan dengan lain-lain pengarah dan/atau pemegang saham besar Syarikat mahupun sebarang konflik kepentingan dengan Syarikat. Beliau juga tidak disabitkan dengan mana-mana kesalahan undang-undang dalam masa sepuluh tahun lepas.



Director's Profile

profil pengarah

Y. Bhg. Dato' Alwi was appointed to the Board on 27 April 2004. He holds an honours Bachelor Degree in Arts from the University of Malaya. His working experiences include, inter alia, serving as an Administration and Diplomatic Officer and Administration Officer in Felda.

In 1973, he joined KETENGAH as an Administrative Officer and remained there for 31 years holding various positions including as its Chief Executive Officer or General Manager. In KETENGAH, he was among others instrumental in the restructuring of its subsidiary companies and to this day still remains on the board of some of these companies.

Y. Bhg. Dato' Alwi has no securities holdings in the Company and its subsidiaries. He has no family relationship with any other director and/or substantial shareholder of the Company nor any conflict of interest with the Company. He has not been convicted for any offences within the past ten years.

Y. Bhg. Dato' Alwi telah dilantik sebagai ahli Lembaga Pengarah pada 27 April 2004. Beliau adalah pemegang Ijazah Sarjana Muda (Kepujian) Kesusasteraan dari Universiti Malaya. Pengalaman kerja beliau termasuk, antaranya berkhidmat sebagai Pegawai Tadbir dan Diplomatik dan Pegawai Pentadbiran, Felda.

Dalam tahun 1973, beliau menyertai KETENGAH sebagai Pegawai Tadbir dan terus berkhidmat dengan syarikat tersebut selama 31 tahun dengan memegang pelbagai jawatan termasuk sebagai Ketua Pegawai Eksekutif atau Pengurus Besar. Semasa berkhidmat dalam KETENGAH, beliau merupakan salah seorang yang membantu di dalam penstrukturan semula anak-anak syarikat KETENGAH dan sehingga kini masih kekal di dalam lembaga pengarah beberapa anak syarikat tersebut.

Y. Bhg. Dato' Alwi tidak mempunyai sebarang saham atau kepentingan di dalam Syarikat dan mana-mana Syarikat di dalam kumpulan. Beliau tiada sebarang talian kekeluargaan dengan lain-lain pengarah dan/atau pemegang saham besar Syarikat mahupun sebarang konflik kepentingan dengan Syarikat. Beliau juga tidak disabitkan dengan mana-mana kesalahan undang-undang dalam masa sepuluh tahun lepas.

Y. Bhg. Dato' Haji Awi
@ Alwi bin Said

Executive Director
Pengarah Eksekutif

59, Malaysian /
Warganegara Malaysia



Director's Profile

profil pengarah

Y. Bhg. Dato' Senara Muda
(Dato' Mazlan @ Mohd Nanri
bin Hashim)

Senior Independent
Non-Executive Director
Pengarah Bebas
Bukan Eksekutif Kanan

63, Malaysian /
Warganegara Malaysia

Y. Bhg. Dato' Senara Muda Dato' Mazlan was appointed to the Board as a Non-Independent Non-Executive Director on 8 February 2000 and reappointed as an Independent Non-Executive Director on 15 April 2004.

He also sits as Chairman of the Nomination and Remuneration Committee and became a member of the Audit Committee on 15 April 2004. Y. Bhg. Dato' Senara Muda Dato' Mazlan currently sits as an Independent Non-Executive Director on the Board of Golden Pharos Berhad. He also sits on the Board of Permodalan Terengganu Berhad. Y. Bhg. Dato' Senara Muda Dato' Mazlan holds an honours Bachelor Degree in Economics from the University of Malaya as well as a Master Degree in Public, Policy and Administration from the University of Wisconsin, United State of America. He has previously served as Principal Assistant Secretary for the Ministry of Finance, Director of the Terengganu State Economic Planning Unit, State Financial Officer for the Terengganu State and the State Secretary for the Terengganu State Government

Y. Bhg. Dato' Senara Muda Dato' Mazlan has no securities holdings in the Company and its subsidiaries. He has no family relationship with any other director and/or substantial shareholder of the Company nor any conflict of interest with the Company. He has not been convicted for any offences within the past ten years.

Y. Bhg. Dato' Senara Muda Dato' Mazlan telah dilantik sebagai Pengarah Bukan Bebas Bukan Eksekutif pada 8 Februari 2000 dan telah dilantik semula sebagai Pengarah Bebas Bukan Eksekutif pada 15 April 2004.

Beliau merupakan Pengerusi Jawatankuasa Pemilihan dan Imbuhan serta dilantik sebagai ahli Jawatankuasa Audit pada 15 April 2004. Y. Bhg. Dato' Senara Muda Dato' Mazlan juga adalah Pengarah Bebas Bukan Eksekutif Golden Pharos Berhad. Y. Bhg. Dato' Senara Muda Dato' Mazlan merupakan pemegang Ijazah Sarjana Muda (Kepujian) Ekonomi dari Universiti Malaya dan Ijazah Sarjana Awam, Polisi dan Pentadbiran dari University of Wisconsin, United States of America. Beliau sebelum ini pernah menyandang jawatan sebagai Timbalan Setiausaha Utama Kementerian Kewangan, Pengarah Unit Perancangan Ekonomi Negeri Terengganu dan Setiausaha Kerajaan Negeri Terengganu.

Y. Bhg. Dato' Senara Muda Dato' Mazlan tidak mempunyai sebarang saham atau kepentingan di dalam Syarikat dan mana-mana Syarikat di dalam kumpulan. Beliau tiada sebarang talian kekeluargaan dengan lain-lain pengarah dan/atau pemegang saham besar Syarikat mahupun sebarang konflik kepentingan dengan Syarikat. Beliau juga tidak disabitkan dengan mana-mana kesalahan undang-undang dalam masa sepuluh tahun lepas.



Director's Profile

profil pengarah

Y. Bhg. Dato' Haji Wan Zakaria was appointed to the Board on 15 April 2004. He was also appointed as a member of both the Audit Committee and the Nomination and Remuneration Committee on 15 April 2004. Apart from his directorship in several companies in TDM Group, Y. Bhg. Dato' Haji Wan Zakaria is currently the Chairman of State Farmers Association and Jasa Marine Sdn Bhd. He holds an honours Degree in Malay Studies from the University of Malaya and has previously served in the Terengganu State Civil Service, as Political Secretary to the Terengganu Chief Minister and as an Executive Committee member in the Terengganu State of Government.

Y. Bhg. Dato' Haji Wan Zakaria has no securities holdings in the Company and its subsidiaries. He has no family relationship with any other director and/or substantial shareholder of the Company nor any conflict of interest with the Company. He has not been convicted for any offences within the past ten years.

Y. Bhg. Dato' Haji Wan Zakaria telah dilantik sebagai ahli Lembaga Pengarah pada 15 April 2004. Beliau juga telah dilantik sebagai ahli Jawatankuasa Audit dan ahli Jawatankuasa Pemilihan dan Imbuhan pada 15 April 2004. Selain memegang jawatan sebagai Pengarah beberapa Syarikat didalam kumpulan TDM, Y. Bhg. Dato' Haji Wan Zakaria juga merupakan Pengerusi State Farmers Association dan Jasa Marine Sdn Bhd.

Y. Bhg. Dato' Haji Wan Zakaria memiliki Ijazah Sarjana Muda (Kepujian) Kesusasteraan Melayu dari Universiti Malaya dan pernah berkhidmat dalam Perkhidmatan Awam Kerajaan Terengganu sebagai Setiausaha Politik kepada Menteri Besar Terengganu dan ahli Jawatankuasa Eksekutif Kerajaan Negeri Terengganu.

Y. Bhg. Dato' Haji Wan Zakaria tidak mempunyai sebarang saham atau kepentingan di dalam Syarikat dan mana-mana Syarikat di dalam kumpulan. Beliau tiada sebarang talian kekeluargaan dengan lain-lain pengarah dan/atau pemegang saham besar Syarikat mahupun sebarang konflik kepentingan dengan Syarikat. Beliau juga tidak disabitkan dengan mana-mana kesalahan undang-undang dalam masa sepuluh tahun lepas.

Y. Bhg. Dato' Haji Wan Zakaria
bin Abdul Rahman

Independent
Non-Executive Director
Pengarah Bebas Bukan Eksekutif

63, Malaysian /
Warganegara Malaysia



Director's Profile

profil pengarah

Y.B. Dato' Haji Mohtar bin Nong

Non-Independent
Non-Executive Director
*Pengarah Bukan Bebas
Bukan Eksekutif*

53, Malaysian /
Warganegara Malaysia

Y.B. Dato' Haji Mohtar Nong was appointed to the Board as Non-Independent Non-Executive Director on 29 September 2004.

Y.B. Dato' Haji Mohtar Nong currently sits as a Director on the Board of Permodalan Terengganu Berhad, Wellcall Holding Berhad and Astino Berhad.

He holds an honours Bachelor Degree in Economy from University Kebangsaan Malaysia and a Master in Business Administration from Dubuque University, Iowa, USA.

He joined the Terengganu State Government in 1978 holding various position including as the General Manager for Yayasan Pembangunan Usahawan Terengganu in year 2000. He is currently the State's Secretary of Terengganu.

Y.B. Dato' Haji Mohtar Nong has no securities holdings in the Company and its subsidiaries. He has no family relationship with any other director and/or substantial shareholder of the Company nor any conflict of interest with the Company. He has not been convicted for any offences within the past ten years.

Y.B. Dato' Haji Mohtar Nong telah dilantik sebagai ahli Lembaga Pengarah Bukan Bebas Bukan Eksekutif pada 29 September 2004. Beliau juga merupakan ahli Lembaga Pengarah Permodalan Terengganu Berhad, Wellcall Holding Berhad dan Astino Berhad.

Y.B. Dato' Haji Mohtar Nong memperolehi Ijazah Sarjana Muda (Kepujian) Ekonomi dari Universiti Kebangsaan Malaysia dan Ijazah Sarjana Pengurusan Perniagaan dari Dubuque University, Iowa, Amerika Syarikat.

Beliau mula berkhidmat di dalam Kerajaan Negeri Terengganu pada tahun 1978 dan telah memegang pelbagai jawatan termasuk sebagai Pengurus Besar Yayasan Pembangunan Usahawan Terengganu dalam tahun 2000. Beliau kini merupakan Setiausaha Kerajaan Negeri Terengganu.

Y.B. Dato' Haji Mohtar Nong tidak mempunyai sebarang saham atau kepentingan di dalam Syarikat dan mana-mana Syarikat di dalam kumpulan. Beliau tiada sebarang talian kekeluargaan dengan lain-lain pengarah dan/atau pemegang saham besar Syarikat mahupun sebarang konflik kepentingan dengan Syarikat. Beliau juga tidak disabitkan dengan mana-mana kesalahan undang-undang dalam masa sepuluh tahun lepas.



Director's Profile
profil pengarah

Y.Bhg. Dato' Haji Zakaria was appointed to the Board on 15 April 2004. He also holds the position of General Manager of Terengganu State Economic Development Corporation. Y. Bhg. Dato' Haji Zakaria holds an honours Bachelor Degree in Social Science (Economics) and his working experiences include serving as Assistant Director of the Terengganu State Economic Planning Unit (UPEN), Managing Director of Pesama Timber Corporation (a subsidiary of PMINT) and Executive Director of GPQ Sdn. Bhd. (a subsidiary of PMINT).

Dato' Haji Zakaria has no securities holdings in the Company and its subsidiaries. He has no family relationship with any other director and/or substantial shareholder of the Company nor any conflict of interest with the Company. He has not been convicted for any offences within the past ten years.

Y. Bhg. Dato' Haji Zakaria telah dilantik sebagai ahli Lembaga Pengarah pada 15 April 2004. Beliau turut menyandang jawatan sebagai Pengurus Besar Perbadanan Memajukan Iktisad Negeri Terengganu ("PMINT"). Y. Bhg. Dato' Haji Zakaria memiliki Ijazah Sarjana Muda (Kepujian) Sains Sosial (Ekonomi) serta mempunyai pengalaman kerja yang luas termasuk berkhidmat sebagai Timbalan Pengarah Unit Perancangan Ekonomi Negeri Terengganu ("UPEN"), Pengarah Urusan di Pesama Timber Corporation (anak syarikat PMINT) dan Pengarah Eksekutif GPQ Sdn. Bhd. (anak syarikat PMINT).

Y. Bhg. Dato' Haji Zakaria tidak mempunyai sebarang saham atau kepentingan di dalam Syarikat dan mana-mana Syarikat di dalam kumpulan. Beliau tiada sebarang talian kekeluargaan dengan lain-lain pengarah dan/atau pemegang saham besar Syarikat mahupun sebarang konflik kepentingan dengan Syarikat. Beliau juga tidak disabitkan dengan mana-mana kesalahan undang-undang dalam masa sepuluh tahun lepas.

Y. Bhg. Dato' Haji Zakaria
bin Awang

Non Independent
Non-Executive Director
*Pengarah Bukan Bebas
Bukan Eksekutif*

54, Malaysian /
Warganegara Malaysia



Director's Profile

profil pengarah

Tuan Haji Abd. Jalil bin Ali

Independent
Non-Executive Director
Pengarah Bebas Bukan Eksekutif

67, Malaysian /
Warganegara Malaysia

Tuan Haji Abd. Jalil Ali, a chartered accountant, was appointed to the Board of Directors on 28 January 2003 and currently sits as Chairman of the Audit Committee. Tuan Haji Abd. Jalil Ali is a member of the Malaysian Institute of Accountants (MIA) and the Malaysian Institute of Certified Public Accountants (MICPA). His working experiences include serving as an Accountant in the Terengganu State Economic Development Corporation, an Accountant in Malayawata Steel Berhad and is currently in public practice.

Tuan Haji Abd. Jalil Ali has no securities holdings in the Company and its subsidiaries. He has no family relationship with any other director and/or substantial shareholder of the Company nor any conflict of interest with the Company. He has not been convicted for any offences within the past ten years.

Tuan Haji Abd. Jalil Ali telah dilantik sebagai ahli Lembaga Pengarah pada 28 Januari 2003 dan turut memegang jawatan sebagai Pengerusi Jawatankuasa Audit. Tuan Haji Abd. Jalil merupakan ahli Institut Perakaunan Malaysia ("MIA") dan Malaysian Institute of Certified Public Accountants (MICPA). Pengalaman kerja beliau termasuk berkhidmat sebagai Akauntan di Perbadanan Memajukan Ekonomi Negeri Terengganu, Akauntan di Malayawata Steel Berhad dan kini didalam praktis awam.

Tuan Haji Abd. Jalil Ali tidak mempunyai sebarang saham atau kepentingan di dalam Syarikat dan mana-mana Syarikat di dalam kumpulan. Beliau tiada sebarang talian kekeluargaan dengan lain-lain pengarah dan/atau pemegang saham besar Syarikat mahupun sebarang konflik kepentingan dengan Syarikat. Beliau juga tidak disabitkan dengan mana-mana kesalahan undang-undang dalam masa sepuluh tahun lepas.



Director's Profile
profil pengarah

Encik Mohamad Abdul Halim Bin Ahmad was appointed to the Board as Independent Non-Executive Director on 22 November 2004. He also sits as a member of the Audit Committee since 21 February 2005.

Encik Mohamad Abdul Halim Bin Ahmad currently sits on the Board of Saujana Consolidated Berhad and Group. He is a member of the Malaysian Accounting Standards Board.

Encik Mohamad Abdul Halim Bin Ahmad holds a First Class Honours Degree in Civil Engineering from Imperial College, University of London as well as an Associateship of the City & Guilds Institute (ACGI) and is a member of the Institute of Chartered Accountants of England & Wales and the Malaysian Institute of Accountants.

He has previously served Arthur Andersen & Co. (London Office) as Audit Trainee in 1982 and qualified as a Chartered Accountant (ACA) in 1985. He was transferred to Arthur Andersen & Co.'s Kuala Lumpur Office in 1986. In 1987, he joined Amanah Merchant Bank Berhad as its Senior Manager, Finance before joining Landmarks Berhad as the General Manager of Finance in 1988.

He was appointed as Managing Director of Saujana Resort (M) Bhd in December 1990, as Finance Director of Landmarks Berhad in August 1991 and as Managing Director of Teluk Datal Resorts Sdn Bhd and its subsidiaries in October the same year.

He served as Managing Director of Landmarks Berhad in 1996-2005 and was formerly the Managing Director of CapitaLand Amanah Pte Ltd (a member of CapitaLand).

He currently serves as the Group Chief Executive Officer of Peremba (Malaysia) Sdn Bhd.

Encik Mohamad Abdul Halim has no securities holdings in the Company and its subsidiaries. He has no family relationship with any other director and/or substantial shareholder of the Company nor any conflict of interest with the Company. He has not been convicted for any offences within the past ten years.

**Encik Mohamad Abdul Halim
bin Ahmad**

Independent
Non-Executive Director
Pengarah Bebas Bukan Eksekutif

47, Malaysian /
Warganegara Malaysia



Director's Profile

profil pengarah

Encik Mohamad Abdul Halim telah dilantik sebagai ahli Lembaga Pengarah Bebas Bukan Eksekutif pada 22 November 2004. Beliau juga adalah ahli Jawatankuasa Audit sejak 21 Februari 2005.

Encik Mohamad Abdul Halim merupakan ahli Lembaga Pengarah Saujana Consolidated Berhad dan Kumpulan. Beliau juga adalah ahli Lembaga Piawaian Perakaunan Malaysia.

Encik Mohamad Abdul Halim berkelulusan Ijazah Sarjana Kelas Pertama Kepujian Kejuruteraan Awam dari Imperial College, University of London serta memiliki Keahlian Bersekutu, City & Guilds Institute ("ACGI") disamping merupakan ahli Institute of Chartered Accountants of England & Wales dan Institut Perakaunan Malaysia (MIA).

Beliau sebelum ini pernah berkhidmat di Arthur Andersen & Co. (Cawangan London) sebagai Pelatih Audit dalam tahun 1982 dan berkecualan sebagai Akauntan Bertauliah pada tahun 1985. Pada tahun 1986, beliau telah ditukarkan untuk berkhidmat di Arthur Andersen & Co. Kuala Lumpur. Seterusnya dalam tahun 1987, beliau menyertai Amanah Merchant Bank Berhad sebagai Pengurus Kanan, Kewangan sebelum menyandang jawatan Pengurus Besar Kewangan Landmarks Berhad pada tahun 1988.

Beliau juga pernah dilantik sebagai Pengarah Urusan Saujana Resort (M) Bhd dalam bulan Disember 1990, memegang jawatan Pengarah Kewangan Landmarks Berhad pada bulan Ogos 1991 dan kemudiannya dilantik sebagai Pengarah Urusan Teluk Datai Resorts Sdn Bhd dan syarikat-syarikat anak pada bulan Oktober dalam tahun yang sama.

Dari tahun 1996 hingga 2005, beliau telah berkhidmat sebagai Pengarah Urusan Landmarks Berhad serta turut memegang jawatan yang sama di CapitaLand Amanah (Pte Ltd) (syarikat ahli CapitaLand) sebelumnya.

Beliau kini merupakan Ketua Pegawai Eksekutif Kumpulan Paremba (Malaysia) Sdn Bhd.

Encik Mohamad Abdul Halim tidak mempunyai sebarang saham atau kepentingan di dalam Syarikat dan mana-mana Syarikat di dalam kumpulan. Beliau tiada sebarang talian kekeluargaan dengan lain-lain pengarah dan/atau pemegang saham besar Syarikat mahupun sebarang konflik kepentingan dengan Syarikat. Beliau juga tidak disabitkan dengan mana-mana kesalahan undang-undang dalam masa sepuluh tahun lepas.

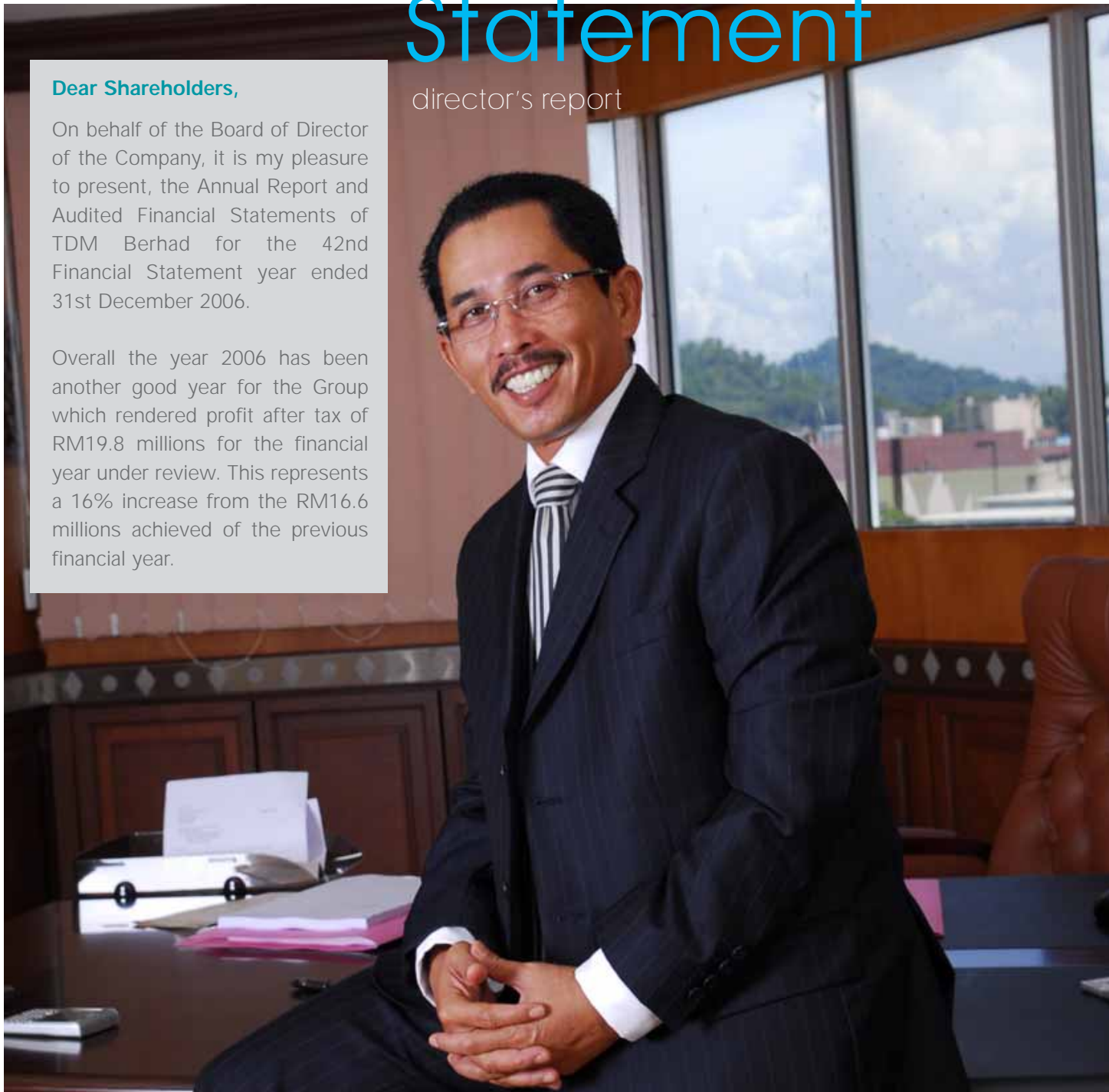
Chairman Statement

director's report

Dear Shareholders,

On behalf of the Board of Director of the Company, it is my pleasure to present, the Annual Report and Audited Financial Statements of TDM Berhad for the 42nd Financial Statement year ended 31st December 2006.

Overall the year 2006 has been another good year for the Group which rendered profit after tax of RM19.8 millions for the financial year under review. This represents a 16% increase from the RM16.6 millions achieved of the previous financial year.



Chairman Statement



Plantation Division

Plantation Division recorded a profit of RM16.1 million compare to RM17 million in year 2005. The slight decrease recorded due to drop in yield and 3% decrease in revenue for the year.

However, there was an increase in the average price of CPO for the year 2006. The price achieved for the year was RM1,500 per metric tonne as compared to RM1,404 per metric tonne in 2005, which represents an increase at 7%. This improvement has helped mitigate on the decline in the yield for the year 2006.

In 2006, the productivity of FFB production has actually decreased. The yield has deteriorated by about 8% in 2006 from 16.63 metric tonne to 15.33 metric tonne per hectares in 2005 and 2006 respectively. In 2006, the production of FFB was 459,870 metric tonne, meanwhile in 2005 the production was 490,222 metric tonne, respectively a decrease of 7%. The decrease in due to anticipated FFB cyclical factors.

Chairman Statement



Food Division

Food Division of the Group now is concentrated mainly on its integrated poultry farming. In year 2006, the division further recorded a loss of RM4.5 million in year 2006 compare to RM0.7 million in year 2005. This is mainly due to increase in chicken feed cost and provision on impairment of assets and doubtful debts. Efforts and measures are being made to turn division into a profitable one. Meanwhile during the financial year under review the division has lower day old chick production from an average of 350,000 in 2005 to 264,000 chicks per month in 2006. The decrease is due to change in sales strategy since lower demand for day old chick throughout the year.

Chairman Statement



Healthcare Division

As I mentioned in the last annual report, new hospital at Kuala Terengganu has been in full operation. The Healthcare Division now operates with three hospitals. In year 2006, the revenue for the division increased by 22% from RM24 million to RM31 million in the year 2005 and 2006 respectively. The division continued to make loss for the year amounting to RM0.9 million mainly due to opening of the new hospital. However, improvement noted mainly at two older hospitals where increased efficiency and greater efforts towards better customer satisfaction and quality improvements are in place. Besides that, broader medical specialists' services have been introduced during the year with anticipated positive market response.

Chairman Statement

Employees Welfare

Fundamental changes has been identified including the investment towards enhancement of staff overall welfare. To ensure continued quality performance and sustainable business, and recognising that employees play a key role in this, the Group has focused on its investment in the improving the skills and competencies of its people. The Group has provided more in-house and external training programmes in year 2006 and has emphasis on specialized management training scheme such as 'Six Sigma' program and occupational safety and health of its employees at work. Housing facilities in the plantation has been improved appropriately with adequate amenities. As recognition for the contribution of its employees, the Group has reward them in various forms including competitive remuneration package, annual performance bonus and increment. With the implementation of the above changes, results are being achieved and I am confident more positive outcome achievable in years to come.

Dividends

The Board of Directors is pleased to recommend for shareholders approval at the forthcoming 42nd Annual General Meeting, final dividend of 2 sen net per ordinary share payable on 03 September 2007.

Corporate Governance

During the year compliance towards good corporate governance has been strengthened with greater commitment towards guiding principles as stated in Statement of Corporate Governance (Pages32) and Statement of Internal Controls (Pages 51). An addition to this is the successful completion of formalisation of risk management framework exercise throughout the Group in year 2006.

The Company and its subsidiaries, Directors and Management were not sanctioned and had no penalty imposed by any relevant regulatory authorities during the year.

Out Look in Year 2007

The Group will continue to concentrate on the three (3) main divisions, mainly plantation, healthcare and food and look for opportunities to further expand these divisions through improvement in productivity and cost efficiency.

The Plantation Divisions will continue to be the core business of TDM Berhad and with the continued improvement in the production and cost efficiency and together with the increasing trend of Crude Palm Oil price, profitability of plantation is expected to improve. Further expansion has been planned through acquisition of land interactively or through joint ventures.

Overall, year 2007 is expected to show improvement and better results to that of year 2006 while further enhancing the shareholders value and wealth.

Acknowledgements

On highest of the Board, I would like to express our gratitude and thanks to our management and staffs who has worked so hard and so diligently to improve the Company.

I would also like to take this opportunity to thank the shareholders, associates, Terengganu State Government authorities and other stakeholders, for their continued understanding, support, and confidence in the Group.



penyata pengerusi***Kepada Pemegang-pemegang saham***

Bagi pihak Lembaga Pengarah, saya dengan berbesar hati mempersembahkan Laporan Tahunan dan Penyata Kewangan Syarikat untuk tahun kewangan yang ke-42 berakhir pada 31 Disember 2006.

Keseluruhannya tahun 2006 adalah merupakan tahun pencapaian yang memberangsangkan bagi Kumpulan yang telah memperolehi keuntungan selepas cukai RM19.8 juta pada tahun kewangan semasa. Ini menunjukkan berlakunya peningkatan sebanyak 16% dari RM16.6 juta keuntungan yang telah dicapai pada tahun sebelumnya.

Bahagian Perladangan

Bahagian Perladangan telah merekodkan keuntungan sebanyak RM16.1 juta pada tahun 2006 berbanding RM17 juta pada tahun 2005. Pengurangan ini adalah disebabkan pengurangan dalam hasil dan 3% penurunan dalam jualan pada tahun tersebut.

Walaupun bagaimanapun, terdapat peningkatan harga Minyak Sawit Mentah (MSM) pada tahun 2006. Harga MSM yang dicapai pada tahun 2006 ialah RM1,500 setan metrik berbanding RM1,404 setan metrik pada tahun 2005, iaitu peningkatan sebanyak 7%. Peningkatan ini dapat membantu mengurangkan kejatuhan pengeluaran Buah Tandan Segar (BTS).

Pada tahun 2006 produktiviti pengeluaran BTS pada dasarnya telah jatuh. Hasil telah menurun sebanyak 8% pada tahun 2006, iaitu daripada 16.63 tan metrik kepada 15.33 tan metrik per hektar masing-masing pada tahun 2005 dan 2006. Bagi tahun 2006, pengeluaran BTS adalah sebanyak 459,870 tan metrik manakala pengeluaran pada tahun 2005 pula adalah sebanyak 490,222 tan metrik, iaitu penurunan sebanyak 7%. Penurunan ini adalah disebabkan faktor pusingan BTS.



penyata penggerusi

Bahagian Pemakanan

Bahagian Pemakanan Kumpulan kini keseluruhannya tertumpu kepada penternakan ayam bersepadu. Dalam tahun 2006, TDP terus mencatatkan kerugian daripada RM0.7 juta pada tahun 2005 kepada RM4.5 juta pada tahun 2006. Antara faktor-faktor peningkatan ini adalah disebabkan kos makanan ayam dan peruntukan tambahan susutnilai ke atas aset-aset dan hutang ragu. Pelbagai usaha dan langkah-langkah sewajarnya terus diambil bagi menjadikan TDP sebuah syarikat yang mampu meraih keuntungan. Manakala bagi tahun kewangan semasa, TDP juga telah mencatatkan penurunan di dalam pengeluaran Anak Ayam dari 350,000 ekor pada tahun 2005 kepada 264,000 ekor pada tahun 2006. Penurunan ini disebabkan oleh perubahan dari segi strategi jualan di mana permintaan keatas anak ayam adalah rendah sepanjang tahun.

penyata pengerusi

Bahagian Penjagaan Kesihatan

Seperti yang telah saya maklumkan dalam laporan tahunan yang lalu, hospital baru di Kuala Terengganu telah beroperasi sepenuhnya. Kini, Bahagian Penjagaan Kesihatan beroperasi dengan tiga hospital. Pada tahun 2006, hasil untuk bahagian ini telah meningkat sebanyak 22% daripada RM24 juta kepada RM31 juta pada tahun 2005 dan 2006. Bahagian ini terus mencatatkan kerugian pada tahun semasa berjumlah RM0.9 juta yang disebabkan oleh pembukaan hospital baru. Walaubagaimanapun, kemajuan telah di kenalpasti di dua hospital yang sedia ada di mana peningkatan kecekapan dan usaha-usaha ke arah mencapai kepuasan pelanggan yang lebih baik dan peningkatan kualiti telah dicapai. Tambahan pula, pada tahun yang sama penambahan perkhidmatan bidang pakar perubatan telah diperkenalkan dengan harapan mendapat respon positif dari pasaran.



penyata pengerusi

Kebajikan Kakitangan

Perubahan asas telah dikenal pasti termasuk pelaburan ke arah peningkatan kebajikan kakitangan yang menyeluruh. Bagi menjamin prestasi kualiti yang berterusan dan kemantapan perniagaan dan mengiktiraf kepentingan peranan kakitangan, Kumpulan telah menumpukan pelaburannya ke arah peningkatan kemahiran-kemahiran dan kecekapan-kecekapan terhadap kakitangannya. Sepanjang tahun 2006, Kumpulan telah menyediakan lebih banyak program latihan dalaman dan luaran dengan perhatian diberi pada skim latihan pengurusan yang mengkhusus seperti program 'Six Sigma' dan aspek keselamatan dan kesihatan kakitangan di tempat kerja. Kemudahan-Kemudahan perumahan di kawasan perladangan telah ditingkatkan dengan kemudahan-kemudahan yang mencukupi. Sebagai pengiktirafan terhadap sumbangan kakitangan-kakitangan, Kumpulan telah memberi ganjaran kepada mereka dalam pelbagai bentuk termasuk pakej gaji yang kompetitif, bonus prestasi dan kenaikan tahunan. Dengan pelaksanaan perubahan-perubahan di atas, keputusannya sedang dicapai dan saya berkeyakinan hasil yang lebih positif dapat dicapai di tahun-tahun akan datang.

Dividen

Pihak Lembaga Pengarah, dengan sukacitanya mengesyorkan, untuk mendapatkan keizinan para pemegang saham pada Mesyuarat Agung Tahunan ke-42 yang akan datang, dividen akhir sebanyak 2 sen bersih setiap saham biasa yang akan dibayar pada 03 September 2007.

Pengurusan Koperat

Pada tahun semasa, pematuhan ke arah pengurusan koperat yang baik telah dipertingkatkan dengan komitmen yang lebih terhadap panduan prinsip-prinsip yang tercatat di Penyata Tadbir Urus Korporat (Halaman 38) dan Penyata Kawalan Dalaman (Halaman 53). Tambahan kepada ini, projek formalisasi rangka kerja pegurusan risiko telah dijalankan dengan jayanya di seluruh kumpulan dalam tahun 2006.

Syarikat dan anak-anak syarikat, Para Pengarah dan Pengurusan tidak terdapat sebarang sekatan dan denda yang dikenakan oleh pihak berkuasa pantauan yang berkaitan dalam tahun semasa.

Hala Tuju Tahun 2007

Kumpulan akan memberi penumpuan kepada 3 bahagian penting iaitu Bahagian Perladangan, Bahagian Penjagaan Kesihatan dan Bahagian Pemakanan seterusnya meninjau peluang-peluang yang mampu mengembangkan lagi ketiga-tiga bahagian ini melalui peningkatan pengeluaran dan keberkesanan kos.

Bahagian Perladangan akan terus kekal sebagai perniagaan teras TDM Berhad dan dengan peningkatan berterusan di dalam kecekapan kos pengeluaran dan dengan peningkatan kecenderungan harga MSM, maka keuntungan perladangan dijangka akan meningkat. Selanjutnya rancangan untuk mengembangkan bahagian perladangan adalah melalui pembelian tanah-tanah secara interaktif ataupun secara usahasama.

Secara keseluruhannya, tahun 2007 diharapkan dapat mempamerkan kejayaan yang lebih cemerlang berbanding tahun 2006, seterusnya meningkatkan nilai pemegang-pemegang saham.

Rakaman Ucapan Penghargaan dan Terima Kasih

Bagi pihak Lembaga Pengarah, sukacita saya merakamkan ucapan penghargaan dan terima kasih kepada pengurusan dan semua kakitangan yang telah berusaha gigih dan tekun dalam memperbaiki prestasi Syarikat.

Saya juga ingin mengambil kesempatan ini untuk mengucap ribuan terima kasih ke atas pemegang saham, sekutu-sekutu, pihak berkuasa Kerajaan Negeri Terengganu dan pihak-pihak berkaitan yang lain untuk pemahaman, sokongan dan keyakinan berterusan mereka terhadap Kumpulan.

penyata pengerusi



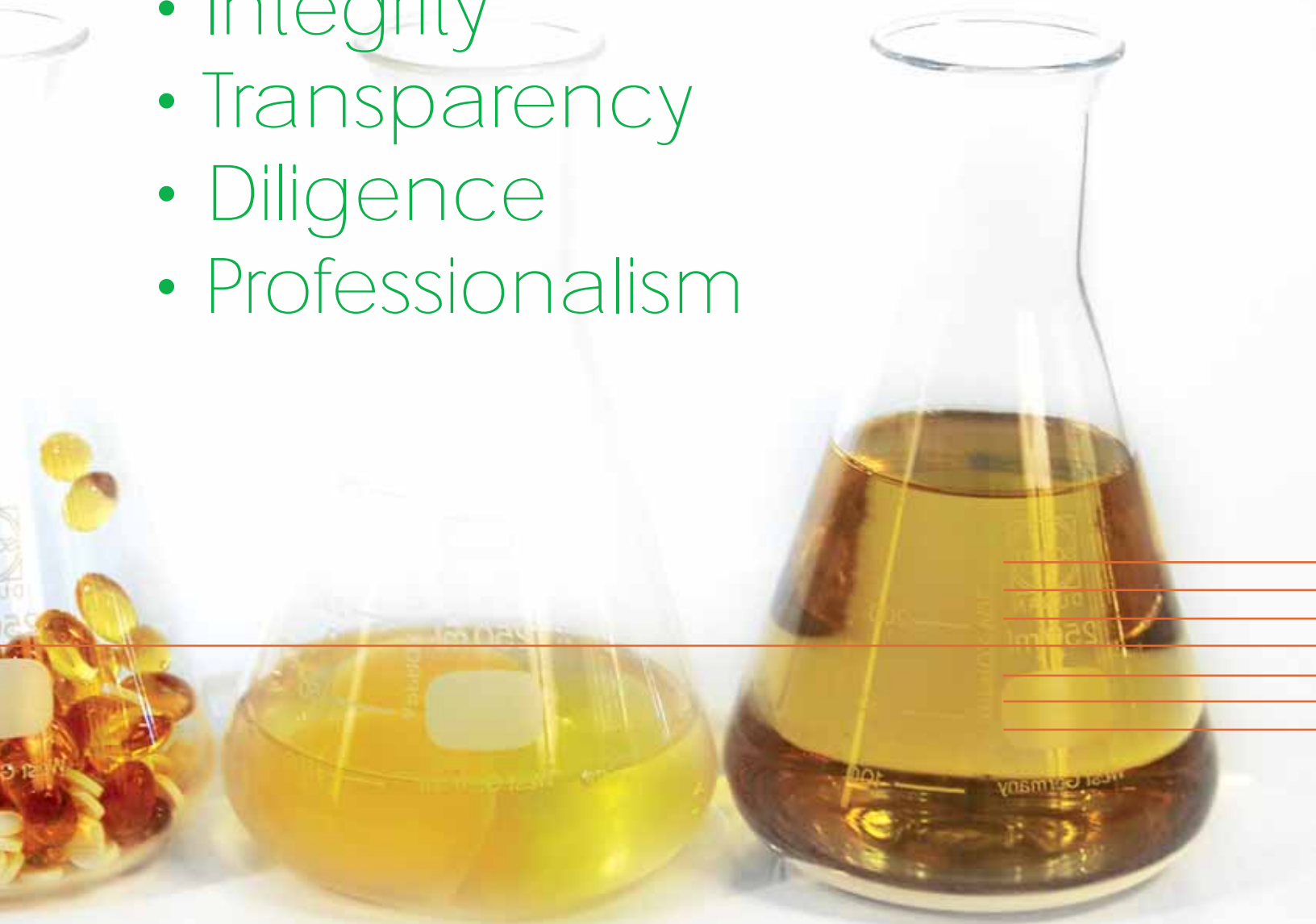
Corporate governance



TDM shall endeavor to fulfill its role as a responsible corporate citizen and enhancer of wealth for its shareholders.

The tools...

- Integrity
- Transparency
- Diligence
- Professionalism



Statement on Corporate Governance

The Board of Directors fully supports the recommendations of the Malaysia Code on Corporate Governance ("Code") which sets out the broad principles for good corporate governance and best practices for listed companies to ensure that good corporate governance is practiced throughout the Group to effectively discharge its responsibilities to safeguard shareholders' investments and enhance shareholders' value.

The following principle statements outline the application of the principles of Corporate Governance by the Group.

A. DIRECTORS

The Board of Directors

The Board has overall responsibility for the strategic direction of the Group. All Board members bring an independent judgment to bear on issues of strategy, performance, resources, standard of conduct and ensuring the existence of appropriate processes and internal controls to identify and manage risks.

The Board meets regularly to review corporate strategies, operations and performance of business units within the Group. During the financial year ended 31 December 2006, nine (9) Board meetings were held. The record of attendance is as follows:

Directors	Attendance	%
Y.B. Dato' Haji Wan Hisham bin Dato' Wan Salleh (appointed on 15 April 2004)	9/9	100
Y. Bhg. Dato' Haji Awi @ Alwi bin Said (appointed on 27 April 2004)	9/9	100
Y. Bhg. Dato' Senara Muda (Dato' Mazlan @ Mohd Nanri bin Hashim) (appointed on 8 February 2000)	9/9	100
Y. Bhg. Dato' Haji Wan Zakaria bin Abd Rahman (appointed on 15 April 2004)	8/9	89
Y.B. Dato' Haji Mohtar bin Nong (appointed on 29 September 2004)	9/9	100
Tuan Haji Abd. Jalil bin Ali (appointed on 28 January 2003)	9/9	100
Y. Bhg. Dato' Haji Zakaria bin Awang (appointed on 15 April 2004)	9/9	100
Encik Mohamad Abdul Halim bin Ahmad (appointed on 22 November 2004)	5/9	56

Board balance

The Board currently has eight (8) members, comprising four (4) Independent Non-Executive Directors, three (3) Non-Independent Non-Executive Directors, and one (1) Executive Director. The Chairman is a Non-Independent Non-Executive Director.

The Directors bring a wide range of business and financial experience relevant to the direction and objectives of the Group in achieving the vision of the Company.

A clear division of responsibility between the Chairman and Executive Director exists to ensure a balance of power and authority.

Statement on Corporate Governance

The composition of the Board is further balanced by the presence of Independent Non-Executive Directors. The role of these Independent Non-Executive Directors are particularly important in ensuring that the strategies proposed by the management are fully discussed and evaluated, having considered the long term interests of stakeholders. The Board is satisfied with the Board's composition in respect of representation of minority shareholders with the Independent Directors.

Y. Bhg. Dato' Senara Muda (Dato' Mazlan @ Mohd Nanri bin Hashim) is the Senior Independent Non-Executive Director of the Board to whom concerns may be conveyed.

A brief description of the background of each Director is presented on pages 10 to 17.

Supply of information

The Board has unrestricted access to timely and accurate information to discharge their responsibilities and duties.

The Executive Director keeps the Board informed on a timely basis, of all material matters affecting the Group's performance and major developments within the Group.

The Board Chairman ensures that the meeting agenda is designed to meet the Board's objectives and that all the Directors have complete and timely access to all relevant information.

The Directors are given the Board Papers prior to Board meetings to ensure that they have sufficient time to peruse the documents and obtain any clarification or explanation before and during the meetings.

All Directors have access to the advice of the Company Secretaries. The Board may take independent advice for the matters reserved specifically for the Board decision, at the Company's expense in the furtherance of their duties.

Appointment to the Board

Nomination and Remuneration Committee has been given the responsibilities by the Board to recommend new appointments to the Board. The Company Secretary ensures that all the appointments are properly made, all necessary information is obtained, and all legal and regulatory requirements are met.

Directors' Training

All directors have completed their Mandatory Accreditation Programme ("MAP") as prescribed by Bursa Securities. The Directors will continue to undergo relevant programs and seminars to further enhance their knowledge to enable them to discharge their duties and responsibilities more effectively. All the Directors (if applicable) have met the prescribed Continuous Education Programme ("CEP") of clocking at least 72 CEP points for continuous education on or before 31 December 2006, the extended deadline given by Bursa Securities.

Board Committees

In order to enhance business and operational efficiency, the Board has delegated certain responsibilities to the Board Committees, i.e. Audit Committee, Nomination and Remuneration Committee, Executive Committee and Risk Management Committee.

The outcome of these meetings is reported to the Board by various Committees' Chairman for further deliberation and decision making in the Board meeting.

Statement on Corporate Governance

(a) Audit Committee

The Audit Committee has four (4) members comprising of all the Independent Non-Executive Directors.

- Tuan Haji Abd Jalil bin Ali (Chairman)
- Y. Bhg. Dato' Haji Wan Zakaria bin Abd Rahman
- Y. Bhg. Dato' Senara Muda (Dato' Mazlan @ Mohd Nanri bin Hashim)
- Encik Mohamad Abdul Halim bin Ahmad

The Audit Committee is responsible to review and investigate any matters within its Terms of Reference. In order to discharge its duties, it gathers information from Director or staff and seeks professional advice when necessary.

(b) Nomination and Remuneration Committee

The Nomination and Remuneration Committee has three (3) members comprising of two Independent Non-Executive Directors and one Non-Independent Non-Executive Director.

- Y. Bhg. Dato' Senara Muda (Dato' Mazlan @ Mohd Nanri bin Hashim) (Chairman)
- Y.B. Dato' Haji Wan Hisham bin Dato' Wan Salleh
- Y. Bhg. Dato' Haji Wan Zakaria bin Abd Rahman

The Committee makes recommendations on all new appointments to the Board, determines the remuneration of Executive and Non-Executive Directors, reviews the structure, size, balance and effectiveness of the Board as a whole and also the contribution of each director, recommends to the Board the re-election of the retiring Board members.

(c) Executive Committee

The Executive Committee has four (4) members comprising one Independent Non-Executive Director, one Executive Director and two Non-Independent Non-Executive Directors.

- Y.B. Dato' Haji Wan Hisham bin Dato' Wan Salleh (Chairman)
- Y. Bhg. Dato' Haji Awi @ Alwi Bin Said
- Y. Bhg. Dato' Haji Zakaria Bin Awang
- Y. Bhg. Dato' Haji Wan Zakaria bin Abd Rahman

The Committee is responsible to review, oversee and evaluate the business affairs of the group and makes its recommendations to the Board.

Generally, the Executive Committee is empowered by the Board to review, consider and approve within its limit any proposal put forth by the Management of TDM Berhad and its subsidiaries in areas of new venture, capital investment, annual budget, purchasing of supplies and awarding work contracts.

Statement on Corporate Governance

(d) Risk Management Steering Committee

The Risk Management Steering Committee has four (4) members comprising one Independent Non-Executive Director, one Non-Independent Non-Executive Director, one Executive Director and a Group General Manager.

- Encik Mohamad Abdul Halim bin Ahmad (Chairman)
- Y. B. Dato' Haji Mohtar bin Nong
- Y. Bhg. Dato' Haji Awi @ Alwi bin Said
- Encik Badrul Hisham bin Mahari

The Committee is responsible for ensuring that the corporate risks are properly managed and will require evidence that risk is being managed, and results are properly measured.

Other responsibilities are :

- Developing and communicating Group's policy and information about the risk management program to all staff;
- Responsible to design the policy, frameworks and tools required but not involve at operation level to avoid conflict of interest;
- Identifies method and tools needed for implementation;
- Ensure that practice of Risk Management should be embedded within the management.
- Monitor the practice by examining the audit report and have discussions with the management.
- Base on the audit reports and discussions with the management, committee reports to the Board whether an acceptable Risk Management is being practice and provide recommendations, if necessary.
- Defining the Group's risk tolerance (the overall level of exposure and nature of risks which are acceptable to the Group's)
- Develop indicators for risk management in order to monitor trends and review them to reflect any changes in Group's requirement or best governance practice.
- Present report to the Board highlighting, particularly areas of non compliance and concern and remedial actions taken.
- Advise the Board internal control policies based on the Group's risk profile, its ability to manage the risks identified and the cost/benefit of related controls.

Re-election

In accordance with the Company's Articles of Association, all Directors appointed by the Board are subject to election by shareholders at the Annual General Meeting subsequent to their appointment. Also, all Directors shall retire at least once in every 3 years, but shall be eligible for re-election.

B. DIRECTORS REMUNERATION**The level and make-up of remuneration**

The remuneration of the Directors is determined at a level which enables the Group to attract and retain Directors with relevant experience and expertise needed to assist in managing the Group effectively. The remuneration package of the Executive Director is linked to corporate as well as individual performance, measured against profits and targets set in the Group's annual plan.

Statement on Corporate Governance

Procedure

The Nomination and Remuneration Committee recommend the remuneration framework and package of Executive and Non-Executive Directors to the Board. The Executive Director cannot participate in determining his individual remuneration.

Disclosure

The details of the remuneration of Directors paid during the financial year ended 31 December 2006 are as follows :

Directors	Salary	Fee*	Allowances	Bonus	Benefits In Kind	Others	Total
	(RM)	(RM)	(RM)	(RM)	(RM)	(RM)	(RM)
Y.B. Dato' Haji Wan Hisham bin Dato' Wan Salleh	-	50,000	-	-	-	5,000	55,000
Y. Bhg. Dato' Senara Muda (Dato' Mazlan @ Mohd Nanri bin Hashim)	-	40,000	-	-	-	5,000	45,000
Y. Bhg. Dato' Haji Awi @ Alwi bin Said	312,000	40,000	-	49,000	24,550	23,000	448,550
Y.B. Dato' Haji Mohtar bin Nong	-	40,000	-	-	-	5,000	45,000
Y. Bhg. Dato' Haji Zakaria bin Awang	-	40,000	-	-	-	5,000	45,000
Tuan Haji Abd. Jalil bin Ali	-	40,000	-	-	-	5,000	45,000
Y. Bhg. Dato' Haji Wan Zakaria bin Abd Rahman	-	40,000	-	-	-	5,000	45,000
Encik Mohamad Abdul Halim bin Ahmad	-	40,000	-	-	-	5,000	45,000
Total :	312,000	330,000	0	49,000	24,550	58,000	773,550

* To be approved by the shareholders at the 42nd Annual General Meeting

C. SHAREHOLDERS**Dialogue between companies and investors**

The Company recognizes the importance and timely dissemination of information to shareholders and other stakeholders. The Group adheres strictly to the disclosure requirements under the listing requirements of Bursa Malaysia Securities Berhad ("BMSB"). All major developments of the Group and others information are communicated to the investors through the following:

- (i) The Annual Report;
- (ii) Quarterly financial results with an overview of the Group's performance and operations;
- (iii) Various announcements and disclosures made to BMSB;
- (iv) The Company's website (HYPERLINK <http://www.tdmberhad.com.my>); and
- (v) Various announcements can be accessed at any time through the Bursa Malaysia internet website at HYPERLINK <http://www.bursamalaysia.com>.

