

## DIRECTOR PROFILE

profil pengarah



**Y. BHG. DATO' HAJI WAN HISHAM  
BIN DATO' WAN SALLEH**

Non-Independent Non-Executive Director  
*pengarah bukan bebas bukan eksekutif*

Chairman  
*pengerusi*

Y. Bhg. Dato' Haji Wan Hisham bin Dato' Wan Salleh, a Malaysian, aged 52, is Chairman of TDM Berhad.

He studied at University of East Anglia, Norwich, United Kingdom, where he obtained an Honors Bachelor Degree in Economic.

Y. Bhg. Dato' Haji Wan Hisham was appointed to the board on 15 April 2004 and served as Chairman since then. He is also the member of the Nomination and Remuneration committee.

He has 25 years of working experience in the construction and property development industry which included position as Chairman of GPQ Sdn. Bhd. and Director of Udabina Sdn. Bhd. He has previously served as Chairman of the Infrastructure Development, Public Utilities and Communications Committee for the Terengganu State Government.

He was 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. Bhg. Dato' Haji Wan Hisham does not have any family relationship with any director and / or major shareholder of company, and has no conflict of interest which involves the company and / or its subsidiary companies. He has not been convicted for any offences within the past ten years.

*Y. Bhg. Dato' Haji Wan Hisham bin Dato' Wan Salleh, warganegara Malaysia, berusia 52 tahun adalah merupakan Pengerusi TDM Berhad.*

*Beliau mengikuti pengajian di University of East Anglia, Norwich, United Kingdom dimana beliau telah memperolehi Ijazah Sarjana Muda (Kepujian) Ekonomi.*

*Y. Bhg. Dato' Haji Wan Hisham telah dilantik menganggotai Lembaga Pengarah pada 15 April 2004 dan terus memegang jawatan sebagai Pengerusi bermula dari tarikh tersebut. Beliau juga merupakan ahli Jawatankuasa Pemilihan dan Imbuan.*

*Beliau mempunyai pengalaman selama 25 tahun di dalam industri pembinaan serta pembangunan hartanah dan merupakan Pengerusi GPQ Sdn. Bhd dan Pengarah Udabina Sdn. Bhd. Beliau pernah memegang jawatan sebagai Pengerusi Jawatankuasa Pembangunan Infrastruktur, Kemudahan Awam dan Komunikasi untuk Kerajaan Negeri Terengganu.*

*Beliau 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 dimana acara tersebut merupakan sebahagian Kejohanan Perlumbaan Kapal Layar bertaraf Dunia.*

*Y. Bhg. Dato' Haji Wan Hisham tidak mempunyai sebarang saham atau kepentingan di dalam Syarikat dan mana-mana Syarikat di dalam kumpulan. Beliau tiada sebarang pertalian 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.*

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Y. Bhg. Dato' Haji Awl @ Alwi bin Said, a Malaysian, aged 60, is the Executive Director of TDM Berhad.

He Graduated with Bachelor of Arts (honors) from the University of Malaya. First appointed director of the Company on 27 April 2004.

He has 31 years of working experiences in KETENGAH, which held various positions including as an Administrative Officer and Chief Executive Officer or General Manager. In KETENGAH, he was responsible in the restructuring of its subsidiary companies and still remains on the board of some of these companies.

Y. Bhg Dato' Haji Alwi also served as an Administrative and Diplomatic Service and Administrative Officer in Felda.

Y. Bhg Dato' Haji Alwi does not have any family relationship with any director and / or major shareholder of company, and has no conflict of interest which involves the company and / or its subsidiary companies. He has not been convicted for any offences within the past ten years.

*Y. Bhg. Dato' Haji Awl @ Alwi bin Said, warganegara Malaysia, berusia 60 tahun adalah merupakan Pengarah Eksekutif TDM Berhad.*

*Beliau adalah pemegang Ijazah Sarjana Muda (Kepujian) Kesusasteraan dari Universiti Malaya. Beliau dilantik sebagai Pengarah Syarikat pada 27 April 2004.*

*Beliau mempunyai pengalaman berkhidmat selama 31 tahun di KETENGAH dan telah menyanggah pelbagai jawatan termasuk sebagai Pegawai Tadbir dan Ketua Pegawai Eksekutif atau Pengurus Besar. Semasa di KETENGAH, beliau turut bertanggungjawab membantu penstrukturan semula syarikat-syarikat anak KETENGAH dan sehingga kini masih kekal menganggotai lembaga pengarah beberapa syarikat-syarikat anak tersebut.*

*Y. Bhg. Dato' Haji Alwi seterusnya turut berkhidmat di Felda dengan memegang jawatan sebagai Pegawai Tadbir dan Diplomatik serta Pegawai Pentadbiran.*

*Y. Bhg. Dato' Haji Alwi tidak mempunyai sebarang saham atau kepentingan di dalam Syarikat dan mana-mana Syarikat di dalam kumpulan. Beliau tiada sebarang pertalian 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*

## DIRECTOR PROFILE

profil pengarah



**Y. BHG. DATO' SENARA MUDA**  
( DATO' MAZLAN @ MOHD NANRI  
BIN HASHIM )

Senior Independent Non-Executive Director  
*pengarah bebas bukan eksekutif kanan*

Y. Bhg. Dato' Senara Muda Dato' Mazlan, is Malaysian, aged 64, is the Senior Independent Non-Executive Director of TDM Berhad.

He graduated with a Bachelor Degree in Economics from University of Malaya, and with a Master Degree in Public Policy and Administration from the University of Wisconsin, United States of America.

First appointed director of the company on 8 February 2000 as Non-Independent Non-Executive Director and re-appointed as an Independent Non-Executive Director on 15 April 2004. He sits as Chairman of the Nomination and Remuneration Committee and also a member of the Audit Committee on 15 April 2004.

Currently, he is on the Board of two other public companies namely Golden Pharos Berhad and Permodalan Terengganu Berhad.

Y. Bhg. Dato' Senara Muda Dato' Mazlan was the Principal Assistant Secretary for the Ministry of Finance, Director of the Terengganu State Economic Planning Unit, the State Financial Officer and the State Secretary of the State Government of Terengganu.

Y. Bhg. Dato' Senara Muda Dato' Mazlan does not have any family relationship with any director and / or major shareholder of company, and has no conflict of interest which involves the company and / or its subsidiary companies. He has not been convicted for any offences within the past ten years.

*Y. Bhg. Dato' Senara Muda Dato' Mazlan, warganegara Malaysia, berusia 64 tahun merupakan Pengarah Bebas Bukan Eksekutif Kanan TDM Berhad.*

*Beliau memiliki Ijazah Sarjana Muda (Kepujian) Ekonomi dari Universiti Malaya dan Ijazah Sarjana Polisi Awam dan Pentadbiran dari University of Wisconsin, Amerika Syarikat.*

*Mula dilantik sebagai Pengarah Bukan Bebas Bukan Eksekutif Syarikat pada 8 Februari 2000 dan dilantik semula sebagai Pengarah Bebas Bukan Eksekutif pada 15 April 2004. Beliau merupakan Pengerusi Jawatankuasa Pemilihan dan Imbuan serta turut dilantik sebagai ahli Jawatankuasa Audit pada 15 April 2004.*

*Kini, beliau juga menganggotai Lembaga Pengarah dua syarikat awam yang lain iaitu Golden Pharos Berhad dan Permodalan Terengganu Berhad.*

*Y. Bhg. Dato' Senara Muda Dato' Mazlan sebelum ini pernah menyandang jawatan Timbalan Setiausaha Utama Kementerian Kewangan, Pengarah Unit Perancangan Ekonomi Negeri Terengganu, Pegawai Kewangan Negeri 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 pertalian 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.*

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Y. Bhg Dato' Haji Wan Zakaria bin Abdul Rahman, a Malaysian, aged 64, is Independent Non-Executive Director TDM Berhad.

He is a graduate in Malay Studies from the University of Malaya. He was appointed to the Board on 15 April 2004 and also a member of Audit Committee and the Nomination and Remuneration Committee.

Y. Bhg. Dato' Haji Wan Zakaria had previously served in the Terengganu State Civil Service, as the political Secretary to the Terengganu Chief Minister and as an Executive Committee member in the Terengganu State of Government.

Presently, Y. Bhg. Dato' Haji Wan Zakaria holds the position of Chairman of State Farmers Association and Jasa Marine Sdn. Bhd. and a board member of TH Plantations Berhad.

Y. Bhg. Dato' Haji Wan Zakaria does not have any family relationship with any director and / or major shareholder of company, and has no conflict of interest which involves the company and / or its subsidiary companies. He has not been convicted for any offences within the past ten years.

*Y. Bhg. Dato' Haji Wan Zakaria bin Abdul Rahman, warganegara Malaysia, berusia 64 tahun, merupakan Pengarah Bebas Bukan Eksekutif TDM Berhad.*

*Beliau adalah graduan Kesusasteraan Melayu dari Universiti Malaya. Beliau telah dilantik sebagai ahli Lembaga Pengarah, ahli Jawatankuasa Audit dan ahli Jawatankuasa Pemilihan dan Imbuhan pada 15 April 2004.*

*Y. Bhg. Dato' Haji Wan Zakaria pernah berkhidmat didalam Perkhidmatan Awam Kerajaan Terengganu sebagai Setiausaha Politik kepada Menteri Besar Terengganu dan ahli Jawatankuasa Eksekutif Kerajaan Negeri Terengganu.*

*Kini, Y. Bhg. Dato' Haji Wan Zakaria memegang jawatan Pengerusi Persatuan Peladang Negeri dan Jasa Marine Sdn Bhd serta turut menganggotai Lembaga Pengarah TH Plantations Berhad.*

*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 pertalian 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 ABD RAHMAN.**

Independent Non-Executive Director  
*pengarah bebas bukan eksekutif*

## DIRECTOR PROFILE

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**YB DATO' HAJI MOHTAR  
BIN NONG**

Non-Independent Non-Executive Director  
*pengarah bukan bebas bukan eksekutif*

YB Dato' Haji Mohtar bin Nong, a Malaysian, aged 54, is the Non-Independent Non- Executive Director of TDM Berhad.