Annual General Meeting

The Annual General Meeting ("AGM") serves as a principal forum for dialogue with shareholders. Shareholders are encouraged to attend the AGM and actively participate in the proceedings. Their views and suggestions are reviewed and implemented when appropriate for the benefit of the Group.

Statement on Corporate Governance

During the AGM, the Chairman, Directors and senior management are available to respond to shareholders' questions on the business and performance of the Company.

Item of special business included in the notice of the meeting is accompanied by a full explanation of the effects of a proposed resolution.

D. ACCOUNTABILITY AND AUDIT**Financial reporting**

In presenting the annual financial statements and quarterly announcements to the shareholders, the Board aims to present a balanced and understandable assessment of the Group's position and prospects.

The Audit Committee assists by scrutinizing the information to be disclosed, to ensure accuracy, adequacy and transparency.

Directors' Responsibility Statement

The Group and Company's financial statements are prepared in accordance with the requirements of the applicable approved accounting standards in Malaysia and the provisions of the Companies Act, 1965. The Board of Directors is responsible to ensure that the financial statements of the Group and the Company give a true and fair view of the state of affairs of the Group and the Company at the end of the financial year and of the results and cash flows of the Group and Company for the financial year.

The Statement of Directors pursuant to Section 169 (15) of the Companies Act, 1965 signed by the Chairman, Y. B. Dato' Haji Wan Hisham Bin Dato' Wan Salleh and the Independent Non-Executive Director, Tuan Haji Abd Jalil bin Ali is set out on page 63.

Internal control

The Board acknowledges its responsibility for the Group's system of internal controls, which is to identify and manage the risks facing the business in pursuit of its objectives.

The system of internal control covers risk management and financial, organisational, operational and compliance controls to safeguard shareholders' investments and the Group's assets. The system involves each business and key management from each business, including the Board, and is designed to meet the Group's particular needs and to manage the risks which it is exposed. This system, by its nature, can only provide reasonable but not absolute assurance against misstatement or loss.

The Board reviews the adequacy and integrity of the Group's system of internal controls on a continuous basis.

The Statement of Internal Control is set out on pages 51 to 52.

Relationship with Auditors

The Company maintains a transparent and appropriate relationship with the External Auditors in seeking their professional advice and towards ensuring compliance with applicable accounting standards and all statutory requirements. The External Auditors are invited to attend the meetings to deliberate on audit plan and annual financial results.

The role of the Audit Committee is set out on pages 44 to 46 .

The collective approval by the Board on this Statement was tabled on 24 April 2007 .

Pernyata Tadbir Urus Korporat

Lembaga Pengarah menyokong penuh cadangan Kod Tadbir Urus Korporat Malaysia ("Kod") yang menggariskan prinsip tadbir urus yang baik serta amalan terbaik bagi syarikat tersenarai untuk memastikan bahawa tadbir urus korporat yang baik diamalkan dalam Kumpulan bagi melaksanakan tanggungjawabnya secara berkesan demi melindungi pelaburan pemegang saham dan mempertingkatkan nilai pemegang saham.

Pernyataan dasar berikut menggariskan pemakaian prinsip Tadbir Urus Korporat oleh Kumpulan.

A. PENGARAH

Lembaga Pengarah

Lembaga Pengarah bertanggungjawab penuh terhadap hala tuju strategik Kumpulan. Semua ahli Lembaga Pengarah memberikan penilaian bebas terhadap isu strategi, prestasi, sumber dan standard peri laku serta memastikan adanya proses dan kawalan dalaman yang bersesuaian bagi mengenal pasti dan menguruskan risiko.

Lembaga Pengarah bermesyuarat secara tetap bagi mengkaji semula strategi korporat, operasi dan prestasi unit perniagaan dalam Kumpulan. Semasa tahun kewangan berakhir 31 Disember 2006, sembilan (9) mesyuarat Lembaga Pengarah telah diadakan. Rekod kehadiran adalah seperti berikut:

Pengarah	Kehadiran	%
Y.B. Dato' Haji Wan Hisham bin Dato' Wan Salleh (dilantik pada 15 April 2004)	9/9	100
Y. Bhg. Dato' Haji Awi @ Alwi bin Said (dilantik pada 27 April 2004)	9/9	100
Y. Bhg. Dato' Senara Muda (Dato' Mazlan @ Mohd Nanri bin Hashim) (dilantik pada 8 Februari 2000)	9/9	100
Y. Bhg. Dato' Haji Wan Zakaria bin Abd Rahman (dilantik pada 15 April 2004)	8/9	89
Y.B. Dato' Haji Mohtar bin Nong (dilantik pada 29 September 2004)	9/9	100
Tuan Haji Abd. Jalil bin Ali (dilantik pada 28 Januari 2003)	9/9	100
Y. Bhg. Dato' Haji Zakaria bin Awang (dilantik pada 15 April 2004)	9/9	100
Encik Mohamad Abdul Halim bin Ahmad (dilantik pada 22 November 2004)	5/9	56

Keseimbangan Lembaga Pengarah

Kini Lembaga Pengarah mempunyai lapan (8) ahli yang terdiri daripada empat (4) Pengarah Bebas Bukan Eksekutif, tiga (3) Pengarah Bukan Bebas Bukan Eksekutif dan seorang (1) Pengarah Eksekutif. Pengerusi ialah seorang Pengarah Bukan Bebas Bukan Eksekutif.

Setiap ahli Lembaga Pengarah memiliki pelbagai pengalaman perniagaan dan kewangan yang luas berkaitan dengan hala tuju dan objektif Kumpulan bagi mencapai wawasan Syarikat.

Terdapat pembahagian tanggungjawab yang jelas antara Pengerusi dengan Pengerusi Eksekutif bagi memastikan keseimbangan kuasa dan autoriti.

Pernyata Tadbir Urus Korporat

Komposisi Lembaga Pengarah diseimbangkan lagi dengan kehadiran Pengarah Bebas Bukan Eksekutif. Peranan Pengarah Bebas Bukan Eksekutif ini amat penting khususnya untuk memastikan bahawa strategi yang dicadangkan oleh pengurusan dibincang dan dinilai sepenuhnya, selepas mengambil kira kepentingan jangka panjang pemegang kepentingan. Lembaga Pengarah berpuas hati dengan komposisi Lembaga Pengarah berhubung dengan perwakilan pemegang saham minoriti dengan Pengarah Bebas.

Sementara itu, kepada yang berkenaan, Y. Bhg. Dato' Senara (Dato' Mazlan @ Mohd Nanri bin Hashim) telah dipastikan sebagai Pengarah Bebas Bukan Eksekutif Kanan Lembaga Pengarah.

Keterangan ringkas tentang latar belakang setiap Pengarah tertera di halaman 10 hingga 18.

Perolehan Maklumat

Lembaga mempunyai akses yang tidak terhad kepada maklumat yang betul dan tepat pada masanya bagi melaksanakan tanggungjawab dan tugas mereka.

Pengarah Eksekutif sentiasa memastikan bahawa Lembaga Pengarah dimaklumkan tentang semua perkara penting yang memberikan kesan kepada prestasi Kumpulan dan perkembangan utama yang berlaku dalam Kumpulan.

Pengerusi Lembaga Pengarah memastikan bahawa agenda mesyuarat disusun untuk memenuhi objektif Lembaga Pengarah dan semua Lembaga Pengarah mempunyai akses sepenuhnya dan tepat pada masanya kepada semua maklumat berkaitan.

Setiap Pengarah dibekalkan dengan Kertas Lembaga Pengarah sebelum mesyuarat Lembaga Pengarah bagi memastikan bahawa mereka mempunyai masa yang cukup untuk meneliti dokumen tersebut dan mendapatkan sebarang penjelasan sebelum dan semasa mesyuarat.

Semua Pengarah boleh mendapatkan nasihat daripada Setiausaha Syarikat. Lembaga Pengarah juga boleh mendapatkan nasihat daripada pihak lain bagi perkara khusus yang memerlukan keputusan Lembaga Pengarah, atas perbelanjaan Syarikat.

Pelantikan Ahli Lembaga Pengarah

Lembaga Pengarah telah memberikan tanggungjawab mengesyorkan pelantikan ahli Lembaga Pengarah baru kepada Jawatankuasa Pelantikan dan Imbuan. Setiausaha Syarikat hendaklah memastikan bahawa semua pelantikan dibuat dengan betul, semua maklumat yang perlu diperolehi, dan semua keperluan perundangan dan kawal selia dipenuhi.

Latihan Pengarah

Semua pengarah telah menghadiri Program Akreditasi Mandatori ("MAP") seperti yang ditetapkan oleh Bursa Sekuriti. Semua pengarah akan terus menjalani program dan seminar berkaitan bagi mempertingkatkan pengetahuan mereka agar mereka dapat melaksanakan tugas dan tanggungjawab mereka dengan lebih berkesan. Semua pengarah (jika berkenaan) telah memenuhi Program Pendidikan Berterusan ("CEP") yang ditetapkan dengan mengumpul sekurang-kurangnya 72 mata CEP bagi pendidikan berterusan pada atau sebelum 31 Disember 2006, lanjutan tarikh akhir yang diberikan oleh Bursa Sekuriti.

Jawatankuasa Lembaga Pengarah

Bagi mempertingkatkan kecekapan perniagaan dan operasi, Lembaga Pengarah telah menugaskan tanggungjawab tertentu kepada Jawatankuasa Lembaga Pengarah, iaitu Jawatankuasa Audit dan Jawatankuasa Pelantikan dan Imbuan. Jawatankuasa Eksekutif dan Jawatankuasa Pengurusan Risiko.

Keputusan mesyuarat ini dilaporkan kepada Lembaga Pengarah oleh Pengerusi pelbagai Jawatankuasa tersebut untuk pertimbangan lanjut dan membuat keputusan dalam mesyuarat Lembaga Pengarah.

Pernyata Tadbir Urus Korporat

(a) Jawatankuasa Audit

Jawatankuasa Audit mempunyai empat (4) orang ahli yang semuanya terdiri daripada Pengarah Bebas Bukan Eksekutif.

- Tuan Haji Abd. Jalil bin Ali (Chairman / Pengerusi)
- Y. Bhg. Dato' Haji Wan Zakaria bin Abd Rahman
- Y. Bhg. Dato' Senara Muda (Dato' Mazlan @ Mohd Nanri bin Hashim)
- Encik Mohamad Abdul Halim bin Ahmad

Jawatankuasa Audit bertanggungjawab mengkaji semula dan menyasat sebarang perkara dalam bidang kuasanya. Untuk melaksanakan tugasnya, ia perlu mendapatkan nasihat profesional dan mengumpul maklumat daripada Pengarah atau kakitangan.

(b) Jawatankuasa Pelantikan dan Imbuhan

Jawatankuasa Pelantikan dan Imbuhan mempunyai tiga (3) orang ahli yang terdiri daripada seorang Pengarah Bebas Bukan Eksekutif, seorang Pengarah Bebas Bukan Eksekutif Kanan dan seorang Pengarah Bukan Bebas Bukan Eksekutif.

- Y. Bhg. Dato' Senara Muda (Dato' Mazlan @ Mohd Nanri bin Hashim) (Chairman)
- Y.B. Dato' Haji Wan Hisham bin Dato' Wan Salleh
- Y. Bhg. Dato' Haji Wan Zakaria bin Abd Rahman

Jawatankuasa ini mengesyorkan semua pelantikan ahli Lembaga Pengarah baru, menentukan imbuhan Pengarah Eksekutif dan Bukan Eksekutif, mengkaji semula struktur, saiz, keseimbangan dan keberkesanan Lembaga Pengarah secara keseluruhan dan juga sumbangan setiap pengarah serta mengesyorkan pemilihan semula ahli Lembaga Pengarah yang bersara kepada Lembaga Pengarah.

(c) Jawatankuasa Eksekutif

Jawatankuasa Eksekutif mempunyai empat (4) orang ahli terdiri daripada seorang Pengarah Bebas Bukan Eksekutif, seorang Pengarah Eksekutif, dan dua (2) orang Pengarah Bukan Bebas Bukan Eksekutif.

- Y.B. Dato' Haji Wan Hisham bin Dato' Wan Salleh (Pengerusi)
- Y. Bhg. Dato' Haji Awi @ Alwi Bin Said
- Y. Bhg. Dato' Haji Zakaria Bin Awang
- Y. Bhg. Dato' Haji Wan Zakaria bin Abd Rahman

Jawatankuasa ini bertanggungjawab untuk menyemak, menyelia dan membuat penilaian hal ehwal perniagaan Kumpulan dan seterusnya membuat cadangan-cadangan kepada Lembaga Pengarah.

Secara umum, Jawatankuasa Eksekutif adalah diberikan kuasa oleh Lembaga Pengarah untuk menyemak, menimbang dan meluluskan cadangan-cadangan yang dikemukakan oleh Pengurusan TDM Berhad dan syarikat-syarikat anak dalam lingkungan bidang kuasa yang diberikan berkaitan dengan usaha perniagaan baru, pelaburan modal, bajet tahunan, pembelian bekalan-bekalan dan penganugerahan dan pemberian kontrak-kontrak kerja.

Pernyata Tadbir Urus Korporat

(d) Jawatankuasa Pengurusan Risiko

Jawatankuasa Pengurusan Risiko mempunyai empat (4) ahli terdiri daripada seorang Pengarah Bebas Bukan Eksekutif, Pengarah Bukan Bebas Bukan Eksekutif, Pengarah Eksekutif dan Pengurus Besar Kumpulan.

- Encik Mohamad Abdul Halim Bin Ahmad (Pengerusi)
- Y. Bhg. Dato' Haji Mohtar Bin Nong
- Y. Bhg. Dato' Awi @ Alwi Bin Said
- Encik Badrul Hisham Bin Mahari

Jawatankuasa ini bertanggungjawab untuk memastikan risiko-risiko koperat diuruskan dengan sempurna serta akan membuat pengesahan bahawa risiko tersebut telah diuruskan dan keputusan adalah diukur dengan sempurna.

Tanggungjawab-tanggungjawab lain adalah seperti:

- Membangun dan menyampaikan dasar Kumpulan serta maklumat mengenai program pengurusan risiko kepada semua kakitangan;
- Bertanggungjawab merekabentuk dasar, rangka-rangka dan cara-cara yang dikehendaki tetapi tidak terlibat di tahap operasi bagi mengelakkan konflik kepentingan;
- Mengenalpasti kaedah dan cara-cara yang diperlukan untuk perlaksanaan;
- Memastikan amalan pengurusan risiko seharusnya tertanam di dalam pengurusan;
- Mengawasi perlaksanaan melalui pemeriksaan laporan juruaudit dan perbincangan dengan pengurusan;
- Berdasarkan laporan juruaudit dan perbincangan tersebut, jawatankuasa akan melaporkan kepada Lembaga Pengarah samada Pengurusan Risiko yang memuaskan diamalkan dan seterusnya memberi cadangan-cadangan, jika perlu;
- Mendefinisikan toleransi risiko Kumpulan (tahap pendedahan dan risiko yang boleh diterima untuk Kumpulan secara keseluruhan);
- Membangunkan penunjuk untuk pengurusan risiko bagi memantau perkembangan/tren dan melakukan penyemakan semula bagi menunjukkan sebarang perubahan di dalam keperluan Kumpulan atau amalan terbaik tadbir urus koperat;
- Membentangkan laporan kepada Lembaga Pengarah dengan menekankan bahagian yang pematuhan tidak diikuti dimana perhatian dan tindakan pemulihan perlu diambil;
- Menasihati daasr-dasar kawalan dalaman kepada Lembaga Pengarah berdasarkan profil pengurusan risiko Kumpulan, keupayaannya menguruskan risiko yang telah dikenalpasti serta kos/faedah kawalan-kawalan berkaitan;

Pemilihan Semula

Mengikut Tataurus Pertubuhan Syarikat, semua Pengarah yang dilantik oleh Lembaga Pengarah tertakluk kepada pemilihan semula oleh pemegang saham dalam Mesyuarat Agung Tahunan selepas pelantikan mereka. Semua Pengarah juga hendaklah bersara sekurang-kurangnya sekali setiap 3 tahun, tetapi layak untuk perlantikan semula.

B. IMBUHAN PENGARAH**Tahap dan komposisi imbuhan**

Imbuhan setiap Pengarah ditentukan pada satu tahap yang membolehkan Kumpulan untuk menarik dan mengekalkan Pengarah yang mempunyai pengalaman dan kepakaran berkaitan yang diperlukan untuk menguruskan Kumpulan dengan berkesan. Pakej imbuhan bagi Pengarah Eksekutif dikaitkan dengan prestasi korporat serta individu, yang diukur berdasarkan keuntungan dan sasaran yang ditetapkan dalam pelan tahunan Kumpulan.

Pernyata Tadbir Urus Korporat

Prosedur

Jawatankuasa Pelantikan dan Imbuan mengesyorkan rangka kerja dan pakej imbuan bagi Pengarah Eksekutif dan Bukan Eksekutif kepada Lembaga Pengarah. Pengarah Eksekutif tidak boleh melibatkan diri dalam menentukan imbuhan.

Pendedahan

Butir-butir imbuan setiap Pengarah yang dibayar semasa tahun kewangan berakhir 31 Disember 2006 adalah seperti yang berikut:

Pengarah	Gaji (RM)	Yuran* (RM)	Elaun (RM)	Bonus (RM)	Manfaat Barangan (RM)	Lain- lain (RM)	Jumlah (RM)
Y.B. Dato' Haji Wan Hisham bin Dato' Wan Salleh	-	50,000	-	-	-	5,000	55,000
Y. Bhg. Dato' Senara Muda (Dato' Mazlan @ Mohd Nanri bin Hashim)	-	40,000	-	-	-	5,000	45,000
Y. Bhg. Dato' Haji Awi @ Alwi bin Said	312,000	40,000	-	49,000	24,550	23,000	448,550
Y.B. Dato' Haji Mohtar bin Nong	-	40,000	-	-	-	5,000	45,000
Y. Bhg. Dato' Haji Zakaria bin Awang	-	40,000	-	-	-	5,000	45,000
Tuan Haji Abd. Jalil bin Ali	-	40,000	-	-	-	5,000	45,000
Y. Bhg. Dato' Haji Wan Zakaria bin Abd Rahman	-	40,000	-	-	-	5,000	45,000
Encik Mohamad Abdul Halim bin Ahmad	-	40,000	-	-	-	5,000	45,000
Total	312,000	330,000	0	49,000	24,550	58,000	773,550

* Untuk diluluskan oleh pemegang-pemegang saham di Mesyuarat Agung Tahunan kali Ke-42.

C. PEMEGANG SAHAM

Dialog antara syarikat dengan pelabur

Syarikat menyedari serta mengiktiraf betapa pentingnya maklumat yang tepat pada masanya disebarkan kepada pemegang saham dan pemegang kepentingan yang lain. Kumpulan mematuhi keperluan pendedahan di bawah keperluan penyenaarai Bursa Malaysia Securities Berhad ("BMSB"). Semua perkembangan penting Kumpulan dan maklumat disampaikan kepada pelabur melalui saluran berikut:

- Laporan Tahunan;
- Keputusan kewangan suku tahunan dengan tinjauan keseluruhan tentang prestasi dan operasi Kumpulan;
- Pelbagai pengumuman dan pendedahan yang dibuat kepada BMSB;
- Laman web Syarikat (HYPERLINK <http://www.tdmberhad.com.my>); dan
- Pelbagai pengumuman yang boleh diakses pada bila-bila masa melalui laman web Bursa Malaysia di HYPERLINK <http://www.bursamalaysia.com>.

Mesyuarat Agung Tahunan

Mesyuarat Agung Tahunan ("AGM") menjadi forum utama untuk berdialog dengan pemegang saham. Pemegang saham digalakkan menghadiri AGM dan melibatkan diri secara aktif dalam prosiding tersebut, dimana pandangan dan syor mereka akan diteliti dan dilaksanakan sekiranya wajar, demi kepentingan Kumpulan.

Semasa AGM, Pengerusi, Pengarah dan pengurusan kanan bersedia untuk menjawab sebarang soalan daripada pemegang saham tentang perniagaan dan prestasi Syarikat.

Pernyata Tadbir Urus Korporat

Maklumat tentang urusan khas yang dimasukkan dalam notis mesyuarat akan disertakan dengan penjelasan penuh tentang kesan resolusi yang dicadangkan.

D. KEBERTANGGUNGJAWAPAN DAN AUDIT**Laporan kewangan**

Dalam membentangkan penyata kewangan tahunan dan pengumuman suku tahunan kepada pemegang saham, Lembaga Pengarah berhasrat untuk membentangkan satu penilaian yang seimbang dan boleh difahami berhubung dengan kedudukan dan prospek Kumpulan.

Jawatankuasa Audit membantu dengan meneliti maklumat yang didedahkan bagi memastikan ketepatan, kecukupan dan ketelusan.

Pernyataan Tanggungjawab Pengarah

Penyata kewangan Kumpulan dan Syarikat disediakan mengikut keperluan piawaian perakaunan berkenaan yang diluluskan di Malaysia dan peruntukan Akta Syarikat 1965. Lembaga Pengarah bertanggungjawab memastikan bahawa penyata kewangan Kumpulan dan Syarikat memberikan gambaran yang benar dan saksama tentang kedudukan kewangan Kumpulan dan Syarikat pada akhir tahun kewangan dan tentang keputusan dan aliran tunai Kumpulan dan Syarikat bagi tahun kewangan tersebut.

Penyata Pengarah-pengarah menurut Seksyen 169 (15) Akta Syarikat 1965 yang ditandatangani oleh Pengerusi, Y.B. Dato' Haji Wan Hisham bin Dato' Wan Salleh dan Pengarah Bebas Bukan Eksekutif, Tuan Haji Abd. Jalil bin Ali dibentangkan di halaman 129.

Kawalan dalaman

Dalam sistem kawalan dalaman Kumpulan, Lembaga Pengarah bertanggungjawab mengenal pasti dan menguruskan risiko yang dihadapi oleh Kumpulan dalam usaha untuk mencapai objektifnya.

Sistem kawalan dalaman mencakupi pengurusan risiko dan kawalan kewangan, organisasi, operasi dan pematuhan bagi melindungi pelaburan pemegang saham dan aset Kumpulan. Sistem itu melibatkan setiap perniagaan dan pengurusan utama daripada setiap perniagaan, termasuk Lembaga Pengarah, dan dibentuk untuk memenuhi keperluan khusus Kumpulan dan untuk menguruskan risiko yang dihadapi. Sistem ini hanya boleh memberikan jaminan munasabah dan bukan jaminan mutlak terhadap salah nyata atau kerugian.

Lembaga Pengarah mengkaji semula kecukupan dan integriti sistem kawalan dalaman Kumpulan secara berterusan.

Penyata Kawalan Dalaman diberikan di halaman 53 hingga 54.

Perhubungan dengan Juruaudit

Syarikat mengekalkan perhubungan yang telus dan wajar dengan Juruaudit Luar bagi mendapatkan nasihat profesional mereka dan memastikan pematuhan dengan piawaian perakaunan berkenaan dan semua keperluan berkanun. Juruaudit Luar dijemput untuk menghadiri mesyuarat bagi mempertimbangkan pelan audit dan keputusan kewangan tahunan.

Peranan Jawatankuasa Audit dinyatakan di halaman 47 hingga 50.

Kelulusan kolektif Lembaga Pengarah bagi Pernyataan ini dibentangkan pada 24 April 2007.

Report of Audit Committee

The Board of Directors of TDM Berhad is pleased to present the report of the Audit Committee for the financial year ended 31 December 2006.

Members of Audit Committee

As at date of this Annual Report, the composition of Audit Committee is as follows;

Name	Status of Directorship	Independent	Attendance of meeting
Tuan Haji Abdul Jalil bin Ali (Chairman of Audit Committee and a member of Malaysian Institute of Accountants)	Independent Non Executive Director	Yes	6/6
Y. Bhg. Dato' Senara Muda (Dato Mazlan @ Mohd Nanri bin Hashim)	Independent Non Executive Director	Yes	5/6
Y. Bhg. Dato' Hj. Wan Zakaria bin Abd. Rahman	Independent Non Executive Director	Yes	6/6
En. Mohamad Abdul Halim bin Ahmad	Independent Non Executive Director	Yes	1/6

The Group Executive Director, Group General Manager, the Internal Auditors of the Company, Senior Management of the subsidiary companies and representative from External Auditors are invited to attend the Audit Committee meetings whenever necessary.

Secretary

The Joint Secretaries Yeap Kok Leong and Wong Wai Foong of TDM Berhad are also Joint Secretaries of the Audit Committee.

Terms of Reference

Composition

The Audit Committee shall be appointed by the Directors from amongst their numbers via a Director's resolution and shall compose of not fewer than three (3) members majority of whom must be Independent Directors.

At least one member of the Audit Committee;

- i) must be a member of the Malaysian Institute of Accountants;
- ii) if he is not a member of Malaysian Institute of Accountants, he must have at least 3 years working experience and
 - he must have passed the examination specified in the Part 1 of the Schedule of Accountants Act 1967; or
 - he must be a member of one of the associations specified in Part 11 of the Schedule of Accountants Act 1967.

An alternate Director shall not be appointed as member of the Audit Committee.

The members of the Audit Committee shall elect a Chairman from amongst themselves who shall be an Independent Director. All members of the Audit Committee, including the Chairman will hold office only as long as they serve as directors of the company.

Report of Audit Committee

Authority

The Audit Committee is authorised by the Board to review and investigate any matter within its Terms of Reference. It is authorised to seek any information it requires from Directors or management staff in discharging its duties, including seeking external professional advice.

The Audit Committee shall have the following authority as empowered by the Board of Directors;

- i) Have explicit authority to investigate any matter within its terms of reference;
- ii) Have full, free and unrestricted access to any information, documents, records properties and personnel of the Company and other companies within the Group;
- iii) Be able to obtain independent professional or other advice;
- iv) Have direct communication channels with the external and internal auditors.
- v) Have resources which are required to perform its duties; and
- vi) The attendance of any particular meetings by the other Directors and employees of the Company shall be at the invitation and discretion and must be specific to the relevant meeting.

Review of composition of Audit Committee

The board of Directors of TDM Berhad shall review the term of office and performance of the committee and each of the members at least once in every three years to determine whether the Committee and its members have carried out their duties in accordance with the terms of reference.

Terms of Duties*Objectives*

The scopes of work of the Audit Committee are:

- To consider the appointment of external auditors and to recommend the audit fee
- To discuss with the external auditors, prior to commencement of audit, the nature and scope of audit
- To ensure co-ordination of audit where more than one audit firms is involved
- To review the quarterly announcements to the Bursa Malaysia and annual financial statements before submission to the board, focusing particularly on;
 - i) compliance with accounting standards and regulatory requirements
 - ii) going concern assumption
 - iii) any changes in accounting policies and practices
 - iv) major judgmental areas
 - v) significant issues arising from the audit.
- To review the external auditors management letter and management's response thereto
- To monitor related party transaction entered into the Company and Group, and ensure that the Director report such transaction annually to shareholders via annual report
- To review the effectiveness of internal control system
- To discuss problem and reservation arising from the interim and final external audits, and any matters the external auditors may wish to discuss (in the absence of Management, where necessary)
- Maintain through regularly scheduled meetings, a direct line of communication between the Board and the External Auditors, Internal Auditors and Management.
- To report any breaches of the Listing Requirements which have not been satisfactorily resolved, to the Bursa Malaysia.

Audit Committee Report and Statements

The Audit Committee is to assist the Board of Directors of the company to prepare Audit Report at the end of each financial year to be included and published in the annual report of the Company.

Report of Audit Committee

Meetings

Meetings shall be held not fewer than four (4) times a year although such additional meetings may be called at any time at the discretion of the chairman.

The quorum for the meetings of the Audit Committee shall be 3 members and the majority of the members present shall be Independent Directors.

During the financial year under review, the Audit Committee held six (6) meetings on 20 February 2006, 24 February 2006, 12 April 2006, 29 May 2006, 27 August 2006, 21 November 2006 respectively.

Activities

During the financial year under review, the Audit Committee was engaged in the following activities:

- i) Reviewed and deliberated on total of five (5) audit reports assignments conducted by the internal Audit Departments of the Company;
- ii) Reviewed management letters and audit report of the external auditors.
- iii) Reviewed and approved the Annual Audit Plan of the Company. In its review of the Annual Audit Plan, the Audit Committee reviewed the scope and coverage over the activities of the respective business units of the Group and the Internal Audit's basis of assessment of risk rating of the proposed areas of audit.
- iv) Concurrently reviewed and deliberated Internal Audit Department's audit findings and recommendations.
- v) Reviewed unaudited quarterly financial statements and the audited accounts of the company and the Group and recommended the same for the approval by the Board, upon being satisfied that the financial reporting and disclosure requirements of the relevant authorities has been complied with.
- vi) Reviewed the processes and investigation undertaken by the Internal Audit Department, the audit findings and risk analysis on each tasks and emphasised on the follow up audits to ensure corrective actions are taken and recommendation of the Internal Audit are implemented.
- vii) Oversaw the formalisation of risk management exercise.

Internal Audit Department

The Company has an in house Internal Audit Department created by the Board of TDM Berhad pursuant to its resolution on 29 December 1994.

The principal roles of the Internal Audit Department are:

- To ensure that a sound internal control system is in place and the system is functioning adequately and its integrity is maintained.
- To add value and improve the Group's operations by providing independent and objective evaluation of the operations.
- To carry out investigations and special review requested by management or the Audit Committee.
- To carry out audit work in liaison with the external auditors to maximise the use of resources and for effective coverage of audit risks.

The Internal Audit Departments performed its duties in accordance with annual audit plan covering compliance, operational, financial and investigative audits of various departments and subsidiaries.

The collective approval by the Board on this report was tabled on 24 April 2007.

Tuan Haji Abd Jalil bin Ali
Chairman Audit Committee

Laporan Jawatankuasa Audit

Lembaga Pengarah TDM Berhad dengan sukacitanya membentangkan laporan Jawatankuasa Audit bagi tahun kewangan berakhir 31 Disember 2006.

Ahli-ahli Jawatankuasa Audit

Pada tarikh Laporan Tahunan ini, komposisi Jawatankuasa Audit adalah seperti berikut:

Nama	Status Pengarah	Bebas	Kehadiran Mesyuarat
Tuan Haji Abdul Jalil bin Ali (Pengerusi Jawatankuasa Audit dan ahli Institut Akauntan Malaysia)	Pengarah Bebas Bukan Eksekutif	Ya	6/6
Y.Bhg. Dato' Senara Muda (Dato' Mazlan @ Mohd Nanri bin Hashim)	Pengarah Bebas Bukan Eksekutif	Ya	5/6
Y. Bhg. Dato' Hj Wan Zakaria bin Abd. Rahman	Pengarah Bebas Bukan Eksekutif	Ya	6/6
En. Mohamad Abdul Halim bin Ahmad	Pengarah Bebas Bukan Eksekutif	Ya	1/6

Pengarah Eksekutif Kumpulan, Pengurus Besar Kumpulan, Juruaudit Dalaman Syarikat, Pengurusan Kanan anak-anak syarikat dan wakil daripada Juruaudit Luar dijemput untuk menghadiri mesyuarat Jawatankuasa Audit bila-bila masa diperlukan.

Setiausaha

Setiausaha Bersama Yeap Kok Leong dan Wong Wai Foong, TDM Berhad adalah Setiausaha Bersama Jawatankuasa Audit.

Bidang Tugas

Komposisi

Jawatankuasa Audit mestilah dilantik oleh para Pengarah daripada kalangan mereka melalui resolusi Pengarah terdiri daripada tidak kurang tiga (3) ahli yang mana majoriti adalah Pengarah Bebas.

Seorang ahli Jawatankuasa Audit sekurang-kurangnya:

- i) hendaklah merupakan ahli Institut Akauntan Malaysia;
- ii) sekiranya beliau bukan ahli Institut Akauntan Malaysia, beliau hendaklah mempunyai sekurang-kurangnya 3 tahun pengalaman bekerja dan;
 - beliau mesti lulus peperiksaan yang dinyatakan dalam Bahagian 1 Jadual Pertama Akauntan Akta 1967; atau
 - beliau mestilah ahli salah satu daripada persatuan yang dinyatakan dalam Bahagian 11 Jadual Pertama Akta Akauntan 1967.

Pengarah silih ganti tidak boleh dilantik sebagai ahli Jawatankuasa Audit.

Laporan Jawatankuasa Audit

Ahli-ahli Jawatankuasa Audit hendaklah memilih seorang Pengerusi daripada kalangan mereka sendiri yang mana merupakan seorang Pengarah Bebas. Semua ahli Jawatankuasa Audit, termasuk Pengerusi akan memegang jawatan tersebut selagi mereka berkhidmat sebagai pengarah syarikat.

Kuasa

Jawatankuasa Audit diberi kuasa oleh Lembaga Pengarah untuk meneliti dan menyiasat sebarang perkara dalam bidang tugasnya. Ia diberi kuasa untuk mendapatkan sebarang maklumat yang diperlukan daripada mana-mana Pengarah atau kakitangan pengurusan dalam menjalankan tugasnya, termasuk mendapatkan khidmat nasihat profesional dari luar.

Jawatankuasa Audit mempunyai kuasa yang berikut sebagaimana diberi kuasa oleh Lembaga Pengarah;

- i) Mempunyai kuasa nyata untuk menyiasat sebarang perkara dalam bidang-bidang tugasnya;
- ii) Mempunyai akses penuh, bebas dan tidak terbatas kepada sebarang maklumat, dokumen, rekod-rekod harta dan personel Syarikat dan lain-lain syarikat dalam Kumpulan;
- iii) Boleh mendapat nasihat profesional bebas atau lain-lain nasihat;
- iv) Mempunyai saluran komunikasi langsung dengan juruaudit dalam dan juruaudit luar;
- v) Mempunyai sumber-sumber yang diperlukan untuk menjalankan tugas-tugasnya; dan
- vi) Kehadiran dalam mana-mana mesyuarat khusus oleh lain-lain Pengarah dan kakitangan Syarikat adalah atas jemputan dan budibicara dan hendaklah khusus kepada mesyuarat berkenaan.

Kajian komposisi Jawatankuasa Audit

Lembaga Pengarah TDM Berhad akan meneliti syarat-syarat jawatan dan prestasi jawatankuasa dan setiap ahli sekurang-kurangnya sekali pada setiap tiga tahun untuk menentukan sama ada Jawatankuasa dan ahli-ahlinya telah menjalankan tugas mereka selaras dengan bidang-bidang tugas.

Tugas-tugas dan Fungsi-Fungsi

Objektif

Bidang kerja Jawatankuasa Audit adalah:

- Untuk menimbang perlantikan juruaudit luar dan mengesyorkan yuran audit
- Untuk berbincang dengan Juruaudit Luar, sebelum memulakan jenis dan audit dan memastikan keselarasan sekiranya terdapat lebih daripada sebuah firma audit yang terlibat
- Untuk menyemak pengumuman suku tahunan kepada Bursa Malaysia dan penyata kewangan tahunan sebelum mengemukakannya kepada Lembaga Pengarah, terutamanya terhadap perkara-perkara berikut:
 - i) pematuhan dengan piawai perakaunan dan syarat-syarat berperaturan
 - ii) andaian usaha berterusan
 - iii) sebarang perubahan di dalam dasar-dasar amalan dan perakaunan
 - iv) bidang-bidang yang memerlukan pertimbangan yang wajar
 - v) isu-isu penting yang timbul daripada audit
- Untuk mengkaji surat pengurusan juruaudit luar dan tindakbalas daripada pihak pengurusan
- Untuk mengawasi urusan pihak berkaitan yang ditandatangani oleh Syarikat dan Kumpulan, dan untuk memastikan bahawa para Pengarah melaporkan urusan sedemikian secara tahunan kepada pemegang-pemegang saham melalui laporan tahunan

Laporan Jawatankuasa Audit

- Untuk mengkaji keberkesanan sistem kawalan dalaman
- Untuk membincangkan masalah dan cadangan yang timbul daripada audit interim dan audit akhir, dan sebarang perkara yang mana perlu dibincangkan (dalam ketiadaan Pengurusan, di mana perlu) oleh Juruaudit Luar
- Mengekalkan saluran terus komunikasi melalui mesyuarat yang dijadualkan secara tetap di antara Lembaga Pengarah dengan Juruaudit Luar, Juruaudit Dalam dan Pihak Pengurusan
- Lapor kepada Bursa Malaysia perkara-perkara yang, mengakibatkan pelanggaran syarat-syarat penyenaian dalam jangka masa yang ditetapkan

Laporan dan Penyata Jawatankuasa Audit

Jawatankuasa Audit hendaklah membantu Lembaga Pengarah Syarikat untuk menyediakan Laporan Audit pada akhir setiap tahun kewangan untuk dimasukkan dan disiarkan dalam laporan tahunan Syarikat.

Mesyuarat

Mesyuarat hendaklah diadakan tidak kurang dari empat (4) kali setahun dan mesyuarat tambahan sedemikian boleh dipanggil pada bila-bila masa atas budibicara Pengerusi.

Korum bagi mesyuarat Jawatankuasa Audit diwakili oleh 3 orang ahli dan majoriti ahli yang hadir hendaklah Pengarah Bebas.

Dalam tahun kewangan semasa, Jawatankuasa Audit telah mengadakan 6 (enam) mesyuarat masing-masing pada 20 Februari 2006, 24 Februari 2006, 12 April 2006, 29 Mei 2006, 27 Ogos 2006 dan 21 November 2006.

Kegiatan

Dalam tahun kewangan semasa, Jawatankuasa Audit terlibat dalam aktiviti-aktiviti berikut:

- i) Mengkaji dan membincangkan lima (5) laporan tugas audit yang dijalankan oleh Jabatan Audit Dalaman Syarikat;
- ii) Mengkaji surat pengurusan dan laporan audit daripada juruaudit luar.
- iii) Mengkaji dan meluluskan Rancangan Audit Tahunan Syarikat. Dalam meneliti Rancangan Audit Tahunannya, Jawatankuasa Audit mengkaji bidang dan liputan ke atas aktiviti-aktiviti unit perniagaan Kumpulan dan asas-asas penilaian Audit Dalaman serta menetapkan risiko bidang audit yang dicadangkan.
- iv) Secara bersama mengkaji dan meluluskan program tambahan audit dalaman, wawasan dan misi Jabatan Audit Dalaman Kumpulan serta menimbangkan keputusan dan pengesyoran Audit Dalaman.
- v) Mengkaji penyata kewangan tidak beraudit suku tahunan dan penyata kewangan beraudit Syarikat dan Kumpulan dan mengesyorkan yang sama untuk kelulusan oleh Lembaga Pengarah, selepas berpuashati bahawa laporan kewangan dan keperluan pendedahan pihak berkuasa telah dipatuhi.
- vi) Mengkaji proses-proses dan penyiasatan yang dijalankan oleh Jabatan Audit Dalaman, analisis keputusan dan risiko audit ke atas setiap tugas audit dan menumpukan ke atas audit susulan untuk memastikan tindakan pembetulan telah diambil dan pengesyoran Audit Dalaman telah dilaksanakan.
- vii) Memantau keberkesanan pelaksanaan Pengurusan Risiko.

Laporan Jawatankuasa Audit

Jabatan Audit Dalaman

Syarikat mempunyai Jabatan Audit Dalaman sendiri yang dibentuk oleh Lembaga Pengarah TDM Berhad selaras dengan resolusinya pada 29 Disember 1994.

Tugas-tugas Jabatan Audit Dalaman ialah:

- Memastikan sistem kawalan dalaman yang sedia ada berfungsi secara telus dan mengekalkan integriti.
- Menambah nilai dan meningkatkan operasi Kumpulan dengan menyediakan penilaian bebas dan objektif.
- Melaksanakan penyiasatan dan tugas-tugas khas yang diminta oleh Pengurusan atau Jawatankuasa Audit.
- Melaksanakan tugas audit bersama dengan juruadit luar bagi mengurangkan penggunaan sumber dan secara efektif meliputi semua risiko audit.

Jabatan Audit Dalaman menjalankan tugasnya selaras dengan rancangan audit tahunannya yang meliputi audit pematuhan, operasi, kewangan dan siasatan audit untuk semua jabatan dan anak-anak syarikat.

Kelulusan bersama oleh Lembaga ke atas Laporan ini dikemukakan pada 24 April 2007.

Tuan Haji Abd Jalil bin Ali
Pengerusi, Jawatankuasa Audit

Statement on Internal Control

This Statement on Internal Control is made pursuant to paragraph 15.27(b) of the Listing Requirement of Bursa Malaysia. The following statement outlines the nature and scope of internal control of the Group during the financial year.

Board of Directors' Responsibility

The Board of Directors recognises the importance of sound internal controls and risk management practices for good corporate governance. The Board affirms its overall responsibility for the Group's system of internal control, and for reviewing the adequacy and integrity of those systems. It should be noted, however, that such systems are designed to manage or mitigate risks to an acceptable level rather than eliminate the risk of failure to achieve business objectives. In addition, it should be noted that any system can only provide reasonable and not absolute assurance against material misstatement or losses.

Elements of the Group's Internal Control System

The Board throughout the current financial year has mitigated the risks faced by the Group through the monitoring of the Group's operational efficiency and profitability at its Board meetings. The Board is assisted by Board Committees, namely the Audit Committee, the Nomination and Remuneration Committee, Executive Committee and Risk Management Steering Committee with their respective terms of reference. Furthermore, the Board has tasked its Executive Management with the responsibility for monitoring and reviewing strategic and significant operational matters of the Group through the following key elements of internal control.

Meetings

Scheduled meetings are held at the operational and management level to identify, discuss and resolve business and operational issues. These are included management meetings at individual company level, which are minuted and escalated on needs basis.

Organisation and Management Structure

The management team is lead by the Group Executive Director and comprises of the Group General Manager and other heads of departments. The Group is well structured to enable the heads of each operating unit has a clear reporting line. There is also implementation of proper segregation of duties to ensure the safe custody of the Group's assets and the responsibility is discharged at the best of company's interest.

One of the Board members is the Executive Director and is actively involved in daily operations of the Group. He also holds regular discussion with the senior management of the subsidiary companies. The management of each department is completely responsible for the conduct and performance of the business and to ensure that an effective internal control system is in place.

The management team makes recommendation to the Board of Directors on major capital expenditure, investment or divestment affecting the Group and the preparation of the annual budget for the approval of the Board.

All employees are expected to be vigilant and efficient in delivering their respective job functions. Employees are sent for training in areas relevant to their job functions when the need arises. The employees are remunerated based on their performance and length of service according to structured appraisal system.

Business Performance Review

Operating results and key performance indicators such as staff utilisation and cash flow performance are closely monitored by the senior management against the budget, with major variances and critical operational issues has been followed up and appropriate action being taken by management, where necessary.

Statement on Internal Control

The management team provides monthly and quarterly reports to the Board covering financial performance and production statistics as compared to annual budget.

The Board has reviewed the Group's budget and cash flow forecast for the coming year. The budgeting process includes the preparation of budgets by the individual subsidiary companies and departments. This are approved at management level and ultimately by the Board.

Internal Audit Function

The Group Internal Audit Function which is centrally controlled and carried out an annual audit plan approved by the Audit Committee. The Head of Internal Audit reports to the Audit Committee Chairman. The objectives of the Group's Internal Auditors are to provide the Audit Committee and the Board with assurance on the effectiveness of the Group internal control system.

Risk Management

The Board recognises that risk management is an integral part of the Group's business operations to identify and ensure the achievement of it's business objectives. During the year, the Group completed an exercise on formalising the risk management structure.

A Board Risk Management Steering Committee was formed to spearhead the risk management exercise with the following deliverables:-

- i) Setting up the Enterprise Wide-Risk Management (EWRM) framework.
- ii) Risk Management awareness and training sessions.
- iii) Risk Management Policy Statement.
- iv) Detailed risk registers for three (3) major divisions in the Group (Plantations, Poultry and Healthcare).

The collective approval by the Board on these statements was tabled on 24 April 2007.

Penyata Kawalan Dalaman

Penyata kawalan dalaman tertakluk kepada Perenggan 15.27(b), Syarat-syarat Penyenaian, Bursa Malaysia. Pernyataan yang berikut menggariskan ciri-ciri dan skop kawalan dalaman Kumpulan pada tahun kewangan.

Tanggungjawab Ahli-ahli Lembaga Pengarah

Lembaga mengiktiraf sepenuhnya kepentingan kawalan dalaman dan pengurusan risiko yang cekap untuk urus tadbir korporat yang baik. Lembaga juga mengiktiraf bahawa Lembaga bertanggungjawab terhadap keseluruhan sistem kawalan dalaman Kumpulan dan untuk mengkaji kecukupan dan ketelusan sistem tersebut. Walaubagaimanapun, perlu diambil kira bahawa kawalan yang dibuat adalah munasabah tetapi tidak menjamin terhadap kesilapan pernyataan yang material atau kerugian, dan ianya direka bertujuan untuk mengurus daripada mengurangkan risiko kegagalan dalam mencapai matlamat perniagaan. Sebagai tambahan, ianya hendaklah diperakukan bahawa sebarang sistem hanya boleh menyediakan jaminan yang munasabah bukannya mutlak terhadap kesilapan atau kerugian yang ketara.

Elemen-elemen Sistem Kawalan Dalaman

Lembaga menerusi kewangan tahun semasa, telah mengenalpasti, menilai dan mengurus risiko-risiko tertentu yang dihadapi oleh Kumpulan melalui pengawasan terhadap kecekapan operasi Kumpulan dan keuntungannya melalui mesyuarat Lembaga. Lembaga dibantu oleh Jawatankuasa Lembaga yang dikenali sebagai Jawatankuasa Audit, Jawatankuasa Pemilihan dan Imbuan dan Jawatankuasa Eksekutif dan Jawatankuasa Penyelaras Pengurusan Risiko dengan bidang tugas masing-masing. Selanjutnya, Lembaga mengarahkan Pengurusan Eksekutifnya yang bertanggungjawab untuk mengawasi dan mengkaji hal-hal operasi dan strategik yang penting dalam Kumpulan melalui elemen-elemen kawalan dalaman yang berikut.

Mesyuarat-mesyuarat

Mesyuarat-mesyuarat berjadual diadakan pada peringkat operasi dan pengurusan untuk mengenalpasti, membincangkan dan menyelesaikan isu-isu perniagaan dan operasi. Ini termasuklah mesyuarat-mesyuarat pengurusan yang kerap diadakan di peringkat syarikat yang diminitkan dan diteruskan mengikut keperluan.

Struktur Organisasi dan Perniagaan

Pasukan pengurusan diketuai oleh Pengarah Eksekutif dan dibantu oleh Pengurus Besar Kumpulan dan Ketua-ketua jabatan yang lain. Kumpulan distrukturkan di mana setiap ketua-ketua unit operasi mempunyai saluran laporan yang jelas. Terdapat juga pengagihan tugas-tugas yang sesuai untuk memastikan keselamatan aset Kumpulan.

Salah seorang Ahli Lembaga Pengarah adalah Pengarah Eksekutif Kumpulan yang terlibat secara aktif dalam operasi harian dan sentiasa berbincang dengan pihak pengurusan atasan anak-anak syarikat. Setiap pengurusan jabatan bertanggungjawab terhadap pelaksanaan dan prestasi perniagaan dan memastikan keberkesanan sistem kawalan dalaman telah diambil kira.

Pasukan pengurusan membuat cadangan kepada Ahli-ahli Lembaga Pengarah tentang perbelanjaan modal utama dan pelaburan utama yang mempengaruhi Kumpulan dan penyediaan belanjawan tahunan untuk diluluskan oleh Lembaga.

Kesemua kakitangan dikehendaki menjalankan tugas masing-masing dengan telus dan cekap. Kakitangan-kakitangan akan dihantar untuk menjalani latihan yang berkaitan dengan tugas masing-masing jika perlu. Setiap kakitangan akan diberi ganjaran setimpal berdasarkan prestasi dan tempoh perkhidmatan melalui sistem penilaian kakitangan yang telah distrukturkan.

Penyata Kawalan Dalaman

Kajian Prestasi Perniagaan

Hasil operasi dan petunjuk prestasi seperti pengurusan kakitangan dan prestasi aliran tunai adalah dikawal oleh pengurusan kanan dengan membuat perbandingan terhadap belanjawan, perbezaan ketara dan isu-isu operasi yang kritikal akan disusuli dengan tindakan-tindakan yang sepatutnya, sekiranya perlu.

Pasukan pengurusan menyediakan laporan bulanan dan suku tahunan kepada Lembaga meliputi prestasi kewangan dan statistik pengeluaran yang dibandingkan dengan belanjawan tahunan.

Lembaga telah mengkaji belanjawan Kumpulan dan anggaran aliran tunai untuk tahun hadapan. Proses belanjawan termasuklah penyediaan belanjawan oleh setiap anak-anak syarikat dan jabatan yang mana ianya diluluskan pada peringkat pengurusan dan seterusnya Lembaga.

Fungsi Audit Dalaman

Audit Dalaman Kumpulan berfungsi bagi mengawal secara berpusat dan melaksanakan Pelan Tahunan Audit yang telah diluluskan oleh Jawatankuasa Audit. Ketua Audit Dalaman akan melaporkan kepada Pengerusi Jawatankuasa Audit. Objektif Audit Dalaman Kumpulan ialah memberi jaminan yang cukup terhadap keberkesanan sistem kawalan dalaman Kumpulan kepada Jawatankuasa Audit dan Lembaga.

Pengurusan Risiko

Lembaga mengiktiraf sepenuhnya bahawa Pengurusan Risiko adalah sebahagian cabang kepada operasi perniagaan Kumpulan untuk mengenalpasti dan memastikan pencapaian objektif Kumpulan. Dalam tahun semasa, Kumpulan telah pun menyiapkan latihan Pengurusan Risiko.

Jawatankuasa Penyelaras Pengurusan Risiko telah ditubuhkan untuk mengetuai pelaksanaan Pengurusan Risiko dengan:-

- i) Menubuhkan rangkakerja Pengurusan Risiko Perniagaan.
- ii) Sesi latihan dan kesedaran Pengurusan Risiko.
- iii) Penyata Polisi Pengurusan Risiko.
- iv) Daftar Risiko Terperinci untuk 3 divisyen dalam Kumpulan (Perladangan, Pemakanan dan Penjagaan Kesihatan).

Kelulusan bersama oleh Lembaga ke atas Penyataan ini dikemukakan pada 24 April 2007.

Additional Compliance Statement

1. IMPOSITION OF SANCTION / PENALITES

There were no public sanction and / or penalties imposed on the Company and its subsidiaries, director or management of by the relevant regulatory bodies during the financial year.

2. MATERIAL CONTRACT

Neither the Company nor subsidiaries have entered into any contract which are or may be material (not being contract entered into in the ordinary course of business) involving Directors' and major shareholders interests since the end of the previous financial year.

3. SHARE BUYBACKS

There was no share buybacks during the financial year.

4. AMERICAN DEPOSITORY RECEIPT (ADR) OF GLOBAL DEPOSITORY RECEIPT (GDR) PRORAMME

The Company did not sponsor any ADR or GDR programme during the year.

5. PROFIT GURANTEEE

The Company did not give any profits guarantees during the financial year.

6. LIST OF PROPERTIES

The list of properties is stated on page 197 to 201 of the Annual Reports.

7. NON-AUDIT FEES

The amount of non-audit fees incurred for services rendered to the Company or its subsidiaries for the financial year by the Company's auditors amounted to RM 50,000.

8. REVALUATION POLICY

Land and buildings are valued at regular interval of at least once every three years with additional valuations in the intervening years when market condition indicate that the carrying values of the revalued land and buidings materially differ from market values. The land and buildings has been revalued in the year 2005 and the next revaluation process will be conducted in 2008.

9. OPTIONS, WARRANTS OR CONVERTIBLE SECURITIES

During the financial year, there were no option, warrants or convertible securities were issued by the Company.

10. PROFIT ESTIMATE, FORECAST OR PROJECTION

The Company did not make any release on the profit estimate, forecast or projection for the financial year.

11. VARIANCE BETWEEN AUDITED AND ANNOUNCED RESULTS

	Audited results (RM '000)	Unaudited results (RM '000)	Differences	
			(RM '000)	%
Profit / (Loss) after taxation & Minority interest	19,896	17,376	2,520	14

The variance is mainly due to overprovision of deferred tax where the adjustment raised to book in the effects of change in income tax rate from existing 28% to 27% in the Year of Assessment 2007 and 26% thereafter.

Maklumat Tambahan Pematuhan

Maklumat berikut terkandung di pematuhan Perenggan 9.25 Peraturan –peraturan Penyenaraian Bursa Malaysia Securities Berhad:-

1. PENGENAAN SANKSI DAN PENALTI

Tiada sebarang sanksi atau penalti yang telah dikenakan keatas Syarikat dan anak –anak Syarikatnya, para pengarah atau pengurusan oleh badan – badan pengawalseliaan yang berkenaan.

2. KONTRAK MATERIAL

Syarikat ataupun mana-mana anak syarikat tiada membuat apa-apa perjanjian yang material (tidak melibatkan perjanjian yang dimeterai berkaitan dengan urusan perniagaan biasa) yang melibatkan mana-mana Pengarah Syarikat ataupun pemegang-pemegang saham terbesar syarikat bagi tahun kewangan yang lalu.

3. BELI – BALIK SAHAM

Didalam tahun kewangan, syarikat tidak membuat sebarang transaksi beli-balik saham.

4. PROGRAM PENERIMAAN DEPOSITORI AMERIKA (“ADR”) ATAU PENERIMAAN GLOBAL DEPOSITORY (“GDR”)

Syarikat tidak menganjur sebarang program ADR atau GDR.

5. JAMINAN KEUNTUNGAN

Di dalam tahun kewangan berkenaan, tiada sebarang jaminan keuntungan yang telah diberikan oleh syarikat.

6. SENARAI HARTANAH

Senarai hartanah adalah seperti yang tercatat pada halaman 197 hingga 201 Laporan Tahunan.

7. YURAN BUKAN AUDIT

Yuran bukan audit dibuat oleh Kumpulan kepada juruaudit luar bagi tahun kewangan berakhir 31 Disember 2006 adalah sebanyak RM 50,000.

8. POLISI PENILAIAN SEMULA

Tanah dan bangunan dinilai semula pada jarak waktu tetap sekurang-kurangnya satu kali setiap tiga tahun dengan penilaian tambahan pada tahun-tahun diantaranya apabila keadaan pasaran menunjukkan bahawa nilai tanah dan bangunan dibawa secara materialnya berbeza dengan nilai-nilai pasaran. Tanah dan bangunan telah pun dinilai semula pada tahun dan process penilaian semula yang seterusnya akan dilakukan pada tahun 2008.

9. OPSYEN, WARAN DAN SEKURITI BOLEH TUKAR

Di dalam tahun kewangan berkenaan, tiada sebarang opsyen, waran sekuriti boleh tukar diterbitkan oleh syarikat.

10. ANGGARAN KEUNTUNGAN, RAMALAN KEWANGAN DAN UNJURAN

Syarikat tidak mengeluarkan sebarang anggaran keuntungan, ramalan kewangan dan unjuran bagi tahun kewangan berakhir

Maklumat Tambahan Pematuhan

11. PERBEZAAN DI ANTARA KEPUTUSAN YANG DIAUDIT DAN YANG DIUMUMKAN

	<i>Keputusan Diaudit (RM '000)</i>	<i>Keputusan Diumumkan (RM '000)</i>	<i>Perbezaan (RM '000)</i>	<i>%</i>
<i>Keuntungan / (Kerugian) selepas cukai dan kepentingan minoriti</i>	19,896	17,376	2,520	14

Perbezaan utama disebabkan oleh lebih peruntukkan cukai tertunda dimana kenaikan pelarasan dibuat untuk merekodkan kesan perubahan dalam kadar cukai pendapatan daripada 28% kepada 27% bagi tahun taksiran 2007 dan 26% untuk tahun berikutnya.

The Aspiration

These virtues shall form the basis with which the TDM group shall excel in it's mission to be the best in both commercial and social roles for the

benefit

of the shareholder,
employees and the nation.

Financial
statement

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Directors' Report

The directors have pleasure in presenting their report together with the audited financial statements of the Group and of the Company for the financial year ended 31 December 2006.

PRINCIPAL ACTIVITIES

The principal activities of the Company are investment holding, provision of management services and cultivation of oil palms.

The principal activities of its subsidiaries are described in Note 12 to the financial statements.

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

RESULTS

	Group RM'000	Company RM'000
Profit for the year	19,896	19,270
Attributable to:		
Equity holders of the Company	19,408	19,270
Minority interests	488	-
	19,896	19,270

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

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

DIVIDENDS

At the forthcoming Annual General Meeting, a final dividend in respect of the financial year ended 31 December 2006, of 2.74% less 27% taxation will be proposed for shareholders' approval.

The financial statements for the current financial year do not reflect the proposed dividend which was declared after the balance sheet date and will be accounted for in equity as an appropriation of retained profits in the financial year ending 31 December 2007.

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:

Y.B. Dato' Wan Hisham bin Dato' Wan Salleh
 Y. Bhg. Dato' Haji Wan Zakaria bin Abd Rahman
 Y. Bhg. Dato' Awi @ Alwi bin Said
 Y.B. Dato' Senara Muda (Dato' Mazlan @ Mohd Nanri bin Hashim)
 Y.Bhg. Dato' Haji Zakaria bin Awang
 Y.B. Dato' Haji Mohtar bin Nong
 Haji Abd. Jalil bin Ali
 Encik Mohamad Abdul Halim bin Ahmad

Directors' Report

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 or the fixed salary of a full-time employee of the Company as shown in Note 7 to the financial statements) 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, none of the directors in office at the end of the financial year had any interest in the Company and its related corporations during the financial year.

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 which would render:
 - (i) the amount written off for bad debts or the amount of the provision for doubtful debts in the financial statements of the Group and Company 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 would render adherence to the existing method of valuation of assets or liabilities of the Group and of the Company misleading or inappropriate.
- (d) At the date of this report, the directors are not aware of any circumstances not otherwise dealt with in this report or financial statements of the Group and of the Company which would render any amount stated in the financial statements misleading.

Directors' Report

OTHER STATUTORY INFORMATION (CONT'D)

- (e) As at the date of this report, there does not exist:
- (i) any charge on the assets of the Group or of the Company which has arisen since the end of the financial year which secures the liabilities of any other person; or
 - (ii) any contingent liability in respect of the Group or of the Company which has arisen since the end of the financial year other than as disclosed in Note 30 to the financial statements.
- (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 other than as disclosed in Note 30 to the financial statements; 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.

SUBSEQUENT EVENT

On 28 February 2007, Kumpulan Mediiman Sdn. Bhd., a subsidiary company increased its authorised ordinary share capital from RM5,000,000 to RM25,000,000 through the creation of 20,000,000 ordinary shares of RM1 each and increased its issued and paid-up ordinary share capital from RM4,400,000 to RM13,585,675 by way of the issuance of 9,185,675 ordinary shares of RM1 each to the holding company, TDM Berhad through capitalisation of debts amounting to RM9,185,675.

AUDITORS

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

Signed on behalf of the Board in accordance with a resolution of the directors dated 24 April 2007.



DATO' WAN HISHAM BIN DATO'
WAN SALLEH



HAJI ABD. JALIL BIN ALI

Statement by Directors

pursuant to section 169(15) of the companies act, 1965

We, DATO' WAN HISHAM BIN DATO' WAN SALLEH and HAJI ABD. JALIL BIN ALI, 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 65 to 125 are drawn up in accordance with applicable MASB Approved Accounting Standards in Malaysia for Entities Other Than Private Entities 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 2006 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 dated 24 April 2007.



DATO' WAN HISHAM BIN DATO'
WAN SALLEH




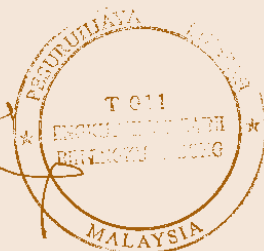
HAJI ABD. JALIL BIN ALI

Statutory Declaration

pursuant to section 169(16) of the companies act, 1965

I, ZAINAL AKBAR BIN SK MD. ABDUL KADER, 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 65 to 125 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, ZAINAL AKBAR BIN SK MD. ABDUL KADER at Kuala Terengganu in Terengganu Darul Iman on 24 April 2007.

Before me,



ZAINAL AKBAR BIN SK MD. ABDUL KADER
MD. ABDUL KADER

Report of the Auditors to the members of TDM Berhad (Incorporated in Malaysia) - 6265-P

We have audited the financial statements set out on pages 65 to 125. These financial statements are the responsibility of the Company's directors.

It is our responsibility to form an independent opinion, based on our audit, on the financial statements and to report our opinion to you, as a body, in accordance with Section 174 of the Companies Act, 1965 and for no other purpose. We do not assume responsibility to any other person for the content of this report.

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.

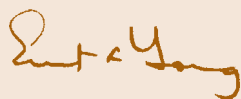
In our opinion:

- (a) the financial statements have been properly drawn up in accordance with the provisions of the Companies Act, 1965 and applicable MASB Approved Accounting Standards in Malaysia for Entities Other Than Private Entities 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 2006 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 the auditors' reports thereon of the subsidiaries of which we have not acted as auditors, as indicated in Note 12 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 financial statements of the Company are in form and content appropriate and proper for the purposes of the preparation of the consolidated financial statements and we have received satisfactory information and explanations required by us for those purposes.

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



ERNST & YOUNG
AF: 0039
Chartered Accountants

Kuala Terengganu, Terengganu, Malaysia
24 April 2007



NIK RAHMAT KAMARULZAMAN BIN
NIK AB. RAHMAN
No. 1759/02/08 (J)
Partner

Income Statements

for the year ended 31 December 2006

	Note	Group		Company	
		2006 RM'000	2005 RM'000	2006 RM'000	2005 RM'000
Revenue	3	194,451	200,308	38,234	23,375
Cost of sales		(121,960)	(123,731)	(8,465)	(12,251)
Gross profit		72,491	76,577	29,769	11,124
Other income		17,060	7,032	5,913	2,772
Distribution costs		(8,835)	(11,579)	-	(22)
Administrative expenses		(43,165)	(41,510)	(6,607)	(6,362)
Other expenses		(9,790)	(7,487)	(4,478)	(16,451)
Operating profit/(loss)		27,761	23,033	24,597	(8,939)
Finance costs	4	(438)	(293)	(345)	(138)
Profit/(loss) before tax	5	27,323	22,740	24,252	(9,077)
Income tax expense	8	(7,427)	(6,300)	(4,982)	1,133
Profit/(loss) for the year		19,896	16,440	19,270	(7,944)
Attributable to:					
Equity holders of the Company		19,408	16,565	19,270	(7,944)
Minority interests		488	(125)	-	-
		19,896	16,440	19,270	(7,944)
Earnings per share attributable to equity holders of the Company (sen):					
Basic, for profit for the year	9	9.01	7.69		

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

Balance Sheets

as at 31 December 2006

	Note	Group		Company	
		2006 RM'000	2005 RM'000	2006 RM'000	2005 RM'000
ASSETS					
Non-current assets					
Property, plant and equipment	10	243,583	239,202	36,934	33,479
Biological assets	11	360,763	360,510	27,535	27,535
Investments in subsidiaries	12	-	-	149,793	146,751
Other investments	13	4,647	5,447	-	800
		608,993	605,159	214,262	208,565
Current assets					
Property development costs	14	-	1,583	-	-
Inventories	15	6,343	10,696	-	355
Trade receivables	16	18,625	16,935	-	-
Other receivables	17	65,859	44,804	141,946	184,462
Cash and bank balances	18	81,808	58,811	186	109
		172,635	132,829	142,132	184,926
TOTAL ASSETS		781,628	737,988	356,394	393,491
EQUITY AND LIABILITIES					
Equity attributable to equity holders of the Company					
Share capital	22	215,524	215,524	215,524	215,524
Reserves	23	272,817	248,344	18,334	(936)
		488,341	463,868	233,858	214,588
Minority interests		8,009	7,521	-	-
Total equity		496,350	471,389	233,858	214,588
Non-current liabilities					
Retirement benefit obligations	24	1,759	2,190	207	153
Borrowings	19	1,829	515	138	218
Deferred revenue	20	78,500	74,000	-	-
Negative goodwill	25	-	5,065	-	-
Deferred taxation	26	23,203	26,892	5	2,186
		105,291	108,662	350	2,557

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

Balance Sheets
as at 31 December 2006

	Note	Group		Company	
		2006 RM'000	2005 RM'000	2006 RM'000	2005 RM'000
Current liabilities					
Borrowings	19	7,272	4,457	5,015	2,851
Trade payables	20	109,671	102,759	19	19
Other payables	21	61,328	49,026	116,275	172,680
Tax payable		1,716	1,695	877	796
		179,987	157,937	122,186	176,346
Total liabilities		285,278	266,599	122,536	178,903
TOTAL EQUITY AND LIABILITIES		781,628	737,988	356,394	393,491

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

Consolidated Statement of changes in Equity for the year ended 31 December 2006

	← Attributable to Equity Holders of the Company →				Total	Minority Interests	Total Equity
	Share Capital (Note 22) RM'000	Share Premium (Note 23) RM'000	Other Reserves (Note 23) RM'000	Retained Earnings (Note 23) RM'000			
At 1 January 2005	215,524	34,979	210,941	(14,141)	447,303	7,646	454,949
Profit for the year	-	-	-	16,565	16,565	(125)	16,440
At 31 December 2005	215,524	34,979	210,941	2,424	463,868	7,521	471,389
At 1 January 2006							
As previously stated	215,524	34,979	210,941	2,424	463,868	7,521	471,389
Effects of adopting FRS 3	-	-	-	5,065	5,065	-	5,065
At 1 January 2006 (restated)	215,524	34,979	210,941	7,489	468,933	7,521	476,454
Profit for the year	-	-	-	19,408	19,408	488	19,896
At 31 December 2006	215,524	34,979	210,941	26,897	488,341	8,009	496,350

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

Company Statement of changes in Equity for the year ended 31 December 2006

	← Non-distributable →				Distributable Accumulated Losses (Note 23) RM'000	Total Equity RM'000
	Share Capital (Note 22) RM'000	Share Premium (Note 23) RM'000	Other Reserves (Note 23) RM'000	Capital Reserve (Note 23) RM'000		
At 1 January 2005	215,524	34,979	31,224	2,736	(61,931)	222,532
Loss for the year	-	-	-	-	(7,944)	(7,944)
At 31 December 2005	215,524	34,979	31,224	2,736	(69,875)	214,588
At 1 January 2006	215,524	34,979	31,224	2,736	(69,875)	214,588
Profit for the year	-	-	-	-	19,270	19,270
At 31 December 2006	215,524	34,979	31,224	2,736	(50,605)	233,858

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

Cash Flow Statements

for the year ended 31 December 2006

	Note	Group		Company	
		2006 RM'000	2005 RM'000	2006 RM'000	2005 RM'000
Cash Flows from Operating Activities					
Profit/(loss) before tax		27,323	22,740	24,252	(9,077)
Adjustments for:					
Interest expense	4	438	293	345	138
Amortisation of deferred expenditure	5	986	1,017	-	-
Depreciation of property, plant and equipment	5	14,111	12,282	1,358	1,444
Biological assets written off	5	53	-	-	-
Inventories written off	5	221	40	-	-
Property, plant and equipment written off	5	1,809	52	1,536	-
(Gain)/loss on disposal of property, plant and equipment	5	(504)	204	-	135
Provision for doubtful debts	5	5,537	3,055	786	11,524
Provision for impairment of property, plant and equipment	5	915	6,013	-	2,193
Loss on disposal of investments	5	-	324	-	-
Bad debts written off	5	-	22	-	-
Provision for obsolete inventories	5	-	46	-	-
Provision for impairment loss of property development costs	5	1,583	-	-	-
Provision for impairment of investments	5	800	500	800	1,233
Dividends received	5	(706)	(1,035)	(21,154)	-
Interest income	5	(3,734)	(239)	-	-
Amortisation of negative goodwill	5	-	(5,269)	-	-
Payables written back	5	(6,652)	-	(2,640)	-
Write back of provision for doubtful debts	5	(50)	(66)	-	-
Depreciation of property, plant and equipment charged back	5	(1,114)	(836)	-	-
Provision for retirement benefits	6	(85)	1,155	57	52
Provision for annual leave	6	20	172	11	7
Operating profit before working capital changes		40,951	40,470	5,351	7,649
Decrease in property development costs		-	207	-	-
Decrease/(increase) in inventories		4,353	(1,512)	355	(355)
(Increase)/decrease in receivables		(17,208)	2,794	40,260	46,173
Increase/(decrease) in payables		19,690	(34,675)	(61,654)	(55,549)
Cash generated from/(used in) operations		47,786	7,284	(15,688)	(2,082)
Interest income		3,734	239	-	-
Interest expense		(438)	(293)	(345)	(138)
Taxation paid		(8,343)	(7,950)	(776)	(383)
Retirement benefits paid	24	(346)	(757)	(3)	-
Net cash generated from/(used in) operating activities		42,393	(1,477)	(16,812)	(2,603)

Cash Flow Statements
for the year ended 31 December 2006

	Note	Group		Company	
		2006 RM'000	2005 RM'000	2006 RM'000	2005 RM'000
Cash Flows from Investing Activities					
Purchase of property, plant and equipment		(20,960)	(13,674)	(6,349)	(1,312)
Addition of livestocks	11	(1,058)	(996)	-	-
Addition of plantation development expenditure	11	(238)	(593)	-	-
Dividends received		706	1,035	21,154	-
Acquisition of investments		-	185	-	135
Net cash (used in)/generated from investing activities		(21,550)	(14,043)	14,805	(1,177)
Cash Flows from Financing Activities					
Proceeds from banking facilities		-	4,536	-	-
Repayment of term loans		-	(4,309)	-	-
Drawdown of hire purchase		256	-	-	-
Payments to hire purchase creditors		(336)	(100)	(80)	(80)
Net cash (used in)/generated from financing activities		(80)	127	(80)	(80)
Net increase/(decrease) in cash and cash equivalents		20,763	(15,393)	(2,087)	(3,860)
Cash and cash equivalents at beginning of year		55,956	71,349	(2,662)	1,198
Cash and cash equivalents at end of year	18	76,719	55,956	(4,749)	(2,662)

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

Notes to the Financial Statements

31 December 2006

1. CORPORATE INFORMATION

The principal activities of the Company are investment holding and provision of management services and cultivation of oil palms. The principal activities of the subsidiaries are as disclosed in Note 12 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 Bursa Malaysia Securities Berhad. The registered office of the Company is located at Aras 5, Bangunan UMNO Terengganu, Jalan Masjid Abidin, 20100 Kuala Terengganu, Terengganu Darul Iman.

The financial statements were authorised for issue by the Board of Directors in accordance with a resolution of the directors on 24 April 2007.

2. SIGNIFICANT ACCOUNTING POLICIES

2.1 Basis of Preparation

The financial statements comply with the provisions of the Companies Act, 1965 and applicable MASB Approved Accounting Standards in Malaysia for Entities Other Than Private Entities. At the beginning of the current financial year, the Group and the Company had adopted new and revised Financial Reporting Standards ("FRSs") which are mandatory for financial periods beginning on or after 1 January 2006 as described fully in Note 2.3.

The financial statements of the Group and of the Company have also been prepared on a historical basis, except for buildings, certain motor vehicles, long term and short term leasehold plantation land, plant and machinery, leasehold land and freehold land included within property, plant and equipment and plantation development expenditure included within biological assets that have been measured at their fair values.

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

2.2 Summary of Significant Accounting Policies

(a) Subsidiaries and Basis of Consolidation

(i) Subsidiaries

Subsidiaries are entities over which the Group has the ability to control the financial and operating policies so as to obtain benefits from their activities. The existence and effect of potential voting rights that are currently exercisable or convertible are considered when assessing whether the Group has such power over another entity.

In the Company's separate financial statements, investments in subsidiaries are stated at cost less impairment losses. On disposal of such investments, the difference between net disposal proceeds and their carrying amounts is included in profit or loss.

(ii) Basis of Consolidation

The consolidated financial statements comprise the financial statements of the Company and its subsidiaries as at the balance sheet date. The financial statements of the subsidiaries are prepared for the same reporting date as the Company.

Notes to the Financial Statements
31 December 2006**2. SIGNIFICANT ACCOUNTING POLICIES (CONT'D)****2.2 Summary of Significant Accounting Policies (cont'd)****(a) Subsidiaries and Basis of Consolidation (cont'd)****(ii) Basis of Consolidation (cont'd)**

Subsidiaries are consolidated from the date of acquisition, being the date on which the Group obtains control and continue to be consolidated until the date that such control ceases. In preparing the consolidated financial statements, intragroup balances, transactions and unrealised gains or losses are eliminated in full. Uniform accounting policies are adopted in the consolidated financial statements for like transactions and events in similar circumstances.

Acquisitions of subsidiaries are accounted for using the purchase method. The purchase method of accounting involves allocating the cost of the acquisition to the fair value of the assets acquired and liabilities and contingent liabilities assumed at the date of acquisition. The cost of an acquisition is measured as the aggregate of the fair values, at the date of exchange, of the assets given, liabilities incurred or assumed, and equity instruments issued, plus any costs directly attributable to the acquisition.

Any excess of the cost of the acquisition over the Group's interest in the net fair value of the identifiable assets, liabilities and contingent liabilities represents goodwill. Any excess of the Group's interest in the net fair value of the identifiable assets, liabilities and contingent liabilities over the cost of acquisition is recognised immediately in profit or loss.

Minority interests represent the portion of profit or loss and net assets in subsidiaries not held by the Group. It is measured at the minorities' share of the fair value of the subsidiaries' identifiable assets and liabilities at the acquisition date and the minorities' share of changes in the subsidiaries' equity since then.

(b) Associates

Associates are entities in which the Group has significant influence and that is neither a subsidiary nor an interest in a joint venture. Significant influence is the power to participate in the financial and operating policy decisions of the investee but not in control or joint control over those policies.

Investments in associates are accounted for in the consolidated financial statements using the equity method of accounting. Under the equity method, the investment in associate is carried in the consolidated balance sheet at cost adjusted for post-acquisition changes in the Group's share of net assets of the associate. The Group's share of the net profit or loss of the associate is recognised in the consolidated profit or loss. Where there has been a change recognised directly in the equity of the associate, the Group recognises its share of such changes.

In applying the equity method, unrealised gains and losses on transactions between the Group and the associate are eliminated to the extent of the Group's interest in the associate. After application of the equity method, the Group determines whether it is necessary to recognise any additional impairment loss with respect to the Group's net investment in the associate. The associate is equity accounted for from the date the Group obtains significant influence until the date the Group ceases to have significant influence over the associate.

Notes to the Financial Statements
31 December 2006

2. SIGNIFICANT ACCOUNTING POLICIES (CONT'D)

2.2 Summary of Significant Accounting Policies (cont'd)

(b) Associates (cont'd)

Goodwill relating to an associate is included in the carrying amount of the investment and is not amortised. Any excess of the Group's share of the net fair value of the associate's identifiable assets, liabilities and contingent liabilities over the cost of the investment is excluded from the carrying amount of the investment and is instead included as income in the determination of the Group's share of the associate's profit or loss in the period in which the investment is acquired.

Any excess of the Group's share of the net fair value of the associate's identifiable assets, liabilities and contingent liabilities over the cost of the investment is excluded from the carrying amount of the investment and is instead included as income in the determination of the Group's share of the associate's profit or loss in the period in which the investment is acquired.

When the Group's share of losses in an associate equals or exceeds its interest in the associate, including any long-term interests that, in substance, form part of the Group's net investment in the associates, the Group does not recognise further losses, unless it has incurred obligations or made payments on behalf of the associate.

The most recent available audited financial statements of the associates are used by the Group in applying the equity method. Where the dates of the audited financial statements used are not coterminous with those of the Group, the share of results is arrived at from the last audited financial statements available and management financial statements to the end of the accounting period. Uniform accounting policies are adopted for like transactions and events in similar circumstances.

In the Company's separate financial statements, investments in associates are stated at cost less impairment losses.

On disposal of such investments, the difference between net disposal proceeds and their carrying amounts is included in profit or loss.

(c) Property, Plant and Equipment and Depreciation

All items of property, plant and equipment are initially recorded at cost. Subsequent costs are included in the asset's carrying amount or recognised as a separate asset, as appropriate, only when it is probable that future economic benefits associated with the item will flow to the Group and the cost of the item can be measured reliably. The carrying amount of the replaced part is derecognised. All other repairs and maintenance are charged to the income statement during the financial period in which they are incurred.

Subsequent to recognition, property, plant and equipment except for buildings, certain motor vehicles, plant and machinery, leasehold land and freehold land included within property, plant and equipment are stated at cost less accumulated depreciation and any accumulated impairment losses.

Buildings, certain motor vehicles, plant and machinery, leasehold land and freehold land included within property, plant and equipment are stated at revalued amount, which is the fair value at the date of the revaluation less any accumulated impairment losses. Fair value is determined from market-based evidence by appraisal that is undertaken by professionally qualified valuers.

Notes to the Financial Statements
31 December 2006**2. SIGNIFICANT ACCOUNTING POLICIES (CONT'D)****2.2 Summary of Significant Accounting Policies (cont'd)****(c) Property, Plant and Equipment and Depreciation (cont'd)**

Revaluations are performed at a regular interval of at least once every five (5) years to ensure that the fair value of a revalued asset does not differ materially from that which would be determined using fair values at the balance sheet date. Any revaluation surplus is credited to the revaluation reserve included within equity, except to the extent that it reverses a revaluation decrease for the same asset previously recognised in profit or loss, in which case the increase is recognised in profit or loss to the extent of the decrease previously recognised. A revaluation deficit is first offset against unutilised previously recognised revaluation surplus in respect of the same asset and the balance is thereafter recognised in profit or loss. Upon disposal or retirement of an asset, any revaluation reserve relating to the particular asset is transferred directly to retained earnings.

Freehold land has an unlimited useful life and therefore is not depreciated. Work-in progress is also not depreciated as this asset is not available for use. 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:

Leasehold land	66 to 99 years
Buildings	5% - 10%
Plant, machinery, equipment, vehicles and renovation	5% - 20%
Livestock pen and cages	10% - 33.3%

The residual values, useful life and depreciation method are reviewed at each financial year-end to ensure that the amount, method and period of depreciation are consistent with previous estimates and the expected pattern of consumption of the future economic benefits embodied in the items of property, plant and equipment.

An item of property, plant and equipment is derecognised upon disposal or when no future economic benefits are expected from its use or disposal. The difference between the net disposal proceeds, if any and the net carrying amount is recognised in profit or loss and the unutilised portion of the revaluation surplus on that item is taken directly to retained earnings.

(d) Biological assets**(i) Plantation Development Expenditure**

Plantation development expenditure consists of pre-cropping costs incurred from the commencement of development to the date of maturity of the rootstock.

Notes to the Financial Statements
31 December 2006

2. SIGNIFICANT ACCOUNTING POLICIES (CONT'D)

2.2 Summary of Significant Accounting Policies (cont'd)

(d) Biological assets

(i) Plantation Development Expenditure

Subsequent to recognition, plantation development expenditure are stated at revalued amount, which is the fair value at the date of the revaluation less any accumulated impairment losses. Fair value is determined from market-based evidence by appraisal that is undertaken by professionally qualified valuers. Revaluations are performed at least once in every five years to ensure that the fair value of a revalued asset does not differ materially from that which would be determined using fair values at the balance sheet date. Any revaluation surplus is credited to the revaluation reserve included within equity, except to the extent that it reverses a revaluation decrease for the same asset previously recognised in profit or loss, in which case the increase is recognised in profit or loss to the extent of the decrease previously recognised. A revaluation deficit is first offset against unutilised previously recognised revaluation surplus in respect of the same asset and the balance is thereafter recognised in profit or loss. Upon disposal or retirement of an asset, any revaluation reserve relating to the particular asset is transferred directly to retained earnings.

The plantation development expenditure was reclassified as biological assets on 1 January 2006.

This change in classification has no impact on the Group's and Company's financial statements.

(ii) Livestocks

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

Deferred expenditure on the breeder stock is carried at the lower of cost and market value, determined on an aggregate basis. Cost is determined on the weighted average basis while the market value is determined on the current net selling prices. On disposal of livestock, the difference between net disposal proceeds and the carrying amount is recognised in profit or loss.

(e) Property Development Costs

Property development costs comprise all costs that are directly attributable to development activities or that can be allocated on a reasonable basis to such activities.

When the financial outcome of a development activity can be reliably estimated, property development revenue and expenses are recognised in the income statement by using the stage of completion method. The stage of completion is determined by the proportion that property development costs incurred for work performed to date bear to the estimated total property development costs.

Where the financial outcome of a development activity cannot be reliably estimated, property development revenue is recognised only to the extent of property development costs incurred that is probable will be recoverable, and property development costs on properties sold are recognised as an expense in the period in which they are incurred.

Notes to the Financial Statements
31 December 2006**2. SIGNIFICANT ACCOUNTING POLICIES (CONT'D)****2.2 Summary of Significant Accounting Policies (cont'd)****(e) Property Development Costs (cont'd)**

Any expected loss on a development project, including costs to be incurred over the defects liability period, is recognised as an expense immediately.

Property development costs not recognised as an expense are recognised as an asset, which is measured at the lower of cost and net realisable value.

The excess of revenue recognised in the income statement over billings to purchasers is classified as accrued billings within trade receivables and the excess of billings to purchasers over revenue recognised in the income statement is classified as progress billings within trade payables.

(f) Impairment of Non-Financial Assets

The carrying amounts of the Group's assets, other than property development costs, inventories and deferred tax assets, are reviewed at each balance sheet date to determine whether there is any indication of impairment. If any such indication exists, the asset's recoverable amount is estimated to determine the amount of impairment loss.

For goodwill, assets that have an indefinite useful life and intangible assets that are not yet available for use, the recoverable amount is estimated at each balance sheet date or more frequently when indicators of impairment are identified.

For the purpose of impairment testing of these assets, recoverable amount is determined on an individual asset basis unless the asset does not generate cash flows that are largely independent of those from other assets. If this is the case, recoverable amount is determined for the cash-generating unit ("CGU") to which the asset belongs to. Goodwill acquired in a business combination is, from the acquisition date, allocated to each of the Group's CGUs, or groups of CGUs, that are expected to benefit from the synergies of the combination, irrespective of whether other assets or liabilities of the Group are assigned to those units or groups of units.

An asset's recoverable amount is the higher of an asset's or CGU's fair value less costs to sell and its value in use. In assessing value in use, the estimated future cash flows are discounted to their present value using a pre-tax discount rate that reflects current market assessments of the time value of money and the risks specific to the asset. Where the carrying amount of an asset exceeds its recoverable amount, the asset is considered impaired and is written down to its recoverable amount. Impairment losses recognised in respect of a CGU or groups of CGUs are allocated first to reduce the carrying amount of any goodwill allocated to those units or groups of units and then, to reduce the carrying amount of the other assets in the unit or groups of units on a pro-rata basis.

An impairment loss is recognised in profit or loss in the period in which it arises, unless the asset is carried at a revalued amount, in which case the impairment loss is accounted for as a revaluation decrease to the extent that the impairment loss does not exceed the amount held in the asset revaluation reserve for the same asset.

Notes to the Financial Statements
31 December 2006

2. SIGNIFICANT ACCOUNTING POLICIES (CONT'D)

2.2 Summary of Significant Accounting Policies (cont'd)

(f) Impairment of Non-Financial Assets (cont'd)

Impairment loss on goodwill is not reversed in a subsequent period. An impairment loss for an asset other than goodwill is reversed if, and only if, there has been a change in the estimates used to determine the asset's recoverable amount since the last impairment loss was recognised. The carrying amount of an asset other than goodwill is increased to its revised recoverable amount, provided that this amount does not exceed the carrying amount that would have been determined (net of amortisation or depreciation) had no impairment loss been recognised for the asset in prior years. A reversal of impairment loss for an asset other than goodwill is recognised in profit or loss, unless the asset is carried at revalued amount, in which case, such reversal is treated as a revaluation increase.

(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.

Net realisable value is the estimated selling price in the ordinary course of business less the estimated costs of completion and the estimated costs necessary to make the sale.

(h) 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) Cash and Cash Equivalents

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

(ii) Other Non-Current Investments

Non-current investments other than investments in subsidiaries are stated at cost less impairment losses. On disposal of an investment, the difference between net disposal proceeds and its carrying amount is recognised in profit or loss.

Notes to the Financial Statements
31 December 2006**2. SIGNIFICANT ACCOUNTING POLICIES (CONT'D)****2.2 Summary of Significant Accounting Policies (cont'd)****(h) Financial Instruments (cont'd)****(iii) Marketable Securities**

Marketable securities are carried at the lower of cost less any permanent diminution in investment value. Cost is determined on the weighted average basis while market value is determined based on quoted market values. Increases or decreases in the carrying amount of marketable securities are credited or 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.

(iv) Receivables

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.

(v) Payables

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

(vi) Interest Bearing Loans and Borrowings

All loans and borrowings are initially recognised at the fair value of the consideration received less directly attributable transaction costs. After initial recognition, interest bearing loans and borrowings are subsequently measured at amortised cost using the effective interest method.

(vii) Derivative Financial Instruments

The Company uses derivative financial instruments, mainly commodity future contracts. Gains or losses arising from contracts entered into as hedges of anticipated future transactions are deferred until the date of such transactions, at which time they are included in the measurement of such transactions. Gains and losses on contracts which are no longer designated as hedges are included in the income statement.

(viii) Equity Instruments

Ordinary shares are classified as equity. Dividends on ordinary shares are recognised in equity in the period in which they are declared.

(i) Borrowing Costs

Borrowing costs directly attributable to the acquisition, construction or production of qualifying assets, which are assets that necessarily take a substantial period of time to get ready for their intended use or sale, are added to the cost of those assets, until such time as the assets are substantially ready for their intended use or sale. Investment income earned on the temporary investment of specific borrowings pending their expenditure on qualifying assets is deducted from the borrowing costs eligible for capitalisation.

All other borrowing costs are recognised in profit or loss in the period in which they are incurred.

Notes to the Financial Statements
31 December 2006

2. SIGNIFICANT ACCOUNTING POLICIES (CONT'D)

2.2 Summary of Significant Accounting Policies (cont'd)

(j) Income Tax

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 tax is provided for, using the liability method. In principle, deferred tax liabilities are recognised for all taxable temporary differences and deferred tax assets are recognised for all deductible temporary differences, unused tax losses and unused tax credits to the extent that it is probable that taxable profit will be available against which the deductible temporary differences, unused tax losses and unused tax credits can be utilised. Deferred tax is not recognised if the temporary difference arises from goodwill or negative goodwill or from the initial recognition of an asset or liability in a transaction which is not a business combination and at the time of the transaction, affects neither accounting profit nor taxable profit.

Deferred tax is measured at the tax rates that are expected to apply in the period when the asset is realised or the liability is settled, based on tax rates that have been enacted or substantively enacted at the balance sheet date. Deferred tax is recognised as income or an expense and included in the profit or loss for the period, except when it arises from a transaction which is recognised directly in equity, in which case the deferred tax is also recognised directly in equity, or when it arises from a business combination that is an acquisition, in which case the deferred tax is included in the resulting goodwill or the amount of any excess of the acquirer's interest is the net fair value of the acquiree's identifiable assets, liabilities and contingent liabilities over the cost of the combination.

(k) Provision for Liabilities

Provisions are recognised when the Group has a present obligation as a result of a past event and it is probable that an outflow of resources embodying economic benefits will be required to settle the obligation, and a reliable estimate of the amount can be made. Provisions are reviewed at each balance sheet date and adjusted to reflect the current best estimate. Where the effect of the time value of money is material, provisions are discounted using a current pre-tax rate that reflects, where appropriate, the risks specific to the liability. Where discounting is used, the increase in the provision due to the passage of time is recognised as finance cost.

(l) Employee Benefits

(i) Short Term Benefits

Wages, salaries, bonuses and social security contributions are recognised as an expense in the year in which the associated services are rendered by employees of the Group. Short term accumulating compensated absences such as paid annual leave are recognised when services are rendered by employees that increase their entitlement to future compensated absences, and short term non-accumulating compensated absences such as sick leave are recognised when the absences occur.

Notes to the Financial Statements
31 December 2006**2. SIGNIFICANT ACCOUNTING POLICIES (CONT'D)****2.2 Summary of Significant Accounting Policies (cont'd)****(l) Employee Benefits (cont'd)****(ii) Defined Contribution Plans**

Defined contribution plans are post-employment benefit plans under which the Group pays fixed contributions into separate entities or funds and will have no legal or constructive obligation to pay further contributions if any of the funds do not hold sufficient assets to pay all employee benefits relating to employee services in the current and preceding financial years. Such contributions are recognised as an expense in the profit or loss as incurred. As required by law, the Group and the Company make such contributions to the Employees Provident Fund ("EPF").

(iii) Defined Benefit Plan

The Group operates an unfunded, defined benefit Retirement Benefit Scheme ("the Scheme") for its eligible employees. The Group's obligation under the Scheme, calculated using the Projected Unit Credit Method, is determined based on actuarial computations by independent actuaries, through which the amount of benefit that employees have earned in return for their service in the current and prior years is estimated. That benefit is discounted in order to determine its present value.

Actuarial gains and losses are recognised as income or expense over the expected average remaining working lives of the participating employees when the cumulative unrecognised actuarial gains or losses for the Scheme exceed 10% of the higher of the present value of the defined benefit obligation and the fair value of plan assets. Past service costs are recognised immediately to the extent that the benefits are already vested, and otherwise are amortised on a straight-line basis over the average period until the amended benefits become vested.

The amount recognised in the balance sheet represents the present value of the defined benefit obligations adjusted for unrecognised actuarial gains and losses and unrecognised past service costs, and reduced by the fair value of plan assets. Any asset resulting from this calculation is limited to the net total of any unrecognised actuarial losses and past service costs, and the present value of any economic benefits in the form of refunds or reductions in future contributions to the plan.

(m) Foreign Currencies**(i) Functional and Presentation Currency**

The individual financial statements of each entity in the Group are measured using the currency of the primary economic environment in which the entity operates ("the functional currency"). The consolidated financial statements are presented in Ringgit Malaysia ("RM"), which is also the Company's functional currency.

Notes to the Financial Statements
31 December 2006

2. SIGNIFICANT ACCOUNTING POLICIES (CONT'D)

2.2 Summary of Significant Accounting Policies (cont'd)

(m) Foreign Currencies (cont'd)

(ii) Foreign Currency Transactions

In preparing the financial statements of the individual entities, transactions in currencies other than the entity's functional currency (foreign currencies) are recorded in the functional currencies using the exchange rates prevailing at the dates of the transactions. At each balance sheet date, monetary items denominated in foreign currencies are retranslated at the rates prevailing on the balance sheet date.

Non-monetary items carried at fair value that are denominated in foreign currencies are retranslated at the rates prevailing on the date when the fair value was determined. Non-monetary items that are measured in terms of historical cost in a foreign currency are not retranslated.

Exchange differences arising on the settlement of monetary items, and on the retranslation of monetary items, are included in profit or loss for the period except for exchange differences arising on monetary items that form part of the Group's net investment in foreign operation.

Exchange differences arising on monetary items that form part of the Group's net investment in foreign operation, where that monetary item is denominated in either the functional currency of the reporting entity or the foreign operation, are initially taken directly to the foreign currency translation reserve within equity until the disposal of the foreign operations, at which time they are recognised in profit or loss. Exchange differences arising on monetary items that form part of the Group's net investment in foreign operation, where that monetary item is denominated in a currency other than the functional currency of either the reporting entity or the foreign operation, are recognised in profit or loss for the period. Exchange differences arising on monetary items that form part of the Company's net investment in foreign operation, regardless of the currency of the monetary item, are recognised in profit or loss in the Company's financial statements or the individual financial statements of the foreign operation, as appropriate.

Exchange differences arising on the retranslation of non-monetary items carried at fair value are included in profit or loss for the period except for the differences arising on the retranslation of non-monetary items in respect of which gains and losses are recognised directly in equity. Exchange differences arising from such non-monetary items are also recognised directly in equity.

(n) Revenue Recognition

Revenue is recognised to the extent that it is probable that the economic benefits will flow to the Group and the revenue can be reliably measured. The following specific recognition criteria must also be met before revenue is recognised:

(i) Sale of Goods

Revenue is recognised net of sales taxes and upon transfer of significant risks and rewards of ownership to the buyer. Revenue is not recognised to the extent where there are significant uncertainties regarding recovery of the consideration due, associated costs or the possible return of goods.

Notes to the Financial Statements
31 December 2006**2. SIGNIFICANT ACCOUNTING POLICIES (CONT'D)****2.2 Summary of Significant Accounting Policies (cont'd)****(n) Revenue Recognition (cont'd)****(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 income is recognised on an accrual basis using the effective interest method.

(iv) Dividend Income

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

(v) Management Fees

Management fees are recognised when services are rendered.

(vi) Deferred Revenue

The deferred revenue relates to advanced payment received from a supplier which will be amortised over the supply of crude unbleached palm oil.

(o) Goodwill

Goodwill acquired in a business combination is initially measured at cost being the excess of the cost of business combination over the Group's interest in the net fair value of the identifiable assets, liabilities and contingent liabilities. Following the initial recognition, goodwill is measured at cost less any accumulated impairment losses. Goodwill is not amortised but instead, it is reviewed for impairment, annually or more frequently if events or changes in circumstances indicate that the carrying value may be impaired. Gains and losses on the disposal of an entity include the carrying amount of goodwill relating to the entity sold.

(p) Leases**(i) Classification**

A lease is recognised as a finance lease if it transfers substantially to the Group all the risks and rewards incidental to ownership. Lease of land is classified as operating or finance leases in the same way as leases of other assets and the land and buildings elements of a lease of land and buildings are considered separately for the purposes of lease classification.

(ii) Finance Leases - the Group as Lessee

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. Any initial direct costs are also added to the carrying amount of such assets.

Notes to the Financial Statements
31 December 2006

2. SIGNIFICANT ACCOUNTING POLICIES (CONT'D)

2.2 Summary of Significant Accounting Policies (cont'd)

(p) Leases (cont'd)

(ii) Finance Leases - the Group as Lessee (cont'd)

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 recognised in the profit or loss 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 in accordance with that for depreciable property, plant and equipment as described in Note 2.2(c).

2.3 Changes in Accounting Policies and Effects Arising from Adoption of New and Revised FRSs

On 1 January 2006, the Group and the Company adopted the following FRSs mandatory for financial periods beginning on or after 1 January 2006:

FRS2	Share-based Payment
FRS 3	Business Combinations
FRS 5	Non-current Assets Held for Sale and Discontinued Operations
FRS 101	Presentation of Financial Statements
FRS 102	Inventories
FRS 108	Accounting Policies, Changes in Estimates and Errors
FRS 110	Events after the Balance Sheet Date
FRS 116	Property, Plant and Equipment
FRS 121	The Effects of Changes in Foreign Exchange Rates
FRS 127	Consolidated and Separate Financial Statements
FRS 128	Investments in Associates
FRS 131	Interests in Joint Ventures
FRS 132	Financial Instruments: Disclosure and Presentation
FRS 133	Earnings Per Share
FRS 136	Impairment of Assets
FRS 138	Intangible Assets
FRS 140	Investment Property

The Group has not early adopted FRS 117 Leases, FRS 124 Related Party Disclosure which become effective for accounting periods beginning on or after 1 October 2006 and the deferred FRS 139 - Financial Instruments: Recognition and Measurement and the following FRSs and amendment that are mandatory for financial periods beginning on or after 1 January 2007:

(i) FRS 6: Exploration for and Evaluation of Mineral Resources

FRS 6 is not relevant to the Group's operations.

Notes to the Financial Statements
31 December 2006**2. SIGNIFICANT ACCOUNTING POLICIES (CONT'D)****2.3 Changes in Accounting Policies and Effects Arising from Adoption of New and Revised FRSs (cont'd)****(ii) Amendment to FRS 119²⁰⁰⁴: Employee Benefits
– Actuarial Gains and Losses, Group Plans and Disclosures**

This amendment introduces the option of an alternative recognition approach for actuarial gains and losses arising from post-employment defined benefit plans. It may impose additional recognition requirements for multi-employer plans where insufficient information is available to apply defined benefit accounting. It also adds new disclosure requirements. As the Group does not intend to change the accounting policy adopted for recognition of actuarial gains and losses and does not participate in any multi-employer plans, adoption of this amendment will only impact the format and extent of disclosures presented in the financial statements. The Group will apply this amendment from financial periods beginning 1 January 2007.

On 15 February 2007, the MASB issued the following amendments to FRS and interpretations (ICs) for Entities Other Than Private Entities:

- (i) Amendments to FRS 121, The Effects of Changes in Foreign Exchange Rates - Net Investment in a Foreign Operation;
- (ii) IC Interpretation 1, Changes in Existing Decommissioning, Restoration and Similar Liabilities;
- (iii) IC Interpretation 2, Members' Shares in Co-operative Entities and Similar Instruments;
- (iv) IC Interpretation 5, Rights to Interests arising from Decommissioning, Restoration and Environmental Rehabilitation Funds;
- (v) IC Interpretation 6, Liabilities arising from Participating in Specific Market - Waste Electrical and Electronic Equipment;
- (vi) IC Interpretation 7, Applying the Restatement Approach under FRS 129²⁰⁰⁴ Financial Reporting in Hyperinflationary Economies; and
- (vii) IC Interpretation 8, Scope of FRS 2 Share-based payments.

The above amendments to FRSs and ICs are effective for accounting periods beginning on or after 1 July 2007. The initial application of the Amendment to FRS 121 and IC Interpretation 1 do not have any impact on the financial statements of the Group and of the Company. Other ICs as issued above are not applicable to the Group and the Company.

Notes to the Financial Statements
31 December 2006

2. SIGNIFICANT ACCOUNTING POLICIES (CONT'D)

2.3 Changes in Accounting Policies and Effects Arising from Adoption of New and Revised FRSs (cont'd)

The adoption of revised FRS 2, 5, 102, 108, 110, 121, 127, 128, 131, 132, 133, 136, 138 and 140 does not result in significant changes in accounting policies of the Group and the Company. The principal changes in accounting policies and their effects resulting from the adoption of the other new and revised FRSs are discussed below:

(a) FRS 3: Business Combinations

In accordance with the transitional provisions, FRS 3 has been applied for business combinations for which the agreement date is on or after 1 January 2006.

Excess of Group's interest in the net fair value of acquiree's identifiable assets, liabilities and contingent liabilities over cost (previously known as negative goodwill)

Prior to 1 January 2006, negative goodwill was amortised over the weighted average useful life of the non-monetary assets acquired, except to the extent it relates to identified expected future losses as at the date of acquisition. In such cases, it was recognised in profit or loss as those expected losses were incurred. Under FRS 3, any excess of the Group's interest in the net fair value of acquiree's identifiable assets, liabilities and contingent liabilities over cost of acquisitions, after reassessment, is now recognised immediately in profit or loss. In accordance with transitional provisions of FRS 3, the negative goodwill as at 1 January 2006 of RM5,064,918 was derecognised with a corresponding increase in retained earnings.

Because the revised accounting policy has been applied prospectively, the change has had no impact on amounts reported for 2005 or prior periods. The effects on the consolidated balance sheet as at 31 December 2006 is set out in Note 2.3(c)(i). This change has no impact on the Company's financial statements.

(b) FRS 101: Presentation of Financial Statements

(i) Minority Interests

Prior to 1 January 2006, minority interests at the balance sheet date were presented in the consolidated balance sheet separately from liabilities and equity. Upon the adoption of the revised FRS 101, minority interests are now presented within total equity. In the consolidated income statement, minority interests are presented as an allocation of the total profit or loss for the year. A similar requirement is also applicable to the consolidated statement of changes in equity. The revised FRS 101 also requires disclosure, on the face of the statement of changes in equity, total recognised income and expenses for the year, showing separately the amounts attributable to equity holders of the Company and to minority interests.

Prior to 1 January 2006, the Group's share of taxation of associates and jointly controlled entities accounted for using the equity method was included as part of the Group's income tax expense in the consolidated income statement. Upon the adoption of the revised FRS 101, the share of taxation of associates and jointly controlled entities accounted for using the equity method are now included in the respective shares of profit or loss reported in the consolidated income statement before arriving at the Group's profit or loss before tax.