YB Dato' Haji Mohtar graduated with a Bachelor Degree in Economic from University Kebangsaan Malaysia and a Master in Business Administration from Dubuque University, Iowa, United State of America.

In 1977, he joined the Terengganu state Government and served various positions including as the General Manager for Yayasan Pembangunan Usahawan Terengganu in year 2000.

He is currently the state's Secretary of Terengganu and he also sits on the boards of several public companies including Permodalan Terengganu Berhad, Wellcall Holdings Berhad and Astino Berhad.

First appointed director of TDM on 29 September 2004 as Non-Independent Non-Executive Director.

YB Dato' Haji Mohtar does not have any family relationship with any director and / or major shareholder of company, and has no conflict of interest which involves the company and / or its subsidiary companies. He has not been convicted for any offences within the past ten years.

*YB Dato' Haji Mohtar bin Nong, warganegara Malaysia, berusia 54 tahun, adalah Pengarah Bukan Bebas Bukan Eksekutif TDM Berhad.*

*YB Dato' Haji Mohtar memiliki Ijazah Sarjana Muda (Kepujian) Ekonomi dari Universiti Kebangsaan Malaysia dan Ijazah Sarjana Pentadbiran Perniagaan dari Dubuque University, Iowa, Amerika Syarikat.*

*Pada tahun 1977, beliau telah menyertai Kerajaan Negeri Terengganu dimana beliau telah memegang pelbagai jawatan termasuk sebagai Pengurus Besar Yayasan Pembangunan Usahawan Terengganu dalam tahun 2000.*

*Kini, beliau merupakan Setiausaha Kerajaan Negeri Terengganu serta menganggotai Lembaga Pengarah beberapa syarikat awam termasuk Permodalan Terengganu Berhad, Wellcall Holdings Berhad dan Astino Berhad.*

*Mula dilantik sebagai Pengarah TDM pada 29 September 2004 sebagai Pengarah Bukan Bebas Bukan Eksekutif.*

*YB Dato' Haji Mohtar tidak mempunyai sebarang saham atau kepentingan di dalam Syarikat dan mana-mana Syarikat di dalam kumpulan. Beliau tiada sebarang pertalian 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.*

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Tuan Haji Abd. Jalil bin Ali, a Malaysian, aged 68, is Independent Non-Executive Director TDM Berhad.

Tuan Haji Abd. Jalil is a member of the Malaysian Institute of Accountant (MIA) and the Malaysian Institute of Certified Public Accountants (MICPA).

He has vast experience in corporate financing, being an Accountant in the Terengganu State Economic Development Corporation, an Accountant in Malayawata Steel Berhad and is currently in public practice.

First appointed director of TDM on 28 January 2003 and he is currently a Chairman of Audit Committee.

Tuan Haji Abd. Jalil does not have any family relationship with any director and / or major shareholder of company, and has no conflict of interest which involves the company and / or its subsidiary companies. He has not been convicted for any offences within the past ten years.

*Tuan Haji Abd. Jalil bin Ali, warganegara Malaysia, berusia 68 tahun adalah Pengarah Bebas Bukan Eksekutif TDM Berhad.*

*Tuan Haji Abd. Jalil merupakan ahli Institut Perakaunan Malaysia (MIA) dan Institut Akauntan Awam Bertauliah Malaysia (MICPA).*

*Beliau mempunyai pengalaman kerja yang luas didalam kewangan korporat, berkhidmat sebagai Akauntan di Perbadanan Memajukan Ekonomi Negeri Terengganu, Akauntan di Malayawata Steel Berhad dan kini didalam praktis awam.*

*Beliau telah dilantik sebagai Pengarah TDM pada 28 Januari 2003 dan merupakan Pengerusi Jawatankuasa Audit.*

*Tuan Haji Abd. Jalil tidak mempunyai sebarang saham atau kepentingan di dalam Syarikat dan mana-mana Syarikat di dalam kumpulan. Beliau tiada sebarang pertalian 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.*



**TUAN HAJI ABD. JALIL BIN ALI**

Independent Non-Executive Director  
*pengarah bebas bukan eksekutif*

## DIRECTOR PROFILE

profil pengarah



**Y. BHG. DATO' HAJI ZAKARIA  
BIN AWANG**

Non-Independent Non-Executive Director  
*pengarah bukan bebas bukan eksekutif*

Y. Bhg. Dato' Haji Zakaria bin Awang, a Malaysian, aged 55, is Non-Independent Non-Executive Director of TDM Berhad.

He graduated with a Bachelor Degree Social Sciences (Economics) and Master of OXCEL in Business Administration (Oxford, U.K.). He had served in various private companies including 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).

First appointed director of the Company on 15 April 2004. He is presently the General Manager of Terengganu State Economic Development Corporation.

Y. Bhg. Dato' Haji Zakaria does not have any family relationship with any director and / or major shareholder of company, and has no conflict of interest which involves the company and / or its subsidiary companies. He has not been convicted for any offences within the past ten years.

*Y. Bhg. Dato' Haji Zakaria bin Awang, warganegara Malaysia, berusia 55 tahun, merupakan Pengarah Bukan Bebas Bukan Eksekutif TDM Berhad.*

*Beliau memiliki Ijazah Sarjana Muda (Kepujian) Sains Sosial (Ekonomi) dan Ijazah Sarjana OXCEL dalam Pentabiran Perniagaan (Oxford, U.K.). Beliau telah berkhidmat di pelbagai syarikat swasta termasuk menyandang jawatan sebagai Timbalan Pengarah Unit Perancangan Ekonomi Negeri Terengganu (UPEN), Pengarah Urusan di Pesama Timber Corporation (syarikat anak PMINT) dan Pengarah Eksekutif GPQ Sdn. Bhd. (syarikat anak PMINT).*

*Beliau mula dilantik sebagai Pengarah Syarikat pada 15 April 2004. Beliau sekarang merupakan Pengurus Besar Perbadanan Memajukan Iktisad Negeri Terengganu ("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 pertalian 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 PROFILE

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Encik Mohamad Abdul Halim bin Ahmad, a Malaysian, aged 48, is Independent Non-Executive Director of TDM Berhad.

He graduated from Imperial College, University of London with a First Class Honors Degree in Civil Engineering. He holds 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.

Encik Mohamad Abdul Halim formerly served as Audit Trainee of Arthur Anderson & Co. (London Office) in 1982 and qualified as Chartered Accountant (ACA) in 1985. In 1986, he was transferred to Arthur Anderson & Co. Kuala Lumpur office. He joined Amanah Merchant Bank Berhad as its Senior Manager, Finance in 1987 and thereafter joined Landmarks Berhad as the General Manager of Finance in 1988.

He has been Managing Director of Saujana Resort (M) Berhad, Managing Director of Landmarks Berhad and Managing Director of CapitalLand Amanah Pte Ltd (a member of CapitalLand). He has also served on the Board of Saujana Consolidated Berhad.

He is currently a member of the Board of Saujana Resort (M) Berhad and is the Group Chief Executive Officer of Peremba (Malaysia) Sdn Bhd.

He was first appointed to the Board of TDM 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 does not have any family relationship with any director and/or major shareholder of company, and has no conflict of interest which involves the company and/or its subsidiary companies. 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*



 **DIRECTOR PROFILE**  
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*Encik Mohamad Abdul Halim bin Ahmad, warganegara Malaysia, berusia 48 tahun, adalah Pengarah Bebas Bukan Eksekutif TDM Berhad.*

*Beliau memperoleh Ijazah Sarjana Muda Kepujian Kelas Pertama Kejuruteraan Awam dari Imperial College-University of London. Beliau memiliki Keahlian Bersekutu City & Guilds Institute of Chartered Accountant (ACA), Institute of Chartered Accountants of England & Wales. Beliau juga merupakan ahli Institut Perakaunan Malaysia (MIA).*

*Encik Mohamad Abdul Halim pernah berkhidmat di Arthur Andersen & Co. (Cawangan London) sebagai Pelatih Audit dalam tahun 1982 dan berkecualan sebagai Akauntan Bertauliah pada tahun 1985. Beliau seterusnya ditukarkan ke Arthur Andersen & Co. Kuala Lumpur dalam tahun 1986. Beliau menyertai Amanah Merchant Bank Berhad sebagai Pengurus Kanan, Kewangan pada tahun 1987 dan seterusnya berkhidmat sebagai Pengurus Besar Kewangan di Landmarks Berhad pada tahun 1988.*

*Beliau pernah memegang jawatan sebagai Pengarah Urusan Saujana Resort (M) Berhad, Landmarks Berhad dan CapitalLand Amanah Pte Ltd (ahli syarikat CapitalLand). Beliau juga turut menganggotai Lembaga Pengarah Saujana Consolidated Berhad.*

*Kini, beliau merupakan ahli Lembaga Pengarah Saujana Resort (M) Berhad dan Ketua Pegawai Eksekutif Kumpulan Paremba (Malaysia) Sdn Bhd. Beliau telah menganggotai Lembaga Pengarah TDM sebagai Pengarah Bebas Bukan Eksekutif pada 22 November 2004. Beliau juga merupakan ahli Jawatankuasa Audit sejak 21 Februari 2005.*

*Encik Mohamad Abdul Halim tidak mempunyai sebarang saham atau kepentingan di dalam Syarikat dan mana-mana Syarikat di dalam kumpulan. Beliau tiada sebarang pertalian 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.*

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Professor Dr. Mohd Azmi Bin Mohd Lila, a Malaysian, aged 44 was appointed on 18 January 2008.

He obtained his degree in Doctor of Veterinary Medicine from UPM in 1988 and PhD in Virology/Immunology from University of Cambridge, United Kingdom in 1994. Later, he obtained Master of Business Administration (MBA) majoring in Finance (UPM, 2001) and Master of Law (LL.M) majoring in Business Law (IIUM, 2006).

Professor Dr. Mohd Azmi has an extensive experience in biotechnology and other disciplines of life sciences, including healthcare and livestock. He has been very active in R&D and innovation, and well known for handling of issues related to intellectual property, product commercialization, business development and investment. He has won many awards, locally and internationally, including Gold Medal at Geneva International Exhibition of Inventions and the Honouree Award for The Outstanding Young Malaysian Award (TQYM).