Notes to the Financial Statements
31 December 2006

2. SIGNIFICANT ACCOUNTING POLICIES (CONT'D)

2.3 Changes in Accounting Policies and Effects Arising from Adoption of New and Revised FRSs (cont'd)

(b) FRS 101: Presentation of Financial Statements (cont'd)

(ii) Biological Assets

As at 1 January 2006, the plantation development expenditure was reclassified from property, plant and equipment to biological assets to comply with the disclosure requirements of FRS 101. Similarly, the deferred expenditure which relates to livestocks was also reclassified as biological assets.

(c) Summary of effects and changes arising from adoption of new and revised FRSs

The following tables provide estimates of the extent to which each of the line items in the balance sheets and income statements for the year ended 31 December 2006 is higher or lower than it would have been had the previous policies been applied in the current year:

(i) Effects on balance sheet as at 31 December 2006

Description of change	Increase/ (Decrease) FRS 110 Note 2.3 (b) RM'000
Group	
Property, plant and equipment	(360,005)
Livestocks	(758)
Biological assets	360,763
Retained profits	5,065
Negative goodwill	(5,065)
<hr/>	
Company	
Property, plant and equipment	(27,535)
Biological assets	27,535
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Notes to the Financial Statements
31 December 2006

2. SIGNIFICANT ACCOUNTING POLICIES (CONT'D)

2.3 Changes in Accounting Policies and Effects Arising from Adoption of New and Revised FRSs (cont'd)

(c) Summary of effects and changes arising from adoption of new and revised FRSs (cont'd)

(ii) Restatement of comparatives

Description of Change	Previously Stated RM'000	Increase/ (Decrease) RM'000	Restated RM'000
At 31 December 2005			
Group			
Property, plant and equipment	599,022	(359,820)	239,202
Livestocks	690	(690)	-
Biological assets	-	360,510	360,510
Company			
Property, plant and equipment	61,014	(27,535)	33,479
Biological assets	-	27,535	27,535

2.4 Changes in Estimates

The revised FRS 116: Property, Plant and Equipment requires the review of the residual value and remaining useful life of an item of property, plant and equipment at least at each financial year end. The Group revised the residual values of certain buildings and the estimated useful lives of certain plant and machineries from five to eight years with effect from 1 January 2006. The revisions were accounted for prospectively as a change in accounting estimates. This change has no material impact on the Group's and the Company's financial statements.

2.5 Significant Accounting Estimates and Judgements

(a) Key Sources of Estimation Uncertainty

The key assumptions concerning the future and other key sources of estimation uncertainty at the balance sheet date, that have a significant risk of causing a material adjustment to the carrying amounts of assets and liabilities within the next financial year are discussed below:

(i) Impairment of property, plant and equipment

During the current financial year, the Group has recognised impairment losses in property, plant and equipment. The Group carried out the impairment test based on a variety of estimation including the value in use of the CGU to which the property, plant and equipment are allocated. The carrying amounts of property, plant and equipment of the Group as at 31 December 2006 were RM243,474,000 (2005: RM239,203,000) and RM36,934,000 (2005: RM33,479,000) respectively. Further details of the impairment losses recognised are disclosed in Note 10.

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2. SIGNIFICANT ACCOUNTING POLICIES (CONT'D)

2.5 Significant Accounting Estimates and Judgements (cont'd)

(a) Key Sources of Estimation Uncertainty (cont'd)

(ii) Deferred tax assets

Deferred tax assets are recognised for all unused tax losses and unabsorbed capital allowances to the extent that it is probable that taxable profit will be available against which the losses and capital allowances can be utilised. Significant management judgement is required to determine the amount of deferred tax assets that can be recognised, based upon the likely timing and level of future taxable profits together with future tax planning strategies. The total carrying value of recognised tax losses and capital allowances of the Group as at 31 December 2006 was RM4,083,000 (2005: RM1,971,000) and the unrecognised tax losses and capital allowances of the Group was RM42,008,000 (2005: RM61,813,000).

3. REVENUE

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

	Group		Company	
	2006 RM'000	2005 RM'000	2006 RM'000	2005 RM'000
Sale of goods	151,886	176,831	11,880	18,175
Rendering of services	42,565	23,477	-	-
Dividend income from subsidiaries	-	-	21,154	-
Management fees from subsidiaries	-	-	5,200	5,200
	194,451	200,308	38,234	23,375

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

4. FINANCE COSTS

	Group		Company	
	2006 RM'000	2005 RM'000	2006 RM'000	2005 RM'000
Interest expense on:				
- bank overdrafts	335	129	333	126
- loans	5	(2)	-	-
- revolving credits	63	42	-	-
- hire purchase liabilities	24	17	12	12
- loans stocks	-	15	-	-
- others	11	92	-	-
	438	293	345	138

Notes to the Financial Statements
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5. PROFIT/(LOSS) BEFORE TAX

The following amounts have been included at arriving at profit/(loss) before tax:

	Group		Company	
	2006 RM'000	2005 RM'000	2006 RM'000	2005 RM'000
Employee benefits expense (Note 6)	12,786	14,768	2,089	2,748
Non-executive directors' remuneration (Note 7)	614	440	325	223
Auditors' remuneration				
- current year	207	215	55	50
- over provision in prior year	-	(5)	-	-
Amortisation of deferred expenditure (Note 11)	986	1,017	-	-
Depreciation of property, plant and equipment (Note 10)	14,111	12,282	1,358	1,444
Biological assets written off (Note 11)	53	-	-	-
Rental of premises	2,653	2,347	270	240
Rental of equipment	104	6	45	6
Rental of land	2	2	-	-
Inventories written off	221	40	-	-
Property, plant and equipment written off (Note 10)	1,809	52	1,536	-
(Gain)/loss on disposal of property, plant and equipment	(504)	204	-	135
Provision for doubtful debts	5,537	3,055	786	11,524
Provision for impairment of property, plant and equipment (Note 10)	915	6,013	-	2,193
Loss on disposal of investments	-	324	-	-
Bad debts written off	-	22	-	-
Royalty	198	204	-	-
Provision for obsolete inventories	-	46	-	-
Provision for impairment loss of property development costs (Note 14)	1,583	-	-	-
Provision for impairment of other investments	800	500	800	1,233
Retrenchment benefits	48	48	-	-
Replanting expenditure	5,500	7,487	-	-
Dividends received	(706)	(1,035)	(21,154)	-
Prepaid lease rental no longer required	-	(236)	-	-
Interest income	(3,734)	(239)	-	-
Amortisation of negative goodwill (Note 25)	-	(5,269)	-	-
Payables written back	(6,652)	-	(2,640)	-
Rental income	(148)	(5,905)	-	(5,740)
Write back of provision for doubtful debts	(50)	(66)	-	-
Depreciation of property, plant and equipment charged back	(1,114)	(836)	-	-
Management fees charged to subsidiaries	-	-	(5,200)	(5,200)

Notes to the Financial Statements
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6. EMPLOYEE BENEFITS EXPENSE

	Group		Company	
	2006 RM'000	2005 RM'000	2006 RM'000	2005 RM'000
Salaries, wages and allowances	11,285	11,751	1,702	2,383
Defined contribution benefits	1,295	1,419	306	291
Social security costs	271	271	13	15
Defined benefit plans (Note 24)	(85)	1,155	57	52
Provision for annual leave	20	172	11	7
	12,786	14,768	2,089	2,748

Included in employee benefits expense of the Group and of the Company are executive directors' remuneration amounting to RM426,000 (2005: RM375,000) and RM424,000 (2005: RM306,000) respectively as further disclosed in Note 7.

7. DIRECTORS' REMUNERATION

	Group		Company	
	2006 RM'000	2005 RM'000	2006 RM'000	2005 RM'000
Executive directors' remuneration (Note 6):				
Fees	42	34	40	27
Salaries and other emoluments	335	306	335	259
Bonus	49	35	49	20
	426	375	424	306
Non-executive directors' remuneration (Note 5):				
Fees and other emoluments	454	350	325	223
Chairman allowances	160	90	-	-
	614	440	325	223
Total directors' remuneration	1,040	815	749	529
Estimated money value of benefit-in-kind	38	28	25	28
Total directors' remuneration including benefit-in-kind	1,078	843	774	557

Notes to the Financial Statements
31 December 2006

7. DIRECTORS' REMUNERATION (CONT'D)

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

	Number of Directors	
	2006	2005
Executive directors:		
RM300,001 - RM350,000	-	1
RM350,001 - RM400,000	-	-
RM400,001 - RM450,000	1	-
Non-Executive directors:		
Below RM50,000	6	5
RM50,000 - RM100,000	1	-

8. INCOME TAX EXPENSE

	Group		Company	
	2006	2005	2006	2005
	RM'000	RM'000	RM'000	RM'000
Tax expense for the year:				
Malaysian income tax	11,053	6,300	7,163	1,179
Deferred tax (Note 26):				
- (Over)/under provision in prior year	(1,461)	1,708	(2,181)	-
- Relating to origination and reversal of temporary differences	(480)	(1,947)	-	(2,312)
- Relating to changes in tax rates	(1,748)	-	-	-
	(3,689)	(239)	(2,181)	(2,312)
Under provision of income tax in prior year	63	239	-	-
	7,427	6,300	4,982	(1,133)

Domestic current income tax is calculated at the statutory tax rate of 28% (2005: 28%) of the estimated assessable profit/(loss) for the year. The domestic statutory tax rate will be reduced to 27% from the current year's rate of 28%, effective year of assessment 2007 and to 26% effective year of assessment 2008. The computation of deferred tax as at 31 December 2006 has reflected these changes.

Notes to the Financial Statements
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8. INCOME TAX EXPENSE (CONT'D)

With effect from year of assessment 2004, the corporate tax rates for companies with paid up capital of RM2.5 million and below at the beginning of the basis period for the year of assessment are as follows:

Chargeable income	Rate
First RM500,000	20%
Amount exceeding RM500,000	28%

A reconciliation of income tax expense available to profit/(loss) before taxation at the statutory income tax rate to income tax expense at the effective tax rate of the Group and of the Company is as follows:

	2006 RM'000	2005 RM'000
Group		
Profit before tax	27,323	22,740
Taxation at Malaysian statutory rate of 28% (2005: 28%)	7,650	6,367
Tax savings for reduced tax rate @ 20%*	(1,748)	(40)
Tax incentive obtained from differential tax rate	(40)	-
Income not subject to tax	(269)	(3,224)
Expenses not deductible for tax purposes	2,615	743
Utilisation of previously unrecognised tax losses and unabsorbed capital allowances	(815)	(33)
Deferred tax assets recognised during the year	(590)	(488)
Deferred tax assets not recognised during the year	2,022	1,028
(Over)/under provision of deferred tax in prior years	(1,461)	1,708
Under provision of income tax in prior years	63	239
Tax expense for the year	7,427	6,300

* certain subsidiaries with a paid up share capital of below RM2.5 million are eligible for this benefit.

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8. INCOME TAX EXPENSE (CONT'D)

	2006 RM'000	2005 RM'000
Company		
Profit/(loss) before tax	24,252	(9,077)
Taxation at Malaysian statutory rate of 28% (2005: 28%)	6,791	(2,542)
Income not subject to tax	(269)	(392)
Expenses not deductible for tax purposes	1,013	1,801
Utilisation of previously unrecognised tax losses and unabsorbed capital allowances	(726)	-
Deferred tax assets not recognised during the year	354	-
Over provision of deferred tax in prior years	(2,181)	-
Tax expense for the year	4,982	(1,133)

Tax savings during the financial year arising from:

	Group		Company	
	2006 RM'000	2005 RM'000	2006 RM'000	2005 RM'000
Utilisation of current year tax losses	-	664	-	-
Utilisation of tax losses brought forward	1,585	1,307	1,938	561
Utilisation of current year capital allowances	5,373	-	847	-
Utilisation of Group Relief	417	-	-	-

9. EARNINGS PER SHARE

Basic

Basic earnings per share amounts are calculated by dividing profit for the year attributable to ordinary equity holders of the Company by the weighted average number of ordinary shares in issue during the financial year held by the Company.

	Group	
	2006	2005
Profit attributable to ordinary equity holders of the Company (RM'000)	19,408	16,565
Weighted average number of ordinary shares in issue ('000)	215,524	215,524
Basic earnings per share (sen)	9.01	7.69

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10. PROPERTY, PLANT AND EQUIPMENT

	Freehold land RM'000	Buildings RM'000	Short term, long term leasehold plantation land and leasehold land RM'000	Plant, machinery, equipment, vehicles and renovation RM'000	Livestock pen and cages RM'000	Work-in- progress RM'000	Total RM'000
GROUP							
At 31 December 2006							
Cost or valuation							
At 1 January 2006							
At cost	95	32,526	2,463	36,593	472	14,560	86,709
At valuation	800	13,094	177,663	66,826	-	-	258,383
At 31 December 2006	895	45,620	180,126	103,419	472	14,560	345,092
Additions	-	1,322	262	15,614	22	3,996	21,216
Disposals	-	(152)	-	(190)	-	-	(342)
Reclassifications	1,869	(2,200)	(1,864)	2,195	-	-	-
Write offs	-	(310)	-	(2,502)	-	-	(2,812)
At 31 December 2006	2,764	44,280	178,524	118,536	494	18,556	363,154
Representing:							
At cost	1,964	25,844	2,725	55,188	494	18,556	104,771
At valuation	800	18,436	175,799	63,348	-	-	258,383
At 31 December 2006	2,764	44,280	178,524	118,536	494	18,556	363,154
Accumulated depreciation and impairment							
At 1 January 2006							
Depreciation charge for the year (Note 5)	-	33,588	11,282	55,978	352	4,690	105,890
Impairment losses for the year (Note 5)	-	1,459	3,669	8,950	33	-	14,111
Reclassifications	-	866	-	-	-	49	915
Disposals	-	459	(45)	(414)	-	-	-
Write offs	-	(152)	-	(190)	-	-	(342)
At 31 December 2006	-	(130)	-	(873)	-	-	(1,003)
At 31 December 2006	-	36,090	14,906	63,451	385	4,739	119,571

Notes to the Financial Statements
31 December 2006

10. PROPERTY, PLANT AND EQUIPMENT (CONT'D)

	Freehold land RM'000	Buildings RM'000	Short term, long term leasehold plantation land and leasehold land RM'000	Plant, machinery, equipment, vehicles and renovation RM'000	Livestock pen and cages RM'000	Work-in- progress RM'000	Total RM'000
GROUP							
Analysed as:							
Accumulated depreciation	-	35,224	14,906	59,223	385	2,954	112,692
Accumulated impairment losses	-	866	-	4,228	-	1,785	6,879
	-	36,090	14,906	63,451	385	4,739	119,571
Net carrying amount							
At cost	1,964	6,490	(12,181)	21,829	109	13,817	32,028
At valuation	800	1,700	175,799	33,256	-	-	211,555
At 31 December 2006	2,764	8,190	163,618	55,085	109	13,817	243,583
At 31 December 2005							
Cost or valuation							
At 1 January 2005							
At cost	95	32,570	1,320	32,773	395	11,237	78,390
At valuation	800	15,186	178,235	64,162	-	-	258,383
	895	47,756	179,555	96,935	395	11,237	336,773
Additions	-	233	1,387	6,225	77	4,340	12,262
Revaluation deficit	-	(2,340)	-	-	-	-	(2,340)
Disposals	-	-	-	(591)	-	-	(591)
Reclassifications	-	-	-	1,017	-	(1,017)	-
Transfers	-	-	(816)	-	-	-	(816)
Write offs	-	(29)	-	(160)	-	-	(189)
Adjustment	-	-	-	(7)	-	-	(7)
At 31 December 2005	895	45,620	180,126	103,419	472	14,560	345,092
Representing:							
At cost	95	32,526	2,463	36,593	472	14,560	86,709
At valuation	800	13,094	177,663	66,826	-	-	258,383
At 31 December 2005	895	45,620	180,126	103,419	472	14,560	345,092

Notes to the Financial Statements
31 December 2006

10. PROPERTY, PLANT AND EQUIPMENT (CONT'D)

	Freehold land RM'000	Buildings RM'000	Short term, long term leasehold plantation land and leasehold land RM'000	Plant, machinery, equipment, vehicles and renovation RM'000	Livestock pen and cages RM'000	Work-in- progress RM'000	Total RM'000
GROUP							
Accumulated depreciation and impairment							
At 1 January 2005	-	32,978	7,824	45,676	332	2,905	89,715
Depreciation charge for the year (Note 5)	-	2,174	3,458	6,630	20	-	12,282
Impairment losses for the year (Note 5)	-	-	-	4,228	-	1,785	6,013
Revaluation deficit	-	(1,556)	-	-	-	-	(1,556)
Disposal	-	-	-	(427)	-	-	(427)
Write offs	-	(8)	-	(129)	-	-	(137)
At 31 December 2005	-	33,588	11,282	55,978	352	4,690	105,890
Net carrying amount							
At cost	95	10,290	756	21,590	120	9,870	42,721
At valuation	800	1,742	168,088	25,851	-	-	196,481
At 31 December 2005	895	12,032	168,844	47,441	120	9,870	239,202

Notes to the Financial Statements
31 December 2006

10. PROPERTY, PLANT AND EQUIPMENT (CONT'D)

	Leasehold plantation land and buildings RM'000	Machinery, equipment and vehicles RM'000	Work-in- progress RM'000	Renovation RM'000	Total RM'000
COMPANY					
At 31 December 2006					
Cost or valuation					
At 1 January 2006					
At cost	737	4,068	3,180	346	8,331
At valuation	33,148	-	-	-	33,148
	33,885	4,068	3,180	346	41,479
Additions	247	396	914	4,792	6,349
Write offs	-	-	-	(1,536)	(1,536)
At 31 December 2006	34,132	4,464	4,094	3,602	46,292
Representing:					
At cost	984	4,464	4,094	3,602	13,144
At valuation	33,148	-	-	-	33,148
At 31 December 2006	34,132	4,464	4,094	3,602	46,292
Accumulated depreciation and impairment					
At 1 January 2006	2,513	3,341	1,801	345	8,000
Depreciation charge for the year (Note 5)	743	615	-	-	1,358
At 31 December 2006	3,256	3,956	1,801	345	9,358
Net carrying amount					
At cost	-	508	2,293	3,257	6,058
At valuation	30,876	-	-	-	30,876
At 31 December 2006	30,876	508	2,293	3,257	36,934

Notes to the Financial Statements
31 December 2006

10. PROPERTY, PLANT AND EQUIPMENT (CONT'D)

	Leasehold plantation land and buildings RM'000	Machinery, equipment and vehicles RM'000	Work-in- progress RM'000	Renovation RM'000	Total RM'000
COMPANY					
At 31 December 2005					
Cost or valuation					
At 1 January 2005					
At cost	-	3,629	3,143	247	7,019
At valuation	33,148	-	-	-	33,148
	33,148	3,629	3,143	247	40,167
Additions	737	439	37	99	1,312
At 31 December 2005	33,885	4,068	3,180	346	41,479
Representing:					
At cost	737	4,068	3,180	346	8,331
At valuation	33,148	-	-	-	33,148
At 31 December 2005	33,885	4,068	3,180	346	41,479
Accumulated depreciation and impairment					
At 1 January 2005	1,797	2,550	16	-	4,363
Depreciation charge for the year (Note 5)	715	729	-	-	1,444
Impairment losses for the year (Note 5)	-	62	1,785	346	2,193
At 31 December 2005	2,512	3,341	1,801	346	8,000
Net carrying amount					
At cost	-	727	1,379	-	2,106
At valuation	31,373	-	-	-	31,373
At 31 December 2005	31,373	727	1,379	-	33,479

Notes to the Financial Statements
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10. PROPERTY, PLANT AND EQUIPMENT (CONT'D)

- (a) Had the revalued property, plant and equipment been carried under cost model, the net carrying amount of each class of property, plant and equipment that would have been included in the financial statements of the Group and of the Company as at 31 December 2006 would have been as follows:

	Group		Company	
	2006 RM'000	2005 RM'000	2006 RM'000	2005 RM'000
Buildings	412	733	-	-
Plant and machinery	12,566	14,989	-	-
Long term leasehold plantation land	7,494	12,928	3,793	4,097
Short term leasehold plantation land	17,394	18,026	-	-
	37,866	46,676	3,793	4,097

- (b) During the financial year, the Group and the Company acquired property, plant and equipment at aggregate costs of RM21,052 (2005: RM12,185) and RM6,349,000 (2005: RM1,312,000) respectively of which RM256,000 (2005: RMNil) and RMNil (2005: RMNil) respectively were acquired by means of hire purchase. Net carrying amounts of property, plant and equipment held under hire purchase are as follows:

	Group	
	2006 RM'000	2005 RM'000
Machinery, equipment and motor vehicles	270,405	-

- (c) The net book value of property, plant and equipment pledged to financial institution for bank borrowings as referred to Note 19 are as follows:

	Group		Company	
	2006 RM'000	2005 RM'000	2006 RM'000	2005 RM'000
Long term leasehold plantation land	-	3,525	-	-

Notes to the Financial Statements
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10. PROPERTY, PLANT AND EQUIPMENT (CONT'D)

- (d) Details of independent professional valuations of property, plant and equipment owned by the Company and its subsidiaries at 31 December 2006 are as follows:

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	Plant and machinery	37,788	Open Market Value
2002	Leasehold land	84,046	Open Market Value
2002	Freehold land	800	Open Market Value
2002	Buildings	1,700	Open Market Value
2005	Buildings	3,250	Open Market Value
2002	Long term leasehold plantation land	41,937	Open Market Value
2002	Short term leasehold plantation land	42,052	Open Market Value
2002	Short term leasehold plantation land	22,948	Open Market Value
2001	Long term leasehold land	10,200	Comparative Method
		258,383	
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	

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11. BIOLOGICAL ASSETS		
	2006	2005
	RM'000	RM'000
GROUP		
(a) Plantation development expenditure		
At cost or valuation		
At 1 January		
At cost	28,305	27,712
At valuation	331,515	331,515
	359,820	359,227
Additions	238	593
Write off	(53)	-
At 31 December	360,005	359,820
Representing:		
At cost	28,490	28,305
At valuation	331,515	331,515
At 31 December	360,005	359,820
(b) Livestocks		
At cost		
At 1 January	7,700	6,708
Additions	1,058	996
	8,758	7,704
Cumulative amount amortised	(8,000)	(7,014)
At 31 December	758	690
Total	360,763	360,510
	2006	2005
	RM'000	RM'000
COMPANY		
At valuation		
Plantation development expenditure	27,535	27,535

Notes to the Financial Statements
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11. BIOLOGICAL ASSETS (CONT'D)

- (a) Had the revalued biological assets been under cost model, the net carrying amount of each class of biological assets that would have been included in the financial statements of the Group and of the Company as at 31 December 2006 would have been as follows:

	Group		Company	
	2006 RM'000	2005 RM'000	2006 RM'000	2005 RM'000
Plantation development expenditure	293,004	293,004	-	-
New planting development expenditure	17,748	17,748	-	-
	310,752	310,752	-	-

- (b) Details of independent professional valuations of biological assets owned by the Company and its subsidiaries at 31 December 2006 are as follows:

Group			
Year of valuation	Description of Property	Valuation amount RM'000	Basis of valuation
2002	New planting development expenditure	38,511	Open Market Value
2002	Plantation development expenditure	293,004	Open Market Value
		331,515	

- (c) Prior to 1 January 2006, plantation development expenditure was classified as property, plant and equipment and livestock were classified as deferred expenditure.

12. INVESTMENTS IN SUBSIDIARIES

	Company	
	2006 RM'000	2005 RM'000
Unquoted shares at cost:		
- in Malaysia	160,624	157,582
Less: Provision for impairment of investments	(10,831)	(10,831)
	149,793	146,751

Notes to the Financial Statements
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12. INVESTMENTS IN SUBSIDIARIES (CONT'D)

Name of Subsidiaries	Country of Incorporation	Principal Activities	Proportion of Ownership Interest	
			2006 %	2005 %
TDM Plantation Sdn. Bhd.	Malaysia	Management of oil palm plantation, processing and trading of palm oil and related products.	100	100
Kumpulan Ladang-Ladang Trengganu Sdn. Bhd.	Malaysia	Cultivation of oil palms, trading of palm oil and other related products.	100	100
TDM Trading Sdn. Bhd.	Malaysia	Trading of crude palm oil and other related products.	100	100
TDM Capital Sdn. Bhd.	Malaysia	Investment holding, trading, cultivation of oil palms and other related products.	90	90
Kumpulan Mediiman Sdn. Bhd. **	Malaysia	Investment holding and provision of consultancy and management services to specialist medical centres.	70.64	70.64
TDM Properties Bhd **	Malaysia	Investment holding, property development and project management.	100	100
Indah Sari Travel & Tours Sdn. Bhd.***	Malaysia	Ceased operations.	70	70
TD Ijarah Sdn. Bhd. **	Malaysia	Islamic leasing.	100	100
TD Poultry Sdn. Bhd.	Malaysia	Intergrated poultry farming.	100	100
TDM Helling Sdn. Bhd.	Malaysia	Dormant.	100	100
TMG (M) Sdn. Bhd.* #	Malaysia	Dormant.	100	100
East Coast Transportation Sdn. Bhd. *	Malaysia	Dormant.	100	100

Notes to the Financial Statements
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12. INVESTMENTS IN SUBSIDIARIES (CONT'D)

Name of Subsidiaries	Country of Incorporation	Principal Activities	Proportion of Ownership Interest	
			2006 %	2005 %
Kuantan Medical Centre Sdn. Bhd.	Malaysia	Specialist medical centre.	33	1
Kelana Jaya Medical Centre Sdn. Bhd.	Malaysia	Specialist medical centre.	66.54	66.54
Held by TDM Properties Bhd				
TD Gabongan Sdn. Bhd.	Malaysia	Dormant.	51	51
Held by TMG (M) Sdn Bhd				
Chee Keng Stocks-Feeds Manufacturing Company Sdn. Bhd.* #	Malaysia	Dormant.	100	100
TDM Interdagang (M) Sdn. Bhd.* #	Malaysia	Dormant.	100	100
Pemco Sdn. Bhd.* #	Malaysia	Dormant.	100	100
Held by Kumpulan Ladang-Ladang Trengganu Sdn. Bhd.				
TRP Industries Sdn. Bhd. **	Malaysia	Ceased operations.	80	80
KLLT Fibres Sdn. Bhd. **	Malaysia	Ceased operations.	100	100
Terengganu Rubber Processing Sdn. Bhd. **	Malaysia	Dormant.	99.99	99.99
TD Markwell (S) Pte. Ltd. *#	Singapore	Dormant.	100	100
Held by TRP Industries Sdn. Bhd.				
World Wide Rubber Marketing Sdn. Bhd. **	Malaysia	Ceased operations.	100	100

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12. INVESTMENTS IN SUBSIDIARIES (CONT'D)

Name of Subsidiaries	Country of Incorporation	Principal Activities	Proportion of Ownership Interest	
			2006 %	2005 %
Held by Kumpulan Mediiman Sdn. Bhd.				
Kuantan Medical Centre Sdn. Bhd.	Malaysia	Specialist medical centre.	19.97	52.81
Kuala Terengganu Specialist Hospital Sdn. Bhd. (formerly known as Health Medicmaster Sdn. Bhd.) **	Malaysia	Specialist medical centre.	100	100
Medi Air Sdn. Bhd. **	Malaysia	Ceased operations.	100	100
Kelana Jaya Medical Centre Sdn. Bhd.	Malaysia	Specialist medical centre.	6.60	6.60
Held by Kuala Terengganu Specialist Hospital Sdn. Bhd. (formerly known as Health Medicmaster Sdn. Bhd.)				
HMMC (Ampang) Sdn. Bhd. **	Malaysia	Ceased operations.	99.99	99.99
Held by TD Ijarah Sdn. Bhd.				
Kuantan Medical Centre Sdn. Bhd.	Malaysia	Specialist medical centre.	37.17	37.78
Kelana Jaya Medical Centre ** Sdn. Bhd.	Malaysia	Specialist medical centre.	21.59	21.59

* Audited by firms of auditors other than Ernst & Young.

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

*** Audited by a firm of auditors other than Ernst & Young. The auditors' report draw reference to the going concern assumption and the dependence upon the financial support of the Company. The report is not qualified.

Consolidated based on unaudited financial statements. The directors deem these as dormant companies and therefore the results are immaterial to the financial statements of the Group.

Notes to the Financial Statements
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13. OTHER INVESTMENTS

	Group		Company	
	2006 RM'000	2005 RM'000	2006 RM'000	2005 RM'000
Marketable Securities				
Quoted, at cost				
Within Malaysia - shares	630	630	-	-
Less: Provision for impairment of investments	(582)	(582)	-	-
	48	48	-	-
Unquoted, at cost				
Within Malaysia - shares	10,443	10,443	6,070	6,070
Less: Provision for impairment of investments	(5,844)	(5,044)	(6,070)	(5,270)
	4,599	5,399	-	800
	4,647	5,447	-	800
Market value of quoted shares	48	48	-	-

14. PROPERTY DEVELOPMENT COSTS

	Group	
	2006 RM'000	2005 RM'000
Development expenditure, at cost	1,583	22,796
Less: Additions	-	(207)
Add: Attributable profits	-	124
	1,583	22,713
Less: Progress billings	-	(21,130)
	1,583	1,583
Less: Provision for impairment of property development costs (Note 5)	(1,583)	-
	-	1,583

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15. INVENTORIES

	Group		Company	
	2006 RM'000	2005 RM'000	2006 RM'000	2005 RM'000
At cost:				
Trading inventories	-	355	-	-
Produced inventories	1,480	1,455	-	355
Pharmaceutical products	881	903	-	-
Consumables and food stuff	-	487	-	-
Spare parts, equipment and stores	2,610	6,313	-	-
Seedlings inventories	420	840	-	-
Chicken farming inventories	1,017	408	-	-
	6,408	10,761	-	355
Less: Provision for inventories obsolescence	(65)	(65)	-	-
	6,343	10,696	-	355

16. TRADE RECEIVABLES

	Group	
	2006 RM'000	2005 RM'000
Trade receivables	36,068	30,508
Less: Provision for doubtful debts	(17,443)	(13,573)
	18,625	16,935

The Group's primary exposure to credit risk arises through its trade receivables. The Group's trading terms with its customers are mainly on credit. The credit period is generally for a period ranging from 15 to 60 days. Each customer has a maximum credit limit. The Group seeks to maintain strict control over its outstanding receivables and has a credit control department to minimise credit risks. Overdue balances are reviewed regularly by senior management. In view of the aforementioned and the fact that the Group's trade receivables relate to a large number of diversified customers, there is no significant concentration of credit risk. Trade receivables are non-interest bearing.

Notes to the Financial Statements
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17. OTHER RECEIVABLES

	Group		Company	
	2006 RM'000	2005 RM'000	2006 RM'000	2005 RM'000
Due from subsidiaries	-	-	136,489	192,150
Sundry receivables	64,392	43,755	21,661	7,803
Deposits	1,343	538	104	31
Prepayments	8,228	6,998	24	24
	73,963	51,291	158,278	200,008
Less: Provision for doubtful debts				
Third parties	(8,104)	(6,487)	(2,595)	(2,173)
Subsidiaries	-	-	(13,737)	(13,373)
	65,859	44,804	141,946	184,462

Included in sundry receivables of the Group is an amount of RM5,061,687 (2005: RM5,061,687) held with Lembaga Tabung Amanah Warisan Negeri Terengganu.

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

The amounts due from subsidiaries are unsecured, non interest bearing and have no fixed terms of repayment.

18. CASH AND CASH EQUIVALENTS

	Group		Company	
	2006 RM'000	2005 RM'000	2006 RM'000	2005 RM'000
Cash on hand and at banks	18,227	12,936	123	107
Deposits with licensed banks	63,581	45,875	63	2
Cash and bank balances	81,808	58,811	186	109
Less: Bank overdrafts (Note 19)	(5,089)	(2,855)	(4,935)	(2,771)
Cash and cash equivalents	76,719	55,956	(4,749)	(2,662)

The Group's deposits with licensed banks amounting to RM62,807,000 (2005: RM45,266,000) are pledged as securities for performance bonds issued and banking facilities granted to certain subsidiaries as referred to in Note 20.

The weighted average interest rate during the financial year and the average maturities of deposits as at 31 December 2006 were as follows:

	Weighted Average Interest Rate %	Average Maturities Days
Licensed banks	2.5	30 - 365

Notes to the Financial Statements
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19. BORROWINGS

	Group		Company	
	2006 RM'000	2005 RM'000	2006 RM'000	2005 RM'000
Short Term Borrowings				
Secured				
Bank overdrafts (Note 18)	5,089	2,855	4,935	2,771
Term loan	187	-	-	-
Trust receipts	1,321	1,022	-	-
Hire purchase payables (Note 27)	175	80	80	80
	6,772	3,957	5,015	2,851
Unsecured				
6-7% Transferable Convertible Unsecured Loan Stocks (Note 28)	500	500	-	-
	500	500	-	-
	7,272	4,457	5,015	2,851
Long Term Borrowings				
Secured				
Term loan	1,297	-	-	-
Hire purchase payables (Note 27)	532	515	138	218
	1,829	515	138	218
Total Borrowings				
Bank overdrafts (Note 18)	5,089	2,855	4,935	2,771
Term loan	1,484	-	-	-
Trust receipts (a)	1,321	1,022	-	-
Hire purchase payables (Note 27)	707	595	218	298
6-7% Transferable Convertible Unsecured Loan Stocks (Note 28)	500	500	-	-
	9,101	4,972	5,153	3,069

(a) Trust receipts granted to TD Poultry Sdn. Bhd. are secured by way of Corporate Guarantee by the Company.

Notes to the Financial Statements
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20. TRADE PAYABLES

	Group		Company	
	2006 RM'000	2005 RM'000	2006 RM'000	2005 RM'000
Trade payables	71,671	66,759	19	19
Deferred revenue (due within 12 months)	38,000	36,000	-	-
	109,671	102,759	19	19
Deferred revenue (due after 12 months)	78,500	74,000	-	-
	188,171	176,759	19	19

The deferred revenue relates to a long term sales contract to supply crude unbleached palm oil in bulk to Cargill Palm Products Sdn. Bhd. The total value of the contract is RM220 million (2005: RM170 million) for which advance payment has been received and the contract is to be fulfilled over a 5 year period from 1 April 2004 until 31 March 2009, during which period the Company has given a bank guarantee to ensure it fulfills its part of the obligation.

Trade payables are non-interest bearing and the normal trade credit terms granted to the Group are up to one month.

21. OTHER PAYABLES

	Group		Company	
	2006 RM'000	2005 RM'000	2006 RM'000	2005 RM'000
Due to subsidiaries	-	-	98,535	152,912
Sundry payables	31,269	20,766	2,163	1,551
Accruals	14,466	12,725	-	2,640
Zakat	19	(39)	3	3
Due to Perbadanan Memajukan Iktisad Negeri Terengganu ("PMINT")	15,574	15,574	15,574	15,574
	61,328	49,026	116,275	172,680

The amounts due to subsidiaries and PMINT are unsecured, non interest bearing and have no fixed terms of repayment.

Notes to the Financial Statements
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22. SHARE CAPITAL

	Number of Ordinary Shares of RM1 each		Amount	
	2006 '000	2005 '000	2006 RM'000	2005 RM'000
Authorised				
At 1 January / 31 December	500,000	500,000	500,000	500,000
Issued and fully paid:				
At 1 January / 31 December	215,524	215,524	215,524	215,524

23. RESERVES

	Group		Company	
	2006 RM'000	2005 RM'000	2006 RM'000	2005 RM'000
Distributable:				
Retained earnings/(accumulated losses)	26,897	2,424	(50,605)	(69,875)
Non-distributable:				
Share premium	34,979	34,979	34,979	34,979
Revaluation reserve	210,946	210,946	31,224	31,224
Capital reserve	-	-	2,736	2,736
Exchange fluctuation reserve	(5)	(5)	-	-
	245,920	245,920	68,939	68,939
Total reserves as at 31 December	272,817	248,344	18,334	(936)

The movements in each category of the reserves are disclosed in the statements of changes in equity.

The nature and purpose of each category of the reserves are as follows:

a. Share premium

This reserve which comprises the premium paid on subscription of shares in the Company over and above the par value of the shares, was utilised in prior years for the bonus share issue.

b. Capital reserve

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

Notes to the Financial Statements
31 December 2006

23. RESERVES (CONT'D)

c. Exchange fluctuation reserve

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

d. Retained earnings/(accumulated losses)

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

e. Revaluation reserve

This reserve includes the cumulative net change in fair value of buildings, motor vehicles, long term and short term plantation land, plant and machinery, and leasehold and freehold land and plantation development expenditure, net of deferred taxation.

24. RETIREMENT BENEFIT OBLIGATIONS

	Group		Company	
	2006 RM'000	2005 RM'000	2006 RM'000	2005 RM'000
At 1 January	2,190	1,792	153	101
Transfer from income statement (Note 6)	(85)	1,155	57	52
Utilisation of provision during the year	(346)	(757)	(3)	-
At 31 December	1,759	2,190	207	153

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.

The amounts recognised in the balance sheet are determined as follows:-

	Group		Company	
	2006 RM'000	2005 RM'000	2006 RM'000	2005 RM'000
Present value of unfunded defined benefit obligations	1,954	2,877	278	193
Funded status	1,954	2,877	278	193
Unrecognised transition liability	(195)	(687)	(71)	(40)
Net liability	1,759	2,190	207	153
Analysed as:				
Current:				
Not later than 1 year	153	153	207	153
Non current:				
Later than 5 years	1,606	2,037	-	-
	1,759	2,190	207	153

Notes to the Financial Statements
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24. RETIREMENT BENEFIT OBLIGATIONS (CONT'D)

	Group		Company	
	2006 RM'000	2005 RM'000	2006 RM'000	2005 RM'000
Current service cost	122	125	11	10
Interest cost	132	133	15	13
Transition obligation recognised	310	282	-	-
Additional provision during the year	-	586	-	-
Amortisation of transitional liability	-	29	31	29
	564	1,155	57	52
Less: Over provision during the year	(649)	-	-	-
Total included in employee benefits expense (Note 6)	(85)	1,155	57	52

All of the Group's and Company's charge for the year has been included in operating costs.

Movements in the net liability in the current year were as follows:-

	Group		Company	
	2006 RM'000	2005 RM'000	2006 RM'000	2005 RM'000
At 1 January	2,190	1,792	153	101
Amount recognised in income statements (Note 6)	(85)	1,155	57	52
	2,105	2,947	210	153
Contribution paid	(346)	(757)	(3)	-
At 31 December	1,759	2,190	207	153

Principal actuarial assumptions used:

	2006	2005
Discount rate	6%	7%
Average salary increase	6%	6%

The Retirement Benefit Scheme was revalued on 12 April 2007. As at that date, the revaluation showed that the Group's provision for retirement benefits was sufficient to meet the actuarially determined value of vested benefits.

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25. NEGATIVE GOODWILL

	Group	
	2006 RM'000	2005 RM'000
At 1 January	5,065	10,334
Less: Amortisation (Note 5)	-	(5,269)
	5,065	5,065
Effects of adopting FRS 3	(5,065)	-
At 31 December	-	5,065

26. DEFERRED TAXATION

	Group		Company	
	2006 RM'000	2005 RM'000	2006 RM'000	2005 RM'000
At 1 January	26,892	27,131	2,186	4,498
Recognised in the income statement (Note 8)	(3,689)	(239)	(2,181)	(2,312)
At 31 December	23,203	26,892	5	2,186
Presented after appropriate offsetting as follows:				
Deferred tax assets	(4,215)	(1,422)	(3,596)	(3,596)
Deferred tax liabilities	27,418	28,314	3,601	5,782
	23,203	26,892	5	2,186

Notes to the Financial Statements
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26. DEFERRED TAXATION (CONT'D)

The components and movements of deferred tax liabilities and assets during the financial year prior to offsetting are as follows:

Deferred Tax Liabilities of the Group:

	Accelerated capital allowances RM'000	Revaluation of property plant and equipment RM'000	Other receivables RM'000	Total RM'000
At 1 January 2006	(10,046)	39,016	(656)	28,314
Recognised in the income statement	392	(1,335)	47	(896)
At 31 December 2006	(9,654)	37,681	(609)	27,418

	Accelerated capital allowances RM'000	Revaluation of property plant and equipment RM'000	Other receivables RM'000	Total RM'000
At 1 January 2005	(7,278)	36,551	(656)	28,617
Recognised in the income statement	(2,768)	2,465	-	(303)
At 31 December 2005	(10,046)	39,016	(656)	28,314

Deferred Tax Assets of the Group:

	Accelerated capital allowances RM'000	Provision for liabilities RM'000	Other receivables RM'000	Tax losses and unabsorbed capital allowances RM'000	Total RM'000
At 1 January 2006	(4,548)	(557)	(6,965)	10,648	(1,422)
Recognised in the income statement	(620)	-	(2,409)	236	(2,793)
At 31 December 2006	(5,168)	(557)	(9,374)	10,884	(4,215)
At 1 January 2005	(4,456)	(510)	(7,308)	10,789	(1,485)
Recognised in the income statement	(92)	(47)	343	(141)	63
At 31 December 2005	(4,548)	(557)	(6,965)	10,648	(1,422)

Notes to the Financial Statements
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26. DEFERRED TAXATION (CONT'D)

Deferred Tax Liabilities of the Company:

	Accelerated capital allowances RM'000	Revaluation of property plant and equipment RM'000	Other receivables RM'000	Total RM'000
At 1 January 2006	53	5,727	2	5,782
Recognised in the income statement	(25)	(133)	(2,023)	(2,181)
At 31 December 2006	28	5,594	(2,021)	3,601

	Accelerated capital allowances RM'000	Revaluation of property plant and equipment RM'000	Other receivables RM'000	Total RM'000
At 1 January 2005	78	5,860	2	5,940
Recognised in the income statement	(25)	(133)	-	(158)
At 31 December 2005	53	5,727	2	5,782

Deferred Tax Assets of the Company:

At 1 January 2006	(3,608)	12	-	(3,596)
Recognised in the income statement	(1,356)	(12)	1,368	-
At 31 December 2006	(4,964)	-	1,368	(3,596)
At 1 January 2005	(96)	23	(1,369)	(1,442)
Recognised in the income statement	(3,512)	(11)	1,369	(2,154)
At 31 December 2005	(3,608)	12	-	(3,596)

Deferred tax assets have not been recognised in respect of the following items:

	Group	
	2006 RM'000	2005 RM'000
Unused tax losses	31,609	16,753
Unabsorbed capital allowances	10,399	16,706
	42,008	33,459

The availability of the unused tax losses and unabsorbed capital allowances for offsetting against future taxable profits of the Company and subsidiaries are subject to no substantial changes in shareholdings of Company and subsidiaries under Section 44(5A) and (5B) of Income Tax Act, 1967.

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27. HIRE PURCHASE AND FINANCE LEASE PAYABLES

	Group		Company	
	2006 RM'000	2005 RM'000	2006 RM'000	2005 RM'000
Minimum lease payments:				
Not later than 1 year	207	92	92	92
Later than 1 year and not later than 2 years	207	92	92	92
Later than 2 year and not later than 5 years	432	456	67	159
	846	640	251	343
Less: Future finance charges	(139)	(45)	(33)	(45)
Present value of finance lease payables	707	595	218	298
Analysis of present value of hire purchase payables:				
Not later than 1 year	175	80	80	80
Later than 1 year and not later than 2 years	175	515	80	80
Later than 2 years and not later than 5 years	357	-	58	138
	707	595	218	298
Less: Due within 12 months (Note 19)	(175)	(80)	(80)	(80)
Due after 12 months (Note 19)	532	515	138	218

The hire purchase and lease liabilities bore interest at the balance sheet date of between 2.6% to 5.5% (2005: 3.0% to 5.5%) per annum.

28. '6%-7% TRANSFERABLE CONVERTIBLE UNSECURED LOAN STOCKS ("TCULS")

The TCULS are transferable and convertible into fully paid ordinary shares of a subsidiary company during the period of five years from the date of issuance, ie, on 27 October 1998 of the Convertible Loan Stock Certificate at the rate RM1.00 nominal value of TCULS for one fully paid ordinary share of RM1.00 each in a 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 subsidiary 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's remaining outstanding on the maturity date will be converted by the subsidiary company on the date at one hundred percent (100%) of its nominal value. The maturity date was October 2003, which was 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.

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29. CAPITAL COMMITMENTS

	Group		Company	
	2006 RM'000	2005 RM'000	2006 RM'000	2005 RM'000
Approved and contracted for				
- Property, plant and equipment	5,542	211	-	-
Approved but not contracted for				
- Property, plant and equipment	12,870	17,943	-	-

30. CONTINGENT LIABILITIES

	Group		Company	
	2006 RM'000	2005 RM'000	2006 RM'000	2005 RM'000
Secured:				
Corporate guarantees given to financial institutions for banking facilities granted to subsidiary	1,474	1,106	1,474	1,106

- (a) An ex-director of a subsidiary has instituted a legal claim of RM2,200,000 against the subsidiary for wrongful termination of contract. A provision of RM654,000 has been made in the financial statements of the Company. The directors, upon legal advice, are of the opinion that this claim would not succeed and any decision would be made in favour of the Group.
- (b) A claim of RM85,000 has been filed by an ex-employee for the retirement benefits scheme. No provision has been made in the financial statements of the Company as the directors, upon legal advice are of the opinion that this claim would not succeed and any decision would be made in favour of the Group.
- (c) Subsequent to the year end, a civil suit has been filed against one of the subsidiaries for medical negligence amounting to RM207,000, excluding interest and costs. The directors of the subsidiary, upon legal advice, are of the opinion that this claim can be contested. The hearing for the civil suit is yet to be fixed.

31. DIVIDENDS

At the forthcoming Annual General Meeting, a final dividend in respect of the financial year ended 31 December 2006, of 2.74% less 27% taxation will be proposed for shareholders' approval.

The financial statements for the current financial year do not reflect the proposed dividend which was declared after the balance sheet date and will be accounted for in equity as an appropriation of retained profits in the financial year ending 31 December 2007.

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32. RELATED PARTY TRANSACTIONS

	Group		Company	
	2006 RM'000	2005 RM'000	2006 RM'000	2005 RM'000
Dividend income	-	-	(21,154)	-
Management bonus charged to subsidiaries	-	-	5,200	5,200
Depreciation of property, plant and equipment charged back to related companies	(1,114)	(836)	-	-

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.

33. SUBSEQUENT EVENT

On 28 February 2007, Kumpulan Mediiman Sdn. Bhd., a subsidiary company increased its authorised ordinary share capital from RM5,000,000 to RM25,000,000 through the creation of 20,000,000 ordinary shares of RM1 each and increased its issued and paid-up ordinary share capital from RM4,400,000 to RM13,585,675 by way of the issuance of 9,185,675 ordinary shares of RM1 each to the holding company, TDM Berhad through capitalisation of debts amounting to RM9,185,675.

34. 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 risks (both fair value and cash flow), foreign currency risk, liquidity risk and credit risk. The Board reviews and agrees policies for managing each of these risks and they are summarised below. It is, and has been throughout the year under review, the Group's policy that no trading in derivative financial instruments shall be undertaken.

(b) Interest Rate Risk

Cash flow interest rate risk is the risk that the future cash flows of a financial instrument will fluctuate because of changes in market interest rates. Fair value interest rate risk is the risk that the value of a financial instrument will fluctuate due to changes in market interest rates. As the Group has no significant interest-bearing financial assets, the Group's income and operating cash flows are substantially independent of changes in market interest rates. The Group's interest-bearing financial assets are mainly short term in nature and have been mostly placed in fixed deposits or occasionally, in short term commercial papers.

The Group's interest rate risk arises primarily from interest-bearing borrowings. Borrowings at floating rates expose the Group to cash flow interest rate risk. Borrowings obtained at fixed rates expose the Group to fair value interest rate risk. The Group manages its interest rate exposure by maintaining a mix of fixed and floating rate borrowings.

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34. FINANCIAL INSTRUMENTS (CONT'D)

(b) Interest Rate Risk (cont'd)

The following tables set out the carrying amounts, the weighted average effective interest rates (WAEIR) as at the balance sheet date and the remaining maturities of the Group's and the Company's financial instruments that are exposed to interest rate risk:

	Note	WAEIR %	Within 1 Year RM'000	1-2 Years RM'000	2-3 Years RM'000	3-4 Years RM'000	4-5 Years RM'000	More Than 5 Years RM'000	Total RM'000
Group									
At 31 December 2006									
Fixed rate									
Term loan	19	8	(187)	(187)	(187)	(187)	(187)	(549)	(1,484)
Trust receipts	19	4	(1,321)	-	-	-	-	-	(1,321)
Hire purchase payables	19	4	(175)	(175)	(155)	(97)	(74)	(31)	(707)
Floating rate									
Bank overdrafts	19	9	(5,089)	-	-	-	-	-	(5,089)
Cash and bank balances	18	2.5	81,808	-	-	-	-	-	81,808
Group									
At 31 December 2005									
Fixed rate									
Trust receipts	19	4	(1,022)	-	-	-	-	-	(1,022)
Hire purchase payables	19	4	(125)	(125)	(125)	(125)	(95)	-	(595)
Floating rate									
Bank overdrafts	19	9	(2,855)	-	-	-	-	-	(2,855)
Cash and bank balances	18	2.5	58,811	-	-	-	-	-	58,811

Notes to the Financial Statements
31 December 2006

34. FINANCIAL INSTRUMENTS (CONT'D)

(b) Interest Rate Risk (cont'd)

	Note	WAEIR %	Within 1 Year RM'000	1-2 Years RM'000	2-3 Years RM'000	3-4 Years RM'000	4-5 Years RM'000	More Than 5 Years RM'000	Total RM'000
Company									
At 31 December 2006									
Fixed rate									
Hire purchase payables	19	4	(80)	(80)	(58)	-	-	-	(218)
Floating rate									
Bank overdrafts	19	9	(4,935)	-	-	-	-	-	(4,935)
Cash and bank balances	18	2.5	186	-	-	-	-	-	186
Company									
At 31 December 2005									
Fixed rate									
Hire purchase payables	19	4	(80)	(80)	(80)	(58)	-	-	(298)
Floating rate									
Bank overdrafts	19	9	(2,771)	-	-	-	-	-	(2,771)
Cash and bank balances	18	2.5	109	-	-	-	-	-	109

(c) Foreign Currency 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 2006 that are not denominated in their functional currencies is expected to be immaterial.

(d) Liquidity Risk

The Group manages its debt maturity profile, operating cash flows and the availability of funding so as to ensure that refinancing, repayment and funding needs are met. As part of its overall 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 at 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 balances its portfolio with some short term funding so as to achieve overall cost effectiveness.

Notes to the Financial Statements
31 December 2006

34. FINANCIAL INSTRUMENTS (CONT'D)

(e) Credit Risk

The Group's credit risk is primarily attributable to trade receivables. The Group trades only with recognised and creditworthy third parties. It is the Group's policy that all customers who wish to trade on credit terms are subject to credit verification procedures. In addition, receivable balances are monitored on an ongoing basis and the Group's exposure to bad debts is not significant. For transactions that are not denominated in the functional currency of the relevant operating unit, the Group does not offer credit terms without the specific approval of the Head of Credit Control. Since the Group trades only with recognised and creditworthy third parties, there is no requirement for collateral.

The credit risk of the Group's other financial assets, which comprise cash and cash equivalents, marketable securities and non-current investments, arises from default of the counterparty, with a maximum exposure equal to the carrying amount of these financial assets.

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 assets.

(f) Fair Values

The carrying amounts of financial liabilities of the Group and of the Company at the balance sheet date approximated their fair values except for the following:

	Note	Group		Company	
		Carrying amount RM'000	Fair value RM'000	Carrying amount RM'000	Fair value RM'000
Financial Liabilities					
As at 31 December 2006:					
Hire purchase payables	27	707	758	218	227
Term loan	19	1,484	1,587	-	-
Deferred revenue	20	116,500	119,536	-	-
As at 31 December 2005:					
Hire purchase payables	27	595	600	298	316
Deferred revenue	20	110,000	115,698	-	-

Notes to the Financial Statements
31 December 2006

35. SEGMENT INFORMATION

(a) Reporting Format

The primary segment reporting format is determined to be business segments as the Group's risks and rates of return are affected predominantly by differences in the products and services produced. Secondary information is reported geographically. The operating businesses are organised and managed separately according to the nature of the products and services provided, with each segment representing a strategic business unit that offers different products and serves different markets.

(b) Business segments

The Group is organised into four major business segments:

- (i) Plantation
Cultivation of oil palms, and sale of fresh fruit bunches and other related products.
- (ii) Food
Integrated poultry farming and processing of related products.
- (iii) Health
Provision of consultancy and operations of specialist medical centres.
- (iv) Others
Investment holding, property development and project management.

Notes to the Financial Statements
31 December 2006

35. SEGMENT INFORMATION (CONT'D)

(b) Business segments (cont'd)

	PLANTATION		FOOD		HEALTH		OTHERS		ELIMINATION		GROUP	
	2006	2005	2006	2005	2006	2005	2006	2005	2006	2005	2006	2005
	RM'000	RM'000	RM'000	RM'000	RM'000	RM'000	RM'000	RM'000	RM'000	RM'000	RM'000	RM'000
Revenue												
External sales	123,675	126,631	27,641	30,978	31,257	24,214	11,878	18,485	-	-	194,451	200,308
Inter-segment sales	11,146	13,188	-	-	360	-	27,931	5,200	(39,437)	(18,388)	-	-
Total revenue	134,821	139,819	27,641	30,978	31,617	24,214	39,809	23,685	(39,437)	(18,388)	194,451	200,308
Results												
Segment results	16,161	17,034	(4,547)	(410)	(937)	(926)	17,084	7,335	-	-	27,761	23,033
Finance costs											(438)	(293)
Profit before tax											27,323	22,740
Income tax expense											(7,427)	(6,300)
Profit after tax											19,896	16,440
Minority interests											(488)	125
Profit for the year											19,408	16,565
Assets												
Segment assets	753,551	836,206	13,504	16,097	30,525	21,910	374,531	265,536	-	-	1,172,111	1,139,749
Consolidation adjustments	(4,172)	(210,164)	-	-	(930)	(930)	(385,381)	(190,667)	-	-	(390,483)	(401,761)
Total assets	749,379	626,042	13,504	16,097	29,595	20,980	(10,850)	74,869			781,628	737,988
Liabilities												
Segment liabilities	(339,965)	(427,893)	(7,575)	(5,620)	(30,123)	(24,004)	(158,053)	(61,630)	-	-	(535,716)	(519,147)
Consolidation adjustments	-	206,331	-	2,829	-	14,715	250,438	33,738	-	-	250,438	257,613
Negative goodwill	(339,965)	(221,562)	(7,575)	(2,791)	(30,123)	(9,289)	92,385	(27,892)	-	-	(285,278)	(261,534)
Total liabilities											(285,278)	(266,599)
Other segment information												
Capital expenditure	8,188	5,175	87	65	6,467	3,811	6,474	3,211	-	-	21,216	12,262
Depreciation	8,631	6,141	1,112	1,228	2,981	2,456	1,387	2,457	-	-	14,111	12,282
Amortisation of deferred expenditure	-	-	986	1,017	-	-	-	-	-	-	986	1,017

laporan para pengarah

Para pengarah dengan ini membentangkan laporan mereka dan penyata kewangan Kumpulan dan Syarikat yang telah diaudit bagi tahun kewangan berakhir 31 Disember 2006.

KEGIATAN-KEGIATAN UTAMA

Kegiatan-kegiatan utama Syarikat adalah sebagai sebuah syarikat pemegang pelaburan, pembekal perkhidmatan pengurusan dan pengendalian ladang-ladang kelapa sawit.

Kegiatan-kegiatan utama subsidiari-subsidiari dinyatakan di Nota 12 kepada penyata kewangan.

Tidak ada sebarang perubahan penting dalam kegiatan-kegiatan ini di sepanjang tahun kewangan.

HASIL

	Kumpulan RM'000	Syarikat RM'000
Keuntungan bagi tahun semasa	19,896	19,270
Diagihkan kepada:		
Pemegang ekuiti Syarikat	19,408	19,270
Kepentingan minoriti	488	-
	19,896	19,270

Tidak ada pindahan yang penting kepada atau daripada rizab atau peruntukan sepanjang tahun kewangan ini selain daripada yang dinyatakan di penyata kewangan.

Pada pendapat para pengarah, hasil kendalian Kumpulan dan Syarikat di sepanjang tahun kewangan tidak dipengaruhi secara besaran oleh sebarang butiran, urusniaga atau kejadian yang bersifat penting dan ganjil.

DIVIDEN

Pada Mesyuarat Agong Tahunan yang akan datang, dividen terakhir bagi tahun kewangan 31 Disember 2006, sebanyak 2.74% ditolak 27% cukai akan dicadangkan untuk kelulusan para pemegang-pemegang syer.

Penyata kewangan bagi tahun kewangan semasa tidak mengambilkira dividen yang dicadangkan. Dividen tersebut, jika dipersetujui oleh para pemegang syer akan diambilkira dalam ekuiti pemegang syer sebagai pengasingan keuntungan terkumpul dalam tahun kewangan yang berikutnya yang berakhir pada 31 Disember 2007.

PARA PENGARAH

Pengarah Syarikat yang berkhidmat sejak tarikh laporan yang terakhir dan pada tarikh laporan ini ialah:

Y.B. Dato' Wan Hisham bin Dato' Wan Salleh
 Y. Bhg. Dato' Haji Wan Zakaria bin Abd Rahman
 Y. Bhg. Dato' Awi @ Alwi bin Said
 Y.B. Dato' Senara Muda (Dato' Mazlan @ Mohd Nanri bin Hashim)
 Y.Bhg. Dato' Haji Zakaria bin Awang
 Y.B. Dato' Haji Mohtar bin Nong
 Haji Abd. Jalil bin Ali
 Encik Mohamad Abdul Halim bin Ahmad

laporan para pengarah

MANFAAT PARA PENGARAH

Di sepanjang dan pada akhir tahun kewangan, Syarikat tidak menjadi pihak kepada sebarang persetujuan yang matlamatnya ialah untuk membolehkan para pengarah Syarikat mendapat manfaat melalui perolehan syer atau debentur Syarikat atau sebarang badan korporat.

Sejak akhir tahun kewangan yang lepas, tidak ada pengarah yang telah menerima atau berhak menerima manfaat (selain daripada manfaat yang termasuk dalam ganjaran diterima atau akan diterima dan patut diterima oleh para pengarah seperti yang dinyatakan di Nota 7 kepada penyata kewangan atau gaji tetap bagi pekerja sepenuh masa Syarikat atau syarikat berkaitan) akibat daripada sebarang kontrak yang dibuat oleh Syarikat atau syarikat berkaitan dengan pengarah atau dengan firma di mana ia adalah ahli, atau dengan syarikat di mana ia mempunyai kepentingan kewangan yang nyata.

KEPENTINGAN PARA PENGARAH

Menurut daftar pegangan saham para pengarah, tidak ada pengarah yang memegang jawatan pada akhir tahun kewangan mempunyai sebarang kepentingan di dalam saham-saham Syarikat dan syarikat-syarikat berkaitan di sepanjang tahun kewangan.

MAKLUMAT BERKANUN LAIN

- (a) Sebelum penyata pendapatan dan lembaran imbalan Kumpulan dan Syarikat disediakan, para pengarah telah mengambil langkah-langkah yang sewajarnya:
- (i) untuk menentukan bahawa tindakan yang sesuai telah diambil berkaitan dengan penghapuskiraan hutang lapuk dan peruntukan bagi hutang ragu dan para pengarah berpuashati bahawa kesemua hutang yang diketahui lapuk telah dihapuskira dan peruntukan yang memadai telah dibuat bagi hutang ragu; dan
 - (ii) untuk memastikan bahawa aset semasa yang berkemungkinan tidak dapat direalisasi pada nilainya seperti yang ditunjukkan di dalam rekod-rekod perakaunan dalam perjalanan perniagaan biasa telah dikurangkan nilainya kepada jumlah yang dianggap boleh direalisasi.
- (b) Pada tarikh laporan ini, para pengarah tidak mengetahui tentang sebarang keadaan yang boleh menyebabkan:
- (i) jumlah yang dihapuskira sebagai hutang lapuk atau jumlah yang diperuntukkan sebagai hutang ragu di dalam penyata kewangan Kumpulan dan Syarikat tidak memadai secara besaran; dan
 - (ii) nilai aset semasa di dalam penyata kewangan Kumpulan dan Syarikat mengelirukan.
- (c) Pada tarikh laporan ini, para pengarah tidak mengetahui tentang sebarang keadaan yang timbul yang boleh menyebabkan kepatuhan kepada kaedah penilaian yang sedia ada bagi aset atau liabiliti Kumpulan dan Syarikat mengelirukan atau tidak sesuai.
- (d) Pada tarikh laporan ini, para pengarah tidak mengetahui tentang sebarang keadaan yang tidak diperkatakan dalam laporan ini atau penyata kewangan Kumpulan dan Syarikat yang boleh menyebabkan sebarang jumlah yang dinyatakan di dalam penyata kewangan mengelirukan.

*laporan para pengarah***MAKLUMAT BERKANUN LAIN (SAMB.)**

(e) Pada tarikh laporan ini, tidak wujud:

- (i) sebarang tindihmilik ke atas aset Kumpulan atau Syarikat yang timbul sejak akhir tahun kewangan yang menjamin liabiliti pihak lain; atau
- (ii) sebarang liabiliti luarjangka Kumpulan atau Syarikat yang timbul sejak akhir tahun kewangan selain daripada yang dinyatakan di Nota 30 kepada penyata kewangan.

(f) Pada pendapat para pengarah:

- (i) tidak ada liabiliti luarjangka atau liabiliti lain yang telah berkuatkuasa atau berkemungkinan akan berkuatkuasa dalam tempoh dua belas bulan selepas akhir tahun kewangan ini yang akan atau boleh menjejaskan keupayaan Kumpulan atau Syarikat menunaikan kewajipannya apabila tiba masanya selain daripada yang dinyatakan di Nota 30 kepada penyata kewangan; dan
- (ii) tiada butiran, urusaniaga atau kejadian yang bersifat penting dan ganjil yang timbul di dalam jangkamasa di antara akhir tahun kewangan dan tarikh laporan ini, yang berkemungkinan boleh menjejaskan secara ketara hasil kendalian Kumpulan atau Syarikat bagi tahun kewangan di mana laporan ini disediakan.

PERISTIWA SUSULAN

Pada 28 Februari 2007, Kumpulan Mediiman Sdn. Bhd., syarikat subsidiari telah menambahkan modal syer biasa dibenarkan daripada RM5,000,000 kepada RM25,000,000 melalui penciptaan sebanyak 20,000,000 syer biasa RM1 setiap satu dan menambahkan modal syer biasa diterbitkan dan dibayar penuh daripada RM4,400,000 kepada RM13,585,675 secara terbitan sebanyak 9,185,675 syer biasa RM1 setiap satu kepada syarikat induk, TDM Berhad melalui permodalan hutang berjumlah RM9,185,675.

JURUAUDIT

Juruaudit, Ernst & Young, telah menyatakan kesanggupan mereka untuk menerima perlantikan semula.

Ditandatangani bagi pihak Lembaga menurut resolusi para pengarah bertarikh pada 24 April 2007.



DATO' WAN HISHAM BIN DATO'
WAN SALLEH



HAJI ABD. JALIL BIN ALI

penyata para pengarah
menurut seksyen 169(15) akta syarikat, 1965

Kami, DATO' WAN HISHAM BIN DATO' WAN SALLEH dan HAJI ABD. JALIL BIN ALI, dua daripada para pengarah TDM BERHAD, dengan ini menyatakan bahawa, pada pendapat para pengarah, penyata kewangan yang dibentangkan di mukasurat 131 hingga 192 telah disediakan menurut kehendak Akta Syarikat, 1965 dan Piawaian Perakaunan MASB berkenaan yang diluluskan di Malaysia bagi Entiti Selain Daripada Entiti Persendirian untuk memberi gambaran yang benar dan saksama berkenaan dengan kedudukan kewangan Kumpulan dan Syarikat pada 31 Disember 2006 dan hasil serta aliran tunai Kumpulan dan Syarikat bagi tahun berakhir pada tarikh tersebut.

Ditandatangani bagi pihak Lembaga menurut resolusi para pengarah bertarikh pada 24 April 2007.



DATO' WAN HISHAM BIN DATO'
WAN SALLEH


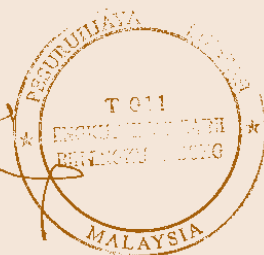


HAJI ABD. JALIL BIN ALI

akuan berkanun
menurut seksyen 169(16) akta syarikat, 1965

Saya, ZAINAL AKBAR BIN SK MD. ABDUL KADER, pegawai yang terutamanya bertanggungjawab ke atas pengurusan kewangan TDM BERHAD, dengan sesungguhnya dan seikhlasnya mengaku bahawa penyata kewangan yang dibentangkan di mukasurat 131 hingga 192 pada pendapat saya adalah betul, dan saya membuat pengakuan ini dengan sesungguhnya mempercayai bahawa ianya benar dan menurut peruntukan Akta Akuan Berkanun, 1960.

Ditandatangani dan diakui sesungguhnya oleh, ZAINAL AKBAR BIN SK MD. ABDUL KADER di Kuala Terengganu dalam negeri Terengganu Darul Iman pada 24 April 2007.

Di hadapan saya,



ZAINAL AKBAR BIN SK
MD. ABDUL KADER

laporan juruaudit

kepada ahli-ahli TDM BERHAD (diperbadankan di Malaysia) - 6265-P

Kami telah mengaudit penyata kewangan yang dibentangkan di mukasurat 131 hingga 192. Penyata kewangan tersebut adalah tanggungjawab para pengarah Syarikat.

Tanggungjawab kami adalah untuk menyatakan pendapat bebas, berdasarkan audit kami, mengenai penyata kewangan dan melaporkan pendapat kami kepada anda, sebagai satu badan, menurut Seksyen 174 dalam Akta Syarikat, 1965 dan bukan untuk tujuan lain. Kami tidak bertanggungjawab kepada pihak lain terhadap isi kandungan laporan ini.

Kami melaksanakan audit mengikut Piawaian Pengauditan yang diluluskan di Malaysia. Piawaian tersebut memerlukan kami merancang dan melaksanakan audit untuk mencapai kepastian munasabah mengenai samada penyata kewangan tersebut bebas daripada salah nyata yang ketara. Sesuatu audit juga merangkumi pemeriksaan, berdasarkan ujian, bukti yang menyokong jumlah dan pernyataan dalam penyata kewangan. Sesuatu audit juga merangkumi penilaian prinsip perakaunan yang digunakan dan anggaran penting yang dibuat oleh para pengarah, serta penilaian pembentangan penyata kewangan secara keseluruhannya. Kami percaya bahawa audit kami telah memberi asas munasabah untuk menyatakan pendapat kami.

Pada pendapat kami:

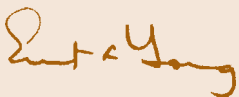
- (a) penyata kewangan telah disediakan dengan wajarnya menurut peruntukan Akta Syarikat, 1965 dan piawaian perakaunan MASB berkenaan yang diluluskan di Malaysia bagi Entiti Selain Daripada Entiti Persendirian dan memberi gambaran yang benar dan saksama mengenai:

 - (i) kedudukan kewangan Kumpulan dan Syarikat pada 31 Disember 2006 dan hasil serta aliran tunai Kumpulan dan Syarikat bagi tahun berakhir pada tarikh tersebut; dan*
 - (ii) perkara-perkara yang diperlukan oleh Seksyen 169 dalam Akta Syarikat, 1965 untuk diambil kira dalam penyata kewangan; dan**
- (b) rekod perakaunan dan rekod-rekod lain dan daftar-daftar yang dikehendaki oleh Akta untuk disimpan oleh Syarikat dan subsidiari-subsidiarinya telah disimpan dengan wajar menurut peruntukan Akta.*

Kami telah mempertimbangkan penyata-penyata kewangan dan laporan juruaudit syarikat subsidiari yang mana kami tidak bertindak sebagai juruaudit, seperti yang dinyatakan di dalam Nota 12 kepada penyata kewangan, merupakan penyata-penyata kewangan yang telah dimasukkan ke dalam penyata-penyata kewangan yang disatukan.

Kami berpuas hati bahawa penyata kewangan subsidiari-subsidiari yang telah disatukan dengan penyata kewangan Syarikat adalah dalam bentuk dan kandungan yang sesuai dan wajar bagi tujuan penyediaan penyata kewangan disatukan dan kami telah menerima maklumat dan penjelasan yang memuaskan sebagaimana yang dikehendaki oleh kami bagi tujuan tersebut.

Laporan juruaudit bagi penyata kewangan subsidiari-subsidiari tersebut tidak tertakluk kepada sebarang syarat dan tidak mengandungi sebarang teguran di bawah Seksyen 174(3) dalam Akta tersebut.



ERNST & YOUNG
AF: 0039
Akauntan Bertauliah

Kuala Terengganu, Terengganu, Malaysia
24 April 2007



NIK RAHMAT KAMARULZAMAN BIN
NIK AB. RAHMAN
No. 1759/02/08 (J)
Rakankongsi

*penyata pendapatan
bagi tahun berakhir 31 disember 2006*

	Nota	Kumpulan		Syarikat	
		2006 RM'000	2005 RM'000	2006 RM'000	2005 RM'000
Pendapatan	3	194,451	200,308	38,234	23,375
Kos jualan		(121,960)	(123,731)	(8,465)	(12,251)
Keuntungan kasar		72,491	76,577	29,769	11,124
Pendapatan lain		17,060	7,032	5,913	2,772
Kos pengagihan		(8,835)	(11,579)	-	(22)
Perbelanjaan pentadbiran		(43,165)	(41,510)	(6,607)	(6,362)
Perbelanjaan lain		(9,790)	(7,487)	(4,478)	(16,451)
Keuntungan/(kerugian) daripada operasi		27,761	23,033	24,597	(8,939)
Kos kewangan	4	(438)	(293)	(345)	(138)
Keuntungan/(kerugian) sebelum cukai	5	27,323	22,740	24,252	(9,077)
Perbelanjaan cukai pendapatan	8	(7,427)	(6,300)	(4,982)	1,133
Keuntungan/(kerugian) bagi tahun		19,896	16,440	19,270	(7,944)
Diagihkan kepada:					
Pemegang ekuiti Syarikat		19,408	16,565	19,270	(7,944)
Kepentingan minoriti		488	(125)	-	-
		19,896	16,440	19,270	(7,944)
Pendapatan sesyer boleh diagih kepada pemegang ekuiti Syarikat (sen):					
Asas, untuk keuntungan bagi tahun	9	9.01	7.69		

Nota-nota yang disertakan merupakan sebahagian asasi penyata kewangan.

*lembaranimbangan
pada 31 December 2006*

	Nota	Kumpulan		Syarikat	
		2006 RM'000	2005 RM'000	2006 RM'000	2005 RM'000
ASET					
<i>Aset bukan semasa</i>					
Hartanah, loji dan peralatan	10	243,583	239,202	36,934	33,479
Aset biologi	11	360,763	360,510	27,535	27,535
Pelaburan dalam subsidiari-subsidiari	12	-	-	149,793	146,751
Pelaburan lain	13	4,647	5,447	-	800
		608,993	605,159	214,262	208,565
Aset semasa					
Kos pembangunan hartanah	14	-	1,583	-	-
Inventori	15	6,343	10,696	-	355
Penghutang perdagangan	16	18,625	16,935	-	-
Lain-lain penghutang	17	65,859	44,804	141,946	184,462
Tunai dan baki di bank	18	81,808	58,811	186	109
		172,635	132,829	142,132	184,926
JUMLAH ASET		781,628	737,988	356,394	393,491
EKUITI DAN LIABILITI					
Ekuiti boleh diagih kepada pemegang ekuiti Syarikat					
Modal syer	22	215,524	215,524	215,524	215,524
Rizab	23	272,817	248,344	18,334	(936)
		488,341	463,868	233,858	214,588
Kepentingan minoriti		8,009	7,521	-	-
Jumlah ekuiti		496,350	471,389	233,858	214,588
Liabiliti bukan semasa					
Tanggungan manfaat persaraan	24	1,759	2,190	207	153
Pinjaman	19	1,829	515	138	218
Pendapatan tertunda	20	78,500	74,000	-	-
Muhibah negatif	25	-	5,065	-	-
Liabiliti cukai tertunda	26	23,203	26,892	5	2,186
		105,291	108,662	350	2,557

Nota-nota yang disertakan merupakan sebahagian asasi penyata kewangan.

lembaranimbangan
pada 31 December 2006

	Nota	Kumpulan		Syarikat	
		2006 RM'000	2005 RM'000	2006 RM'000	2005 RM'000
Liabiliti semasa					
Pinjaman	19	7,272	4,457	5,015	2,851
Pemiutang perdagangan	20	109,671	102,759	19	19
Lain-lain pemiutang	21	61,328	49,026	116,275	172,680
Cukai		1,716	1,695	877	796
		179,987	157,937	122,186	176,346
Jumlah liabiliti		285,278	266,599	122,536	178,903
JUMLAH EKUITI DAN LIABILITI		781,628	737,988	356,394	393,491

Nota-nota yang disertakan merupakan sebahagian asasi penyata kewangan.

*penyata perubahan dalam ekuiti disatukan
bagi tahun berakhir 31 disember 2006*

	← Diagihkan kepada Pemegang Ekuiti Syarikat →				Jumlah	Kepentingan Minoriti	Jumlah Ekuiti
	Modal Syer (Nota 22) RM'000	Premium Syer (Nota 23) RM'000	Lain-Lain Rezab (Nota 23) RM'000	Boleh Diagihkan Perolehan Tertahan (Nota 23) RM'000			
Pada 1 Januari 2005	215,524	34,979	210,941	(14,141)	447,303	7,646	454,949
<i>Keuntungan bagi tahun</i>	-	-	-	16,565	16,565	(125)	16,440
Pada 31 Disember 2005	215,524	34,979	210,941	2,424	463,868	7,521	471,389
Pada 1 Januari 2006							
<i>Seperti dinyatakan dahulu</i>	215,524	34,979	210,941	2,424	463,868	7,521	471,389
<i>Kesan dari menerima pakai FRS 3</i>	-	-	-	5,065	5,065	-	5,065
Pada 1 Januari 2006 (dinyatakan semula)	215,524	34,979	210,941	7,489	468,933	7,521	476,454
<i>Keuntungan bagi tahun</i>	-	-	-	19,408	19,408	488	19,896
Pada 31 Disember 2006	215,524	34,979	210,941	26,897	488,341	8,009	496,350

Nota-nota yang disertakan merupakan sebahagian asasi penyata kewangan.

*penyata perubahan dalam ekuiti syarikat
bagi tahun berakhir 31 disember 2006*

	← Tidak boleh diagihkan →				Distributable Kerugian Terkumpul (Nota 23) RM'000	Jumlah Ekuiti RM'000
	Modal Syer (Nota 22) RM'000	Premium Syer (Nota 23) RM'000	Lain-Lain Rezab (Nota 23) RM'000	Rezab Modal (Nota 23) RM'000		
<i>Pada 1 Januari 2005</i>	215,524	34,979	31,224	2,736	(61,931)	222,532
<i>Kerugian bagi tahun</i>	-	-	-	-	(7,944)	(7,944)
<i>Pada 31 Disember 2005</i>	215,524	34,979	31,224	2,736	(69,875)	214,588
<i>Pada 1 Januari 2006</i>	215,524	34,979	31,224	2,736	(69,875)	214,588
<i>Keuntungan bagi tahun</i>	-	-	-	-	19,270	19,270
<i>Pada 31 Disember 2006</i>	215,524	34,979	31,224	2,736	(50,605)	233,858

Nota-nota yang disertakan merupakan sebahagian asasi penyata kewangan.

penyata aliran tunai
bagi tahun berakhir 31 december 2006

	Nota	Kumpulan		Syarikat	
		2006 RM'000	2005 RM'000	2006 RM'000	2005 RM'000
Aliran Tunai Daripada Kegiatan Kendalian					
Keuntungan/(kerugian) sebelum cukai		27,323	22,740	24,252	(9,077)
Pelarasan-pelarasan untuk :					
Perbelanjaan faedah	4	438	293	345	138
Perlunasan perbelanjaan tertunda	5	986	1,017	-	-
Susutnilai hartanah, loji dan peralatan	5	14,111	12,282	1,358	1,444
Aset biologi dihapuskira	5	53	-	-	-
Inventori dihapuskira	5	221	40	-	-
Hartanah, loji dan peralatan dihapuskira (Keuntungan)/kerugian atas pelupusan hartanah, loji dan peralatan	5	1,809	52	1,536	-
Peruntukan hutang ragu	5	(504)	204	-	135
Peruntukan rosotnilai hartanah, loji dan peralatan	5	5,537	3,055	786	11,524
Kerugian atas jualan pelaburan	5	915	6,013	-	2,193
Hutang lapuk dihapuskira	5	-	324	-	-
Peruntukan rosotnilai inventori	5	-	22	-	-
Peruntukan kerugian rosotnilai kos hartanah pembangunan	5	-	46	-	-
Peruntukan rosotnilai pelaburan	5	1,583	-	-	-
Dividen diterima	5	800	500	800	1,233
Pendapatan faedah	5	(706)	(1,035)	(21,154)	-
Perlunasan muhibah negatif	5	(3,734)	(239)	-	-
Pemiutang dinyatakan semula	5	-	(5,269)	-	-
Peruntukan hutang ragu dibaikpulih	5	(6,652)	-	(2,640)	-
Susutnilai hartanah, loji dan peralatan dikenakan semula	5	(50)	(66)	-	-
Peruntukan manfaat persaraan	5	(1,114)	(836)	-	-
Peruntukan cuti tahunan	6	(85)	1,155	57	52
	6	20	72	11	7
Keuntungan kendalian sebelum perubahan modal kerja		40,951	40,470	5,351	7,649
Kurangan dalam kos pembangunan hartanah		-	207	-	-
Kurangan/(tambahan) dalam inventori		4,353	(1,512)	355	(355)
(Tambahan)/kurangan dalam penghutang		(17,208)	2,794	40,260	46,173
Tambahan/(kurangan) dalam pemiutang		19,690	(34,675)	(61,654)	(55,549)
Tunai dihasilkan daripada/(digunakan dalam) kendalian		47,786	7,284	(15,688)	(2,082)
Pendapatan faedah		3,734	239	-	-
Perbelanjaan faedah		(438)	(293)	(345)	(138)
Cukai dibayar		(8,343)	(7,950)	(776)	(383)
Bayaran manfaat persaraan	24	(346)	(757)	(3)	-
Tunai bersih dihasilkan daripada/ (digunakan dalam) kegiatan kendalian		42,393	(1,477)	(16,812)	(2,603)

*penyata aliran tunai
bagi tahun berakhir 31 december 2006*

	Nota	Kumpulan		Syarikat	
		2006 RM'000	2005 RM'000	2006 RM'000	2005 RM'000
Aliran Tunai Daripada Kegiatan Pelaburan					
Pembelian hartanah, loji dan peralatan		(20,960)	(13,674)	(6,349)	(1,312)
Pertambahan dalam ternakan	11	(1,058)	(996)	-	-
Pertambahan perbelanjaan pembangunan perladangan	11	(238)	(593)	-	-
Dividen diterima		706	1,035	21,154	-
Perolehan pelaburan		-	185	-	135
<hr/>					
Tunai bersih (digunakan dalam) / dihasilkan daripada kegiatan pelaburan		(21,550)	(14,043)	14,805	(1,177)
<hr/>					
Aliran Tunai Daripada Kegiatan Pembiayaan					
Hasil daripada kemudahan bank		-	4,536	-	-
Bayaran balik pinjaman jangka panjang		-	(4,309)	-	-
Penggunaan pinjaman sewabeli		256	-	-	-
<hr/>					
Bayaran balik pemiutang sewabeli		(336)	(100)	(80)	(80)
<hr/>					
Tunai bersih (digunakan dalam)/dihasilkan daripada kegiatan pembiayaan		(80)	127	(80)	(80)
<hr/>					
Tambahan/(kurangan) bersih dalam tunai dan kesetaraan tunai		20,763	(15,393)	(2,087)	(3,860)
Tunai dan kesetaraan tunai pada awal tahun		55,956	71,349	(2,662)	1,198
<hr/>					
Tunai dan kesetaraan tunai pada akhir tahun	18	76,719	55,956	(4,749)	(2,662)

Nota-nota yang disertakan merupakan sebahagian asasi penyata kewangan.

nota-nota kepada penyata kewangan pada 31 Disember 2006

1. MAKLUMAT KORPORAT

Kegiatan-kegiatan utama Syarikat adalah sebagai sebuah syarikat pemegang pelaburan, pembekal perkhidmatan pengurusan dan pengendalian ladang-ladang kelapa sawit. Kegiatan-kegiatan utama subsidiari-subsidiari dinyatakan di dalam Nota 12 kepada penyata kewangan.

Syarikat adalah sebuah syarikat awam liabiliti terhad yang diperbadankan dan bermastautin di Malaysia dan disenaraikan di Papan Utama Bursa Malaysia Securities Berhad. Pejabat berdaftar Syarikat terletak di Aras 5, Bangunan UMNO Terengganu, Jalan Masjid Abidin, 20100 Kuala Terengganu, Terengganu Darul Iman.

Penyata kewangan ini telah diluluskan oleh Lembaga Pengarah untuk diterbitkan menurut resolusi para pengarah pada 24 April 2007.

2. POLISI-POLISI PERAKAUNAN PENTING

2.1 Asas Penyediaan

Penyata kewangan mematuhi peruntukan Akta Syarikat, 1965 dan piawaian perakaunan MASB berkenaan yang diluluskan di Malaysia bagi Entiti Selain Daripada Entiti Persendirian. Bermula dari tahun kewangan semasa, Kumpulan dan Syarikat telah menerima pakai piawaian perakaunan baru dan pindaan Financial Reporting Standards ("FRS") yang mandatori bagi tempoh kewangan bermula pada atau selepas 1 Januari 2006 seperti dinyatakan di Nota 2.3.

Penyata kewangan Kumpulan dan Syarikat telah disediakan menurut kelaziman kos sejarah melainkan bangunan, kenderaan tertentu, tanah perladangan jangka panjang dan jangka pendek, loji dan jentera, tanah pegangpajak dan tanah milik bebas yang termasuk di dalam hartanah, loji dan peralatan dan perbelanjaan pembangunan perladangan yang termasuk di dalam aset biologi yang mana diukur pada nilai saksama.

Penyata kewangan dinyatakan dalam Ringgit Malaysia ("RM") dan semua angka adalah dibundarkan kepada ribu ("RM'000") yang terdekat selain dinyatakan.

2.2 Ringkasan Polisi-Polisi Perakaunan Penting

(a) Subsidiari dan Asas Penyatuan

(i) Subsidiari

Subsidiari-subsidiari adalah entiti-entiti di mana Kumpulan mempunyai kuasa untuk melaksanakan kawalan terhadap polisi-polisi kewangan dan operasi untuk memperolehi manfaat daripada aktiviti-aktiviti entiti-entiti tersebut. Kumpulan akan mengambilkira kewujudan dan kesan potensi hak mengundi yang boleh dilaksanakan atau boleh ditukar semasa menentukan kuasa ke atas syarikat lain.

Di penyata kewangan Syarikat, pelaburan dalam subsidiari-subsidiari dinyatakan pada kos ditolak kerugian rosotnilai. Di atas pelupusan pelaburan, perbezaan di antara perolehan bersih daripada pelupusan dan jumlah yang dibawa diiktiraf dalam penyata pendapatan.

nota-nota kepada penyata kewangan
pada 31 Disember 2006

2. POLISI-POLISI PERAKAUNAN PENTING (SAMB.)

2.2 Ringkasan Polisi-Polisi Perakaunan Penting (samb.)

(a) Subsidiari dan Asas Penyatuan (samb.)

(ii) Asas Penyatuan

Penyata kewangan disatukan terdiri daripada penyata kewangan Syarikat dan kesemua subsidiarinya pada tarikh lembaran imbangan. Penyata kewangan subsidiari-subsidiari telah disediakan bagi tarikh laporan yang sama seperti Syarikat.

Subsidiari-subsidiari disatukan dari tarikh berkuatkuasa pengambilalihan iaitu tarikh di mana Kumpulan mempunyai kuasa dan akan terus disatukan hingga kuasa dilupuskan. Di dalam penyediaan penyata kewangan disatukan, baki, urusanniaga, dan hasil atau rugi laba belum direalisasi di antara syarikat dalam Kumpulan dihapuskan sepenuhnya. Polisi-polisi perakaunan seragam diterimapakai dalam penyata kewangan disatukan bagi urusanniaga dan peristiwa yang sama.

Pengambilalihan subsidiari-subsidiari diakaunkan dengan kaedah pembelian. Kaedah perakaunan pembelian melibatkan pengagihan kos pengambilalihan kepada nilai saksama aset-aset diambilalih dan liabiliti-liabiliti, dan liabiliti luarjangka pada tarikh pengambilalihan. Kos pengambilalihan dinilai sebagai agregat nilai saksama pada tarikh pertukaran aset-aset diberikan, liabiliti-liabiliti berlaku atau dijangka dan instrumen ekuiti diterbitkan, ditambah kos-kos lain yang secara langsung disebabkan pengambilalihan.

Sebarang lebihan kos pengambilalihan dengan kepentingan Kumpulan bagi nilai saksama bersih aset-aset, liabiliti-liabiliti dan liabiliti luarjangka mewakili muhibah. Sebarang lebihan kepentingan Kumpulan bagi nilai saksama bersih aset-aset, liabiliti-liabiliti dan liabiliti luarjangka dengan kos pengambilalihan diiktiraf dalam keuntungan atau kerugian serta merta.

Kepentingan minoriti merupakan bahagian keuntungan atau kerugian dan aset-aset bersih dalam subsidiari-subsidiari yang tidak dipegang oleh Kumpulan. Ianya dinilai saksama atas aset-aset dan liabiliti-liabiliti bahagian minoriti yang dikenalpasti pada tarikh pengambilalihan dan atas perubahan dalam ekuiti subsidiari bahagian minoriti, selepas pengambilalihan.

(b) Syarikat Bersekutu

Kumpulan menganggap syarikat-syarikat bersekutu sebagai entiti-entiti di mana Kumpulan mempunyai kepentingan ekuiti jangka panjang dan di mana ia melaksanakan polisi-polisi penting terhadap polisi-polisi kewangan dan operasi melalui perwakilan pengurusan.

Pelaburan dalam syarikat-syarikat bersekutu diambilkira dalam penyata pendapatan disatukan menggunakan kaedah perakaunan ekuiti. Di bawah kaedah perakaunan ekuiti, perkongsian Kumpulan dalam keuntungan selepas pengambilalihan setelah ditolak kerugian syarikat-syarikat bersekutu diambilkira dalam penyata pendapatan disatukan. Kepentingan Kumpulan dalam syarikat-syarikat bersekutu dinyatakan pada kos berserta perkongsian Kumpulan dalam keuntungan atau kerugian terkumpul dan rizab terkumpul selepas pengambilalihan. Di mana terdapat perubahan yang dinyatakan di dalam ekuiti syarikat bersekutu, perubahan tersebut juga dinyatakan di dalam Kumpulan.

*nota-nota kepada penyata kewangan
pada 31 Disember 2006*

2. POLISI-POLISI PERAKAUNAN PENTING (SAMB.)

2.2 Ringkasan Polisi-Polisi Perakaunan Penting (samb.)

(b) Syarikat Bersekutu (samb.)

Di dalam melaksanakan kaedah ekuiti, untung dan rugi belum direalisasikan ke atas transaksi di antara Kumpulan dan syarikat bersekutu dihapuskan sehingga kepentingan Kumpulan di dalam syarikat bersekutu. Selepas melaksanakan kaedah ekuiti, Kumpulan menentukan keperluan samada akan menyatakan sebarang pertambahan kerugian rosotnilai berkaitan dengan pelaburan bersih Kumpulan di dalam syarikat bersekutu. Syarikat bersekutu diekuitikan dari tarikh Kumpulan mendapat pengaruh yang ketara sehingga ke tarikh Kumpulan tidak lagi mempunyai pengaruh yang ketara ke atas syarikat bersekutu.

Muhibah yang berkaitan dengan syarikat bersekutu dimasukkan ke dalam nilai di bawa pelaburan tersebut dan tidak dilunaskan. Sebarang lebih daripada nilai semula dikreditkan ke rizab penilaian semula di dalam ekuiti; kecuali setakat pembalikan pengurangan penilaian semula untuk aset yang sama sebelum ini yang telah diiktiraf sebagai untung atau rugi, di mana pertambahan diiktiraf dalam untung atau rugi setakat pengurangan yang diiktiraf sebelum ini.

Apabila perkongsian Kumpulan dalam kerugian syarikat - syarikat bersekutu sama dengan atau melebihi kepentingannya dalam syarikat bersekutu, termasuk apa - apa kepentingan jangka panjang pelaburan bersih Kumpulan dalam syarikat - syarikat bersekutu, Kumpulan tidak mengiktiraf kerugian selanjutnya melainkan terdapat kewajipan atau membuat bayaran bagi pihak syarikat bersekutu tersebut.

Apabila bahagian kerugian kepentingan Kumpulan di dalam syarikat bersekutu bersamaan atau melebihi kepentingannya di dalam syarikat bersekutu, termasuk sebarang faedah jangka panjang terdiri sebahagian pelaburan bersih Kumpulan di dalam syarikat bersekutu, Kumpulan tidak akan mengiktiraf kerugian selanjutnya, melainkan mereka telah mengalami tanggungan atau telah membuat pembayaran bagi pihak syarikat bersekutu.

Kumpulan menggunakan penyata pendapatan beraudit yang terkini untuk mengguna pakai kaedah perakaunan ekuiti. Di mana tarikh penyata pendapatan beraudit syarikat bersekutu yang digunakan tidak selari dengan penyata pendapatan kumpulan, perkongsian hasil diambilkira daripada penyata pendapatan beraudit terakhir yang tersedia dan penyata pendapatan pengurusan sehingga akhir tempoh perakaunan tersebut. Polisi perakaunan seragam adalah digunapakai untuk urusanniaga yang serupa dan keadaan - keadaan yang sama.

Dalam penyata pendapatan syarikat yang berasingan, pelaburan dalam syarikat bersekutu dinyatakan pada kos ditolak sebarang rosotnilai kekal.

Semasa pelupusan pelaburan, perbezaan di antara perolehan bersih daripada pelupusan dan jumlah yang dibawa dikenakan atau dikreditkan ke penyata pendapatan.

nota-nota kepada penyata kewangan
pada 31 Disember 2006

2. POLISI-POLISI PERAKAUNAN PENTING (SAMB.)

2.2 Ringkasan Polisi-Polisi Perakaunan Penting (samb.)

(c) Hartanah, Loji dan Peralatan dan Susutnilai

Kesemua hartanah, loji dan peralatan pada mulanya dinyatakan pada kos. Kos-kos berikutnya mengambilkira nilai dibawa aset atau diiktiraf sebagai aset berasingan sekiranya sesuai, apabila sudah nyata bahawa manfaat ekonomi yang berhubung dengan sebarang urusan akan menyalur ke Kumpulan dan kos boleh dikira dengan tepat. Nilai dibawa bagi bahagian diganti akan dinyahiktirafkan. Kesemua pembaikan dan peyelenggaraan akan diiktiraf ke penyata pendapatan dalam tempoh kewangan ianya berlaku.

Selepas pengiktirafan, hartanah, loji dan peralatan kecuali bangunan, kenderaan tertentu, tanah perladangan jangka panjang dan jangka pendek, loji dan jentera, tanah pegangpajak dan tanah milik bebas dinyatakan pada kos selepas ditolak susutnilai terkumpul dan kerugian rosotnilai terkumpul.

Bangunan, kenderaan tertentu, tanah perladangan jangka panjang dan jangka pendek, loji dan jentera, tanah pegangpajak dan tanah milik bebas dinyatakan pada nilai semula, iaitu nilai saksama pada tarikh penilaian semula ditolak kerugian rosotnilai terkumpul. Nilai saksama adalah berdasarkan nilai pasaran yang dinilai oleh penilai profesional bebas. Nilai semula dibuat dengan nalar sesuai bagi memastikan nilai saksama sesuatu aset yang dinilai semula, tidak ketara berbeza daripada yang akan dinyatakan menggunakan nilai saksama pada tarikh lembaranimbangan.

Nilai semula dibuat sekurang-kurangnya sekali dalam tempoh setiap lima (5) tahun bagi memastikan nilai saksama sesuatu aset yang dinilai semula, tidak ketara perbezaannya daripada yang akan dinyatakan menggunakan nilai saksama pada tarikh lembaranimbangan. Sebarang lebih daripada nilai semula dikreditkan ke rizab penilaian semula di dalam ekuiti; kecuali setakat pembalikan pengurangan penilaian semula untuk aset yang sama sebelum ini yang telah diiktiraf sebagai untung atau rugi, di mana pertambahan diiktiraf dalam untung atau rugi setakat pengurangan yang diiktiraf sebelum ini. Pengurangan dalam penilaian semula akan diselaraskan dengan lebih daripada penilaian sebelum ini bagi aset yang sama dan baki selebihnya diiktiraf dalam untung atau rugi. Apabila aset yang dinilai semula dilupuskan atau telah susut sepenuhnya, sebarang rizab penilaian semula aset berkenaan akan dipindahkan ke perolehan tertahan.

Tanah milikbebas mempunyai jangka hayat tidak terhad dan maka dengan itu ianya tidak disusutnilaikan. Susutnilai bagi hartanah, loji dan peralatan lain diperuntukkan mengikut kaedah garis lurus untuk menghapuskira kos setiap aset kepada nilai sisa sepanjang anggaran hayat kegunaan pada kadar tahunan seperti berikut:

Tanah pegangpajak	66 to 99 tahun
Bangunan	5% - 10%
Loji, jentera, peralatan, kenderaan dan pengubahsuaian	5% - 20%
Reban dan kandang ternakan	10% - 33.3%

Nilai sisa, hayat kegunaan dan kaedah susutnilai dikaji semula pada setiap akhir tahun bagi memastikan amaun, kaedah dan tempoh susutnilai adalah konsisten dengan anggaran terdahulu dan anggaran corak penggunaan manfaat ekonomi bagi hartanah, loji dan peralatan tersebut.

Sesuatu hartanah, loji dan peralatan dinyahiktiraf selepas dilupuskan atau apabila tiada manfaat ekonomi dijangkakan dari penggunaan atau pelupusannya. Sekiranya ada, perbezaan antara hasil pelupusan bersih dan nilai dibawa bersih diiktiraf dalam keuntungan atau kerugian dan bahagian lebih penilaian semula yang belum digunakan terus dimasukkan dalam perolehan tertahan.

*nota-nota kepada penyata kewangan
pada 31 Disember 2006*

2. POLISI-POLISI PERAKAUNAN PENTING (SAMB.)

2.2 Ringkasan Polisi-Polisi Perakaunan Penting (samb.)

(d) Aset Biologi

(i) Perbelanjaan Pembangunan Perladangan

Perbelanjaan pembangunan ladang terdiri daripada kos penanaman yang dibelanjakan dari permulaan pembangunan sehingga tarikh kematangan tanaman.

Nilai semula dibuat sekurang-kurangnya sekali dalam tempoh setiap lima (5) tahun bagi memastikan nilai saksama sesuatu aset yang dinilai semula, tidak ketara perbezaannya daripada yang akan dinyatakan menggunakan nilai saksama pada tarikh lembaranimbangan. Sebarang lebih daripada nilai semula dikreditkan ke rizab penilaian semula di dalam ekuiti; kecuali setakat pembalikan pengurangan penilaian semula untuk aset yang sama sebelum ini yang telah diiktiraf sebagai untung atau rugi, di mana pertambahan diiktiraf dalam untung atau rugi setakat pengurangan yang diiktiraf sebelum ini. Pengurangan dalam penilaian semula akan diselaraskan dengan lebih daripada penilaian sebelum ini bagi aset yang sama dan baki selebihnya diiktiraf dalam untung atau rugi. Apabila aset yang dinilai semula dilupuskan atau telah susut sepenuhnya, sebarang rizab penilaian semula aset berkenaan akan dipindahkan ke perolehan tertahan.

Pada 1 Januari 2006, perbelanjaan pembangunan ladang dikelaskan semula sebagai aset biologi.

Perubahan dalam pengelasan ini tidak mempunyai kesan perubahan dalam penyata kewangan Kumpulan dan Syarikat.

(ii) Ternakan

Ternakan merupakan perbelanjaan tertunda yang dikenakan ke atas stok baka sehingga ianya matang. Perbelanjaan tertunda akan dilupuskan berdasarkan purata kitaran pengeluaran stok baka.

Perbelanjaan tertunda di bawa pada harga terendah di antara kos atau nilai pasaran yang ditentukan atas asas agregat. Kos ditentukan atas asas purata pasaran manakala nilai pasaran ditentukan berdasarkan pada harga jualan bersih semasa. Pada pelupusan ternakan, perbezaan antara hasil pelupusan bersih dengan nilai dibawa diiktiraf dalam untung atau rugi.

(e) Kos Pembangunan Hartanah

Kos pembangunan hartanah mengandungi kos-kos terlibat secara langsung kepada aktiviti-aktiviti pembangunan atau yang boleh diagihkan secara munasabah aktiviti tersebut.

Jika hasil aktiviti pembangunan boleh dianggarkan dengan sewajarnya, hasil pembangunan hartanah dan kos pembangunan hartanah diiktiraf dalam penyata pendapatan dengan merujuk kepada kaedah peringkat penyediaan. Peringkat penyediaan diukur dengan merujuk kepada pembahagian kos pembangunan hartanah yang ditanggung bagi kerja yang telah dijalankan sehingga kini kepada jumlah anggaran kos pembangunan hartanah.

Jika hasil pembangunan hartanah tidak boleh dianggarkan dengan sewajarnya, hasil pembangunan hartanah diiktiraf setakat kos pembangunan hartanah yang ditanggung yang mungkin akan boleh diperolehi semula, dan kos pembangunan hartanah bagi hartanah dijual diiktiraf sebagai perbelanjaan dalam tempoh ia dikenakan.

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2. POLISI-POLISI PERAKAUNAN PENTING (SAMB.)

2.2 Ringkasan Polisi-Polisi Perakaunan Penting (samb.)

(e) Kos Pembangunan Hartanah (samb.)

Sebarang kerugian yang dijangka atas projek pembangunan termasuk tempoh tanggungan liabiliti diiktiraf sebagai perbelanjaan dengan serta-merta.

Kos pembangunan hartanah yang tidak diiktiraf sebagai perbelanjaan akan diiktiraf sebagai aset yang dinilai pada harga terendah di antara kos dan nilai boleh realis bersih.

Apabila hasil diiktiraf di dalam penyata pendapatan melebihi bayaran kepada pembeli, baki ditunjukkan sebagai bayaran terhutang di dalam penghutang perdagangan dan apabila bayaran kepada pembeli melebihi hasil diiktiraf di dalam penyata pendapatan, baki ditunjukkan sebagai bayaran kemajuan di dalam pemiutang perdagangan.

(f) Rosotnilai Aset-Aset Bukan Kewangan

Pada setiap tarikh lembaran imbangan, Kumpulan mengkaji semula nilai dibawa bagi aset-asetnya, selain daripada kos pembangunan hartanah, inventori dan aset cukai tertunda bagi menentukan samada terdapat sebarang petunjuk yang aset telah mengalami kerugian rosotnilai. Jika sebarang petunjuk rosotnilai wujud, ianya dikira dengan membandingkan nilai dibawa aset dengan nilai yang boleh diperolehi dari aset tersebut.

Bagi muhibah, aset tidak ketara yang mempunyai jangka hayat tidak terhad, nilai yang boleh diperolehi dianggarkan pada setiap tarikh lembaran imbangan atau lebih kerap sekiranya peristiwa atau perubahan dalam keadaan yang menunjukkan nilai dibawa mungkin mengalami kerugian rosotnilai.