Currently, Professor Dr Mohd Azmi is attached to Malaysian Technology Development Corporation (MTDC) Sdn Bhd as Director/Head of Investment, and also served as a board Member (Non-Executive Director) of INS Bioscience Bhd.

Professor Dr. Mohd Azmi Bin Mohd Lila does not have any family relationship with any director and/or major shareholder of company, and has no conflict of interest which involves the company and/or its subsidiary companies. He has not been convicted for any offences within the past ten years.

*Professor Dr. Mohd Azmi bin Mohd Lila, warganegara Malaysia, berusia 44 tahun, telah dilantik pada 18 Januari 2008.*

*Beliau memperolehi Ijazah Sarjana Muda Doktor Perubatan Veterinar dari UPM pada tahun 1988 dan Doktor Falsafah dalam Virology / Immunology dari University of Cambridge, United Kingdom dalam tahun 1994. Kemudian, beliau memperolehi Ijazah Sarjana Pentadbiran Perniagaan pengkhususan Kewangan (UPM, 2001) dan Ijazah Sarjana Undang-Undang pengkhususan Undang-Undang Perniagaan (UIAM, 2006).*

*Beliau seorang yang berpengalaman luas dalam bioteknologi dan disiplin-disiplin lain berkaitan sains hayat, termasuk penjagaan kesihatan dan ternakan. Beliau juga sangat aktif dalam penyelidikan dan pembangunan (R&D) dan inovasi, serta amat dikenali dalam pengendalian isu-isu berkaitan harta intelek, pengkomersialan produk, pembangunan perniagaan dan pelaburan.*

*Beliau telah memenangi banyak anugerah, di peringkat Malaysia dan antarabangsa, termasuk Pingat Emas di Pameran Antarabangsa Reka Cipta di Geneva dan "Honouree Award for The Outstanding Young Malaysian Award (TOYM).*

*Pada masa ini, beliau adalah Pengarah/Ketua Bahagian Pelaburan di Malaysian Technology Development Corporation (MTDC) Sdn Bhd dan turut menganggotai Lembaga Pengarah (Pengarah Bukan Eksekutif) INS Bioscience Bhd.*

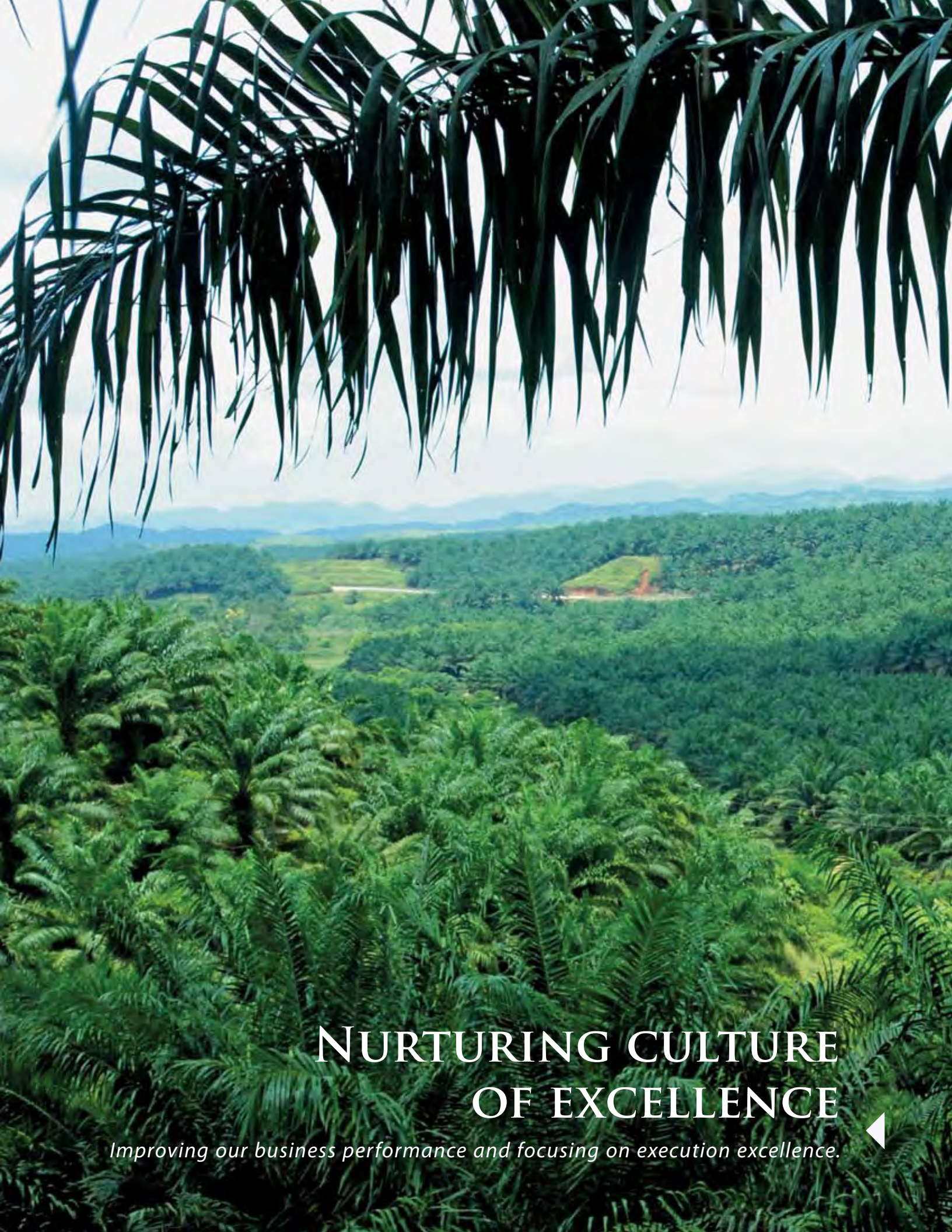
*Professor Dr. Mohd Azmi tidak mempunyai sebarang saham atau kepentingan di dalam Syarikat dan mana-mana Syarikat di dalam kumpulan. Beliau tiada sebarang pertalian kekeluargaan dengan lain-lain pengarah dan/atau pemegang saham besar Syarikat mahupun sebarang konflik kepentingan dengan Syarikat. Beliau juga tidak disabitkan dengan mana-mana kesalahan undang-undang dalam masa sepuluh tahun lepas.*



**PROFESSOR DR. MOHD AZMI BIN MOHD LILA**

Independent Non-Executive Director  
*pengarah bebas bukan eksekutif*

## ▶ CHAIRMAN STATEMENT



# NURTURING CULTURE OF EXCELLENCE

*Improving our business performance and focusing on execution excellence.*





## CHAIRMAN'S STATEMENT

penyata pengerasi

### **Dear Shareholders,**

On behalf of the Board of Directors, I am pleased to present the Forty-Third Annual Report and Audited Financial Statements of TDM Berhad for financial year ended 31 December 2007.

### **Financial Performance**

For the year in review, Group revenue was RM267.1 million, up 37.4% from RM194.5 million in 2006. Pre-tax profit of RM59.9 million was a 119% jump from RM27.3 million for the corresponding period last year. The better performance can be attributed to an increase in the average Fresh Fruit Bunches ("FFB") yield and higher Crude Palm Oil ("CPO") prices and, improved profitability from the healthcare division.

### ***Pemegang Saham Yang Dihargai,***

*Bagi pihak Lembaga Pengarah, saya dengan sukacitanya membentangkan Laporan Tahunan Keempat Puluh Tiga dan Penyata Kewangan Teraudit TDM Berhad bagi tahun kewangan berakhir 31 Disember 2007.*

### ***Prestasi Kewangan***

*Bagi tahun yang dilaporkan, Kumpulan memperoleh hasil berjumlah RM267.1 juta, iaitu kenaikan 37.4% berbanding RM194.5 juta pada 2006. Keuntungan sebelum cukai RM59.9 juta yang dicatatkan menandakan kenaikan 119% daripada RM27.3 juta berbanding tempoh yang sama tahun lepas. Prestasi lebih baik tersebut dicapai disebabkan oleh peningkatan hasil pulangan Tandan Buah Segar ("TBS"), harga Minyak Sawit Mentah ("MSM") yang lebih tinggi dan keuntungan lebih tinggi daripada Bahagian Penjagaan Kesihatan.*

## CHAIRMAN'S STATEMENT

penyata pengerusi



### **Plantation Division**

The Plantation Division recorded a profit of RM45.6 million, compared with RM16.1 million in the previous year, on the back of revenue of RM190.7 million (2006 : RM123.7 million). The upturn in performance was due to an increase in average FFB yield and CPO prices.

The former witnessed a 13% improvement in productivity, from 15.33 metric tonne per hectare in 2006 to 17.32 metric tonne per hectare last year giving a total FFB yield of 515,893 metric tonne, versus 459,870 metric tonne for the same period last year.

Higher CPO prices, which averaged at RM2,145 per metric tonne, also aided the division's performance. This was a 43% jump from the 2006 price level.

### ***Bahagian Perladangan***

*Bahagian Perladangan mencatatkan keuntungan RM45.6 juta berbanding RM16.1 juta pada tahun sebelumnya, berasaskan hasil RM190.7 juta (2006: RM123.7 juta). Prestasi lebih memberangsangkan ini disebabkan oleh peningkatan hasil pulangan purata TBS dan harga MSM.*

*Peningkatan produktiviti 13% dilaporkan bagi TBS, daripada 15.33 tan metrik sehektar pada 2006 kepada 17.32 tan metrik sehektar tahun lepas, menghasilkan pulangan TBS berjumlah 515,893 tan metrik berbanding 459,870 tan metrik pada tempoh yang sama tahun lepas.*

*Harga MSM yang lebih tinggi pada purata mencecah RM2,145 setan metrik, iaitu kenaikan 43% berbanding tahap harga 2006 juga membantu meningkatkan prestasi bahagian.*



## CHAIRMAN'S STATEMENT

penyata pengerusi



### Healthcare Division

The three medical centres under the Healthcare Division; Kelana Jaya Medical Centre, Kuantan Medical Centre and Kuala Terengganu Specialist Hospital, combined to notch up total revenue of RM42.4 million, up 35.7% from RM31.3 million. Profit at RM3.0 million was 423.1% higher than the losses of RM0.9 million reported for the same period last year. The turnaround shows that the many measures instituted in the previous year, in particular in the two older hospitals, to enhance efficiency towards better customer satisfaction and the expansion into broader medical specialists services, are bearing fruit. And at just a year and a half old, the Kuala Terengganu Specialist Hospital has already expanded to an additional wing and more services to meet increasing demand.

### Bahagian Penjagaan Kesihatan

*Tiga pusat perubatan di bawah kendalian Bahagian Penjagaan Kesihatan terdiri daripada Pusat Perubatan Kelana Jaya; Pusat Perubatan Kuantan dan Hospital Pakar Kuala Terengganu, yang secara teragabung mencatatkan hasil berjumlah RM42.4 juta, kenaikan 35.7% berbanding RM31.3 juta pada tahun sebelumnya. Keuntungan RM3.0 juta yang dicatat adalah 423.1% lebih tinggi daripada kerugian berbanding RM0.9 juta yang dilaporkan bagi tempoh yang sama tahun lepas. Pemulihan prestasi ini menunjukkan bahawa pelbagai langkah yang diambil pada tahun sebelumnya untuk meningkatkan kecekapan terutamanya di dua hospital sedia ada kini membuah hasil dengan memperbaiki kecekapan dan meningkatkan kepuasan pelanggan. Walaupun baru berusia satu setengah tahun, Hospital Pakar Kuala Terengganu telah menambah satu lagi sayap dan menyediakan lebih banyak perkhidmatan untuk memenuhi permintaan yang semakin meningkat.*

## CHAIRMAN'S STATEMENT

penyata pengerusi



### Food Division

The Food Division, with its focus on integrated poultry farming, managed to cut its losses down by 29.6% to RM3.2 million, compared with losses of RM4.6 million in the previous 12 months. Revenue was 13.7% higher at RM31.4 million, against RM27.6 million in 2006. The improved performance can be attributed to an improved in production yield and efficiency, cost reduction activities and changes in marketing strategies by selling higher value added and better product mix. The efforts and measures will continue to be taken to turn the division around.

### Bahagian Pemakanan

*Bahagian Makanan, yang memberi tumpuan terhadap penternakan ayam bersepadu, berjaya mengurangkan kerugian sebanyak 29.6% kepada RM3.2 juta, berbanding kerugian RM4.6 juta dalam tempoh 12 bulan lepas. Hasil RM31.4 juta yang diperolehi adalah 13.7% lebih tinggi berbanding RM27.6 juta pada 2006. Prestasi yang meningkat ini dicatat berasaskan peningkatan hasil pengeluaran dan efisiensi, aktiviti pengurangan kos dan perubahan dalam strategi pemasaran dengan menghasilkan nilai tambah lebih tinggi dan campuran produk yang lebih baik. Usaha dan langkah akan terus diambil untuk memulihkan prestasi bahagian ini.*





## CHAIRMAN'S STATEMENT

penyata pengerusi

### Employees' Welfare

The Group believes in investing in its employees, from their welfare and skills training and competency upgrades to ensuring that occupational health and safety ("OHS") are diligently practiced at work. Towards this end, in-house and external training remain an ongoing corporate commitment. The introduction of specialised management schemes such as the 'Six Sigma' programme has brought beneficial changes to employees and their working environment. To further enhance staff's managerial skills, a scholarship scheme whereby five scholarships will be provided annually for postgraduate studies is now on the drawing board.

In the area of our plantation workers' welfare and cognizant of their housing needs, RM4 million per year has been set aside for the next two years, for housing facilities to replace the current wooden abodes with modern infrastructure and amenities.

To encourage greater staff commitment and participation in the different businesses, an employees' share option scheme ("ESOS") was implemented in the first quarter of the new financial year, to enable eligible employees to subscribe for new ordinary shares in the company at a specified price.

### Kebajikan Kakitangan

*Kumpulan yakin bahawa pelaburan dalam kakitangannya akan membawa manfaat. Antara langkah yang diambil termasuk usaha menjaga kebajikan mereka, memberikan latihan kemahiran, menaik taraf kecekapan dan menjamin kesihatan dan keselamatan pekerjaan ("KKP") di tempat kerja. Untuk tujuan ini, komitmen terus diberikan terhadap latihan dalaman dan luar. Langkah memperkenalkan skim pengurusan khas seperti program 'Six Sigma' telah mencetus perubahan bermanfaat kepada kakitangan dan persekitaran kerja mereka. Untuk meningkatkan lagi kemahiran pengurusan kakitangan, skim biasiswa sedang disusun untuk menawarkan lima biasiswa setiap tahun untuk pengajian pasca siswazah.*

*Demi menjaga kebajikan pekerja-pekerja ladang, sebanyak RM4 juta setahun telah diperuntukkan dan akan disalurkan dalam tempoh dua tahun akan datang, untuk membina kemudahan perumahan bagi menggantikan rumah kayu dengan infrastruktur dan prasarana moden, kerana Kumpulan sedar kakitangan memerlukan kediaman yang lebih baik.*

*Untuk menggalakkan komitmen dan penyertaan lebih giat daripada kakitangan dalam perniagaan berbeza, skim opsyen saham kakitangan ("ESOS") telah dilaksanakan pada suku pertama tahun kewangan baru untuk membolehkan kakitangan yang layak melanggan saham biasa baru dalam syarikat pada harga yang ditetapkan.*



## CHAIRMAN'S STATEMENT

penyata pengerusi



### Dividends

The Board of Directors is pleased to recommend for shareholders' approval at the forthcoming 43rd Annual General Meeting, a final dividend of 5.5 sen net per ordinary share.

### Outlook for 2008

Currently, the Group have 3 core businesses i.e. plantation, healthcare and integrated poultry farming (food). However, the Group are continuing with the effort to further streamline the business. Eventually, the Group will exclusively focus on palm oil plantation and its related activities.

Despite the threat of a US recession, there is still strong demand for palm oil and the continued trend in the strong Crude Palm Oil prices bodes well for improved earnings from the division. In addition, we will actively seek opportunities, domestically and across borders, to expand our footprint towards achieving greater acreage and in the mid to long-term, higher yields.

For the Healthcare Division, all three hospitals will look to build on the improvements now in place to continue delivering efficient and quality services so as to stand out as the medical centre of choice in their respective community and the surrounding locales. With this objective in mind, the division should be able to further improve its profitability in the year ahead.

In tandem with the overall progress of the company, we will continue to seek measure to turnaround our food division. Barring any unforeseen circumstances, overall, we are confident 2008 will deliver better performances and results.



## CHAIRMAN'S STATEMENT

penyata pengerusi

### Dividen

Lembaga Pengarah dengan sukacitanya mengesyorkan pembayaran dividen akhir 5.5 sen bersih sesaham biasa untuk diluluskan pemegang saham di Mesyuarat Agung Tahunan Ke-43.

### Tinjauan bagi 2008

Pada masa ini, Kumpulan mempunyai 3 perniagaan teras iaitu perladangan, penjagaan kesihatan dan penternakan ayam bersepadu (makanan). Walaubagaimanapun, Kumpulan akan terus dengan usaha untuk memperkemarkan teras perniagaan Kumpulan. Akhirnya, Kumpulan akan memfokuskan secara eksklusif kepada perladangan kelapa sawit dan aktiviti berkaitan dengannya.

Walaupun arus kemelesetan mungkin melanda Amerika Syarikat, masih terdapat permintaan kukuh bagi minyak sawit dan trend harga Minyak Sawit Mentah yang tinggi merupakan perkembangan positif yang berpotensi menghasilkan keuntungan lebih tinggi bagi bahagian ini. Tambahan lagi, kami akan terus meneroka peluang di dalam dan luar negara untuk mengembangkan perniagaan sambil memperluas kawasan tanah dan juga mencatatkan pulangan lebih tinggi dalam jangka pertengahan hingga panjang.

Bagi Bahagian Penjagaan Kesihatan, ketiga-tiga hospital akan terus menambah baik operasi untuk memberikan perkhidmatan yang lebih cekap dan berkualiti supaya menjadi pusat perubatan pilihan masyarakat dan kawasan sekitar. Dengan memenuhi matlamat ini, bahagian tersebut akan dapat mempertingkatkan tahap keuntungannya pada tahun yang mendatang.

Seiring dengan kemajuan berterusan syarikat, kami akan terus berusaha untuk mengukuhkan operasi bahagian makanan kami.

Jika tiada aral, secara keseluruhan, kami yakin bahawa prestasi dan persembahan yang lebih baik dapat dicatatkan pada 2008.



## CHAIRMAN'S STATEMENT

penyata pengerusi

### Acknowledgements

On behalf of the Board, I would like to express our gratitude and appreciation to our shareholders, associates, the Terengganu State Government and relevant authorities and other stakeholders for their continued understanding, support and confidence in the Group.

To the management and staff, your dedication and hard work throughout the year is acknowledged and much appreciated.

And to my fellow Directors, thank you for your support and counsel.