Bagi tujuan menguji rosotnilai aset, nilai boleh diperolehi adalah berdasarkan asas aset individu melainkan aset tidak menjana aliran tunai yang tidak bergantung sepenuhnya kepada aset-aset lain. Dalam kes ini, nilai boleh diperolehi adalah berdasarkan unit penjana tunai (CGU) kepada aset dipunyai tersebut. Muhibah diperolehi dalam kombinasi perniagaan dari tarikh pengambilalihan diagihkan kepada setiap CGU Kumpulan atau kumpulan-kumpulan CGU yang dijangka dimanfaatkan dari kombinasi sinergi, walaupun aset-aset atau liabiliti-liabiliti lain Kumpulan diberikan kepada unit-unit tersebut atau kumpulan-kumpulan unit.

Nilai boleh diperolehi aset adalah yang mana lebih tinggi dari aset atau nilai saksama CGU ditolak kos untuk menjual dengan nilai boleh diguna. Dalam mentaksir nilai boleh diguna, anggaran aliran tunai masa hadapan didiskaunkan kepada nilai kini menggunakan kadar diskaun sebelum cukai yang menunjukkan nilai masa tunai dalam pasaran semasa dan risiko tertentu kepada aset. Di mana nilai dibawa aset melebihi nilai boleh diperolehi, aset dianggap telah merosotnilai dan dikurangkan nilai kepada nilai boleh diperolehi. Kerugian rosotnilai diiktiraf bagi CGU atau kumpulan CGU diagihkan terdahulu bagi mengurangkan nilai dibawa muhibah kepada unit-unit atau kumpulan-kumpulan unit, dan kemudiannya dikurangkan secara pro-rata kepada nilai dibawa aset-aset lain.

Rosotnilai diiktiraf dalam untung atau rugi bagi tempoh di mana ianya berlaku melainkan aset dibawa pada amaun dinilai semula yang mana rosotnilai diambilkira sebagai kurangan penilaian semula setakat mana rosotnilai tersebut tidak melebihi amaun aset yang sama di dalam rizab penilaian semula.

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2. POLISI-POLISI PERAKAUNAN PENTING (SAMB.)

2.2 Ringkasan Polisi-Polisi Perakaunan Penting (samb.)

(f) Rosotnilai Aset-Aset Bukan Kewangan (samb.)

Rosotnilai muhibah tidak dibalikkan semula dalam tempoh berikutnya. Rosotnilai selain daripada muhibah dibalikkan semula sekiranya ada perubahan anggaran digunakan bagi menentukan nilai boleh diperolehi dari rosotnilai diiktiraf terdahulu. Nilai dibawa bagi aset selain daripada muhibah akan ditambah kepada nilai boleh diperolehi yang dipinda, sekiranya amaun ini tidak melebihi nilai dibawa (ditolak susutnilai atau pelunasan) yang ditentukan sekiranya tiada rosotnilai diiktiraf bagi aset dalam tahun-tahun terdahulu. Pembalikan rosotnilai bagi aset selain muhibah diiktiraf dalam keuntungan atau kerugian, melainkan aset dibawa pada amaun penilaian semula yang mana dalam kes tersebut pembalikan ditunjukkan sebagai tambahan dalam penilaian semula.

(g) Inventori

Inventori dinyatakan pada yang terendah antara kos (ditentukan pada asas sebenar) dan nilai boleh realis bersih. Dalam memperolehi nilai realis bersih, peruntukan dibuat untuk semua inventori lapuk dan yang bergerak perlahan. Kos-kos termasuk harga belian bahan dan perbelanjaan yang berkaitan.

Nilai boleh realis bersih merupakan harga jualan anggaran di dalam urusan biasa perniagaan ditolak semua kos anggaran yang perlu ditanggung untuk melakukan jualan.

(h) Instrumen Kewangan

Instrumen kewangan diiktiraf dalam lembaranimbangan apabila Kumpulan menjadi pihak kepada peruntukan berkontrak instrumen berkenaan.

Instrumen kewangan adalah diklasifikasikan sebagai liabiliti atau ekuiti menurut peruntukan dalam perjanjian kontrak. Faedah, dividen, laba dan kerugian berkenaan dengan instrumen kewangan yang diklasifikasikan sebagai liabiliti, dilaporkan sebagai perbelanjaan atau pendapatan. Pengagihan kepada pemegang instrumen kewangan diklasifikasikan sebagai ekuiti dikenakan terus ke ekuiti. Instrumen kewangan dikontra apabila Kumpulan mempunyai hak mengikut undang-undang dan berniat untuk menyelesaikannya secara bersih atau dengan merealisasikan aset dan menyelesaikan liabiliti secara serentak.

(i) Tunai dan Kesetaraan Tunai

Bagi tujuan penyata aliran tunai, tunai dan kesetaraan tunai termasuk tunai di tangan dan di bank, deposit tetap dan deposit dipanggil, ditolak baki overdraf bank.

(ii) Pelaburan Lain Bukan Semasa

Pelaburan lain bukan semasa selain daripada pelaburan dalam subsidiari-subsidiari, syarikat-syarikat bersekutu dan entiti-entiti yang dikawal bersama adalah dinyatakan pada kos ditolak kerugian rosotnilai. Apabila pelaburan dilupuskan, perbezaan antara hasil pelupusan bersih dan jumlah dibawa diiktiraf dalam untung atau rugi.

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2. POLISI-POLISI PERAKAUNAN PENTING (SAMB.)

2.2 Ringkasan Polisi-Polisi Perakaunan Penting (samb.)

(h) Instrumen Kewangan (samb.)

(iii) Sekuriti Boleh Pasar

Sekuriti boleh pasar dibawa pada harga terendah di antara kos ditolak sebarang rosot nilai kekal dan nilai pasaran. Kos ditentukan atas asas purata wajaran manakala nilai pasaran ditentukan berdasarkan nilai pasaran dicatat. Tambahan atau kurangan dalam jumlah dibawa bagi sekuriti boleh pasar diiktiraf dalam untung atau rugi. Apabila sekuriti boleh pasar dilupuskan, perbezaan antara hasil pelupusan bersih dan nilai dibawa akan diiktiraf dalam untung atau rugi.

(iv) Penghutang

Penghutang dibawa pada nilai yang dijangka boleh direalisasikan. Hutang lapuk dihapuskan apabila dikenalpasti. Anggaran dibuat bagi hutang ragu berdasarkan kajian semula ke atas semua jumlah yang belum dijelaskan pada tarikh lembaran imbangan.

(v) Pemiutang

Pemiutang dinyatakan pada kos, iaitu pada nilai saksama balasan yang akan dibayar pada masa hadapan untuk barang dan perkhidmatan yang diterima.

(vi) Pinjaman Berfaedah

Semua pinjaman mulanya diiktiraf pada nilai saksama pada jumlah hasil diterima ditolak kos urusniaga secara langsung. Selepas diiktiraf, faedah pinjaman dinilai pada kos terlunas menggunakan kaedah faedah berkesan.

(vii) Instrumen Kewangan Derivatif

Syarikat menggunakan instrumen kewangan derivatif, terutamanya kontrak-kontrak komoditi masa hadapan. Keuntungan atau kerugian timbul daripada kontrak-kontrak yang dimasuki sebagai sandaran yang telah dianggarkan urusniaga ditunda sehingga ke tarikh urusniaga tersebut, yang mana masa dikenakan termasuk pengukuran urusniaga-urusniaga tersebut. Keuntungan dan kerugian kontrak-kontrak tidak lagi ditentukan sebagai sandaran dimasukkan di dalam penyata pendapatan.

(viii) Instrumen Ekuiti

Syer biasa diklasifikasikan sebagai ekuiti. Dividen atas syer biasa diiktiraf dalam ekuiti dalam tempoh di mana ia diisytiharkan.

(i) Kos Pinjaman

Kos pinjaman yang secara langsung berkait dengan pengambilalihan, pembinaan atau pengeluaran aset yang layak, di mana aset ini mengambil tempoh masa yang agak lama untuk sampai ke tahap untuk digunakan atau dijual akan diambil kira sebagai sebahagian daripada kos aset, sehingga masa aset sedia untuk digunakan atau dijual. Untuk pinjaman yang khas untuk tujuan memperolehi aset layak, jumlah kos pinjaman yang layak untuk diambil kira ialah kos pinjaman yang benar-benar digunakan untuk pinjaman tersebut ditolak sebarang pendapatan pelaburan untuk pelaburan sementara pinjaman tersebut.

Semua kos pinjaman yang lain diiktiraf di dalam penyata pendapatan sebagai kos pada masa ia digunakan.

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2. POLISI-POLISI PERAKAUNAN PENTING (SAMB.)

2.2 Ringkasan Polisi-Polisi Perakaunan Penting (samb.)

(j) Cukai Pendapatan

Cukai pendapatan yang dikenakan ke atas keuntungan atau kerugian bagi tahun kewangan adalah terdiri daripada cukai semasa dan cukai tertunda. Cukai semasa ialah amaun cukai pendapatan yang dijangkakan perlu dibayar ke atas keuntungan bercukai bagi tahun kewangan dan dianggarkan mengikut kadar cukai yang berkuatkuasa pada tarikh lembaran imbangan.

Cukai tertunda diperuntukkan melalui kaedah liabiliti ke atas perbezaan sementara di antara asas cukai bagi aset dan liabiliti dan nilai dibawa dalam penyata kewangan. Menurut prinsip, liabiliti cukai tertunda diiktiraf ke atas semua perbezaan sementara yang tertakluk kepada cukai manakala aset cukai tertunda pula diiktiraf untuk semua perbezaan sementara, baki kerugian bercukai dan baki kredit cukai yang belum digunakan sekiranya kemungkinan terdapat keuntungan bercukai yang boleh digunakan ke atas perbezaan sementara yang dibenarkan, baki kerugian bercukai dan baki kredit cukai.

Cukai tertunda dikira pada kadar cukai yang dijangka akan digunakan pada masa aset direalisasi atau liabiliti diselesaikan, berasaskan kadar cukai yang berkuatkuasa pada tarikh lembaran imbangan. Cukai tertunda diiktiraf di dalam penyata pendapatan kecuali jika ia adalah dihasilkan daripada transaksi yang diiktiraf terus di dalam ekuiti, di mana cukai tertunda itu dicajkan atau dikreditkan terus ke ekuiti, atau ia adalah hasil daripada penggabungan perniagaan yang berkaitan dengan pengambilalihan, di mana cukai tertunda akan disertakan di dalam muhibah atau muhibah negatif yang terhasil.

(k) Peruntukan Liabiliti

Peruntukan diiktiraf apabila Kumpulan mempunyai obligasi kini hasil daripada kejadian lampau dan kemungkinan terdapat aliran keluar sumber yang mengandungi manfaat ekonomi yang diperlukan untuk menyelesaikan obligasi tersebut dan jumlah anggaran yang munasabah boleh dibuat. Peruntukan dikaji pada setiap tarikh lembaran imbangan dan diselaraskan untuk menggambarkan anggaran semasa yang terbaik. Jika kesan nilai masa wang adalah penting, jumlah peruntukan adalah didiskaun pada kadar pra-cukai yang mencerminkan risiko khusus yang ditanggung. Bila kaedah mendiskaun digunakan, tambahan kepada peruntukan kerana jangka masa diiktiraf sebagai kos kewangan.

(l) Manfaat Pekerja

(i) Manfaat Jangka Pendek

Upah, gaji, bonus dan caruman keselamatan sosial diiktiraf sebagai perbelanjaan dalam tahun di mana perkhidmatan berkenaan diberi oleh pekerja Kumpulan. Cuti berbayar terkumpul jangka pendek seperti cuti tahunan berbayar diiktiraf apabila perkhidmatan diberi oleh pekerja yang meningkatkan hak mereka kepada cuti berbayar di masa hadapan, dan cuti berbayar tidak terkumpul jangka pendek seperti cuti sakit diiktiraf apabila cuti berlaku.

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2. POLISI-POLISI PERAKAUNAN PENTING (SAMB.)

2.2 Ringkasan Polisi-Polisi Perakaunan Penting (samb.)

(l) Manfaat Pekerja (samb.)

(ii) Rancangan Caruman Tertentu

Rancangan caruman tertentu adalah rancangan manfaat persaraan yang mana Kumpulan membayar caruman tetap kepada syarikat berasingan atau tabung dan tidak mempunyai sebarang tanggungjawab disisi undang-undang atau tanggungan konstruktif untuk meneruskan bayaran caruman sekiranya mana-mana tabung tidak mempunyai aset yang mencukupi berkaitan khidmat pekerja dalam tahun kewangan semasa dan terdahulu. Caruman berkenaan diiktiraf sebagai perbelanjaan di dalam untung dan rugi apabila berlaku. Seperti yang termaktub di dalam undang-undang, Kumpulan perlu membuat caruman kepada Kumpulan Wang Simpanan Pekerja ("KWSP").

(iii) Rancangan Manfaat Tertentu

Rancangan caruman tertentu adalah rancangan manfaat persaraan yang mana Kumpulan membayar caruman tetap kepada syarikat berasingan atau tabung dan tidak mempunyai sebarang tanggungjawab disisi undang-undang atau tanggungan konstruktif untuk meneruskan bayaran caruman sekiranya mana-mana tabung tidak mempunyai aset yang mencukupi berkaitan khidmat pekerja dalam tahun kewangan semasa dan terdahulu. Caruman berkenaan diiktiraf sebagai perbelanjaan di dalam untung dan rugi apabila berlaku. Seperti yang termaktub di dalam undang-undang, Kumpulan perlu membuat caruman kepada Kumpulan Wang Simpanan Pekerja ("KWSP").

Kumpulan mengendalikan satu manfaat tertentu Skim Manfaat Persaraan ("Skim") yang tidak dibiayai untuk pekerja yang layak. Tanggungan Kumpulan di bawah Skim ini adalah ditentukan menggunakan Kaedah Peramalan Unit Kredit berdasarkan kepada penilaian aktuari bebas di mana jumlah manfaat yang telah diganjarkan kepada pekerja sebagai pulangan bagi perkhidmatan mereka bagi tahun semasa dan tahun sebelumnya dianggarkan. Manfaat tersebut didiskaunkan untuk menentukan nilai kininya.

Keuntungan atau kerugian aktuari diiktiraf sebagai pendapatan atau perbelanjaan kepada anggaran purata hayat kerja pekerja apabila keuntungan atau kerugian aktuari kumulatif tidak diiktiraf bagi Skim melebihi 10% dari yang tertinggi dari nilai kini obligasi rancangan manfaat dan nilai saksama rancangan aset. Kos khidmat terdahulu diiktiraf serta merta setakat mana manfaat telah diletak hak dan ataupun dilunaskan mengikut kaedah garis lurus sepanjang tempoh purata sehingga manfaat pindaan diletak hak.

Amaun diiktiraf dalam lembaran imbangan mewakili nilai kini rancangan manfaat tertentu dilaraskan bagi keuntungan atau kerugian aktuari dan kos khidmat terdahulu tidak diiktiraf, dan dikurangkan oleh nilai saksama rancangan aset. Sebarang aset terhasil daripada pengiraan ini adalah terhad kepada jumlah bersih dari kerugian aktuari tidak diiktiraf dan kos khidmat terdahulu, dan nilai kini manfaat ekonomi dalam bentuk pulangan atau pengurangan caruman rancangan di masa hadapan.

(m) Matawang Asing

(i) Fungsi dan Pembentangan Matawang

Penyata kewangan individu setiap syarikat di dalam Kumpulan dinilai menggunakan matawang utama persekitaran ekonomi di mana syarikat beroperasi ("fungsi matawang"). Penyata kewangan disatukan dinyatakan dalam Ringgit Malaysia ("RM"), yang mana adalah juga fungsi matawang Syarikat.

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2. POLISI-POLISI PERAKAUNAN PENTING (SAMB.)

2.2 Ringkasan Polisi-Polisi Perakaunan Penting (samb.)

(m) Matawang Asing (samb.)

(ii) Urusniaga Matawang Asing

Di dalam penyediaan penyata kewangan individu entiti, urusniaga dalam matawang asing selain daripada matawang fungsi entiti (matawang asing) adalah diambilkira dalam matawang fungsi dengan menggunakan kadar tukaran wang asing pada tarikh urusniaga. Pada setiap tarikh lembaran imbalan, item kewangan yang telah dibentangkan dalam matawang asing diterjemahkan pada kadar tukaran wang asing pada tarikh lembaran imbalan.

Item bukan kewangan yang dinilai dengan nilai saksama dibentangkan dalam matawang asing diterjemahkan pada kadar tukaran wang asing pada tarikh nilai saksama ditentukan. Item bukan kewangan yang dicatat pada kos sejarah dalam matawang asing adalah tidak diterjemahkan.

Tukaran wang asing yang terbit dari penyelesaian butiran kewangan, dan dari terjemahan semula butiran kewangan, akan diiktiraf di dalam penyata pendapatan bagi tempoh tersebut kecuali untuk perbezaan tukaran yang terbit dari butiran kewangan yang merupakan sebahagian daripada pelaburan bersih dalam operasi asing Kumpulan.

Perbezaan tukaran yang terbit dari butiran kewangan yang merupakan sebahagian daripada pelaburan bersih dalam operasi asing Kumpulan di mana butiran kewangan tersebut diterjemahkan dalam sama ada matawang fungsi entiti pelapor atau operasi asing, akan diambil secara terus dari rizab tukaran wang asing di dalam ekuiti sehingga pelupusan operasi tersebut, di mana ia akan diiktiraf di dalam penyata pendapatan. Perbezaan tukaran yang terbit dari butiran kewangan yang merupakan sebahagian daripada pelaburan bersih dalam operasi asing Kumpulan di mana butiran kewangan tersebut diterjemahkan dalam matawang selain daripada matawang fungsi sama ada entiti pelapor atau operasi asing, akan diiktiraf di dalam penyata pendapatan. Perbezaan tukaran yang terbit dari butiran kewangan yang merupakan sebahagian daripada pelaburan bersih dalam operasi asing Syarikat, tanpa menghiraukan matawang butiran kewangan, akan diiktiraf di dalam penyata pendapatan atau penyata kewangan operasi asing, mengikut kesesuaian.

Tukaran wang asing yang terbit daripada terjemahan item bukan kewangan yang dibawa dari nilai saksama akan diiktiraf di dalam penyata pendapatan bagi tempoh tersebut kecuali untuk perbezaan yang terbit daripada item bukan kewangan yang berkaitan dengan untung dan rugi yang diiktiraf secara terus ke dalam ekuiti. Perbezaan tukaran wang asing yang terbit daripada item bukan kewangan akan terus juga diiktiraf di dalam ekuiti.

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2. POLISI-POLISI PERAKAUNAN PENTING (SAMB.)

2.2 Ringkasan Polisi-Polisi Perakaunan Penting (samb.)

(n) Pengiktirafan Pendapatan

Pendapatan diiktiraf apabila sudah nyata bahawa manfaat ekonomi yang berhubung dengan urusanniaga akan menyalur ke Kumpulan, dan jumlah pendapatan boleh dikira dengan tepat. Berikut adalah kriteria spesifik pengiktirafan yang perlu ada sebelum pendapatan diiktiraf:

(i) Jualan Barang-barang

Pendapatan berkaitan dengan jualan barangniaga diiktiraf bersih daripada cukai jualan dan diskaun, apabila risiko dan manfaat dipindahkan kepada pembeli. Pendapatan tidak diiktiraf apabila kemungkinan manfaat ekonomi berkaitan dengan transaksi berpindah kepada Syarikat dan nilai pendapatan tidak boleh dianggarkan dengan pasti, berkaitan dengan kos atau kemungkinan barang dipulangkan.

(ii) Pendapatan Perkhidmatan

Pendapatan dari perkhidmatan yang diberi diiktiraf selepas cukai perkhidmatan dan diskaun bilamana perkhidmatan dilakukan.

(iii) Pendapatan Faedah

Pendapatan faedah diiktiraf berdasarkan akruan menggunakan kadar faedah berkesan.

(iv) Pendapatan Dividen

Pendapatan dividen diiktiraf apabila hak pemegang syer untuk menerima bayaran telah terbukti.

(v) Yuran Pengurusan

Yuran pengurusan diiktiraf bila perkhidmatan dijalankan.

(vi) Pendapatan Tertunda

Pendapatan tertunda adalah berkaitan dengan pendahuluan pembayaran diterima daripada pembekal yang mana dilunaskan berdasarkan bekalan minyak kelapa sawit mentah.

(o) Muhibah

Muhibah diperoleh dalam kombinasi perniagaan pada mulanya dinilai pada kos yang merupakan lebihan kos kombinasi perniagaan oleh kepentingan Kumpulan dalam nilai saksama bersih aset-aset, liabiliti-liabiliti dan liabiliti luarjangka yang dikenalpasti. Selepas dikenalpasti, muhibah dinilai pada kos setelah ditolak kerugian rosotnilai terkumpul. Muhibah tidak dilunaskan tetapi diteliti bagi rosotnilai secara tahunan atau lebih kerap sekiranya berlaku peristiwa atau perubahan dalam keadaan yang boleh menyebabkan nilai dibawa dirosotnilai. Untung atau rugi atas pelupusan syarikat adalah termasuk nilai muhibah dibawa dalam syarikat yang dijual.

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2. POLISI-POLISI PERAKAUNAN PENTING (SAMB.)

2.2 Ringkasan Polisi-Polisi Perakaunan Penting (samb.)

(p) Pajak

(i) Pengkelasan

Pajakan diiktiraf sebagai pajakan kewangan jika kesemua risiko dan manfaat berkenaan dengan hakmilik dipindahkan secara besarannya kepada Kumpulan. Pajakan tanah dan bangunan dikelaskan sebagai pajakan operasi atau pajakan kewangan sama seperti pajakan aset-aset lain dan elemen tanah dan bangunan secara berasingan bagi tujuan pengelasan pajakan.

(ii) Pajak kewangan - Kumpulan sebagai penerima pajak

Aset yang diperolehi secara sewabeli atau pajakan kewangan dinyatakan pada jumlah yang bersamaan dengan nilai saksama atau bayaran nilai kini minima pajakan pada permulaan pajakan, yang mana lebih rendah, setelah ditolak susutnilai terkumpul dan kerugian rosotnilai. Liabiliti yang berkaitan dimasukkan di dalam lembaran imbangan sebagai pinjaman. Dalam pengiraan bayaran nilai kini minima pajakan, faktor diskaun yang digunakan adalah kadar faedah yang tersirat dalam pajakan, jika ia adalah praktikal untuk ditentukan; atau sebaliknya, kadar pinjaman tambahan Syarikat akan digunakan. Sebarang kos permulaan secara langsung juga ditambah kepada nilai dibawa oleh aset berkenaan.

Bayaran pajakan diagihkan di antara kos kewangan dan kurangan liabiliti tertunggak. Kos kewangan, yang merupakan perbezaan di antara jumlah komitmen pajakan dan nilai saksama perolehan aset, diiktiraf sebagai perbelanjaan dalam penyata pendapatan di sepanjang jangka masa pajakan tersebut untuk membolehkan penghasilan satu kadar tempoh faedah yang berkala ke atas baki obligasi bagi setiap tempoh perakaunan.

Polisi susutnilai bagi aset pajakan adalah sejajar dengan susutnilai bagi hartanah, loji dan peralatan seperti yang dinyatakan di Nota 2.2(c).

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2. POLISI-POLISI PERAKAUNAN PENTING (SAMB.)

2.3 Perubahan dalam Polisi-Polisi Perakaunan, Kesan dan Perubahan dalam Perbandingan daripada Menerima Pakai FRS Baru dan Pindaan

Pada 1 Januari 2006, Kumpulan dan Syarikat telah menerima pakai FRS berikut yang berkuatkuasa bagi tempoh kewangan bermula dari atau selepas 1 Januari 2006:

FRS 2	<i>Pembayaran Berasaskan Syer</i>
FRS 3	<i>Kombinasi Perniagaan</i>
FRS 5	<i>Aset Bukan Semasa Dipegang Untuk Dijual dan Pemberhentian Operasi</i>
FRS 101	<i>Pembentangan Penyata Kewangan</i>
FRS 102	<i>Inventori</i>
FRS 108	<i>Polisi-Polisi Perakaunan, Perubahan dalam Anggaran Perakaunan dan Kesilapan</i>
FRS 110	<i>Peristiwa Selepas Tarikh Lembaran Kewangan</i>
FRS 116	<i>Hartanah, Loji dan Peralatan</i>
FRS 121	<i>Kesan Perubahan dalam Kadar Tukaran Matawang Asing</i>
FRS 127	<i>Penyata Kewangan Disatukan dan Diasingkan</i>
FRS 128	<i>Pelaburan di dalam Syarikat Bersekutu</i>
FRS 131	<i>Pelaburan di dalam Syarikat Usahasama</i>
FRS 132	<i>Instrumen Kewangan: Penyataan dan Pembentangan</i>
FRS 133	<i>Perolehan Sesyer</i>
FRS 136	<i>Rosotnilai Aset-aset</i>
FRS 138	<i>Aset Tidak Ketara</i>
FRS 140	<i>Pelaburan Hartanah</i>

Kumpulan tidak menerima pakai lebih awal FRS 117 Pajakan, FRS 124 Pembentangan Pihak Berkaitan dan pindaan FRS 139 : Instrumen Kewangan: Pengiktirafan dan Penilaian, yang telah ditunda dan juga pindaan yang berkuatkuasa bagi tempoh kewangan bermula pada atau selepas 1 Januari 2007:

(i) FRS 6: Eksplorasi Untuk Dan Evaluasi Sumber Mineral

FRS 6 adalah tidak berkaitan dengan operasi Kumpulan.

(ii) Pindaan kepada FRS 1192004: Manfaat Pekerja – Keuntungan dan Kerugian Aktuari, Rancangan Kumpulan dan Penyataan

Pindaan ini memperkenalkan opsyen pendekatan pengiktirafan alternatif bagi keuntungan dan kerugian aktuari yang timbul dari rancangan manfaat persaraan tertentu. Ia mungkin mengenakan tambahan keperluan pengiktirafan bagi, rancangan pelbagai majikan bilamana maklumat yang ada tidak mencukupi untuk melaksanakan perakaunan manfaat tertentu. Ia juga akan menambah keperluan pembentangan. Memandangkan Kumpulan tidak berhasrat untuk menukar polisi perakaunan diterimapakai untuk pengiktirafan keuntungan dan kerugian aktuari dan tidak terlibat dalam mana-mana pelbagai rancangan majikan, menerima pakai pindaan ini hanya memberi kesan kepada format dan pembentangan di penyata kewangan. Kumpulan akan menggunakan pindaan ini dari tempoh kewangan bermula 1 Januari 2007.

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2. POLISI-POLISI PERAKAUNAN PENTING (SAMB.)

2.3 Perubahan dalam Polisi-Polisi Perakaunan, Kesan dan Perubahan dalam Perbandingan daripada Menerima Pakai FRS Baru dan Pindaan (samb.)

Pada 15 Februari 2007, MASB telah mengeluarkan perubahan-perubahan kepada FRS dan terjemahan (ICs) bagi Entiti-Entiti Selain Dari Entiti-Entiti Persendirian berikut:

- (i) Perubahan kepada FRS 121, Kesan Perubahan dalam Kadar Tukaran Matawang Asing - Pelaburan Bersih dalam Operasi Asing;
- (ii) IC Terjemahan 1, Perubahan-perubahan dalam "Decommissioning", Pemulihan dan Liabiliti-Laibiliti Bersamaan Berikutnya;
- (iii) IC Terjemahan 2, Syer milik Ahli-Ahli Dalam Entiti-Entiti Koperasi dan Instrumen-Instrumen Berkaitan;
- (iv) IC Terjemahan 5, Hak-hak kepada Faedah-Faedah timbul daripada "Decommissioning", Pemulihan dan Dana-Dana Pemulihan Alam Semulajadi;
- (v) IC Terjemahan 6, Liabiliti-Liabiliti timbul daripada Penglibatan dalam Pasaran Tertentu - Elektrikal Buangan, Peralatan Elektrikal;
- (vi) IC Terjemahan 7, Merima pakai dan Pendekatan Penyataan Semula di bawah FRS 1292004 Laporan Kewangan dalam Ekonomi Hiper Inflasi; dan
- (vii) IC Terjemahan 8, Skop FRS 2 Pembayaran Berasaskan Syer.

Perubahan-perubahan ke atas FRS and IC adalah berkuatkuasa bagi tempoh kewangan bermula pada atau selepas 1 Januari 2007: Penerimaan pakai permulaan Perubahan-Perubahan FRS 121 dan IC Terjemahan 1 tidak memberi sebarang kesan ke atas penyata kewangan Kumpulan dan Syarikat. Lain-lain IC yang telah dikeluarkan seperti di atas adalah tidak berkaitan dengan Kumpulan dan Syarikat.

Mengguna pakai FRS baru dan pindaan 2, 5, 102, 108, 110, 121, 127, 128, 131, 132, 133, 136, 138 dan 140 tidak membawa kepada perubahan penting dalam polisi-polisi perakaunan Kumpulan. Perubahan utama dalam polisi-polisi perakaunan dan kesan-kesan penerimaan pakai daripada FRS baru dan pindaan yang lain dibincangkan di bawah:

(a) FRS 3: Kombinasi Perniagaan

Mengikut peruntukan peralihan, FRS 3 telah digunapakai untuk kombinasi perniagaan yang mana tarikh perjanjian adalah pada atau selepas 1 Januari 2006.

Lebih syer Kumpulan dalam nilai saksama bersih dalam aset, liabiliti dan liabiliti luar jangka Syarikat yang diambil alih (sebelum ini dikenali sebagai muhibah negatif)

Sebelum 1 Januari 2006, muhibah negatif dilunaskan berdasarkan purata wajaran jangka hayat aset bukan kewangan diperolehi, melainkan sehingga jangkaan kerugian-kerugian masa hadapan yang dikenalpasti pada tarikh pengambilalihan. Dalam kes berkenaan, ianya dikenakan keuntungan atau kerugian sepertimana dijangkakan akan berlaku. Di bawah FRS 3, sebarang lebih faedah Kumpulan dalam nilai saksama bersih aset-aset dikenalpasti kepunyaan yang diambilalih, liabiliti-liabiliti dan liabiliti-liabiliti luarjangka ke atas kos pengambilalihan, selepas penilaian semula akan dikenalpasti dalam untung atau rugi. Berdasarkan peruntukan-peruntukan peralihan FRS 3, muhibah negatif pada 1 Januari 2006 berjumlah RM5,064,918 telah tidak dikenalpasti dengan pertambahan dalam perolehan tertahan.

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2. POLISI-POLISI PERAKAUNAN PENTING (SAMB.)

2.3 Perubahan dalam Polisi-Polisi Perakaunan, Kesan dan Perubahan dalam Perbandingan daripada Menerima Pakai FRS Baru dan Pindaan (samb.)

(a) FRS 3: Kombinasi Perniagaan (samb.)

Disebabkan penyemakan semula dasar perakaunan dikuatkuasa secara kehadapan, perubahan-perubahan tidak mempunyai kesan ke atas laporan 2005 atau tempoh-tempoh sebelumnya. Kesan-kesan imbalan duga disatukan pada 31 Disember 2006 dinyatakan di Nota 2.3(c)(i). Perubahan ini tidak memberi kesan ke atas penyataan kewangan Syarikat.

(b) FRS 101: Pembentangan Penyata Kewangan

(i) Kepentingan Minoriti

Sebelum 1 Januari 2006, kepentingan minoriti pada tarikh lembaran imbalan dibentangkan secara berasingan pada tarikh lembaran kewangan disatukan daripada liabiliti-liabiliti dan ekuiti. Dengan menerima pakai pindaan FRS 101, kepentingan minoriti sekarang dibentangkan di dalam jumlah ekuiti. Di dalam penyata pendapatan disatukan, kepentingan minoriti dibentangkan sebagai agihan jumlah keuntungan atau kerugian bagi tahun. Penyata perubahan dalam ekuiti juga memerlukan cara yang lebih kurang sama. Pindaan FRS 101 juga memerlukan pembentangan di atas permukaan penyata perubahan dalam ekuiti, jumlah pendapatan dan perbelanjaan diiktiraf bagi tahun, menunjukkan secara berasingan amaun boleh agih kepada pemegang ekuiti Syarikat dan kepentingan minoriti.

Sebelum 1 Januari 2006, bahagian cukai syarikat bersekutu dan entiti-entiti dikawal bersama di dalam Kumpulan telah diakaunkan menggunakan cara ekuiti dimasukkan sebahagian perbelanjaan cukai Kumpulan dalam penyata pendapatan disatukan. Selepas penerimaan pakai pindaan FRS 101, bahagian cukai syarikat bersekutu dan entiti-entiti dikawal bersama diakaunkan menggunakan cara ekuiti telah termasuk di dalam bahagian keuntungan atau kerugian telah dilaporkan dalam penyata pendapatan disatukan sebelum memperolehi keuntungan atau kerugian sebelum cukai Kumpulan.

(ii) Aset Biologi

Pada 1 Januari 2006, perbelanjaan pembangunan perladangan telah diklasifikasikan daripada kepada aset biologi bagi mematuhi peruntukan-peruntukan pendedahan FRS 101. Perbelanjaan tertunda yang berkaitan dengan ternakan juga telah diklasifikasikan sebagai aset biologi.

(c) Ringkasan kesan-kesan dan perubahan-perubahan timbul daripada menerima pakai FRS baru dan pindaan

Jadual berikut menunjukkan setakat mana setiap perkara dalam lembaran imbalan pada 31 Disember 2006 samada lebih tinggi atau rendah dari apa yang sepatutnya sekiranya polisi-polisi terdahulu telah digunakan bagi tahun semasa:

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2. POLISI-POLISI PERAKAUNAN PENTING (SAMB.)

2.3 Perubahan dalam Polisi-Polisi Perakaunan, Kesan dan Perubahan dalam Perbandingan daripada Menerima Pakai FRS Baru dan Pindaan (samb.)

(c) Ringkasan kesan-kesan dan perubahan-perubahan timbul daripada menerima pakai FRS baru dan pindaan (samb.)

(i) Kesan ke atas lembaran imbangan pada 31 Disember 2006

Huraian Perubahan	Tambahan/ (Kurangan) FRS 110 Nota 2.3 (b) RM'000
Kumpulan	
Hartanah, loji dan peralatan	(360,005)
Ternakan	(758)
Aset biologi	360,763
Perolehan tertahan	5,065
Muhibah negatif	(5,065)
<hr/>	
Syarikat	
Hartanah, loji dan peralatan	(27,535)
Aset biologi	27,535
<hr/>	

(ii) Perbandingan Dinyatakan Semula

Huraian Perubahan	Sebagaimana Dinyatakan Sebelum Ini RM'000	Tambahan/ (Kurangan) RM'000	Dinyatakan Semula RM'000
Pada 31 Disember 2005			
Kumpulan			
Hartanah, loji dan peralatan	599,022	(359,820)	239,202
Ternakan	690	(690)	-
<hr/>			
Aset biologi	-	360,510	360,510
<hr/>			
Syarikat			
Hartanah, loji dan peralatan	61,014	(27,535)	33,479
<hr/>			
Aset biologi	-	27,535	27,535

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2. POLISI-POLISI PERAKAUNAN PENTING (SAMB.)

2.4 Perubahan Dalam Penganggaran

Pindaan pada FRS 116: Hartanah, Loji dan Peralatan memerlukan penelitian nilai sisa dan hayat kegunaan untuk sesuatu hartanah, loji dan peralatan pada setiap tarikh lembaran imbalan. Kumpulan telah meminda nilai sisa bangunan tertentu dan hayat kegunaan loji dan jentera dari lima sehingga lapan tahun bermula daripada 1 Januari 2006. Pindaan tersebut telah diambilkira secara prospektif sebagai perubahan dalam anggaran perakaunan. Perubahan ini tidak membawa kesan ketara ke atas penyata kewangan Kumpulan dan Syarikat.

2.5 Anggaran Kritikal Ketara dan Penilaian

(a) Sumber Utama Untuk Ketidakpastian Anggaran

Andaian utama berkaitan dengan masa depan dan lain-lain sumber utama ketidakpastian anggaran pada tarikh lembaran imbalan, yang mempunyai risiko ketara dan menyebabkan suatu perubahan ketara kepada nilai bawaan aset-aset dan liabiliti-liabiliti dalam tahun kewangan seterusnya akan dibincangkan seperti di bawah:

(i) Rosotnilai hartanah, loji dan peralatan

Dalam tahun kewangan semasa, Kumpulan telah mengiktiraf kerugian rosotnilai bagi hartanah, loji dan peralatan. Kumpulan telah melakukan ujian rosotnilai berdasarkan pelbagai anggaran. Nilai bawaan hartanah, loji dan peralatan Kumpulan dan Syarikat pada 31 Disember 2006 masing-masing adalah RM243,474,000 (2005: RM239,203,000) and RM36,934,000 (2005: RM33,479,000). Maklumat lanjut mengenai kerugian rosotnilai dinyatakan di Nota 10.

(ii) Aset Cukai Tertunda

Aset cukai tertunda diiktiraf untuk semua kerugian cukai belum diguna dan kredit cukai belum diguna setakat mana keuntungan boleh dicukai boleh ditolak, kerugian cukai belum diguna dan kredit cukai belum diguna. Anggaran ketara pengurusan adalah diperlukan untuk menentukan amaun cukai tertunda aset yang boleh diiktirafkan berasaskan kemungkinan masa dan tahap keuntungan boleh cukai akan datang dengan strategi perancangan cukai akan datang. Nilai bawaan kerugian cukai diiktiraf dan kredit cukai Kumpulan adalah RM4,083,000 (2005: RM1971,000,000) dan kerugian cukai belum diguna dan kredit cukai belum diguna bagi Kumpulan adalah RM61,813,000 (2005: RM33,459,000).

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3. PENDAPATAN

Pendapatan Kumpulan dan Syarikat adalah terdiri daripada:

	Kumpulan		Syarikat	
	2006 RM'000	2005 RM'000	2006 RM'000	2005 RM'000
Jualan barangan	151,886	176,831	11,880	18,175
Perkhidmatan	42,565	23,477	-	-
Pendapatan dividen daripada subsidiari-subsidiari	-	-	21,154	-
Yuran pengurusan daripada subsidiari-subsidiari	-	-	5,200	5,200
	194,451	200,308	38,234	23,375

Pendapatan Kumpulan merupakan jumlah jualan barang-barang dan perkhidmatan yang diinbois selepas mengambil kira diskaun jualan dan barang pulangan serta mengecualikan urusniaga antara kumpulan.

4. KOS KEWANGAN

	Kumpulan		Syarikat	
	2006 RM'000	2005 RM'000	2006 RM'000	2005 RM'000
Perbelanjaan faedah di atas:				
- overdraf bank	335	129	333	126
- pinjaman	5	(2)	-	-
- kredit pusingan	63	42	-	-
- sewabeli	24	17	12	12
- syer pinjaman	-	15	-	-
- lain-lain	11	92	-	-
	438	293	345	138

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5. KEUNTUNGAN/(KERUGIAN) SEBELUM CUKAI

Amaun-amaun berikut telah dimasukkan dalam mendapatkan keuntungan/(kerugian)sebelum cukai:

	Kumpulan		Syarikat	
	2006 RM'000	2005 RM'000	2006 RM'000	2005 RM'000
Perbelanjaan manfaat pekerja (Nota 6)	12,786	14,768	2,089	2,748
Ganjaran pengarah bukan eksekutif (Nota 7)	614	440	325	223
Yuran juruaudit				
- tahun semasa	207	215	55	50
- lebihan peruntukan pada tahun-tahun sebelumnya	-	(5)	-	-
Perlunasan perbelanjaan tertunda (Nota 11)	986	1,017	-	-
Susutnilai hartanah, loji dan peralatan (Nota 10)	14,111	12,282	1,358	1,444
Aset biologi dihapuskira (Nota 11)	53	-	-	-
Sewa premis	2,653	2,347	270	240
Sewa peralatan	104	6	45	6
Sewa tanah	2	2	-	-
Hapuskira inventori	221	40	-	-
Hapuskira hartanah, loji dan peralatan (Nota 10)	1,809	52	1,536	-
(Keuntungan)/kerugian atas jualan hartanah, loji dan peralatan	(504)	204	-	135
Peruntukan hutang ragu	5,537	3,055	786	11,524
Peruntukan rosotnilai hartanah, loji dan peralatan (Nota 10)	915	6,013	-	2,193
Kerugian atas jualan pelaburan	-	324	-	-
Hutang lapuk dihapuskira	-	22	-	-
Royalti	198	204	-	-
Peruntukan rosotnilai inventori	-	46	-	-
Peruntukan kerugian rosotnilai				
kos pembangunan hartanah	1,583	-	-	-
Peruntukan rosotnilai pelaburan	800	500	800	1,233
Manfaat persaraan	48	48	-	-
Perbelanjaan penanaman semula	5,500	7,487	-	-
Penerimaan dividen	(706)	(1,035)	(21,154)	-
Pajakan sewaan terdahulu tidak diperlukan lagi	-	(236)	-	-
Pendapatan faedah	(3,734)	(239)	-	-
Perlunasan muhibah negatif syarikat bersekutu (Nota 25)	-	(5,269)	-	-
Pemiutang dinyatakan semula	(6,652)	-	(2,640)	-
Pendapatan sewaan	(148)	(5,905)	-	(5,740)
Peruntukan hutang ragu dinyatakan semula	(50)	(66)	-	-
Susutnilai hartanah, loji dan peralatan dikenakan semula	(1,114)	(836)	-	-
Yuran pengurusan dikenakan kepada subsidiari-subsidiari	-	-	(5,200)	(5,200)

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6. PERBELANJAAN MANFAAT PEKERJA

	Kumpulan		Syarikat	
	2006 RM'000	2005 RM'000	2006 RM'000	2005 RM'000
Upah, gaji dan elaun	1,285	11,751	1,702	2,383
Rancangan caruman tertentu	1,295	1,419	306	291
PERKESO	271	271	13	15
Rancangan manfaat tertentu (Nota 24)	(85)	1,155	57	52
Peruntukan cuti tahunan	20	172	11	7
	12,786	14,768	2,089	2,748

Termasuk di dalam kos pekerja Kumpulan dan Syarikat adalah ganjaran pengarah eksekutif masing-masing berjumlah RM426,000 (2005: RM375,000) dan RM424,000 (2005: RM306,000) seperti yang dinyatakan selanjutnya di Nota 7.

7. GANJARAN PENGARAH

	Kumpulan		Syarikat	
	2006 RM'000	2005 RM'000	2006 RM'000	2005 RM'000
<i>Ganjaran pengarah eksekutif (Nota 6):</i>				
Yuran	42	34	40	27
Gaji dan emolumen lain	335	306	335	259
Bonus	49	35	49	20
	426	375	424	306
<i>Ganjaran pengarah bukan eksekutif (Nota 5)</i>				
Yuran dan emolumen lain	454	350	325	223
Elaun pengerusi	160	90	-	-
	614	440	325	223
Jumlah ganjaran pengarah	1,040	815	749	529
Anggaran nilai manfaat barangan	38	28	25	28
Jumlah ganjaran pengarah termasuk manfaat barangan	1,078	843	774	557

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7. GANJARAN PENGARAH (SAMB.)

Bilangan para pengarah Syarikat mengikut turutan jumlah ganjaran sepanjang tahun adalah seperti analisa di bawah:

	Bilangan Pengarah	
	2006	2005
Pengarah eksekutif:		
RM300,001 - RM350,000	-	1
RM350,001 - RM400,000	-	-
RM400,001 - RM450,000	1	-
Pengarah bukan eksekutif:		
Bawah RM50,000	6	5
RM50,000 - RM100,000	1	-

8. PERBELANJAAN CUKAI PENDAPATAN

	Kumpulan		Syarikat	
	2006	2005	2006	2005
	RM'000	RM'000	RM'000	RM'000
Cukai pendapatan bagi tahun:				
Cukai pendapatan Malaysia	11,053	6,300	7,163	1,179
Cukai tertunda (Nota 26):				
-(Lebihan)/kurangan peruntukan dalam tahun lepas	(1,461)	1,708	(2,181)	-
-Berkaitan dengan perbezaan sementara asal dan dibalik semula	(480)	(1,947)	-	(2,312)
	(1,748)	-	-	-
-Berkaitan dengan perubahan kadar cukai	(3,689)	(239)	(2,181)	(2,312)
	63	239	-	-
Kurangan peruntukan bagi tahun-tahun lepas	7,427	6,300	4,982	(1,133)

Kadar cukai semasa dikira pada kadar cukai berkanun 28% (2005: 28%) ke atas keuntungan boleh taksir bagi tahun semasa. Kadar cukai berkanun akan dikurangkan dari kadar cukai semasa 28% kepada 27% berkuatkuasa daripada tahun taksiran 2007 dan kepada 26% berkuatkuasa daripada tahun taksiran 2008. Pengiraan cukai tertunda pada 31 Disember 2006 telah mengambilkira perubahan ini.

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8. PERBELANJAAN CUKAI PENDAPATAN (SAMB.)

Berkuatkuasa pada tahun taksiran 2004, kadar cukai korporat untuk syarikat - syarikat dengan modal berbayar sebanyak RM2.5 juta dan ke bawah pada permulaan jangka masa asas pada tahun taksiran adalah seperti berikut:

Pendapatan dikenakan cukai	Kadar
RM500,000 pertama	20%
Nilai melebihi RM500,000	28%

Penyesuaian di antara perbelanjaan cukai pendapatan ke atas keuntungan sebelum cukai dengan menggunakan kadar cukai yang telah ditetapkan dan perbelanjaan cukai pendapatan pada kadar cukai pendapatan efektif bagi Kumpulan dan Syarikat adalah seperti berikut:

	2006	2005
	RM'000	RM'000
Kumpulan		
Keuntungan sebelum cukai	27,323	22,740
Cukai pada kadar cukai berkanun Malaysia sebanyak 28% (2005: 28%)	7,650	6,367
Cukai insentif didapati daripada perbezaan kadar cukai 20%*	(1,748)	(40)
Kesan perubahan kadar cukai pada baki awal cukai tertunda	(40)	-
Pendapatan tidak dikenakan cukai	(269)	(3,224)
Perbelanjaan tidak dibenarkan untuk tujuan cukai	2,615	743
Penggunaan kerugian cukai dan elaun modal tidak diambilkira pada tahun-tahun lepas	(815)	(33)
Aset cukai tertunda tahun semasa yang diiktiraf	(590)	(488)
Aset cukai tertunda tahun semasa yang tidak diiktiraf	2,022	1,028
Cukai tertunda (terlebih)/terkurang peruntukan pada tahun-tahun lepas	(1,461)	1,708
Cukai pendapatan terkurang peruntukan pada tahun-tahun lepas	63	239
Perbelanjaan cukai pendapatan bagi tahun	7,427	6,300

* subsidiari tertentu yang mempunyai modal syer terbitan berbayar kurang daripada RM2.5 juta adalah layak untuk menikmati insentif ini pada tahun semasa.

nota-nota kepada penyata kewangan
pada 31 Disember 2006

8. PERBELANJAAN CUKAI PENDAPATAN (SAMB.)

Syarikat	2006 RM'000	2005 RM'000
Keuntungan/(kerugian) sebelum cukai	24,252	(9,077)
Cukai pada kadar cukai berkanun Malaysia sebanyak 28% (2005: 28%)	6,791	(2,542)
Pendapatan tidak dikenakan cukai	(269)	(392)
Perbelanjaan tidak dibenarkan untuk tujuan cukai	1,013	1,801
Penggunaan kerugian cukai dan elaun modal tidak diambilkira pada tahun-tahun lepas	(726)	-
Cukai tertunda aset tidak diiktiraf pada tahun	354	-
Cukai tertunda terlebih peruntukan pada tahun-tahun lepas	(2,181)	-
Perbelanjaan cukai pendapatan bagi tahun	4,982	(1,133)

Penjimatan cukai pada tahun kewangan timbul daripada:

	Kumpulan		Syarikat	
	2006 RM'000	2005 RM'000	2006 RM'000	2005 RM'000
Penggunaan kerugian cukai tahun semasa	-	664	-	-
Penggunaan kerugian cukai dibawa ke hadapan	1,585	1,307	1,938	561
Penggunaan elaun modal tahun semasa	5,373	-	847	-
Penggunaan pelepasan kumpulan	417	-	-	-

9. PENDAPATAN SESYER

Asas

Pendapatan asas sesyer dikira dengan membahagikan keuntungan diagihkan kepada pemegang ekuiti biasa Syarikat bagi tahun dengan purata wajaran bilangan syer biasa yang diterbitkan di sepanjang tahun kewangan yang dipegang oleh Syarikat.