### Pengiktirafan

*Bagi pihak Lembaga Pengarah, saya ingin merakamkan setinggi-tinggi penghargaan kepada para pemegang saham, rakan sekutu, Kerajaan Negeri Terengganu dan pihak berkuasa yang berkenaan dan juga pemegang kepentingan lain kerana keprihatinan, sokongan dan keyakinan mereka terhadap Kumpulan.*

*Kepada kakitangan dan pihak pengurusan, dedikasi dan kerja keras anda sepanjang tahun diikrifi dan amat dihargai.*

*Akhir sekali kepada rakan Pengarah saya, terima kasih kerana sokongan dan nasihat yang anda berikan.*



  
Y.Bhg. DATO' WAN HISHAM BIN DATO' WAN SALLEH  
Chairman

## FINANCIAL HIGHLIGHTS

fakta kewangan penting

### 2007: Significant Financial Improvement



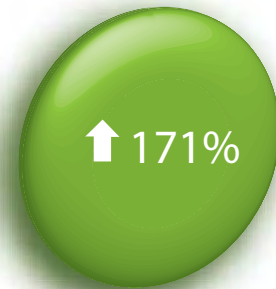
Revenue



Net Earnings



EPS



Gross Dividend

#### Five-Year Group Financial Highlights

	2003	2004	2005	2006	2007
Profit after tax (RM' Million)	16,524	15,645	16,440	15,972	39,731
Earnings per share (Sen)	6.94	7.00	7.69	7.18	17.71
Dividend per share - Gross (Sen)	-	-	-	2.74	*7.43
Total equity (RM' Million)	438,827	454,469	471,389	492,426	528,669
Minority interest (RM' Million)	6,619	7,166	7,521	8,009	15,853
Total assets (RM' Million)	676,002	758,169	737,988	766,628	790,966
Total liabilities (RM' Million)	237,175	303,700	266,599	274,202	262,297
Year-end closing share price (RM)	0.95	0.90	0.78	0.94	2.26

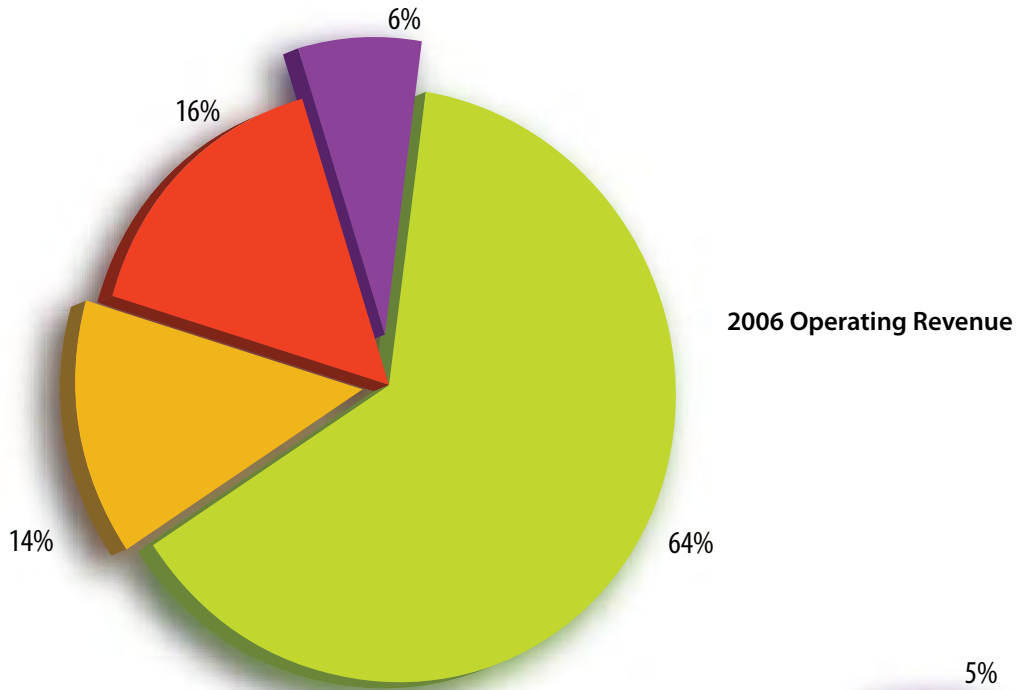
\*proposed

# FINANCIAL HIGHLIGHTS

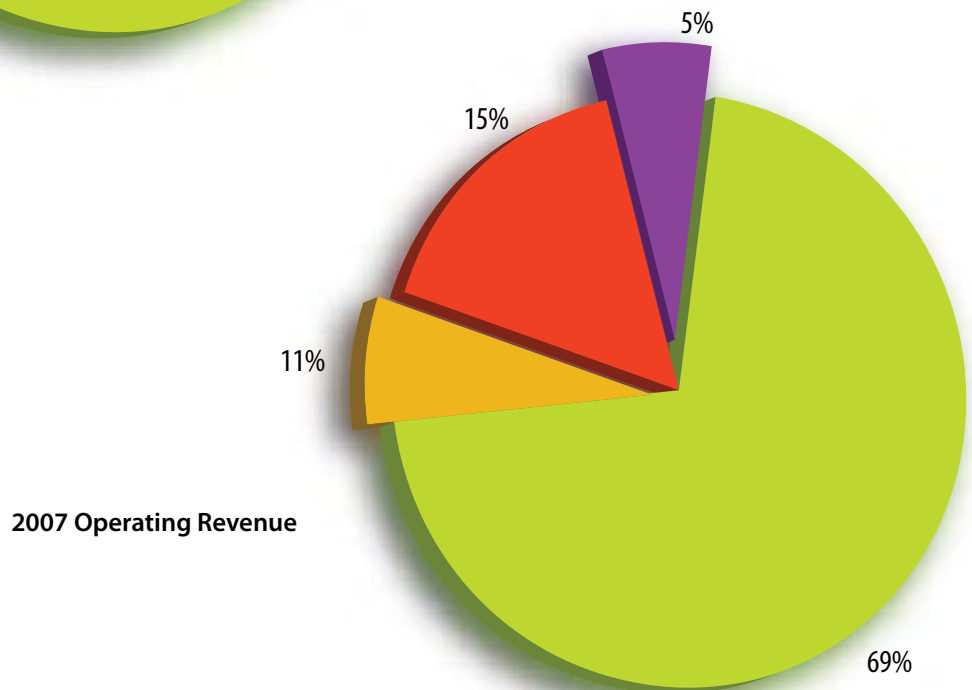
fakta kewangan penting



## Group Segmental Analysis



- Plantation
- Healthcare
- Food
- Other




**FINANCIAL HIGHLIGHTS**  
 fakta kewangan penting

## Statement of Value Added

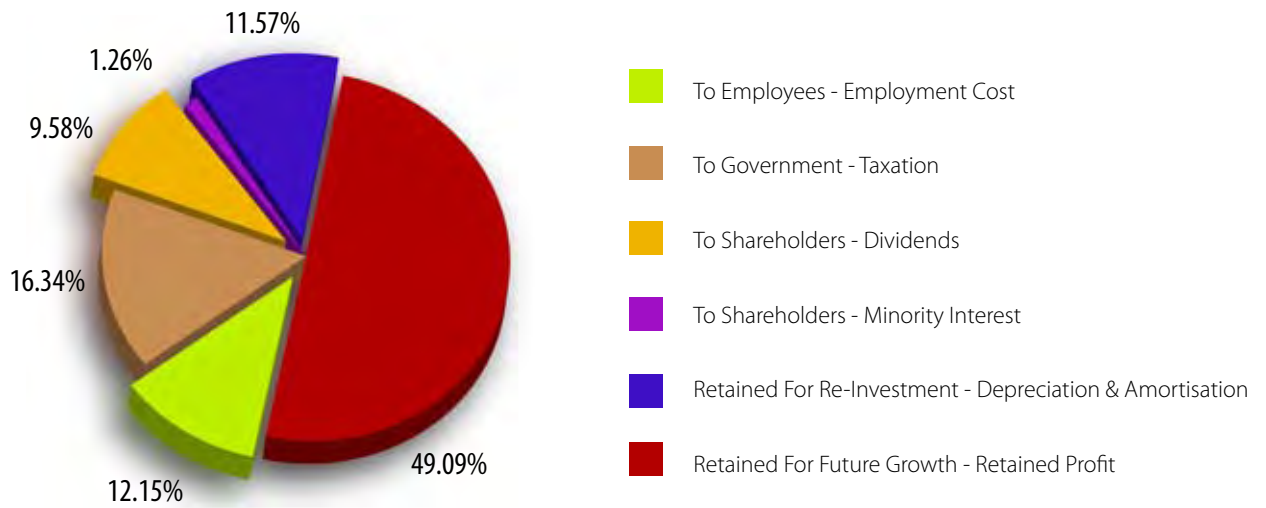
<b>Value Added</b>	<b>2007</b>
	<b>RM'000</b>
Revenue	267,127
Purchase of goods and services	(151,583)
Value added by the Group	115,544
Other operating income	8,644
Finance expense	(502)
<b>Value added available for distribution</b>	<b>123,686</b>
<b>Distribution</b>	
To Employees	
Employment cost	14,310
To Government	
Taxation	20,213
To Shareholders	
Dividends	*11,850
Minority interest	1,561
Retained for re-investment	
Depreciation / Amortisation	15,031
Retained for future growth	
Retained profit	60,721
<b>Total distributed</b>	<b>123,686</b>

\*proposed

# FINANCIAL HIGHLIGHTS

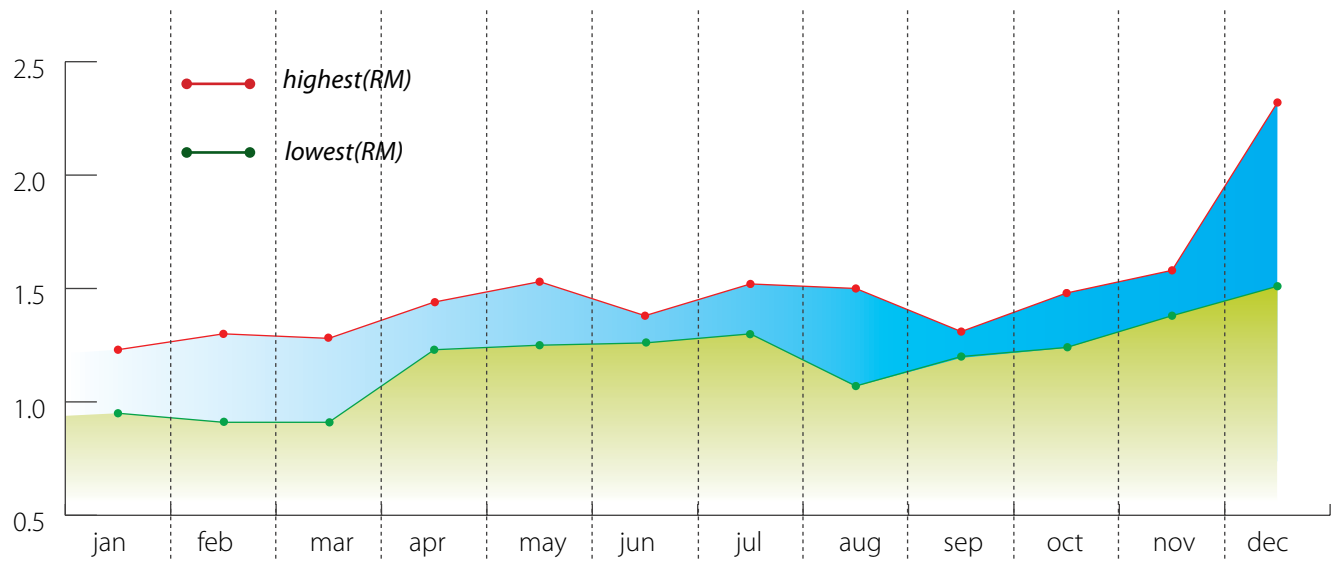
fakta kewangan penting

## Distribution of Value Added



## Share Price

### 2007 Monthly Highest-Lowest Share Price

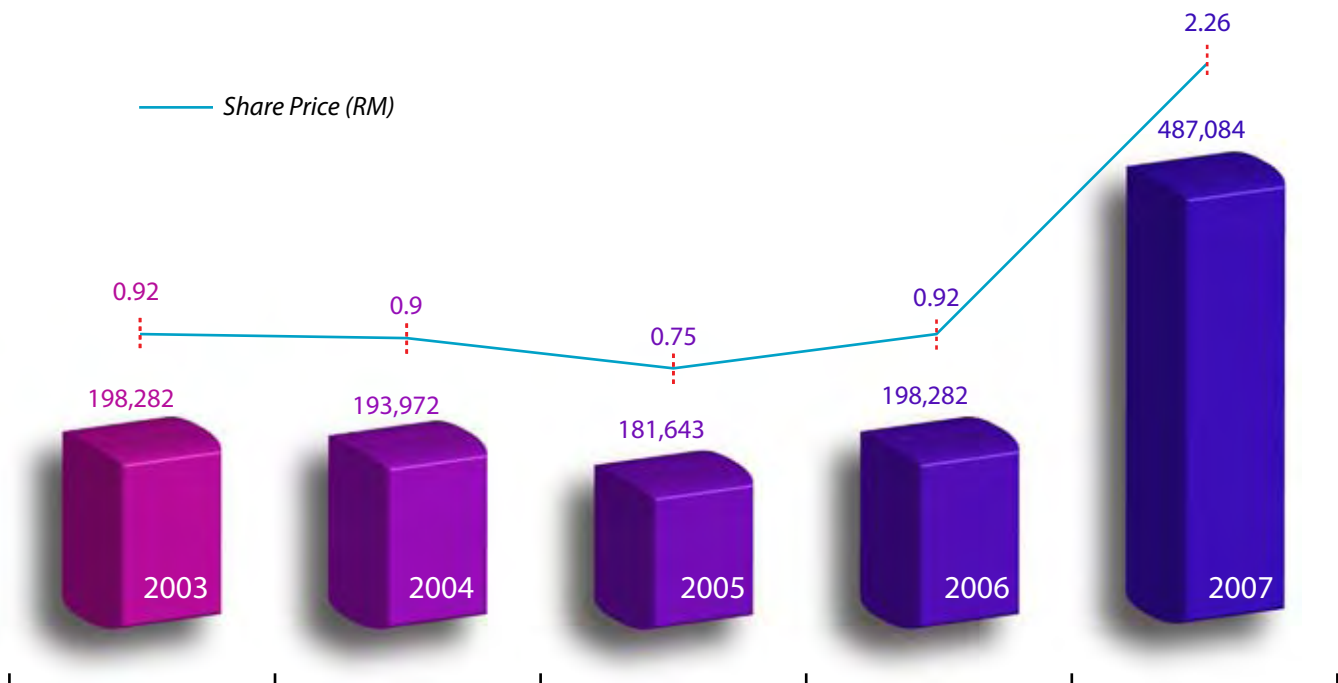




## FINANCIAL HIGHLIGHTS

fakta kewangan penting

### Market Capitalisation (RM'Million)



## BUSINESS REVIEW ◀

In a globalise and ever challenging economy, TDM Berhad has moved forward to enrich the communities and nurture the environment. Since its conception in 1965, TDM has soared into the millennium as a pioneering producer of crude palm oil and palm kernels in the country. The Group are concentrating on the three main divisions, mainly plantation, healthcare and food division.



### **Plantation Division**

Plantation Division is the core business of TDM Berhad and been planned for further expansion through acquisition of land, interactively. Our division has accumulated vast experience and expertise in the palm oil industry to propel the company into a leading plantation company with strong growth and long term returns through efficient and effective management.

In the effort to strive for growth and excellence in sustainable plantation business, we will always be diligent to pursue our strength and continuously improve our operations to increase efficiency and productivity. On top of this, we will also create an effective management culture where productivity and quality remains the corner stone of the company's. Besides, we will create a challenging and rewarding work environment to ensure a positive, productive and innovative organizational climate that encourage more actions and set the commitment to improve total quality of life and environment.

Our objective is to increase productivity by half and the land bank by more than percent in five year period (2008-2013) by developing and managing additional 40,000 hectares of plantation land bank. With the land acquisition, the volume of Fresh Fruit Branch (FFB) production will be reaching to approximately over 1,025,000 metric tone per year by 2013 onwards with turnover of over RM400 million and by 2020 projected FFB production at approximately 2,000,000 metric tone with turnover of over RM 1.4 billion.

## ► BUSINESS REVIEW

### Healthcare Division

The Healthcare Division now operates with three hospitals. Our hospitals are Kelana Jaya Medical Centre (KJMC) which located along the LDP (Damansara – Puchong Highway), Kuantan Medical Centre (KMC) which located in the heart of Kuantan Township and Kuala Terengganu Specialist Hospital (KTS) which situated at Jalan Kamaruddin, Kuala Terengganu.

The Healthcare Division is inspired by the twin aspirations of business interest and social responsibility, the board and staffs are dedicating themselves to provide specialist treatment and care of the patients. Our hospitals are equipped with the state-of-the-art facilities and equipment to ensure the customers' satisfaction.

We promise the "Service without Boundary" as all individuals will be treated equally, without prejudice of their economic status to the services rendered will be valued for money. The centers are equipped with dedicated medical personnel who provide services which include out-patient treatment for walk-in patients and minor procedures. Our emergency departments operate twenty-four (24) x seven (7) days and equipped with ambulance that responds to emergency as well as non-emergency calls.

We offer a full range of services ranging from the specialties of General Medicine, Paediatrics, Orthopaedics, General Surgery, Radiology, Obstetric and Gynaecology, ENT, Physiotherapy and Psychiatry. We also provide a comprehensive range of specialists from Physician, Paediatrician, Orthopaedic Surgeon, Radiologist, Obstetric and Gynaecologist and Urologist together with a wide range of supporting services for the benefit of its customers. We also offer a wide range of healthcare services from medical check-up to all types of surgeries.

Our division stands on a high quality care at an affordable price provided by the hospital. We believe in providing affordable services, in line with the government's call to reduce the price of healthcare. Work ethics has always been emphasized in each hospital and it is expected that we will prevail standing on this platform.

The secret to our division outstanding record is very much due to the exceptional level of human touch given by the medical team. Therefore, with the support of this dedicated and diligent management and operation staff, our division is expected to soar high in the healthcare industry in coming future.

## BUSINESS REVIEW ◀

### Food Division

TD Poultry was incorporated in Terengganu in 1995 as our food division arm. With the vision to be a well established group of companies in agro-based activities, TD Poultry is poised to take on the challenge to be a premier poultry in the East Coast Region.

One of the major tasks for TD Poultry is to establish and meet the demand for HALAL poultry meat in the local market. With the growing demands for HALAL meat supply in country, TD Poultry will surely emerge as the premier producer in the HALAL market.

TD Poultry forecasts its production to increase 300,000 birds per month by December 2008. Currently its production is 230,000 birds per month. By the end of 2009, TD Poultry plans to produce more than 500,000 birds per month for the local consumption.

Our goal is to produce chicken of the highest quality at competitive price. We continually seek to discover new and innovative ways to improve the quality and health of our livestock.



## ► PENILAIAN PERNIAGAAN

TDM Berhad kini melangkah kian maju ke hadapan dalam zaman yang serba mencabar untuk meningkatkan kualiti hidup komuniti dan memelihara alam sekitar. Sejak penubuhannya pada tahun 1965, TDM terus berkembang sebagai pelopor bagi membekalkan minyak sawit mentah dan isirong kelapa sawit di negara ini. Kami memberikan penumpuan terhadap tiga bidang utama iaitu Bahagian Perladangan, Bahagian Penjagaan Kesihatan dan Bahagian Pemakanan.

### **Bahagian Perladangan**

Bahagian Perladangan merupakan perniagaan teras bagi TDM Berhad dan telah merancang untuk melebarkan sayap melalui pemerolehan tanah secara interaktif. Kami mempunyai pengalaman dan kemahiran yang luas dalam industri kelapa sawit untuk meneraju ke arah sebuah syarikat perladangan yang memberikan pulangan dan kemajuan dalam jangka masa panjang dengan pengurusan yang cekap dan efektif. Memperbaharui dan merangka strategi bagi meningkatkan keberkesanan dan produktiviti. Kami juga mewujudkan budaya pengurusan efektif yang mengekalkan produktiviti dan kualiti sebagai teras dalam operasi syarikat. Selain daripada itu, kami turut mewujudkan suasana kerja yang mencabar dan dihargai bagi memastikan struktur organisasi yang positif, produktif dan inovatif yang dapat mendorong kepada peningkatan prestasi serta kualiti kehidupan dan alam sekitar.

Matlamat kami adalah untuk meningkatkan produktiviti dan bank tanah dua kali ganda dalam tempoh lima tahun (2005–2010) dengan membangunkan tambahan sebanyak 66,000 hektar bank tanah perladangan.

Dalam usaha ke arah kecemerlangan perniagaan perladangan yang mapan, kami sentiasa Minyak Sawit Mentah (MSM) dapat mencapai kira-kira 1,000,000 tan metrik setahun menjelang 2010 dengan pulangan melebihi RM250 juta, dan pada 2015 dianggarkan sebanyak 2,000,000 dengan pulangan melebihi RM500 juta.

### **Bahagian Penjagaan Kesihatan**

Bahagian Penjagaan Kesihatan kini beroperasi dengan tiga buah hospital iaitu Kelana Jaya Medical Centre (KJMC) yang terletak di LDP (Lebuhraya Damansara - Puchong), Kuantan Medical Centre (KMC) yang terletak di tengah Bandar Kuantan dan Kuala Terengganu Specialist Hospital (KTS) yang terletak di Jalan Kamaruddin, Kuala Terengganu.