	Kumpulan	
	2006	2005
Keuntungan diagihkan kepada pemegang ekuiti biasa Syarikat (RM'000)	19,408	16,565
Bilangan purata wajaran syer biasa yang diterbitkan ('000 unit)	215,524	215,524
Pendapatan asas sesyer (sen)	9.01	7.69

nota-nota kepada penyata kewangan
pada 31 Disember 2006

10. HARTANAH LOJI DAN PERALATAN

	Tanah milik bebas RM'000	Bangunan RM'000	Tanah pegang pajak perladangan jangka pendek dan jangka panjang RM'000	Loji, jentera, peralatan, kendaraan dan pengubahsuaian RM'000	Reban dan kandang ternakan RM'000	Kerja dalam pelaksanaan RM'000	Jumlah RM'000
KUMPULAN							
Pada 31 Disember 2006							
Kos atau penilaian							
<i>Pada 1 Januari 2006</i>							
Pada Kos	95	32,526	2,463	36,593	472	14,560	86,709
Pada Penilaian	800	13,094	177,663	66,826	-	-	258,383
	895	45,620	180,126	103,419	472	14,560	345,092
Tambahan	-	1,322	262	15,614	22	3,996	21,216
Jualan	-	(152)	-	(190)	-	-	(342)
Pengelasan semula	1,869	(2,200)	(1,864)	2,195	-	-	-
Hapuskira	-	(310)	-	(2,502)	-	-	(2,812)
Pada 31 Disember 2006	2,764	44,280	178,524	118,536	494	18,556	363,154
<i>Mewakili:</i>							
Pada Kos	1,964	25,844	2,725	55,188	494	18,556	104,771
Pada Penilaian	800	18,436	175,799	63,348	-	-	258,383
Pada 31 Disember 2006	2,764	44,280	178,524	118,536	494	18,556	363,154
<i>Susutnilai dan kerugian rosotnilai terkumpul</i>							
<i>Pada 1 Januari 2006</i>							
Susutnilai dikenakan bagi tahun (Nota 5)	-	33,588	11,282	55,978	352	4,690	105,890
Kerugian rosotnilai bagi tahun (Nota 5)	-	1,459	3,669	8,950	33	-	14,111
Pengelasan semula	-	866	-	-	-	49	915
Jualan	-	459	(45)	(414)	-	-	-
Hapuskira	-	(152)	-	(190)	-	-	(342)
Pada 31 Disember 2006	-	(130)	-	(873)	-	-	(1,003)
	-	36,090	14,906	63,451	385	4,739	119,571

nota-nota kepada penyata kewangan
pada 31 Disember 2006

10. HARTANAH LOJI DAN PERALATAN (SAMB.)

	Tanah milik bebas RM'000	Bangunan RM'000	Tanah pegang pajak perladangan jangka pendek dan jangka panjang RM'000	Loji, jentera, peralatan, kenderaan dan pengubahsuaian RM'000	Reban dan kandang ternakan RM'000	Kerja dalam peraksanaan RM'000	Jumlah RM'000
KUMPULAN							
Dianalisa sebagai:							
Susutnilai terkumpul	-	35,224	14,906	59,223	385	2,954	112,692
Rosotnilai terkumpul	-	866	-	4,228	-	1,785	6,879
	-	36,090	14,906	63,451	385	4,739	119,571
Nilai bawaan bersih							
Pada kos	1,964	6,490	(12,181)	21,829	109	13,817	32,028
Pada penilaian semula	800	1,700	175,799	33,256	-	-	211,555
Pada 31 Disember 2006	2,764	8,190	163,618	55,085	109	13,817	243,583
Pada 31 Disember 2005							
Kos atau penilaian							
Pada 1 Januari 2005							
Pada Kos	95	32,570	1,320	32,773	395	11,237	78,390
Pada Penilaian	800	15,186	178,235	64,162	-	-	258,383
	895	47,756	179,555	96,935	395	11,237	336,773
Tambahan	-	233	1,387	6,225	77	4,340	12,262
Penilaian defisit	-	(2,340)	-	-	-	-	(2,340)
Jualan	-	-	-	(591)	-	-	(591)
Hapuskira	-	-	-	1,017	-	(1,017)	-
Pindahan	-	-	(816)	-	-	-	(816)
Hapuskira	-	(29)	-	(160)	-	-	(189)
Pelarasan	-	-	-	(7)	-	-	(7)
Pada 31 Disember 2005	895	45,620	180,126	103,419	472	14,560	345,092
Mewakili:							
Pada Kos	95	32,526	2,463	36,593	472	14,560	86,709
Pada Penilaian	800	13,094	177,663	66,826	-	-	258,383
Pada 31 Disember 2005	895	45,620	180,126	103,419	472	14,560	345,092

nota-nota kepada penyata kewangan
pada 31 Disember 2006

10. HARTANAH LOJI DAN PERALATAN (SAMB.)

	Tanah milik bebas RM'000	Bangunan RM'000	Tanah pegang pajak perladangan jangka pendek dan jangka panjang RM'000	Loji, jentera, peralatan, kenderaan dan pengubahsuaian RM'000	Reban dan kandang ternakan RM'000	Kerja dalam pelaksanaan RM'000	Jumlah RM'000
KUMPULAN							
Susutnilai dan kerugian rosotnilai terkumpul							
Pada 1 Januari 2005	-	32,978	7,824	45,676	332	2,905	89,715
Susutnilai dikenakan bagi tahun (Nota 5)	-	2,174	3,458	6,630	20	-	12,282
Kerugian rosotnilai bagi tahun (Nota 5)	-	-	-	4,228	-	1,785	6,013
Defisit penilaian semula	-	(1,556)	-	-	-	-	(1,556)
Jualan	-	-	-	(427)	-	-	(427)
Hapuskira	-	(8)	-	(129)	-	-	(137)
Pada 31 Disember 2005	-	33,588	11,282	55,978	352	4,690	105,890
Nilai bawaan bersih							
Pada kos	95	10,290	756	21,590	120	9,870	42,721
Pada penilaian semula	800	1,742	168,088	25,851	-	-	196,481
Pada 31 Disember 2005	895	12,032	168,844	47,441	120	9,870	239,202

nota-nota kepada penyata kewangan
pada 31 Disember 2006

10. HARTANAH LOJI DAN PERALATAN (SAMB.)

	Tanah perladangan pegawai dan bangunan RM'000	Jentera, peralatan dan kenderaan RM'000	Kerja dalam peraksanaan RM'000	Pengubahsuaian RM'000	Jumlah RM'000
SYARIKAT					
Pada 31 Disember 2006					
Kos atau penilaian					
<i>Pada 1 Januari 2006</i>					
<i>Pada Kos</i>	737	4,068	3,180	346	8,331
<i>Pada Penilaian</i>	33,148	-	-	-	33,148
	33,885	4,068	3,180	346	41,479
<i>Tambahan</i>	247	396	914	4,792	6,349
<i>Pelupusan</i>	-	-	-	(1,536)	(1,536)
<i>Pada 31 Disember 2006</i>	34,132	4,464	4,094	3,602	46,292
<i>Mewakili:</i>					
<i>Pada kos</i>	984	4,464	4,094	3,602	13,144
<i>Pada penilaian</i>	33,148	-	-	-	33,148
<i>Pada 31 Disember 2006</i>	34,132	4,464	4,094	3,602	46,292
Susutnilai dan kerugian rosotnilai terkumpul					
<i>Pada 1 Januari 2006</i>					
<i>Susutnilai dikenakan bagi tahun (Nota 5)</i>	2,513	3,341	1,801	345	8,000
	743	615	-	-	1,358
<i>Pada 31 Disember 2006</i>	3,256	3,956	1,801	345	9,358
Nilai bawaan bersih					
<i>Pada kos</i>	-	508	2,293	3,257	6,058
<i>Pada penilaian</i>	30,876	-	-	-	30,876
<i>Pada 31 Disember 2006</i>	30,876	508	2,293	3,257	36,934

nota-nota kepada penyata kewangan
pada 31 Disember 2006

10. HARTANAH LOJI DAN PERALATAN (SAMB.)

	Tanah perladangan pegangpajak dan bangunan RM'000	Jentera, peralatan dan kendaraan RM'000	Kerja dalam perlaksanaan RM'000	Pengubahsuaian RM'000	Jumlah RM'000
SYARIKAT					
Pada 31 Disember 2005					
Kos atau penilaian					
<i>Pada 1 Januari 2005</i>					
<i>Pada kos</i>	-	3,629	3,143	247	7,019
<i>Pada penilaian</i>	33,148	-	-	-	33,148
	33,148	3,629	3,143	247	40,167
<i>Tambahan</i>	737	439	37	99	1,312
<i>Pada 31 Disember 2005</i>	33,885	4,068	3,180	346	41,479
<i>Mewakili:</i>					
<i>Pada kos</i>	737	4,068	3,180	346	8,331
<i>Pada penilaian</i>	33,148	-	-	-	33,148
<i>Pada 31 Disember 2005</i>	33,885	4,068	3,180	346	41,479
Susutnilai dan kerugian rosotnilai terkumpul					
<i>Pada 1 Januari 2005</i>					
<i>Susutnilai dikenakan bagi tahun (Nota 5)</i>	715	729	-	-	1,444
<i>Kerugian rosotnilai bagi tahun (Nota 5)</i>	-	62	1,785	346	2,193
<i>Pada 31 Disember 2005</i>	2,512	3,341	1,801	346	8,000
Nilai bawaan bersih					
<i>Pada kos</i>	-	727	1,379	-	2,106
<i>Pada penilaian semula</i>	31,373	-	-	-	31,373
<i>Pada 31 Disember 2005</i>	31,373	727	1,379	-	33,479

nota-nota kepada penyata kewangan
pada 31 Disember 2006

10. HARTANAH LOJI DAN PERALATAN (SAMB.)

- (a) Sekiranya bawaan bersih hartanah, loji dan peralatan yang telah dinilai semula yang telah dimasukkan ke dalam penyata kewangan Kumpulan dan Syarikat pada 31 Disember 2006 dibawa pada model kos, ianya adalah seperti berikut:

	Kumpulan		Syarikat	
	2006 RM'000	2005 RM'000	2006 RM'000	2005 RM'000
Bangunan	412	733	-	-
Loji dan mesin	12,566	14,989	-	-
Tanah perladangan pegang pajak jangka panjang	7,494	12,928	3,793	4,097
Tanah perladangan pegang pajak jangka pendek	17,394	18,026	-	-
	37,866	46,676	3,793	4,097

- (b) Pada tahun kewangan, hartanah, loji dan peralatan Kumpulan dan Syarikat yang diperolehi pada agregat kos masing-masing sebanyak RM21,052 (2005: RM12,185) dan RM6,349,000 (2005: RM1,312,000) yang mana RM256,000 (2005: RMTiada) dan RMTiada (2005: RMTiada) diperolehi melalui cara sewa beli. Nilai dibawa bersih hartanah, loji dan peralatan di bawah sewa beli adalah seperti berikut:

	Kumpulan	
	2006 RM'000	2005 RM'000
Mesin, peralatan dan kenderaan	270,405	-

- (c) Nilai buku bersih hartanah, loji dan peralatan dicagarkan kepada institusi kewangan bagi pinjaman bank sepertimana di Nota 9 adalah seperti berikut:

	Kumpulan		Syarikat	
	2006 RM'000	2005 RM'000	2006 RM'000	2005 RM'000
Tanah perladangan pegang pajak jangka panjang	-	3,525	-	-

nota-nota kepada penyata kewangan
pada 31 Disember 2006

10. HARTANAH LOJI DAN PERALATAN (SAMB.)

- (d) Senarai terperinci nilai hartanah, loji dan peralatan pada 31 Disember 2006 yang dinilai oleh jurunilai bebas adalah seperti berikut:

Kumpulan

Tahun penilaian	Perihal harta	Amaun penilaian RM'000	Asas penilaian
1982	Bangunan	13,486	Kaedah Pelaburan
1982	Kenderaan bermotor	176	Kaedah Kos Gantian setelah disusutnilai
2002	Loji dan mesin	37,788	Nilai Pasaran Terbuka
2002	Tanah pegang pajak	84,046	Nilai Pasaran Terbuka
2002	Tanah milik bebas	800	Nilai Pasaran Terbuka
2002	Bangunan	1,700	Nilai Pasaran Terbuka
2005	Bangunan	3,250	Nilai Pasaran Terbuka
2002	Tanah perladangan pegang pajak jangka panjang	41,937	Nilai Pasaran Terbuka
2002	Tanah perladangan pegang pajak jangka pendek	42,052	Nilai Pasaran Terbuka
2002	Tanah perladangan pegang pajak jangka pendek	22,948	Nilai Pasaran Terbuka
2001	Tanah pegang pajak jangka panjang	10,200	Kaedah Pembandingan
		258,383	

Syarikat

Tahun penilaian	Perihal harta	Amaun penilaian RM'000	Asas penilaian
2001	Tanah pegang pajak jangka panjang	10,200	Kaedah Pembandingan
2002	Tanah perladangan pegang pajak jangka pendek	22,948	Nilai Pasaran Terbuka
		33,148	

nota-nota kepada penyata kewangan
pada 31 Disember 2006

11. ASET BIOLOGI

	2006 RM'000	2005 RM'000
KUMPULAN		
(a) Perbelanjaan pembangunan perladangan		
Pada kos atau penilaian		
Pada 1 Januari		
Pada kos	28,305	27,712
Pada penilaian	331,515	331,515
	359,820	359,227
Tambahan	238	593
Pelupusan	(53)	-
Pada 31 Disember	360,005	359,820
Mewakili:		
Pada kos	28,490	28,305
Pada penilaian	331,515	331,515
Pada 31 Disember	360,005	359,820
(b) Ternakan		
Pada kos		
Pada 1 Januari	7,700	6,708
Tambahan	1,058	996
	8,758	7,704
Pelupusan terkumpul	(8,000)	(7,014)
Pada 31 Disember	758	690
Jumlah	360,763	360,510
	2006 RM'000	2005 RM'000
SYARIKAT		
Pada penilaian		
Perbelanjaan pembangunan perladangan	27,535	27,535

nota-nota kepada penyata kewangan
pada 31 Disember 2006

11. ASET BIOLOGI (SAMB.)

- (a) Sekiranya bawaan bersih aset biologi yang telah dinilai semula yang telah dimasukkan ke dalam penyata kewangan Kumpulan dan Syarikat pada 31 Disember 2006 dibawa pada model kos, ianya adalah seperti berikut:

	Kumpulan		Syarikat	
	2006 RM'000	2005 RM'000	2006 RM'000	2005 RM'000
Perbelanjaan pembangunan perladangan	293,004	293,004	-	-
Perbelanjaan pembangunan perladangan baru	17,748	17,748	-	-
	310,752	310,752	-	-

- (b) Butiran mengenai aset biologi yang dinilai oleh penilai profesional untuk aset biologi milik Syarikat dan subsidiari-subsidiari pada 31 Disember 2006 adalah seperti berikut:

Kumpulan		Jumlah penilaian RM'000	Asas penilaian
Tahun penilaian	Butiran hartanah		
2002	Perbelanjaan pembangunan perladangan baru	38,511	Nilai Pasaran Terbuka
2002	Perbelanjaan pembangunan perladangan	293,004	Nilai Pasaran Terbuka
		331,515	

- (c) Sebelum 1 Januari 2006, perbelanjaan pembangunan perladangan diklasifikasikan sebagai hartanah, loji dan peralatan dan ternakan diklasifikasikan sebagai perbelanjaan tertunda.

12. PELABURAN DALAM SUBSIDIARI-SUBSIDIARI

	Syarikat	
	2006 RM'000	2005 RM'000
Pelaburan yang tidak tersenarai pada kos:		
- di Malaysia	160,624	157,582
Tolak: Peruntukan rosotnilai pelaburan	(10,831)	(10,831)
	149,793	146,751

nota-nota kepada penyata kewangan
pada 31 Disember 2006

12. PELABURAN DALAM SUBSIDIARI-SUBSIDIARI (SAMB.)

Nama subsidiari	Negara diperbadankan	Kegiatan utama	Kepentingan Ekuiti dipegang	
			2006 %	2005 %
TDM Plantation Sdn. Bhd.	Malaysia	Pengendalian ladang-ladang kelapa sawit, pemprosesan dan perdagangan kelapa sawit serta produk yang berkaitan.	100	100
Kumpulan Ladang-Ladang Trengganu Sdn. Bhd.	Malaysia	Penanaman kelapa sawit dan perdagangan kelapa sawit serta produk yang berkaitan.	100	100
TDM Trading Sdn. Bhd.	Malaysia	Perdagangan minyak kelapa sawit dan produk yang berkaitan.	100	100
TDM Capital Sdn. Bhd.	Malaysia	Pemegang pelaburan, penanaman kelapa sawit dan perdagangan kelapa sawit serta produk yang berkaitan.	90	90
Kumpulan Mediiman Sdn. Bhd.**	Malaysia	Pemegang pelaburan dan pembekal perkhidmatan pengurusan kepada pusat perubatan pakar.	70.64	70.64
TDM Properties Bhd**	Malaysia	Pemegang pelaburan, pembangunan hartanah dan pengurusan projek.	100	100
Indah Sari Travel & Tours Sdn. Bhd.***	Malaysia	Menamatkan operasi.	70	70
TD Ijarah Sdn. Bhd.**	Malaysia	Pemajakan Islam.	100	100
TD Poultry Sdn. Bhd.	Malaysia	Penternakan ayam bersepadu.	100	100
TDM Helling Sdn. Bhd.	Malaysia	Tidak aktif.	100	100
TMG (M) Sdn. Bhd.* #	Malaysia	Tidak aktif.	100	100

nota-nota kepada penyata kewangan
pada 31 Disember 2006

12. PELABURAN DALAM SUBSIDIARI-SUBSIDIARI (SAMB.)

Nama subsidiari	Negara diperbadankan	Kegiatan utama	Kepentingan Ekuiti dipegang	
			2006 %	2005 %
East Coast Transportation Sdn. Bhd. *	Malaysia	Tidak aktif.	100	100
Kuantan Medical Centre Sdn. Bhd.	Malaysia	Pusat perubatan pakar.	33	1
Kelana Jaya Medical Centre Sdn. Bhd.	Malaysia	Pusat perubatan pakar.	66.54	66.54
Dipegang oleh TDM Properties Bhd				
TD Gabongan Sdn. Bhd.	Malaysia	Tidak aktif.	51	51
Dipegang oleh TMG (M) Sdn Bhd				
Chee Keng Stocks-Feeds Manufacturing Company Sdn. Bhd.* #	Malaysia	Tidak aktif.	100	100
TDM Interdagang (M) Sdn. Bhd.* #	Malaysia	Tidak aktif.	100	100
Pemco Sdn. Bhd.* #	Malaysia	Tidak aktif.	100	100
Dipegang oleh Kumpulan Ladang-Ladang Trengganu Sdn. Bhd.				
TRP Industries Sdn. Bhd.**	Malaysia	Menamatkan operasi.	80	80
KLLT Fibres Sdn. Bhd.**	Malaysia	Menamatkan operasi.	100	100
Terengganu Rubber Processing Sdn. Bhd.**	Malaysia	Tidak aktif.	99.99	99.99
TD Markwell (S) Pte. Ltd.*#	Singapura	Tidak aktif.	100	100
Dipegang oleh TRP Industries Sdn. Bhd.				
World Wide Rubber Marketing Sdn. Bhd.**	Malaysia	Menamatkan operasi.	100	100

nota-nota kepada penyata kewangan
pada 31 Disember 2006

12. PELABURAN DALAM SUBSIDIARI-SUBSIDIARI (SAMB.)

Nama subsidiari	Negara diperbadankan	Kegiatan utama	Kepentingan Ekuiti dipegang	
			2006 %	2005 %
Dipegang oleh Kumpulan Mediiman Sdn. Bhd.				
Kuantan Medical Centre Sdn. Bhd.	Malaysia	Pusat perubatan pakar.	19.97	52.81
Kuala Trengganu Special Lift Hospital Sdn. Bhd. (dahulu dikenali sebagai Health Medicmaster Sdn. Bhd) **	Malaysia	Pusat perubatan pakar.	100	100
Medi Air Sdn. Bhd.**	Malaysia	Menamatkan operasi.	100	100
Kelana Jaya Medical Centre Sdn. Bhd.	Malaysia	Pusat perubatan pakar.	6.60	6.60
Dipegang oleh Kuala Terengganu Specialist Hospital Sdn. Bhd. (dahulu dikenali sebagai Health Medicmaster Sdn. Bhd.)				
HMMC (Ampang) Sdn. Bhd.**	Malaysia	Menamatkan operasi.	99.99	99.99
Dipegang oleh TD Ijarah Sdn. Bhd.				
Kuantan Medical Centre Sdn. Bhd.	Malaysia	Pusat perubatan pakar.	37.17	37.78
Kelana Jaya Medical Centre ** Sdn. Bhd.	Malaysia	Pusat perubatan pakar.	21.59	21.59

* Diaudit oleh firma audit selain daripada Ernst & Young.

** Laporan juruaudit subsidiari-subsidiari yang merujuk kepada keupayaan meneruskan atas andaian usaha berterusan bergantung kepada sokongan kewangan yang berterusan daripada Syarikat. Laporan-laporan ini adalah tidak bersyarat.

*** Diaudit oleh firma audit selain daripada Ernst & Young. Laporan juruaudit subsidiari yang merujuk kepada keupayaan meneruskan atas andaian usaha berterusan bergantung kepada sokongan kewangan yang berterusan daripada Syarikat. Laporan ini adalah tidak bersyarat.

Penyatuan berdasarkan penyata kewangan yang tidak diaudit. Para pengarah beranggapan syarikat-syarikat tersebut adalah tidak aktif dan dengan itu keputusan adalah tidak ketara kepada penyata kewangan Kumpulan.

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13. LAIN-LAIN PELABURAN

	Kumpulan		Syarikat	
	2006 RM'000	2005 RM'000	2006 RM'000	2005 RM'000
Tersiarharga, pada kos				
Sekuriti Boleh Pasar				
Syer di dalam Malaysia	630	630	-	-
Tolak: Peruntukan rosotnilai pelaburan	(582)	(582)	-	-
	48	48	-	-
Tak tersiarharga, pada kos				
Syer di dalam Malaysia	10,443	10,443	6,070	6,070
Tolak: Peruntukan rosotnilai pelaburan	(5,844)	(5,044)	(6,070)	(5,270)
	4,599	5,399	-	800
	4,647	5,447	-	800
Nilai pasaran bagi pelaburan tersiarharga	48	48	-	-

14. KOS PEMBANGUNAN HARTANAH

	Kumpulan	
	2006	2005
Perbelanjaan pembangunan, pada kos	1,583	22,796
Tolak: Tambahan	-	(207)
Campur: anggaran keuntungan	-	124
	1,583	22,713
Tolak: Tuntutan	-	(21,130)
	1,583	1,583
Tolak: Peruntukan rosotnilai pembangunan hartanah (Nota 5)	(1,583)	-
	-	1,583

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15. INVENTORI

	Kumpulan		Syarikat	
	2006 RM'000	2005 RM'000	2006 RM'000	2005 RM'000
Pada kos:				
Barangan dagangan	-	355	-	-
Barangan siap	1,480	1,455	-	355
Barangan farmasi	881	903	-	-
Bahan habisguna dan makanan	-	487	-	-
Bahan gantian, peralatan dan bahan gudang	2,610	6,313	-	-
Inventori benih	420	840	-	-
Inventori ternakan ayam	1,017	408	-	-
	6,408	10,761	-	355
Tolak: Peruntukan rosotnilai inventori	(65)	(65)	-	-
	6,343	10,696	-	355

16. PENGHUTANG PERDAGANGAN

	Kumpulan	
	2006	2005
Penghutang perdagangan	36,068	30,508
Tolak: Peruntukan hutang ragu	(17,443)	(13,573)
	18,625	16,935

Pendedahan utama Kumpulan pada risiko kredit timbul adalah daripada penghutang perdagangannya. Terma perdagangan Kumpulan dengan pelanggannya kebanyakannya adalah secara kredit. Tempoh kredit Kumpulan secara umumnya adalah antara 15 hingga 60 hari. Setiap pelanggan mempunyai had kredit maksima. Baki yang melebihi tempoh kredit disemak dengan kerap oleh pihak pengurusan kanan. Kumpulan tidak mempunyai tumpuan risiko kredit yang besar yang mungkin timbul daripada pendedahan kepada seorang penghutang atau kepada sekumpulan penghutang. Penghutang perdagangan tidak dikenakan faedah.

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17. PENGHUTANG LAIN

	Kumpulan		Syarikat	
	2006 RM'000	2005 RM'000	2006 RM'000	2005 RM'000
Hutang daripada subsidiari	-	-	136,489	192,150
Pelbagai penghutang	64,392	43,755	21,661	7,803
Pelbagai deposit	1,343	538	104	31
Bayaran terdahulu	8,228	6,998	24	24
	73,963	51,291	158,278	200,008
Tolak: Peruntukan hutang ragu				
Pihak ketiga	(8,104)	(6,487)	(2,595)	(2,173)
Subsidiari-subsidiari	-	-	(13,737)	(13,373)
	65,859	44,804	141,946	184,462

Termasuk di dalam pelbagai penghutang Kumpulan adalah sejumlah RM5,061,687 (2005: RM5,061,687) yang dipegang oleh Lembaga Tabung Amanah Warisan Negeri Terengganu.

Kumpulan tidak mempunyai tumpuan risiko kredit yang besar yang mungkin timbul daripada pendedahan kepada seorang penghutang atau kepada sekumpulan penghutang.

Jumlah hutang daripada subsidiari adalah tidak bercagar, tanpa faedah dan tiada syarat pembayaran balik tetap.

18. TUNAI DAN KESETARAAN TUNAI

	Kumpulan		Syarikat	
	2006 RM'000	2005 RM'000	2006 RM'000	2005 RM'000
Tunai di tangan dan di bank	18,227	12,936	123	107
Deposit dengan bank-bank berlesen	63,581	45,875	63	2
Tunai dan baki di bank	81,808	58,811	186	109
Tolak: Overdraif bank (Nota 19)	(5,089)	(2,855)	(4,935)	(2,771)
Tunai dan kesetaraan tunai	76,719	55,956	(4,749)	(2,662)

Deposit Kumpulan dengan bank-bank berlesen berjumlah RM62,807,000 (2005: RM45,266,000) adalah dicagarkan sebagai jaminan untuk bon prestasi yang dikeluarkan dan kemudahan-kemudahan perbankan yang diberikan kepada subsidiari-subsidiari tertentu sebagaimana dirujuk di Nota 20.

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18. TUNAI DAN KESETARAAN TUNAI (SAMB.)

Purata wajaran kadar faedah pada tahun kewangan semasa dan purata wajaran tempoh matang deposit-deposit pada 31 Disember 2006 adalah seperti berikut:

	Purata wajaran kadar faedah %	Purata wajaran tempoh matang hari
Bank-bank berlesen	2.5	30 - 365

19. PINJAMAN

	Kumpulan		Syarikat	
	2006 RM'000	2005 RM'000	2006 RM'000	2005 RM'000
Pinjaman jangka pendek				
Bercagar:				
Overdraf bank (Nota 18)	5,089	2,855	4,935	2,771
Pinjaman	187	-	-	-
Penerimaan amanah	1,321	1,022	-	-
Pemiutang sewabeli (Nota 27)	175	80	80	80
	6,772	3,957	5,015	2,851
Tidak bercagar:				
6-7% Stok Pinjaman Boleh Tukar Boleh Pindah (Nota 28)	500	500	-	-
	500	500	-	-
	7,272	4,457	5,015	2,851
Pinjaman jangka panjang				
Bercagar:				
Pinjaman	1,297	-	-	-
Pemiutang sewabeli (Nota 27)	532	515	138	218
	1,829	515	138	218
Jumlah Pinjaman				
Overdraf bank (Nota 18)	5,089	2,855	4,935	2,771
Pinjaman	1,484	-	-	-
Penerimaan amanah (a)	1,321	1,022	-	-
Pemiutang sewabeli (Nota 27)	707	595	218	298
6-7% Stok Pinjaman Boleh Tukar Boleh Pindah (Nota 28)	500	500	-	-
	9,101	4,972	5,153	3,069

(a) Penerimaan amanah diperolehi oleh TD Poultry Sdn. Bhd. dicagarkan oleh Jaminan Korporat oleh Syarikat.

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20. PENGHUTANG PERDAGANGAN

	Kumpulan		Syarikat	
	2006 RM'000	2005 RM'000	2006 RM'000	2005 RM'000
Pemiutang perdagangan	71,671	66,759	19	19
Pendapatan tertunda (dibayar dalam 12 bulan)	38,000	36,000	-	-
	109,671	102,759	19	19
Pendapatan tertunda (dibayar selepas 12 bulan)	78,500	74,000	-	-
	188,171	176,759	19	19

Pendapatan tertunda berkaitan dengan kontrak membekal minyak sawit mentah kepada Cargill Palm Products Sdn. Bhd. Jumlah nilai kontrak adalah RM220 juta (2005: RM170 juta) yang akan dipenuhi dalam tempoh 5 tahun bermula dari 1 April 2004 hingga 31 March 2009, di mana sepanjang tempoh tersebut, Syarikat telah memberi jaminan bank untuk memastikan kewajipan tersebut ditunaikan.

Pemiutang perdagangan tidak dikenakan faedah dan syarat kredit perdagangan biasa yang diberikan kepada Kumpulan adalah sehingga satu bulan.

21. PENGHUTANG LAIN

	Kumpulan		Syarikat	
	2006 RM'000	2005 RM'000	2006 RM'000	2005 RM'000
Hutang kepada subsidiari	-	-	98,535	152,912
Pelbagai pemiutang	31,269	20,766	2,163	1,551
Akruan	14,466	12,725	-	2,640
Zakat	19	(39)	3	3
Terhutang kepada Perbadanan Memajukan Iktisad Negeri Terengganu ("PMINT")	15,574	15,574	15,574	15,574
	61,328	49,026	116,275	172,680

Jumlah terhutang kepada subsidiari dan PMINT adalah tidak bercagar, tidak dikenakan faedah dan tiada tempoh pembayaran balik ditetapkan.

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22. MODAL SYER

	Bilangan Syer Biasa		Jumlah	
	RM 1 Setiap satu			
	2006	2005	2006	2005
	'000	'000	RM'000	RM'000
Syer dibenarkan				
Pada 1 Januari/ 31 Disember	500,000	500,000	500,000	500,000
Diterbitkan dan dibayar penuh:				
Pada 1 Januari/ 31 Disember	215,524	215,524	215,524	215,524

23. RIZAB

	Kumpulan		Syarikat	
	2006	2005	2006	2005
	RM'000	RM'000	RM'000	RM'000
Boleh diagih:				
Keuntungan/(kerugian) terkumpul	26,897	2,424	(50,605)	(69,875)
Tidak boleh diagih:				
Rizab penilaian semula	34,979	34,979	34,979	34,979
Rizab modal	210,946	210,946	31,224	31,224
Rizab tukaran wang asing	-	-	2,736	2,736
	(5)	(5)	-	-
	245,920	245,920	68,939	68,939
Jumlah rizab pada 31 Disember	272,817	248,344	18,334	(936)

Perubahan bagi setiap kategori rizab adalah dinyatakan di dalam penyata perubahan ekuiti.

Sifat dan tujuan bagi setiap kategori rizab adalah seperti berikut:

(a) Premium syer

Rizab ini terdiri daripada premium syer yang dibayar pada langganan syer di dalam syarikat melebihi dan di atas nilai setara syer. Rizab ini telah digunakan bagi tujuan terbitan syer bonus pada tahun-tahun yang lepas.

(b) Rizab modal

Rizab ini telah dihapuskan semasa penyatuan. Ia berkaitan dengan lebihan yang terhasil daripada jualan hartanah, loji dan peralatan pada tahun 1986 kepada sebuah syarikat subsidiari.

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23. RIZAB (SAMB.)

(c) Rizab tukaran wang asing

Terdiri dari semua perbezaan tukaran wang asing yang diperolehi dari terjemahan penyata kewangan syarikat subsidiari asing serta terjemahan pinjaman wang asing yang digunakan untuk membiayai pelaburan di dalam syarikat subsidiari.

(d) Keuntungan /(Kerugian) terkumpul

Merangkumi keputusan kewangan terkumpul Kumpulan dan Syarikat selepas cukai dan kepentingan minoriti.

(e) Rizab penilaian semula

Merangkumi perubahan bersih terkumpul bagi nilai saksama bagi bangunan, kenderaan bermotor, tanah perladangan jangka panjang dan jangka pendek, loji dan jentera, tanah pegangpajak dan tanah milik bebas dan perbelanjaan pembangunan perladangan, ditolak cukai tertunda.

24. MANFAAT PERSARAAN

	Kumpulan		Syarikat	
	2006 RM'000	2005 RM'000	2006 RM'000	2005 RM'000
Pada 1 Januari	2,190	1,792	153	101
Pindahan dari penyata pendapatan (Nota 6)	(85)	1,155	57	52
Penggunaan peruntukan dalam tahun semasa	(346)	(757)	(3)	-
Pada 31 Disember	1,759	2,190	207	153

Syarikat subsidiari mengendalikan Skim Manfaat Persaraan yang tidak dibiayai untuk kakitangannya. Hanya kakitangan yang telah berkhidmat untuk subsidiari sebelum Januari 1999 layak untuk skim ini. Manfaat akan dibayar berdasarkan gaji terakhir kakitangan dan jangkamasa perkhidmatan dengan Kumpulan.

Amaun yang diiktiraf dalam lembaran imbalan adalah ditentukan seperti berikut:

	Kumpulan		Syarikat	
	2006 RM'000	2005 RM'000	2006 RM'000	2005 RM'000
Nilai semasa obligasi manfaat tetap yang tidak dibiayai	1,954	2,877	278	193
Status dibiayai	1,954	2,877	278	193
Peralihan liabiliti yang tidak diiktiraf	(195)	(687)	(71)	(40)
Liabiliti bersih	1,759	2,190	207	153
Dianalisa sebagai:				
Semasa:				
Tidak lebih daripada 1 tahun	153	153	207	153
Tak semasa:	1,606	2,037	-	-
	1,759	2,190	207	153

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24. MANFAAT PERSARAAN (SAMB.)

Amaun yang diiktiraf dalam penyata kewangan adalah seperti berikut:

	Kumpulan		Syarikat	
	2006 RM'000	2005 RM'000	2006 RM'000	2005 RM'000
Kos perkhidmatan semasa	22	125	11	10
Kos faedah	132	133	15	13
Amaun peralihan diiktiraf	310	282	-	-
Tambahan peruntukan pada tahun	-	586	-	-
Perlunasan peralihan liabiliti	-	29	31	29
	564	1,155	57	52
Tolak: Terlebi peruntukan bagi tahun	(649)	-	-	-
Jumlah, termasuk dalam perbelanjaan manfaat pekerja (Nota 6)	(85)	1,155	57	52

Semua kenaan Kumpulan dan Syarikat bagi tahun ini adalah termasuk dalam kos kendalian.

Perubahan dalam liabiliti bersih dalam tahun semasa adalah seperti berikut:

	Kumpulan		Syarikat	
	2006 RM'000	2005 RM'000	2006 RM'000	2005 RM'000
Pada 1 Januari	2,190	1,792	153	101
Amaun diiktiraf dalam penyata pendapatan (Nota 6)	(85)	1,155	57	52
	2,105	2,947	210	153
Pembayaran caruman	(346)	(757)	(3)	-
Pada 31 Disember	1,759	2,190	207	153

Andaian prinsipal aktuari yang digunakan:

	2006	2005
Kadar diskaun	6%	7%
Jangkaan kadar kenaikan gaji	6%	6%

Skim manfaat persaraan telah dinilai pada 12 April 2007. Pada tarikh tersebut, penilaian menunjukkan peruntukan Kumpulan adalah mencukupi untuk memenuhi nilai manfaat yang ditentukan oleh aktuari.

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25. MUHIBAH NEGATIF

	Kumpulan	
	2006 RM'000	2005 RM'000
Pada 1 Januari	5,065	10,334
Tolak: Perlunasan (Nota 5)	-	(5,269)
	5,065	5,065
Kesan dari menerima pakai FRS 3	(5,065)	-
Pada 31 Disember	-	5,065

26. CUKAI TERTUNDA

Amaun yang diiktiraf dalam penyata kewangan adalah seperti berikut:

	Kumpulan		Syarikat	
	2006 RM'000	2005 RM'000	2006 RM'000	2005 RM'000
Pada 1 Januari	26,892	27,131	2,186	4,498
Diiktiraf dalam penyata pendapatan (Nota 8)	(3,689)	(239)	(2,181)	(2,312)
Pada 31 Disember	23,203	26,892	5	2,186
Dinyatakan selepas ditolak seperti berikut:				
Aset cukai tertunda	(4,215)	(1,422)	(3,596)	(3,596)
Liabiliti cukai tertunda	27,418	28,314	3,601	5,782
	23,203	26,892	5	2,186

Komponen dan perubahan liabiliti dan aset cukai tertunda dalam tahun kewangan sebelum ditolak adalah seperti berikut:

Liabiliti cukai tertunda Kumpulan:

	Elaun modal dipercepat RM'000	Penilaian semula hartanah, loji dan peralatan RM'000	Penghutang lain RM'000	Jumlah RM'000
Pada 1 Januari 2006	(10,046)	39,016	(656)	28,314
Diiktiraf dalam penyata pendapatan	392	(1,335)	47	(896)
Pada 31 Disember 2006	(9,654)	37,681	(609)	27,418

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26. CUKAI TERTUNDA (SAMB.)

Liabiliti cukai tertunda Kumpulan:

	<i>Elaun modal dipercepat RM'000</i>	<i>Penilaian semula hartanah, loji dan peralatan RM'000</i>	<i>Penghutang lain RM'000</i>	<i>Jumlah RM'000</i>
<i>Pada 1 Januari 2005</i>	(7,278)	36,551	(656)	28,617
<i>Diiktiraf dalam penyata pendapatan</i>	(2,768)	2,465	-	(303)
<i>Pada 31 Disember 2005</i>	(10,046)	39,016	(656)	28,314

Aset cukai tertunda Kumpulan:

	<i>Elaun modal dipercepat RM'000</i>	<i>Peruntukan liabiliti RM'000</i>	<i>Penghutang lain RM'000</i>	<i>Kerugian cukai dan elaun modal tidak di gunakan RM'000</i>	<i>Jumlah RM'000</i>
<i>Pada 1 Januari 2006</i>	(4,548)	(557)	(6,965)	10,648	(1,422)
<i>Diiktiraf dalam penyata pendapatan</i>	(620)	-	(2,409)	236	(2,793)
<i>Pada 31 Disember 2006</i>	(5,168)	(557)	(9,374)	10,884	(4,215)
<i>Pada 1 Januari 2005</i>	(4,456)	(510)	(7,308)	10,789	(1,485)
<i>Diiktiraf dalam penyata pendapatan</i>	(92)	(47)	343	(141)	63
<i>Pada 31 Disember 2005</i>	(4,548)	(557)	(6,965)	10,648	(1,422)

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26. CUKAI TERTUNDA (SAMB.)

Liabiliti cukai tertunda Syarikat:

	Elaun modal dipercepat RM'000	Penilaian semula hartanah, loji dan peralatan RM'000	Penghutang lain RM'000	Jumlah RM'000
Pada 1 Januari 2006	53	5,727	2	5,782
Diiktiraf dalam penyata pendapatan	(25)	(133)	(2,023)	(2,181)
Pada 31 Disember 2006	28	5,594	(2,021)	3,601
Pada 1 Januari 2005	78	5,860	2	5,940
Diiktiraf dalam penyata pendapatan	(25)	(133)	-	(158)
Pada 31 Disember 2005	53	5,727	2	5,782

Aset cukai tertunda Syarikat:

	Elaun modal dipercepat RM'000	Pemiutang lain liabiliti RM'000	Kerugian cukai dan elaun modal tidak di gunakan RM'000	Jumlah RM'000
Pada 1 Januari 2006	(3,608)	12	-	(3,596)
Diiktiraf dalam penyata pendapatan	(1,356)	(12)	1,368	-
Pada 31 Disember 2006	(4,964)	-	1,368	(3,596)
Pada 1 Januari 2005	(96)	23	(1,369)	(1,442)
Diiktiraf dalam penyata pendapatan	(3,512)	(11)	1,369	(2,154)
Pada 31 Disember 2005	(3,608)	12	-	(3,596)

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26. CUKAI TERTUNDA (SAMB.)

Aset cukai tertunda tidak diiktiraf ke atas perkara-perkara berikut:

	Kumpulan	
	2006 RM'000	2005 RM'000
Kerugian bercukai belum digunakan	31,609	16,753
Elaun modal belum diterapkan	10,399	16,706
	42,008	33,459

Kerugian cukai belum digunakan dan elaun modal belum diterapkan boleh dilaras dengan keuntungan bercukai Syarikat dan subsidiari-subsidiari berkenaan pada masa hadapan, tertakluk kepada tiada perubahan ketara dalam pemegang syer Syarikat dan subsidiari-subsidiari tersebut di bawah Seksyen 44(5A) dan (5B) Akta Cukai Pendapatan, 1967.

27. PEMIUTANG SEWABELI DAN PAJAKAN

	Kumpulan		Syarikat	
	2006 RM'000	2005 RM'000	2006 RM'000	2005 RM'000
Pembayaran minima :				
Tidak lebih dari 1 tahun	207	92	92	92
Lebih dari 1 tahun dan tidak lebih dari 2 tahun	207	92	92	92
Lebih dari 2 tahun dan tidak lebih 5 tahun	432	456	67	159
	846	640	251	343
Tolak: Tanggungan kewangan	(139)	(45)	(33)	(45)
Nilai kini liabiliti sewabeli	707	595	218	298
Analisa Nilai kini liabiliti sewabeli:				
Tidak lebih daripada 1 tahun	175	80	80	80
Lebih daripada 1 tahun dan tidak lebih 2 tahun	175	515	80	80
Lebih daripada 2 tahun dan tidak lebih 5 tahun	357	-	58	138
	707	595	218	298
Tolak: Matang dalam 12 bulan (Nota 19)	(175)	(80)	(80)	(80)
Matang selepas 12 bulan (Nota 19)	532	515	138	218

Pemiutang sewa beli dan liabiliti pajakan dikenakan kadar faedah purata pada tarikh lembaran imbalan sebanyak 2.6% hingga 5.5% (2005: 3.0% hingga 5.5%) setahun.

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28. '6%-7% STOK PINJAMAN BOLEH TUKAR BOLEH PINDAH ("TCULS")

TCULS boleh dipindahkan dan boleh ditukarkan kepada syer biasa subsidiari berbayar penuh sepanjang tempoh lima tahun dari tarikh penerbitan i.e pada 27 Oktober 1998, Sijil Stok Pinjaman Boleh Tukar pada nilai setara TCULS RM1.00 untuk setiap satu syer biasa bernilai RM1.00 setiap satu di dalam subsidiari.

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

TCULS tertunggak pada tarikh matang akan ditukarkan oleh subsidiari pada tarikh tersebut pada kadar seratus peratus (100%) pada nilai taranya. Tarikh matang ialah Oktober 2003, selepas ia mencapai tempoh lima tahun dari tarikh terbitannya.

TCULS dikenakan faedah 6% setahun di atas jumlah pokok terutang untuk 2 tahun dari tarikh penerbitan Sijil Stok Pinjaman dan 7% setahun untuk 3 tahun berikutnya hingga tarikh matang.

29. PENGLIBATAN MODAL

	Kumpulan		Syarikat	
	2006 RM'000	2005 RM'000	2006 RM'000	2005 RM'000
Diluluskan dan dikontrakkan - Hartanah, loji dan peralatan	5,542	211	-	-
Diluluskan tetapi tidak dikontrakkan - Hartanah, loji dan peralatan	12,870	17,943	-	-

30. LIABILITI LUAR JANGKA

	Kumpulan		Syarikat	
	2006 RM'000	2005 RM'000	2006 RM'000	2005 RM'000
Bercagar:				
Jaminan korporat yang diberikan kepada institusi kewangan bagi kemudahan pinjaman yang diberikan untuk subsidiari	1,474	1,106	1,474	1,106

- (a) Seorang bekas pengarah subsidiari telah membuat tuntutan sebanyak RM2,200,000 terhadap subsidiari kerana kesilapan penamatan kontrak. Peruntukan sebanyak RM654,000 telah dibuat di dalam penyata kewangan Syarikat. Para pengarah, berdasarkan nasihat guaman, berpendapat tuntutan ini tidak akan berjaya dan keputusan akan memihak kepada Kumpulan.

*nota-nota kepada penyata kewangan
pada 31 Disember 2006*

30. LIABILITI LUAR JANGKA (SAMB.)

- (b) Tuntutan sebanyak RM85,000 telah difailkan oleh seorang bekas kakitangan bagi tuntutan pampasan manfaat persaraan. Tiada peruntukan dibuat di dalam penyata kewangan Syarikat. Para pengarah, berdasarkan nasihat guaman, berpendapat tuntutan ini tidak akan berjaya dan keputusan akan memihak kepada Kumpulan.
- (c) Selepas tahun kewangan, satu saman sivil telah difailkan terhadap salah satu subsidiari atas kecuaiian perubatan berjumlah RM207,000, tidak termasuk faedah dan kos. Para pengarah subsidiari, berdasarkan nasihat guaman, berpendapat tuntutan ini dapat ditentang. Pendengaran untuk saman sivil ini belum lagi ditetapkan.

31. DIVIDEN

Pada Mesyuarat Agong Tahunan yang akan datang, dividen terakhir bagi tahun kewangan 31 Disember 2006, sebanyak 2.74% ditolak 27% cukai akan dicadangkan untuk kelulusan para pemegang-pemegang syer.

Penyata kewangan bagi tahun kewangan semasa tidak mengambilkira dividen yang dicadangkan. Dividen tersebut, jika dipersetujui oleh para pemegang syer akan diambilkira dalam ekuiti pemegang syer sebagai pengasingan keuntungan terkumpul dalam tahun kewangan yang berikutnya yang berakhir pada 31 Disember 2007.

32. URUSNIAGA PENTING DENGAN SYARIKAT BERKAITAN

	Kumpulan		Syarikat	
	2006 RM'000	2005 RM'000	2006 RM'000	2005 RM'000
Pendapatan dividen	-	-	(21,154)	-
Yuran pengurusan yang dikenakan kepada subsidiari-subsidiari	-	-	5,200	5,200
Susunilai hartanah, loji dan peralatan dikenakan kembali kepada syarikat berkaitan	(1,114)	(836)	-	-

Para pengarah berpendapat bahawa urusniaga di atas telah dijalankan menurut pengurusan perniagaan yang biasa dan berdasarkan syarat-syarat yang tidak berbeza dengan urusniaga dengan pihak ketiga.

33. PERISTIWA SUSULAN

Pada 28 Febuari 2007, Kumpulan Mediiman Sdn. Bhd., syarikat subsidiari telah menambahkan modal syer biasa dibenarkan daripada RM5,000,000 kepada RM25,000,000 melalui penciptaan sebanyak 20,000,000 syer biasa RM1 setiap satu dan menambahkan modal syer biasa diterbitkan dan dibayar penuh daripada RM4,400,000 kepada RM13,585,675 secara terbitan sebanyak 9,185,675 syer biasa RM1 setiap satu kepada syarikat induk, TDM Berhad melalui permodalan hutang berjumlah RM9,185,675.

nota-nota kepada penyata kewangan
pada 31 Disember 2006

34. INSTRUMEN KEWANGAN

(a) Objektif dan Polisi Pengurusan Risiko Kewangan

Polisi pengurusan risiko kewangan Kumpulan memastikan bahawa sumber kewangan yang mencukupi tersedia bagi pembangunan perniagaan Kumpulan dan dalam masa yang sama menguruskan risiko-risiko matawang asing, kadar faedah, pasaran, kredit, kecairan dan aliran tunai Kumpulan. Operasi Kumpulan berpandukan prinsip-prinsip yang jelas yang telah diluluskan oleh Lembaga dan polisi Kumpulan adalah untuk tidak terlibat dalam urusniaga yang berasaskan spekulasi.

(b) Risiko Kadar Faedah

Pendedahan utama Kumpulan kepada risiko kadar faedah berkait dengan hutang mengandungi faedah, disebabkan Kumpulan tidak mempunyai aset yang mengandungi faedah jangka panjang pada 31 Disember 2006. Pelaburan dalam aset kewangan kebanyakannya untuk jangka pendek dan tidak digunakan untuk tujuan spekulasi tetapi kebanyakannya disimpan sebagai deposit tetap yang memberi perolehan yang lebih baik dari tunai di bank.

Kumpulan mengawal tahap pendedahan kadar faedah dengan menggabungkan pinjaman berkadar faedah tetap dan berubah. Kumpulan sentiasa mengkaji portfolio pinjaman, dengan mengambil kira jangka masa pelaburan dan kriteria aset-asetnya. Strategi ini membolehkan Syarikat untuk memanfaatkan pinjaman yang murah di dalam suasana kadar faedah yang rendah dan melindungi Syarikat sehingga tahap tertentu daripada kesan kenaikan kadar faedah.

Jadual berikut menunjukkan nilai pembawa, purata wajaran kadar faedah efektif (WAEIR) pada tarikh lembaran imbalan dan baki kematangan instrumen kewangan Kumpulan dan Syarikat yang terdedah kepada risiko kadar faedah:

	Nota	WAEIR %	Dalam 1 Tahun RM'000	1-2 Tahun RM'000	2-3 Tahun RM'000	3-4 Tahun RM'000	4-5 Tahun RM'000	Lebih 5 Tahun RM'000	Jumlah RM'000
Kumpulan									
Pada 31 Disember 2006									
Kadar tetap									
Pinjaman	19	8	(187)	(187)	(187)	(187)	(187)	(549)	(1,484)
Penerimaan amanah	19	4	(1,321)	-	-	-	-	-	(1,321)
Pemutang sewa beli	19	4	(175)	(175)	(155)	(97)	(74)	(31)	(707)
Kadar terapung									
Overdraf bank	19	9	(5,089)	-	-	-	-	-	(5,089)
Tunai dan bank	18	2.5	81,808	-	-	-	-	-	81,808

nota-nota kepada penyata kewangan
pada 31 Disember 2006

34. INSTRUMEN KEWANGAN (SAMB.)

(b) Risiko Kadar Faedah (samb.)

Nota	WAEIR	Dalam 1 %	1-2	2-3	3-4	4-5	Lebih 5	Tahun	Jumlah
			Tahun	Tahun	Tahun	Tahun	Tahun		
			RM'000	RM'000	RM'000	RM'000	RM'000	RM'000	RM'000
Kumpulan									
Pada 31 Disember 2005									
Kadar tetap									
Penerimaan amanah	19	4	(1,022)	-	-	-	-	-	(1,022)
Pemiutang sewa beli	19	4	(125)	(125)	(125)	(125)	(95)	-	(595)
Kadar terapung									
Overdraf bank	19	9	(2,855)	-	-	-	-	-	(2,855)
Tunai dan bank	18	2.5	58,811	-	-	-	-	-	58,811
Syarikat									
Pada 31 Disember 2006									
Kadar tetap									
Pemiutang sewa beli	19	4	(80)	(80)	(58)	-	-	-	(218)
Kadar terapung									
Overdraf bank	19	9	(4,935)	-	-	-	-	-	(4,935)
Tunai dan bank	18	2.5	186	-	-	-	-	-	186
Syarikat									
Pada 31 Disember 2005									
Kadar tetap									
Pemiutang sewa beli	19	4	(80)	(80)	(80)	(58)	-	-	(298)
Kadar terapung									
Overdraf bank	19	9	(2,771)	-	-	-	-	-	(2,771)
Tunai dan bank	18	2.5	109	-	-	-	-	-	109

(c) Risiko Matawang Asing

Kumpulan terdedah kepada risiko transaksi tukaran wang asing pada tahap yang minima.