Bahagian Penjagaan Kesihatan diinspirasikan atas keperluan perniagaan dan tanggungjawab sosial. Setiap pentadbir dan kakitangan memberikan rawatan dan penjagaan dengan penuh dedikasi. Hospital kami dilengkapi dengan kemudahan selengkapnya yang bertepatan dengan keperluan dan kepuasan pelanggan.

Kami menjanjikan "Perkhidmatan Tanpa Batasan" kerana setiap pelanggan akan menerima layanan sama rata tanpa mengira status ekonomi. Setiap hospital mempunyai kakitangan kesihatan yang menyediakan rawatan pesakit luar dan prosedur minor. Bahagian kecemasan kami beroperasi 24 jam sehari, tujuh hari seminggu dan dilengkapi dengan ambulans yang sentiasa bersedia menerima panggilan kecemasan atau bukan kecemasan.

Kami mempunyai pelbagai perkhidmatan dan pakar yang merangkumi Kesihatan Awam, Pediatriks, Orthopediks, Pembedahan Awam, Radiologi, Obstetrik dan Ginekologi, ENT, Fisioterapi, Psikiatrik dan ahli Urologi serta khidmat sokongan bagi pelanggan. Kami menawarkan khidmat penjagaan kesihatan yang merangkumi pemeriksaan kesihatan dan pembedahan.

Bahagian Penjagaan Kesihatan meletakkan khidmat berkualiti tinggi tetapi mampu dinikmati oleh pelanggan. Kami menyediakan rawatan pada harga yang berpatutan, selaras dengan seruan kerajaan untuk meminimumkan kos rawatan kesihatan. Kami menekankan etika kerja di setiap hospital yang menjadi tunjang kejayaan untuk kami terus kukuh dalam bidang ini.

## PENILAIAN PERNIAGAAN ◀



*Rahsia rekod kecemerlangan kami sehingga kini banyak bergantung kepada keistimewaan setiap individu dalam pasukan kesihatan kami. Justeru itu, dengan sokongan yang penuh dedikasi dan ketekunan pihak pengurusan dan kakitangan, kami menjangkakan kecemerlangan dalam bidang ini pada masa akan datang.*

### **Bahagian Pemakanan**

*TD Poultry diasaskan di Terengganu pada tahun 1995 sebagai salah satu cabang bahagian pemakanan kami. TD Poultry dengan penuh yakin menyahut cabaran untuk menubuhkan satu syarikat berasaskan aktiviti pertanian dan menjadi pelopor dalam bidang penternakan di Pantai Timur.*

*Tugas utama TD Poultry ialah memenuhi keperluan daging halal di pasaran tempatan. Dengan peningkatan permintaan kepada daging halal di negara ini, TD Poultry pastinya akan menjadi pengeluar utama pasaran daging halal.*

*Kami menjangkakan peningkatan pengeluaran sebanyak 300,000 ekor ayam sehingga Disember 2008. Sehingga kini, kami mencatat pengeluaran sebanyak 230,000 ekor ayam sebulan. Sasaran kami ialah pengeluaran lebih 500,000 ekor ayam halal sebulan bagi keperluan tempatan.*

*Matlamat kami ialah untuk menyediakan ternakan yang mempunyai kualiti terbaik dengan harga berpatutan berbanding pengeluar lain. Kami akan terus menjalankan penyelidikan dan menggunakan kaedah yang inovatif bagi meningkatkan kualiti dan kesihatan hasil ternakan kami pada masa akan datang.*

## ▶ CORPORATE SOCIAL RESPONSIBILITIES

TDM Berhad ("TDM") recognises the increasing relevance and importance of Corporate Social Responsibility ("CSR") programmes to deliver an overall impact to all our stakeholders, including shareholders, society and the environment.

We also believe CSR plays an important role in ensuring sustainable growth whilst enhancing corporate governance practices and observing ethical standards.

Be it the Plantation, Food or Healthcare Divisions, all employees and management are required to treat CSR as an integral part of our business and practices.

Broadly, our CSR strategies can be categorised into three areas:

- Our environment, that is, the water, air and earth where we live and work.
- Society, which includes our staff, business partners, suppliers, contractors and the public with whom we interact.
- Our shareholders, who would expect to see sustainable growth, financial excellence and strong corporate governance.

### • Our Environment

TDM has placed sustainable development as a priority in the Group's business policy.

In our **Plantation Division**, we have a commitment to manage our investments by taking care of the condition of the soil; complying with existing laws; providing economic resources such as infrastructure, employment and livelihood; contributing to our plantation workers' education and welfare; developing surrounding communities; and protecting the environment.



The Plantation Division's initiatives towards protecting the environment include :

- practising a 'zero burning' policy in its replanting programmes. This contributes towards a cleaner, greener environment whilst enhancing soil fertility by replenishing organic matter and improving the soil's physical properties. The use of oil palm chips in a single layer along planting rows has now been incorporated.

## CORPORATE SOCIAL RESPONSIBILITIES ◀

- planting leguminous cover crops to minimise soil erosion and enhance organic matter and soil moisture content. *Mucuna bracteata*, a shade tolerant leguminous cover crop, has been adopted for all new planting and replanting programmes. Cover crops also help to recycle plant nutrients in the soil. Other cover crops such as the fast growing leguminous covers *Purearia Javanica* and *Calopogonium muconoides* are planted immediately after the land is cleared to shorten the land exposure period. To further mitigate potential soil erosion problems, the Group practises terrace construction, especially on rolling to hilly terrains.
- practising an Integrated Pest Management ("IPM") system to ensure the pest population remains below the economic injury-causing level. An example is the breeding of barn owls in strategic parts of the estates to reduce pesticide use and as a biological means for rat control. To reduce the use of chemicals, the microbial diversity concept sees extensive use of *Bacillus thuringiensis* ("Bt") through foliar spraying to reduce bagworms and caterpillar infestation. Bt is environmentally friendly and does not affect non-targeted organisms such as beneficial insects, predators, parasitoids and pollinator weevils. Exotic beneficial plants such as *Cassia cobanensis*, *Antigonon leptopus*, *Euphorbia heterophylla* and *Tumera subulata* have also been planted to encourage the proliferation of natural enemies to control bagworms and nettle caterpillars and ensure ecological balance.
- control and optimal use of chemical applications. The use-efficiency of different fertilisers on different soil types and series vary from applications of 83% to below 40%. In addition, steps have been taken to minimise losses and maximise the recovery of applied nutrients by encouraging the use of mechanical fertiliser spreaders.
- minimum use of herbicides to achieve equilibrium in weed and ground coverage when establishing a desirable vegetation species under oil palm, under our weed management policy.
- recycling large amounts of by-products under our waste management policy, such as empty fruit bunches ("EFB") and treated palm oil mill effluent ("POME") back into the fields in compliance with Department of Environment ("DOE") standards. The recycled amount has reached 118,450 tonnes of EFB.
- A substantial increase in the price of fertiliser, a major input in oil palm plantations, has encouraged TDM to try and maximise the use of EFB as a recycled organic fertiliser and in turn, reduce dependence on chemical fertilisers. In the pipeline is to achieve zero discharge from the oil palm mills by converting POME and EFB into "bio fertilisers".

Our **Food Division's** efforts towards protecting the environment includes conformation to the standard requirements of the Malaysian Environmental Department ("Jabatan Alam Sekitar"). This involves the recycling of processed plant waste, compliance with Hazard Analysis and Critical Control Points ("HACCP") rules and compliance with bio-security.

Our **Healthcare Division's** initiatives towards protecting the environment include ensuring that waste and toxic materials are disposed of according to guidelines and the spread of diseases is controlled.



## ► CORPORATE SOCIAL RESPONSIBILITIES

### • Our Society

#### Occupational Safety and Health

The Group's Main Safety Committee meets on a regular basis to formulate, monitor and evaluate all measures necessary to maintain a safe, healthy and viable working environment for our employees.

A comprehensive safety system, with the objectives of "zero accidents" and public safety, has been implemented to enhance awareness of the collective responsibility of employees to prevent injuries and occupational health hazards and provide an assurance of public safety when carrying out our business activities.

To ensure the efficiency and safety of all operations, measures are in place to promote a safe and healthy work environment including regular consultation and dialogue with representatives from the Department of Occupational Safety and Health ("DOSH").

#### Employees' Well-Being

At TDM, we are focused on creating workplaces free from discrimination, ensuring basic living requirements, the education and promotion of professional conduct, providing a healthy and safe workplace and establishing a balance between work and other aspects of life for our people, whom we value as key assets of the organisation. In return, our people are equipped with the necessary skills and knowledge to keep the company at the forefront of our businesses.

TDM is committed to the educational needs of its plantation community which is manifested through the establishment and continual support given to kindergartens and nurseries set up to cater to the families who live in the surrounding rural areas. The company provides transportation to employees' children and in turn, indirectly helps to ease any worries that may affect their work performances.

Contributions pertaining to basic amenities such as housing, furniture and appliances, electricity and water and cooking gas are also in place.

#### Healthy Living

Health talks and health screening sessions are conducted regularly for our employees and recreational and sporting competitions are organised to ensure a healthy and positive workforce and a strong culture of team spirit amongst all staff.

Employee involvement in sports and recreational activities are under the purview of the various sports and recreational clubs led by TDM's Kelab Sukan dan Kebajikan, an association established exclusively for employees. The club organises various activities and programmes involving its members and various government and non-governmental organisations to promote strong social ties and encourage employees to extend their relationship to government and non-government bodies as well as the surrounding communities.

#### Social Gatherings

By regularly bringing together everyone in the TDM family, staff interaction is promoted and bonds of friendship and camaraderie strengthened whilst instilling a sense of belonging. Our Annual Dinner and TDM Family Day are among the events organised for our staff and their families.

## CORPORATE SOCIAL RESPONSIBILITIES ◀

### **Training & Development**

We firmly believe in continuous training and development. Various programmes were organised throughout the year to upgrade the core competencies of our people while creating a talent pool for succession planning. The various programmes included training in technical, management, communication, administrative and other soft skills.