Nilai aset dan liabiliti Kumpulan pada 31 Disember 2006 yang tidak dilindungi yang dinyatakan pada mata wang asing adalah tidak ketara.

nota-nota kepada penyata kewangan
pada 31 Disember 2006

34. INSTRUMEN KEWANGAN (SAMB.)

(d) Risiko Kecairan

Kumpulan menguruskan profil kematangan hutangnya, aliran tunai operasi dan ketersediaan pendanaan untuk memastikan bahawa kesemua keperluan pembiayaan semula, bayaran balik dan pembiayaan dipenuhi. Sebagai sebahagian daripada pengurusan keseluruhan kecairan berhemahnya, Kumpulan mengekalkan tahap-tahap mencukupi tunai atau pelaburan boleh ditukar kepada tunai bagi memenuhi keperluan-keperluan modal kerjanya.

Selain itu, Kumpulan berusaha untuk mengekalkan kemudahan perbankan tersedia pada tahap munasabah terhadap kedudukan hutang keseluruhannya. Setakat mana yang mungkin, Kumpulan meningkatkan pendanaan yang komited daripada kedua-dua pasaran modal dan institusi-institusi kewangan dan secara berhemahnya mengimbangkan portfolionya dengan beberapa dana jangka pendek untuk mencapai keberkesanan kos secara keseluruhannya.

(e) Risiko Kredit

Risiko kredit Kumpulan adalah tertumpu kepada penghutang perdagangan. Kumpulan berurusan hanya dengan pihak-pihak dikenali dan jujur. Adalah menjadi polisi Kumpulan semua pelanggan yang berminat berurusan adalah tertakluk kepada prosedur telitian kredit. Tambahan, baki penghutang dikawalselia secara berterusan dan pendedahan Kumpulan terhadap hutang lapuk adalah tidak ketara. Bagi transaksi yang mana bukan di dalam fungsi matawang bagi unit kendalian berkaitan, Kumpulan tidak menawarkan kredit tanpa sebarang kelulusan daripada Ketua Kawalan Kredit. Disebabkan Kumpulan hanya berurusan dengan pihak-pihak yang dikenali dan jujur, tiada cagar diperlukan.

Risiko kredit Kumpulan atas aset kewangan, termasuk tunai dan kesetaraan tunai, sekuriti boleh pasar, dan pelaburan tak semasa, timbul daripada kesalahan pihak berurusan, dengan dedahan maksima bersamaan dengan nilai dibawa oleh aset kewangan.

Kumpulan tidak mempunyai sebarang pendedahan yang besar kepada seorang penghutang atau rakan perniagaan, atau tumpuan risiko kredit yang besar yang mungkin timbul berkaitan dengan sebarang kewangan aset.

(f) Nilai Saksama

Nilai pembawa aset kewangan dan liabiliti Kumpulan dan Syarikat pada tarikh lembaranimbangan adalah hampir menyamai nilai saksama kecuali yang berikut:

Nota	Kumpulan		Syarikat		
	2006 RM'000	2005 RM'000	2006 RM'000	2005 RM'000	
Liabiliti kewangan					
Pada 31 Disember 2006:					
Pemiutang sewa beli	27	707	758	218	227
Pinjaman	19	1,484	1,587	-	-
Pendapatan tertunda	20	116,500	119,536	-	-
Pada 31 Disember 2005:					
Pemiutang sewa beli	27	595	600	298	316
Pendapatan tertunda	20	110,000	115,698	-	-

*nota-nota kepada penyata kewangan
pada 31 Disember 2006*

35. MAKLUMAT SEGMENT

(a) Format Laporan

Format laporan utama adalah segmen perniagaan Kumpulan disebabkan risiko-risiko dan kadar pulangan Kumpulan memberi kesan ke atas perbezaan barangan dan perkhidmatan dikeluarkan. Keduanya, maklumat geografi dilaporkan. Kendalian perniagaan adalah disusun dan diuruskan berasingan berdasarkan barangan dan perkhidmatan diberikan, dengan setiap segmen mewakili unit perniagaan yang menawarkan barangan dan perkhidmatan yang berbeza pasaran.

(b) Segmen Perniagaan

Kumpulan adalah terbahagi kepada empat segmen utama:

- (i) *Perladangan*
Penanaman kelapa sawit, dan jualan buah kelapa sawit dan produk berkaitan.
- (ii) *Makanan*
Ternakan ayam bersepadu dan pemerosesan produk berkaitan.
- (iii) *Kesihatan*
Khidmat nasihat dan operasi pusat perubatan pakar.
- (iv) *Lain-lain*
Pengurusan pelaburan, pembangunan hartanah dan pengurusan projek.

nota-nota kepada penyata kewangan
pada 31 Disember 2006

35. MAKLUMAT SEGMENT (SAMB.)

(b) Segmen Perniagaan (samb.)

	PERLADANGAN		MAKANAN		KESIHATAN		LAIN-LAIN		PELARASAN		KUMPULAN	
	2006	2005	2006	2005	2006	2005	2006	2005	2006	2005	2006	2005
	RM'000	RM'000	RM'000	RM'000	RM'000	RM'000	RM'000	RM'000	RM'000	RM'000	RM'000	RM'000
Pendapatan												
Pendapatan luar	123,675	126,631	27,641	30,978	31,257	24,214	11,878	18,485	-	-	194,451	200,308
Pendapatan antara segmen	11,146	13,188	-	-	360	-	27,931	5,200	(39,437)	(18,388)	-	-
Jumlah Pendapatan	134,821	139,819	27,641	30,978	31,617	24,214	39,809	23,685	(39,437)	(18,388)	194,451	200,308
Keputusan												
Keputusan segmen	16,161	17,034	(4,547)	(410)	(937)	(926)	17,084	7,335	-	-	27,761	23,033
Kos kewangan											(438)	(293)
Keuntungan sebelum cukai											27,323	22,740
Perbelanjaan cukai											(7,427)	(6,300)
Keuntungan selepas cukai											19,896	16,440
Kepentingan minoriti											(488)	125
Keuntungan bagi tahun											19,408	16,565
Asset												
Segmen asset	753,551	836,206	13,504	16,097	30,525	21,910	374,531	265,536	-	-	1,172,111	1,139,749
Pelarasan penyatuan	(4,172)	(210,164)	-	-	(930)	(930)	(385,381)	(190,667)	-	-	(390,483)	(401,761)
Jumlah aset	749,379	626,042	13,504	16,097	29,595	20,980	(10,850)	74,869			781,628	737,988
Liabiliti												
Segmen liabiliti	(339,965)	(427,893)	(7,575)	(5,620)	(30,123)	(24,004)	(158,053)	(61,630)	-	-	(535,716)	(519,147)
Pelarasan penyatuan	-	206,331	-	2,829	-	14,715	250,438	33,738	-	-	250,438	257,613
Muhbah negatif	(339,965)	(221,562)	(7,575)	(2,791)	(30,123)	(9,289)	92,385	(27,892)	-	-	(285,278)	(261,534)
											-	(5,065)
Jumlah liabiliti											(285,278)	(266,599)
Lain maklumat segmen												
Perbelanjaan modal	8,188	5,175	87	65	6,467	3,811	6,474	3,211	-	-	21,216	12,262
Susutnilai	8,631	6,141	1,112	1,228	2,981	2,456	1,387	2,457	-	-	14,111	12,282
Pelupusan perbelanjaan tertunda	-	-	986	1,017	-	-	-	-	-	-	986	1,017

Statistics on Shareholdings as at 28 April 2007
statistik pegangan saham pada 28 april 2007

Analysis of Shareholdings
analisa pegangan saham

Distribution of Shareholdings
pembahagian pegangan

Share Capital / Modal Saham

Authorised Share Capital Modal Saham dibenarkan	500,000,000
Issued and Paid-up Capital Modal Saham Diterbitkan dan Berbayar	RM215,524,302 comprising 215,524,302 Ordinary Share of RM1.00 each RM215,524,302 terdiri daripada 215,524,302 Saham Biasa bernilai RM1.00 setiap satu.
Voting Rights Hak Mengundi	One (1) vote per ordinary share Satu (1) undi bagi setiap saham

A. Distribution of Shareholdings
pembahagian pegangan

Breakdown of Shareholdings	No. of Shareholders	% of Shareholders	No. of Shares	% of Shares
000000001 – 000000099	64	1.48	1,651	0.00
000000100 – 000001000	352	8.15	297,784	0.14
000001001 – 000010000	3,304	76.48	13,210,701	6.13
000010001 – 000100000	533	12.34	14,686,656	6.81
000100001 – 010776214	64	1.48	45,470,314	21.10
010776215 and above	3	0.07	141,857,196	65.82
Total	4,320	100.00	215,524,302	100.00

Statistics on Shareholdings as at 28 April 2007
statistik pegangan saham pada 28 april 2007

B. List of Thirty (30) Largest Shareholders
senarai 30 pemegang saham terbesar

No.	Name	No. of Shares	% of shares
1.	Perbadanan Memajukan Iktisad Negeri Terengganu	69,148,124	32.08
2.	Perbadanan Menteri Besar Terengganu	39,909,072	18.52
3.	Pemika Trengganu Sdn Bhd	32,800,000	15.22
4.	TA Nominees (Tempatan) Sdn Bhd Pledged Securities Account For Koon Yew Yin	4,648,500	2.16
5.	Lembaga Tabung Amanah Warisan Negeri Terengganu	3,720,928	1.73
6.	ABB Nominee (Tempatan) Sdn Bhd Pledged Securities Account for Permodalan Terengganu Berhad	3,558,000	1.65
7.	Tan Han Chuan	3,467,700	1.61
8.	Ong Har Hong	3,316,800	1.54
9.	Yayasan Islam Terengganu	2,661,430	1.23
10.	TA Nominees (Tempatan) Sdn Bhd Pledged Securities Account For Tan Kit Pheng	2,431,000	1.13
11.	MAYBAN Securities Nominees (Tempatan) Sdn Bhd Pledged Securities Account For Ong Huey Peng	2,207,300	1.02
12.	ABB Nominee (Tempatan) Sdn Bhd Pledged Securities Account for Yayasan Terengganu	2,000,000	0.93
13.	MAYBAN Nominees (Tempatan) Sdn Bhd Malaysian Trustees Berhad For Mayban Smallcap Trust Fund	1,444,100	0.67
14.	Kumpulan Pengurusan Kayu Kayan Trengganu Sdn Bhd	1,306,400	0.61
15.	PERMINT Plywood Sdn Bhd	1,306,400	0.61
16.	Pesama Timber Corporation Sdn Bhd	870,934	0.40
17.	Citigroup Nominees (Asing) Sdn Bhd CBNY for DFA Emerging Markets Fund	738,100	0.34
18.	MAYBAN Nominees (Tempatan) Sdn Bhd Pledged Securities Account For Koon Yew Yin	617,000	0.29
19.	HLG Nominees (Asing) Sdn Bhd Exempt An For UOB Kay Hian Pte Ltd	613,934	0.28
20.	Yayasan Terengganu	571,430	0.27
21.	Megategas Sdn Bhd	500,000	0.23
22.	Loh Kok Hoong	481,000	0.22
23.	Union Harvest Sdn Bhd	472,658	0.22
24.	Yap Lim Sen	450,000	0.21
25.	TA Nominees (Tempatan) Sdn Bhd Pledged Securities Account For Kidstone Sdn Bhd	444,300	0.21
26.	Eng Liat Kiang	400,000	0.19
27.	TA Nominees (Tempatan) Sdn Bhd Pledged Securities Account For Chuang Nee Wang Kim Lien	357,200	0.17
28.	Cimsec Nominees (Asing) Sdn Bhd Exempt An For CIMB-GK Securities Pte Ltd	328,000	0.15
29.	Kenanga Nominees (Tempatan) Sdn Bhd Pledged Securities Account For Tee Kim Tee @ Tee Ching Tee	304,000	0.14
30.	Tengku Uzir bin Tengku Ubaidillah	253,200	0.12
	Total	181,327,510	84.13

Statistics on Shareholdings as at 28 April 2007
statistik pegangan saham pada 28 april 2007

C. List of Substantial Shareholders (5% and above)
senarai pemegang saham terbesar (5% dan lebih)

No.	Name	No. of Shares	% of shares
1.	Perbadanan Memajukan Iktisad Negeri Terengganu	69,148,124	32.08
2.	Perbadanan Menteri Besar Terengganu	39,909,072	18.52
3.	Pemika Trengganu Sdn Bhd	32,800,000	15.22

D. List of Directors' Shareholding
Senarai pegangan oleh pengarah

In accordance with the Register of Directors' Shareholding, none of the Directors has direct or indirect securities holding in the Company and subsidiaries.

Berdasarkan Buku Daftar Pegangan Saham Pengarah, tiada pengarah yang mempunyai pegangan saham di dalam Syarikat dan mana-mana syarikat didalam Kumpulan.

Plantation Statistic

statistik perladangan

2006		Total Hectarage Managed By <i>Keluasan Ladang Diuruskan Oleh TDM Plantation Sdn Bhd</i> (Hectares)	Group's Owned Plantation <i>Ladang Dipunyai Oleh Kumpulan</i> (Hectares)	Other <i>Lain-lain</i> (Hectares)
OIL PALM				
	Mature Hectarage / <i>Keluasan Matang</i>	29,621	23,811	5,810
	Immature Hectarage / <i>Keluasan Belum Matang</i>	3,979	2,607	1,373
	New Planting / <i>Penanaman Baru</i>			
OTHER CROP				
	Mature Hectarage / <i>Keluasan Matang</i>	252	252	
	Immature Hectarage / <i>Keluasan Belum Matang</i>			
Total Planted / Jumlah Keluasan Bertanam		33,852	26,670	7,183
Hectarage by Company / Division <i>Jumlah Hektar Mengikut Keluasan Bertanam</i>				
Sublease	Mature	9,059	6,128	2,931
	Immature	1,373		1,373
TDM Capital Sdn Bhd	Mature	1,801	1,615	186
	Immature	50	50	
	New Planting		-	-
Kumpulan Ladang-ladang	Mature	16,468	16,468	-
Terengganu Sdn Bhd	Immature	2,458	2,458	-
	New Planting	99	99	-
Ladang Tabung Warisan	Mature	1,363		1,363
	Immature		-	-
Ladang Majlis Agama	Mature	792		792
Islam Terengganu	Immature			-
Ladang KOPKEM	Mature	390		390
	Immature			-
Total Planted / Jumlah Keluasan Bertanam		33,852	26,818	7,035
Production / Company / Division (Metrik Tonne) <i>Pengeluaran / Syarikat / Bahagian (Tan Metrik)</i>				
OIL PALM / KELAPA SAWIT				
	FFB Production (MT) / <i>BTS (TM)</i>		454,075	
	FFB Processed (MT) / <i>BTS (TM)</i>		429,726	
	FFB Sold to 3rd Party (MT) / <i>BTS (TM)</i>		24,349	
	CPO Production(MT) / <i>MSM (MT)</i>		87,602	
	Palm Kernel Production (MT) / <i>Isirong (MT)</i>		21,856	
	Extraction Rates (%) - CPO / <i>Kadar Perahan (%) - MSM</i>		20.39%	
	Recovery Rates (%) - PK / <i>Kadar Perolehan (%) - Isirong</i>		5.09%	

List of Properties Held *senarai hartanah*

LOCATION	COMPLEX	ESTATE	DIVISION	TENURE	SIZE (Ac)	DESCRIPTION	2005 BOOK VALUE
Mukim of Tebak		Kemaman				Oil Palm plantation	55,465,255
HS (D) 1779 PT 1666		Part Ladang Jerneh/Tebak		Leasehold exp. 2078 Sublease exp. 2052	9,095.99810		
HS (D) 2871 PT 402 A	replacing HS (D)180 PT Lot 402 A	Part Ladang Pelantoh/ Tebak		Leasehold exp. 2078 Sublease exp. 2018	539.72867		
HS (D) 2872 PT 402 B	replacing HS (D) 181 PT Lot 402 B	Part Ladang Pelantoh/ Tebak		Leasehold exp. 2078 Sublease exp. 2018	489.72996		
Geran 12509 PT 821	replacing HS (D) 187 PT Lot 551 P	Part Ladang Pelantoh/ Tebak		Leasehold exp. 2078 Sublease exp. 2018	87.59695		
Geran 12510 No. Lot 2444	replacing HS (D) 210 PT Lot 555 P	Part Ladang Pelantoh/ Tebak		Leasehold exp. 2078 Sublease exp. 2018	203.30647		
Geran 12511 No Lot 2550	replacing HS (D) 208 PT 553 P	Part Ladang Pelantoh/ Tebak		Leasehold exp. 2078 Sublease exp. 2018			
Geran 12512 No Lot 2443	replacing HS (D) 188 PT Lot 554P	Part Ladang Pelantoh/ Tebak		Leasehold exp. 2078 Sublease exp. 2018	181.58885		
Geran 12618 No. Lot 822	replacing Grant 8071 PT Lot 882	Part Ladang Pelantoh/ Tebak		Leasehold exp. 2078 Sublease exp. 2018	169.78745		
Geran 12497 No. Lot 833	replacing HS (D) 209 PT Lot 552 P	Part Ladang Pelantoh/ Tebak		Leasehold exp. 2078 Sublease exp. 2018	218.88118		
QT(R) Kemaman 1 L.O. PTK 198/65		Kemaman	Ladang Air Puteh	Leasehold exp. 2012 Sub Lease exp. 2011	320.00000		
QT(R) Kemaman 2 L.O. PTK 198/65		Kemaman	part Ladang Jerneh	Leasehold exp. 2012 Sub Lease exp. 2011	1,024.00000		
QT(R) Kemaman 3 L.O. PTK 198/65		Kemaman	Ladang Tebak	Leasehold exp. 2012 Sub Lease exp. 2011	2,432.00000		

List of Properties Held
senarai hartanah

LOCATION	COMPLEX	ESTATE	DIVISION	TENURE	SIZE (Ac)	DESCRIPTION	2005 BOOK VALUE
Mukim of Tebak							
QT(R) Kemaman 4 L.O. PTK 198/65	Kemaman	Ladang Pelantoh		Leasehold exp. 2012 Sub Lease exp. 2011	4,736.00000		
QT(R) Kemaman 4 L.O. No. 4	Kemaman	Ladang Pelantoh		Sublease exp. 2014	10.00000		
QT(R) Kemaman 11 L.O. No. 28	Kemaman	Ladang Pelantoh		Sublease exp. 2014	8,500.00000		
QT(R) Kemaman 12 L.O. No. 29	Kemaman	Ladang Pelantoh		Leasehold exp. 2014	8,500.00000		
QT(R) Kemaman 13 L.O. No. 30	Kemaman	Ladang Pelantoh		Leasehold exp. 2014	404.00000		
Mukim Belara							
		Sungai Tong				Oil Palm plantation	14,556,496
Geran 12885 Lot 7250	replacing Geran 6002 Lot 7250	Ladang Jaya	Bari	Leasehold exp. 2072	3,491.73872		
Geran 6001 Lot 6558		Ladang Jaya	Jaya	Leasehold exp. 2072	4,105.36660		
Geran 6247 Lot 6743		Ladang Jaya	Jaya	Leasehold exp. 2072	209.81088		
Mukim of Belara							
		Sungai Tong				Oil Palm plantation	10,269,722
HS (D) 1017 PT 804 K		Ladang Fikri	Sentosa	Leasehold exp. 2072	255.99461		
Geran 9309 Lot 8264	replacing HS (D) 1018 PT 805 K	Ladang Fikri	Sentosa	Leasehold exp. 2072	144.40200		
Geran 10657 Lot 6641		Ladang Fikri	Sentosa	Leasehold exp. 2072	3.80654		
HS (D) 1983 PT 381 K		Ladang Fikri	Sentosa	Leasehold exp. 2072	50.40400		
Geran 8238 Lot 8187		Ladang Fikri	Sentosa	Leasehold exp. 2072	168.39643		
HS (D) 813 PT 882 K		Ladang Fikri	Sentosa	Leasehold exp. 2072	18.94367		
HS (D) 814 PT 883 K		Ladang Fikri	Sentosa	Leasehold exp. 2072	2,213.58580		
HS (D) 561 PT 642 K		Ladang Fikri	Sentosa	Leasehold exp. 2072	1,571.24762		
Geran 6005 Lot 7254		Ladang Fikri	Fikri	Leasehold exp. 2072	203.30968		
Geran 6521 Lot 7663		Ladang Fikri	Fikri	Leasehold exp. 2075	145.21696		

List of Properties Held
senarai hartanah

LOCATION	COMPLEX	ESTATE	DIVISION	TENURE	SIZE (Ac)	DESCRIPTION	2005 BOOK VALUE
HS (D) 560 PT 641 K		Ladang Fikri	Fikri	Leasehold exp. 2072	348.47278		
Geran 6003 Lot 7251		Ladang Fikri	Fikri	Leasehold exp. 2072	1,324.68803		
Geran 6004 Lot 7253		Ladang Fikri	Fikri	Leasehold exp. 2072	554.20502		
Geran 6491 Lot 7662		Ladang Fikri	Fikri		317.96433		
PN 3074 Lot 9390	replacing HS (D) 3974 PT 2323 K	Ladang Fikri	Pakoh Jaya	Leasehold exp. 2087	1,166.31200		
HS (D) 6416 PT 4152 K		Ladang Fikri	Pakoh Jaya	Leasehold exp. 2098	37.45789		
HS (D) 6417 PT 4153 K		Ladang Fikri	Pakoh Jaya	Leasehold exp. 2098	44.22843		
HS (D) 6418 PT 4154 K		Ladang Fikri	Pakoh Jaya	Leasehold exp. 2098	6.77425		
HS (M) 1007 PT 884 K (loji)		Ladang Fikri	Fikri	Renewal Proses	0.50000		
Mukim of Hulu Nerus	Sungai Tong					Oil Palm plantation	6,102,897
HS (D) 764 PT 707 K		Tayor		Leasehold exp. 2072	1,230.63300		
GM 1533 Lot 0054		Tayor		Leasehold exp. 2072	4.47498		
HS (D) 770 Lot 789 K		Tayor		Leasehold exp. 2072	7.00000		
HS (D) 769 Lot 788 K		Tayor		Leasehold exp. 2072	6.50000		
GM 617 Lot 0097		Tayor		Leasehold exp. 2072	2.75600		
GM 1546 Lot 0094		Tayor		Leasehold exp. 2072	4.28700		
Geran 8683 Lot 3039		Tayor		Leasehold exp. 2072	1,407.02983		
Geran 8684 Lot 3040		Tayor		Leasehold exp. 2072	31.25597		
Geran 8685 Lot 3041		Tayor		Leasehold exp. 2072	2,801.24549		
Mukim of Hulu Nerus	Sungai Tong					Oil Palm plantation	11,347,624
PT 7218		Pelung			7,430.29700		

List of Properties Held
senarai hartanah

LOCATION	COMPLEX	ESTATE	DIVISION	TENURE	SIZE (Ac)	DESCRIPTION	2005 BOOK VALUE
Mukim Besul	Bukit Besi					Oil Palm plantation	15,429,839
HS (D) 72 PT 140		Ladang Gajah Mati		Leasehold exp. 2075	11,995.74946		
HS (D) 73 PT 141		Ladang Gajah Mati		Leasehold exp. 2075	1,543.96778		
Mukim Jerangau	Bukit Besi					Oil Palm plantation	12,189,430
HS (D) 74 PT 1140		Ladang Pinang Emas		Leasehold exp. 2075	1,823.96198		
HS (D) 75 PT 1143		Ladang Pinang Emas		Leasehold exp. 2075	1,535.96792		
HS (D) 76 PT 1144		Ladang Pinang Emas		Leasehold exp. 2075	703.98518		
HS (D) 77 PT 1145		Ladang Pinang Emas		Leasehold exp. 2075	831.98273		
Mukim Jerangau	Bukit Besi					Oil Palm plantation	7,443,553
HS (D) 397 PT 3643		Ladang Jerangau	Chakuh 9	Leasehold exp. 2051	1,005.11879		
Mukim P. Diman	Bukit Besi						
PN 669 Lot 37		Ladang Jerangau	Jerangau	Leasehold exp. 2049	1,128.97643		
& Lot 204 PN 825		Ladang Jerangau	Jerangau	Leasehold exp. 2049	90.77935		
Lot 1157		Ladang Jerangau	Landas	Leasehold exp. 2058	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)	2,400,000
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	1,753,973
Mukim Pulau Perhentian							
HS (D) 2209 PT 320				Leasehold exp. 2051	448,271.7 sq. m	Undeveloped Resort Land	9,204,876.98

List of Properties Held
senarai hartanah

LOCATION	COMPLEX	ESTATE	DIVISION	TENURE	SIZE (Ac)	DESCRIPTION	2005 BOOK VALUE
Mukim Cendering							
TD Poultry Sdn Bhd Kaw. Perindustrian Chendering 21080 Kuala Terengganu				Building	9,800 sq ft	Processing Plant	2,299,999.00
TD Poultry Sdn Bhd Kaw. Perindustrian Chendering 21080 Kuala Terengganu				Building	2,800 sq ft	Office Building	152,977.29
KM 25 1/2 Pulau Kerengga Marang, 21600 Terengganu				Building	150,000.00 sq ft	Production Building	422,471.75
Daerah Kemaman Terengganu				Building	913,500.00 sq ft	Farming Building	356,241.46
WILAYAH PERSEKUTUAN							
Geran 11011 Lot No. 36 Sek 51 Bandar Kuala Lumpur 33B-12-1 Villa Putra Kuala Lumpur				Building		Apmt (1 unit)	174,000
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	4,837,554.00

Notice Of Annual General Meeting

NOTICE IS HEREBY GIVEN THAT the Forty-Second (42nd) Annual General Meeting of the Company will be held at **Room 1 Marina, 2nd Floor, The Heritage Bay Club Marina & Resort, Pulau Duyong, 21300 Kuala Terengganu, Terengganu Darul Iman** on **Tuesday, 19 June 2007 at 10.00 a.m.** for the following purposes:

AGENDA

As Ordinary Business

- | | | |
|----|---|---------------------|
| 1. | To receive the Audited Financial Statements for the financial year ended 31 December 2006 together with the Reports of the Directors and Auditors thereon. | Resolution 1 |
| 2. | To approve the payment of Directors' fees for the financial year ended 31 December 2006. | Resolution 2 |
| 3. | To re-elect the following Directors retiring pursuant to Article 114 of the Company's Articles of Association, and being eligible offer themselves for re-election: | |
| | i) Y. Bhg. Dato' Senara Muda (Dato' Mazlan @ Mohd Nanri Bin Hashim) | Resolution 3 |
| | ii) Y.Bhg. Dato' Haji Awi @ Alwi Bin Said | Resolution 4 |
| | iii) Tuan Haji Abd. Jalil Bin Ali | Resolution 5 |
| 4. | To approve the payment of a final dividend of 2 sen net per ordinary share for the financial year ended 31 December 2006 | Resolution 6 |
| 5. | To re-appoint Messrs. Ernst & Young as Auditors of the Company and to authorise the Directors to fix their remuneration. | Resolution 7 |

As Special Business

To consider and if thought fit, to pass the following resolutions:

- | | | |
|-----------|---|-----------------------------|
| 6. | To transact any other ordinary business of which due notice shall be given. | |
| 7. | Ordinary Resolution
Authority to Allot and Issue Shares | |
| | "THAT subject always to the Companies Act, 1965 ("the Act") and the approvals of the regulatory authorities, the Directors be and are hereby empowered pursuant to Section 132D of the Act, to issue shares in the Company, at any time and upon such terms and conditions and for such purposes as the Directors may, in their absolute discretion, deem fit, provided that the aggregate number of shares issued does not exceed 10% of the issued capital of the Company for the time being AND THAT the Directors be and are also empowered to obtain the approval for the listing of and quotation for the additional shares so issued on the Bursa Malaysia Securities Berhad ("Bursa Securities") AND THAT such authority shall continue in force until the conclusion of the next Annual General Meeting of the Company." | Resolution 8 |
| 8. | Special Resolution
Proposed Amendments to the Articles of Association of the Company | |
| | "THAT alterations, modifications, additions or deletions to the Articles of Associations of the Company contained in Appendix I signed by a Director of the Company for the purpose of identification be and are hereby approved." | Special Resolution 1 |

Notice Of Annual General Meeting

NOTICE OF DIVIDEND ENTITLEMENT AND PAYMENT

NOTICE IS ALSO HEREBY GIVEN THAT subject to the approval of members at the 42nd Annual General Meeting to be held on 19 June 2007, a final dividend of 2 sen net per ordinary share will be paid on 3 September 2007 to shareholders whose name appear in the register of Depositors on 9 August 2007.

A Depositor shall qualify for entitlement only in respect of :

- (a) Shares transferred into the Depositor's Securities Account before 4.00 p.m. on 9 August 2007 in respect of ordinary transfers.
- (b) Shares bought on Bursa Malaysia Securities Berhad on a cum entitlement basis according to the Rules of the Bursa Malaysia.

By Order of the Board

Yeap Kok Leong (MAICSA No. 0862549)
Wong Wai Foong (MAICSA No. 7001358)
Company Secretaries

Kuala Terengganu
Date: 28 May 2007

Notes:

1. A member of the Company entitled to attend and vote at the meeting is entitled to appoint a proxy to attend and vote in his stead. A proxy need not be a member of the Company.
2. The instrument appointing a proxy shall be in writing under the hand of the appointor or of his attorney duly authorised in writing, or, if the appointor is a corporation, either under the common seal, or under the hand of an officer or attorney duly authorised.
3. The instrument appointing a proxy and the power of attorney or other authority, if any, under which it is signed or a notarially certified copy of such power or authority, shall be deposited at the Registered Office of the Company at Aras 5, Bangunan UMNO Terengganu, Lot 3224, Jalan Masjid Abidin, 20100 Kuala Terengganu, Terengganu Darul Iman not less than 48 hours before the time for holding the Meeting or adjourned meeting at which the person named in the instrument proposes to vote, or in the case of the poll, not less than 24 hours before the time appointed for the taking of the poll, and in default the instrument of proxy shall not be treated as valid.
4. Where a member is an authorised nominee as defined under the Securities Industry (Central Depositories) Act 1991, it may appoint at least one proxy in respect of each securities account it holds with ordinary shares of the Company standing to the credit of the said securities account.
5. If this Proxy Form is signed under the hand of an officer duly authorised, it should be accompanied by a statement reading "signed as authorised officer under Authorisation Document which is still in force, no notice of revocation having been received". If this Proxy Form is signed under the attorney duly appointed under a power of attorney, it should be accompanied by a statement reading "signed under Power of Attorney which is still in force, no notice of revocation having been received". A copy of the Authorisation Document or the Power of Attorney, which should be valid in accordance with the laws of the jurisdiction in which it was created and is exercised, should be enclosed in this Proxy Form.
6. **Explanatory Note on Special Business**

Section 132D of the Companies Act, 1965

In order to avoid any delay and cost involved in convening a general meeting for issuance of shares, the Ordinary Resolution proposed under item 7 of the Agenda, if passed, will empower the Directors to issue shares in the Company up to an amount not exceeding in total 10% of the issued share capital of the Company for the time being, for such purposes as the Directors consider would be in the interest of the Company, subject to compliance with the relevant regulatory requirements. This authority, unless revoked or varied by the Company at a general meeting, will expire at the next Annual General Meeting.

Proposed Amendments to the Articles of Association of the Company

The proposed amendments will bring the Articles of Association of the Company in line with the amendments to the Listing Requirements of Bursa Securities. Kindly refer to the Appendix 1 attached herein for details.

notis mesyuarat agung tahunan

DENGAN INI DIMAKLUMKAN BAHAWA Mesyuarat Agung Tahunan Syarikat yang **Keempat Puluh Dua (Ke-42)** akan diadakan di **Bilik 1 Marina, Tingkat 2, The Heritage Bay Club Marina & Resort, Pulau Duyong, 21300 Kuala Terengganu, Terengganu Darul Iman** pada **hari Selasa, 19 Jun 2007 jam 10.00 pagi** untuk urusan-urusan berikut:

AGENDA

URUSAN BIASA

1. Untuk menerima Penyata Kewangan yang Diaudit bagi tahun kewangan berakhir 31 Disember 2006 berserta Laporan-laporan Pengarah dan Juruaudit mengenainya. **Resolusi 1**
2. Untuk meluluskan bayaran yuran Pengarah-pengarah bagi tahun kewangan berakhir 31 Disember 2006. **Resolusi 2**
3. Untuk melantik semula Pengarah-pengarah berikut yang bersara menurut Artikel 114, Tatacara Pertubuhan Syarikat, di mana mereka layak dan menawarkan diri untuk perantaraan semula:
 - (i) Y. Bhg. Dato' Senara Muda (Dato' Mazlan @ Mohd Nanri Bin Hashim) **Resolusi 3**
 - (ii) Y. Bhg. Dato' Haji Awi @ Alwi Bin Said **Resolusi 4**
 - (iii) Tuan Haji Abd. Jalil Bin Ali **Resolusi 5**
4. Untuk meluluskan bayaran dividen akhir sebanyak 2 sen bersih sesaham biasa bagi tahun kewangan berakhir 31 Disember 2006. **Resolusi 6**
5. Untuk melantik semula Tetuan Ernst & Young sebagai Juruaudit Syarikat dan memberi kuasa kepada Pengarah-pengarah untuk menetapkan bayaran khidmat mereka. **Resolusi 7**

URUSAN KHAS

Menimbang dan sekiranya difikirkan wajar, meluluskan Resolusi Biasa berikut:

6. Menguruskan urusan biasa dimana notis yang sewajarnya telah diberikan.
7. **Kuasa untuk Memperuntuk dan Menerbit Saham-saham**
 "BAHAWA tertakluk kepada Akta Syarikat, 1965 ("Akta Syarikat") dan kelulusan dari penguatkuasaan peraturan, Pengarah-Pengarah dengan ini diberi kuasa menurut Seksyen 132D Akta Syarikat, untuk menerbitkan saham-saham di dalam Syarikat pada bila-bila masa mengikut syarat-syarat tertentu serta mengikut pertimbangan yang difikirkan wajar oleh Pengarah-pengarah, dengan syarat bilangan agregat saham yang diterbitkan tidak melebihi 10% daripada modal terbitan Syarikat pada waktu tersebut DAN BAHAWA Pengarah-pengarah diberi kuasa untuk mendapatkan kelulusan bagi penyenaian dan sebutharga saham-saham tambahan yang diterbitkan di Bursa Malaysia Securities Berhad ("Bursa Securities") DAN BAHAWA kuasa sedemikian akan berkuatkuasa sehingga tamatnya mesyuarat agung tahunan Syarikat yang akan datang. **Resolusi 8**
8. **RESOLUSI KHAS**
Cadangan Pindaan kepada Tatacara Pertubuhan Syarikat
 "BAHAWA perubahan, pengubahsuaian, penambahan atau pembatalan kepada Tatacara Pertubuhan Syarikat sebagaimana terkandung di dalam Appendix I yang ditandatangani oleh seorang Pengarah Syarikat untuk tujuan pengenalpastian, dengan ini diluluskan" **Resolusi Khas**

notis mesyuarat agung tahunan

NOTIS KELAYAKAN DAN PEMBAYARAN DIVIDEN

NOTIS DENGAN INI TURUT DIBERI BAHAWA tertakluk kepada kelulusan pemegang-pemegang saham di Mesyuarat Agung Tahunan Ke-42 yang akan diadakan pada 19 Jun 2007, dividen akhir sebanyak 2 sen bersih sesaham biasa bagi tahun kewangan berakhir 31 Disember 2006 akan dibayar pada 3 September 2007 kepada pemegang-pemegang saham yang tersenarai dalam Rekod Pendeposit pada 9 Ogos 2007.

Seseorang Pendeposit akan layak untuk menerima dividen bagi:-

- (a) Saham-saham yang dipindahkan ke dalam Akaun Sekuriti Pendeposit sebelum jam 4:00 p.m. pada 9 Ogos 2007 bagi pindahan biasa.
- (b) Saham-saham yang dibeli di Bursa Securities atas dasar kelayakan menurut Peraturan-peraturan Bursa Securities.

DENGAN PERINTAH LEMBAGA PENGARAH

Yeap Kok Leong (MAICSA NO: 0862549)

Annie Wong Wai Foong (MAICSA NO: 7001358)

Setiausaha-Setiausaha Syarikat

Kuala Lumpur

Tarikh: 28 Mei 2007

Nota-nota:

1. Seseorang ahli Syarikat yang berhak menghadiri dan mengundi di mesyuarat berhak melantik proksi untuk menghadiri dan mengundi bagi pihaknya. Proksi tidak semestinya ahli syarikat.
2. Suratcara perlantikan proksi hendaklah dibuat secara bertulis oleh orang yang melantik atau peguam beliau yang diberi kuasa secara bertulis, atau sekiranya yang melantik itu ialah sebuah perbadanan, sama ada dimeterai dengan mohor rasmi atau ditandatangani oleh pelantik atau peguamnya yang diberi kuasa sedemikian.
3. Suratcara perlantikan proksi dan suratcara pemberian kuasa tersebut, jika ada, hendaklah diserahkan ke Pejabat Berdaftar Syarikat yang beralamat di Aras 5, Bangunan UMNO Terengganu, Lot 3224, Jalan Masjid Abidin, 20100 Kuala Terengganu, Terengganu Darul Iman, tidak lewat daripada 48 jam sebelum masa yang ditetapkan untuk mengadakan mesyuarat ini atau sebarang penangguhannya, atau sekiranya secara kiraan undi, tidak lewat dari 24 jam sebelum masa di ambil untuk membuat pengundian, dan jika gagal, suratcara perlantikan proksi akan dianggap tidak sah.
4. Sekiranya ahli Syarikat adalah penama yang diberi kuasa seperti yang dimaksudkan dibawah Akta Industri Sekuriti (Depositori Pusat) 1991, beliau berhak melantik sekurang-kurangnya satu proksi bagi setiap akaun sekuriti saham biasa yang dipegang di dalam Syarikat mengikut kredit akaun sekuriti tersebut.
5. Jika borang proksi ini dibuat secara bertulis oleh pelantik yang diberikuasa, ia harus diiringi dengan kenyataan yang berbunyi "ditandatangani oleh pelantik yang berkuasa di bawah Dokumen Pemberikuasaan yang masih berkuatkuasa, dimana tiada notis pemansuhan diterima". Jika borang proksi ini ditandatangani oleh wakil di bawah Surat Kuasa Wakil, ia harus diiringi dengan kenyataan yang berbunyi "ditandatangani di bawah Surat Kuasa Wakil yang masih berkuatkuasa, dimana tiada notis pemansuhan diterima". Sesalinan Dokumen Pemberikuasaan atau Surat Kuasa Wakil yang sah menurut undang-undang di bawah bidang kuasa di mana ianya dibuat dan dilaksanakan, haruslah dilampirkan bersama borang proksi ini.
6. **Nota Penerangan tentang Urusan Khas**

Seksyen 132D, Akta Syarikat, 1965

Bagi mengelakkan penangguhan dan penglibatan kos dalam mengadakan mesyuarat agung untuk menerbitkan saham, Resolusi Biasa telah dicadangkan di bawah Agenda 7, jika diluluskan, akan memberikan kuasa kepada para Pengarah untuk menerbitkan saham biasa Syarikat tidak melebihi 10% daripada modal terbitan Syarikat pada waktu tersebut, dengan tujuan pada pertimbangan para Pengarah adalah untuk kepentingan Syarikat, tertakluk kepada pematuhan peraturan pihak berkuasa berkenaan. Kuasa ini akan, kecuali dimansuhkan atau diubah oleh Syarikat di dalam Mesyuarat Agung, tamat pada mesyuarat agung tahunan akan datang.

Cadangan Pindaan kepada Tatacara Pertubuhan Syarikat

Cadangan pindaan berkenaan akan membawa Tatacara Pertubuhan Syarikat sejajar dengan pindaan kepada Peraturan Penyenaian Bursa Securities. Sila rujuk Appendix 1 untuk butiran lanjut.

Statement Accompanying The Notice of Annual General Meeting

The Directors retiring by rotation pursuant to Article 114 of the Company's Article of Association and are seeking for re-election at the 42nd Annual General of the Company are:-

- Y. Bhg. Dato' Senara Muda (Dato' Mazlan @ Mohd Nanri Bin Hashim)
- Y. Bhg. Dato' Haji Awi @ Alwi Bin Said
- Tuan Haji Abd. Jalil Bin Ali

The respective profile and other Disclosure requirements of the above Directors are set out in the Profile of the board of Directors on page 12, 11 and 16 of the Annual Report. Details of Attendance of Board Meetings are disclosed on page 32 of the Annual Report.

General Meeting held during the financial year ended 31 December 2006

41st Annual General Meeting, held on 19 June 2006 at 11.00 a.m. at Dewan Perhentian, Level 3, Grand Continental Hotel, Jalan Sultan Zainal Abidin, Daerah 8, 20000 Kuala Terengganu, Terengganu Darul Iman

penyata mengiringi notis mesyuarat agung tahunan

Pengarah-pengarah yang akan bersara secara giliran menurut Artikel 114, Tatacara Pertubuhan Syarikat dan menawarkan diri untuk perlantikan semula di Mesyuarat Agung Tahunan Ke-42 adalah:-

- *Y. Bhg. Dato' Senara Muda (Dato' Mazlan @ Mohd Nanri Bin Hashim)*
- *Y. Bhg. Dato' Haji Awi @ Alwi Bin Said*
- *Tuan Haji Abd. Jalil Bin Ali*

Profil dan lain-lain Keperluan pemberitahuan Pengarah-pengarah tersebut diatas dinyatakan dalam Profil Lembaga Pengarah di halaman 12, 11 dan 16 Laporan Tahunan. Butir-butir kehadiran di Mesyuarat Lembaga Pengarah pula dinyatakan di halaman 38 Laporan Tahunan.

Mesyuarat agung yang diadakan pada sepanjang tahun kewangan berakhir 31 Disember 2006

Mesyuarat Agung Tahunan ke-41, diadakan pada 19 Jun 2006, jam 11.00 a.m. bertempat di Dewan Perhentian, Aras 3, Hotel Grand Continental, Jalan Sultan Zainal Abidin, Daerah 8, 20000 Kuala Terengganu, Terengganu Darul Iman

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Mukasurat Ini Sengaja Dikosongkan

Notes:

1. A member of the Company entitled to attend and vote at the meeting is entitled to appoint a proxy to attend and vote in his stead. A proxy need not be a member of the Company.
2. The instrument appointing a proxy shall be in writing under the hand of the appointor or of his attorney duly authorised in writing, or, if the appointor is a corporation, either under the common seal, or under the hand of an officer or attorney duly authorised.
3. The instrument appointing a proxy and the power of attorney or other authority, if any, under which it is signed or a notarially certified copy of such power or authority, shall be deposited at the Registered Office of the Company at Aras 5, Bangunan UMNO Terengganu, Lot 3224, Jalan Masjid Abidin, 20100 Kuala Terengganu, Terengganu Darul Iman not less than 48 hours before the time for holding the Meeting or adjourned meeting at which the person named in the instrument proposes to vote, or in the case of the poll, not less than 24 hours before the time appointed for the taking of the poll, and in default the instrument of proxy shall not be treated as valid.
4. Where a member is an authorised nominee as defined under the Securities Industry (Central Depositories) Act 1991, it may appoint at least one proxy in respect of each securities account it holds with ordinary shares of the Company standing to the credit of the said securities account.
5. If this Proxy Form is signed under the hand of an officer duly authorised, it should be accompanied by a statement reading "signed as authorised officer under Authorisation Document which is still in force, no notice of revocation having been received". If this Proxy Form is signed under the attorney duly appointed under a power of attorney, it should be accompanied by a statement reading "signed under Power of Attorney which is still in force, no notice of revocation having been received". A copy of the Authorisation Document or the Power of Attorney, which should be valid in accordance with the laws of the jurisdiction in which it was created and is exercised, should be enclosed in this Proxy Form.

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Affix
Stamp

TDM BERHAD (6265-P)

Aras 5, Bangunan UMNO Terengganu
Lot 3224, Jalan Masjid Abidin
20100 Kuala Terengganu
Terengganu Darul Iman

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No. Akaun CDS

Saya/Kami _____
 [nama seperti tertera di kad pengenalan (KP)/ Passport/ Sijil Penubuhan Syarikat dalam huruf besar]

NO. KP BARU. _____ NO. KP LAMA. _____

NO. PASSPORT. _____ NO. SYARIKAT. _____

dari _____

_____ (alamat penuh)

sebagai Ahli/ Ahli-ahli **TDM BERHAD**, dengan ini melantik _____
 (nama seperti tertera di KP/ Passport dalam huruf besar)

NO. KP BARU. _____ NO. KP LAMA. _____ NO. PASSPORT. _____

dari _____

_____ (alamat penuh)

atau sekiranya beliau tidak dapat hadir, _____
 (nama seperti tertera di KP/ Passport dalam huruf besar)

NO. KP BARU. _____ NO. KP LAMA. _____ NO. PASSPORT _____

dari _____

_____ (alamat penuh)

atau sekiranya beliau tidak dapat hadir, Pengerusi Syarikat sebagai proksi saya/kami untuk mengundi bagi pihak saya/kami di Mesyuarat Agung Tahunan Keempat Puluh Dua yang akan diadakan di Bilik 1 Marina, Tingkat 2, The Heritage Bay Club Marina & Resort, Pulau Duyong, 21300 Kuala Terengganu, Terengganu Darul Iman pada hari Selasa, 19 Jun 2007, jam 10:00 pagi; atau disebarang penangguhannya.

My/Our proxy/proxies is/are to vote as indicated below:

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

	RESOLUSI		SOKONG	BANTAH
1.	Menerima Penyata Kewangan yang telah Diaudit bagi tahun kewangan berakhir 31 Disember 2006 berserta Laporan Pengarah dan Juruaudit.	Resolusi 1		
2.	Meluluskan bayaran yuran Pengarah-pengarah.	Resolusi 2		
3.	Perlantikan semula Y. Bhg. Dato' Senara Muda (Dato' Mazlan @ Mohd Nanri bin Hashim) menurut Artikel 114.	Resolusi 3		
4.	Perlantikan semula Y. Bhg. Dato' Haji Awi @ Alwi bin Said menurut Artikel 114.	Resolusi 4		
5.	Perlantikan semula Tuan Haji Abd. Jalil bin Ali menurut Artikel 114.	Resolusi 5		
6.	Meluluskan bayaran dividen akhir sebanyak 2 sen bersih sesaham biasa bagi tahun kewangan berakhir 31 Disember 2006.	Resolusi 6		
7.	Perlantikan semula Tetuan Ernst & Young sebagai Juruaudit dan memberi kuasa kepada Pengarah-pengarah untuk menetapkan bayaran khidmat mereka.	Resolusi 7		
8.	Urusan Khas: Kuasa menurut Seksyen 132D, Akta Syarikat, 1965 untuk Pengarah-pengarah menerbitkan saham.	Resolusi 8		
9.	Resolusi Khas: Cadangan pindaan kepadaTatacara Pertubuhan Syarikat.	Resolusi Khas 1		

 Tandatangan / Cop Mohor Rasmi

Bilangan Pegangan Saham : _____

Tarikh : _____

Bagi perlantikan dua orang proksi, peratus pecahan saham yang diwakili setiap proksi:

Bilangan Saham _____ Peratus _____%

Proksi 1 _____%

Proksi 2 _____%

100%

Nota-nota:

1. Seseorang ahli Syarikat yang berhak menghadiri dan mengundi di mesyuarat berhak melantik proksi untuk menghadiri dan mengundi bagi pihaknya. Proksi tidak semestinya ahli syarikat.
2. Suratcara perlantikan proksi hendaklah dibuat secara bertulis oleh orang yang melantik atau peguam beliau yang diberi kuasa secara bertulis, atau sekiranya yang melantik itu ialah sebuah perbadanan, sama ada dimeterai dengan mohor rasmi atau ditandatangani oleh pelantik atau peguamnya yang diberi kuasa sedemikian.
3. Suratcara perlantikan proksi dan suratcara pemberian kuasa tersebut, jika ada, hendaklah diserahkan ke Pejabat Berdaftar Syarikat yang beralamat di Aras 5, Bangunan UMNO Terengganu, Lot 3224, Jalan Masjid Abidin, 20100 Kuala Terengganu, Terengganu Darul Iman, tidak lewat daripada 48 jam sebelum masa yang ditetapkan untuk mengadakan mesyuarat ini atau sebarang penangguhannya, atau sekiranya secara kiraan undi, tidak lewat dari 24 jam sebelum masa di ambil untuk membuat pengundian, dan jika gagal, suratcara perlantikan proksi akan dianggap tidak sah.
4. Sekiranya ahli Syarikat adalah penama yang diberi kuasa seperti yang dimaksudkan dibawah Akta Industri Sekuriti (Depositori Pusat) 1991, beliau berhak melantik sekurang-kurangnya satu proksi bagi setiap akaun sekuriti saham biasa yang dipegang di dalam Syarikat mengikut kredit akaun sekuriti tersebut.
5. Jika borang proksi ini dibuat secara bertulis oleh pelantik yang diberikuasa, ia harus diiringi dengan kenyataan yang berbunyi " ditandatangani oleh pelantik yang berkuasa di bawah Dokumen Pemberikuasaan yang masih berkuatkuasa, dimana tiada notis pemansuhana diterima". Jika borang proksi ini ditandatangani oleh wakil di bawah Surat Kuasa Wakil, ia harus diiringi dengan kenyataan yang berbunyi " ditandatangani di bawah Surat Kuasa Wakil yang masih berkuatkuasa, dimana tiada notis pemansuhan diterima". Sesalinan Dokumen Pemberikuasaan atau Surat Kuasa Wakil yang sah menurut undang-undang di bawah bidang kuasa di mana ianya dibuat dan dilaksanakan, haruslah dilampirkan bersama borang proksi ini.

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Setem

TDM BERHAD (6265-P)

Aras 5, Bangunan UMNO Terengganu
Lot 3224, Jalan Masjid Abidin
20100 Kuala Terengganu
Terengganu Darul Iman

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www.tdmberhad.com.my

Aras 5, Bangunan UMNO Terengganu
Lot 3224, Jalan Masjid Abidin,
20100 Kuala Terengganu
Terengganu Darul Iman
Tel : 09 620 4800 Fax : 09 620 4803