### **Appreciating Loyalty**

In acknowledging employee loyalty, Long Service Awards and special retirement awards are presented at the Annual Dinner to those reaching 15 years or more of service and to retiring staff respectively. In addition, we provide an Umrah Scheme or its equivalent (for non-Muslims) to qualified staff who have served the company for at least 20 years. For 2007, RM298,600 was invested in loyal employees.

### **Local Communities and General Public**

The Group is an active participant in the communities in which it operates, responding and assisting in critical social issues such as education, poverty eradication, infrastructure amenities development and healthcare. TDM contributed almost RM400,000 on benevolent activities.

#### **• Plantation Division**

In 2007, the Plantation Division continued its tradition of participating in various social and community activities and programmes; both directly and indirectly, through numerous charitable organisations. These include working with the authorities to set up schools within the estate areas, contributing in various forms to the surrounding communities and being the major sponsor of several sports teams and sports events.

Several notable institutions and social programmes such as Pride Foundation for Monsoon Cup, Sumbangan SRIKANDI and Tabung Sukarelawan Perubatan also benefited from TDM's social and community programmes.

#### **• Food Division**

The Food Division gave cash donations to several schools in response to appeals for funding of camping activities and/or improvement of facilities such as the upgrading of computers.

In a collaboration with the Department of Veterinary Services, the division also created job opportunities for unemployed graduates in poultry contract farming by renting 'close house' facilities for the graduates to manage.

#### **• Healthcare Division**

The Healthcare Division, comprising Kuantan Medical Centre ("KMC"), Kelana Jaya Medical Centre ("KJMC") and Kuala Terengganu Specialist Hospital ("KTS"), saw nurses and medical consultants actively participate in educating and serving the community through public health talks, community service programmes and free medical screenings.

In support of the government's healthy lifestyle campaign, TDM, together with the healthcare professionals, also organised and conducted community outreach programmes in the area of health screening and exhibitions and blood donation. In conjunction with International Nurses Day, nurses and healthcare consultants visited orphanages and homes for the elderly to offer free screening. They also assisted the less fortunate with contributions of pharmaceutical drugs and funding to cover their daily expenses.

## ► CORPORATE SOCIAL RESPONSIBILITIES

### • Our Shareholders

Our Board of Directors and management strive to provide an optimal return on investment to our shareholders. In order to meet our shareholders' expectations, we have undertaken various initiatives including:

- Installation of a corporate governance system.
- Installation of a risk management system to actively manage the challenges faced by the Group's businesses in the Plantation, Food and Healthcare divisions by identifying and mitigating the risks.
- Cost control through cost cutting measures have been instituted such as a reduction in unnecessary costs and the enhanced use of IT and technology e.g. application of Six Sigma to reduce wastage and bottlenecks and Balance Scorecard to set cost reduction and profit targets to benefit shareholders in order to increase profitability.
- Payment of dividends commencing FYE 2006 of 2 sen per ordinary share. Furthermore, the Board of Directors has proposed a dividend of 5.5 sen per ordinary share for FYE 2007. The management is also working on a dividend policy for future years.
- Focus on the Plantation division as the main contributor to the Group's earnings by seeking to continuously improve the division's yield and margin.



- Increasing the Plantation's land bank for continued growth such as the company's proposed acquisition of 30,000 hectares in Kalimantan, Indonesia, to establish oil palm plantations and bring the total land area to 40,000 hectares. Development works on the first 10,000 hectares commenced in 2007.
- Improving operations and efficiency to achieve a reduction in costs.
- Investing in human capital through attendance at specific training workshops and courses. In February 2007, TDM, in partnership with Motorola University, implemented the Six Sigma programme involving its Plantation, Healthcare and Food divisions. Adopting the theme "Embracing Global Standards", this initiative is part of the company's human capital development programme with the aim being to reduce our cost of operations through a culture of continuous improvement. Various projects are now being undertaken by all three divisions, which are expected to contribute significantly towards improving work processes, as well as reducing rejects/wastage and increasing productivity and efficiency.

*The approval of the Board for this Statement was obtained on 21 April 2008.*

## TANGGUNGJAWAB SOSIAL KORPORAT ◀

TDM Berhad ("TDM") menyedari bahawa program Tanggungjawab Sosial Korporat ("TSK") semakin relevan dan penting untuk membawa manfaat yang menyeluruh kepada pihak yang berkepentingan, termasuk pemegang saham kami, masyarakat dan alam sekitar.

Kami juga percaya TSK memainkan peranan penting dalam usaha memastikan pertumbuhan lestari sambil menambah baik amalan urus tadbir korporat dan mematuhi piawaian etika.

Walau di mana mereka berkhidmat, sama ada Bahagian Perladangan, Makanan mahupun Penjagaan Kesihatan, semua kakitangan dan anggota pengurusan perlu menjadikan TSK sebagai sebahagian penting daripada perniagaan dan amalan kami.

Pada amnya, strategi TSK kami boleh dibahagikan kepada tiga bidang penting:

- Alam sekitar kami, iaitu air, udara dan tanah di tempat kami hidup dan bekerja.
- Masyarakat, termasuk kakitangan, rakan perniagaan, pembekal, kontraktor dan orang awam yang berinteraksi dengan kami.
- Pemegang saham kami, yang mengharapkan kami mencapai pertumbuhan lestari, kecemerlangan kewangan dan urus tadbir korporat yang mantap.

### • Alam Sekitar Kami

TDM telah menetapkan pembangunan lestari sebagai keutamaan dalam dasar perniagaan Kumpulan.

Di **Bahagian Perladangan**, kami beriltizam untuk menguruskan pelaburan dengan memulihara keadaan tanah; mematuhi undang-undang sedia ada; menyediakan sumber ekonomi seperti infrastruktur, pekerjaan dan sara hidup; menyumbang kepada pendidikan dan kebajikan pekerja perladangan; membangunkan masyarakat sekitar dan melindungi alam sekitar.

### Inisiatif Bahagian Perladangan untuk melindungi alam sekitar termasuk:

- mengamalkan dasar 'pembakaran sifar' dalam program penanaman semulanya. Langkah ini menyumbang kepada alam sekitar yang lebih bersih dan hijau sambil memperbaiki kesuburan tanah dengan menggantikan bahan organik dan memperbaiki ciri fizikal tanah. Penggunaan serpihan kelapa sawit dalam lapisan tunggal sepanjang barisan pokok kini sudah dilaksanakan.
- menanam tumbuhan tutup bumi kekacang untuk mengurangkan hakisan tanah dan meningkatkan kandungan bahan organik dan kelembapan tanah. *Mucuna bracteata*, tumbuhan tutup bumi kekacang yang boleh hidup di kawasan teduh digunakan dalam semua program penanaman baru dan penanaman semula. Tanaman tutup bumi juga membantu mengitar semula nutrien tumbuhan dalam tanah. Tumbuhan tutup bumi lain seperti kekacang yang cepat tumbuh termasuk *Purearia Javanica* dan *Calopogonium muconoides* ditanam serta-merta selepas tanah dikosongkan untuk mengurangkan tempoh pendedahan tanah. Untuk mengurangkan lagi kemungkinan berlakunya masalah hakisan tanah, Kumpulan mengamalkan pembinaan teres, terutamanya di kawasan bukit beralun.
- mengamalkan sistem Pengurusan Haiwan Perosak Bersepadu ("PHPB") untuk memastikan populasi haiwan perosak berada di bawah tahap yang menyebabkan ekonomi terjejas. Satu contoh yang baik ialah pembiakan pungguk di kawasan strategik di ladang untuk mengurangkan penggunaan racun haiwan perosak dan sebagai satu cara biologi untuk mengawal jumlah tikus. Bagi mengurangkan penggunaan bahan kimia, konsep kepelbagaian mikrob menyaksikan penggunaan meluas *Bacillus thuringiensis* ("Bt") menerusi penyemburan daun untuk mengurangkan serangan ulat kelongsong dan ulat bulu. Bt adalah mesra alam dan tidak menjejaskan organisma yang tidak disasarkan

## ► TANGGUNGJAWAB SOSIAL KORPORAT

seperti serangga, pemangsa, parasitoid dan kumbang pendebunga yang bermanfaat. Tumbuhan eksotik berguna seperti *Cassia cobanensis*, *Antigonon leptopus*, *Euphorbia heterophylla* dan *Tumera subulata* juga ditanam untuk menggalakkan pembiakan musuh semula jadi bagi mengawal ulat kelongsong dan ulat beluncas serta menjamin keseimbangan ekologi.

- kawalan dan penggunaan optimum aplikasi bahan kimia. Kecekapan penggunaan baja berbeza pada jenis tanah berbeza dan siri baja berbeza antara 83% kepada bawah 40%. Selain itu, langkah telah diambil untuk mengurangkan kerugian dan memaksimumkan pemulihan nutrien yang diguna pakai dengan menggalakkan penggunaan penyembur baja mekanikal.
- penggunaan racun herba minimum untuk mencapai keseimbangan antara litupan rumpai dan tanah apabila menentukan spesies tumbuhan yang dikehendaki di bawah dasar pengurusan rumpai kami.
- mengitar semula sebahagian besar produk sampingan di bawah dasar pengurusan bahan buangan, seperti tandan buah kosong ("TBK") dan kumbahan kilang minyak sawit dirawat ("KKMSD") untuk digunakan kembali di ladang untuk mematuhi piawaian Jabatan Alam Sekitar ("JAS"). Jumlah bahan dikitar semula mencecah angka 118,450 tan TBK.
- Kenaikan besar dalam harga baja, menjadi input utama di ladang kelapa sawit, telah menggalakkan TDM untuk cuba memaksimumkan penggunaan TBK sebagai baja organik dikitar semula, dan seterusnya mengurangkan penggantungan kepada baja kimia. Turut dirancang ialah usaha mencapai kumbahan sifar daripada kilang minyak sawit dengan menukarkan KKMSD dan TBK menjadi "biobaja".

Usaha **Bahagian Makanan** melindungi alam sekitar termasuk langkah mematuhi piawaian Jabatan Alam Sekitar Malaysia. Ini meliputi langkah mengitar semula sisa buangan kilang terproses menurut peraturan Analisis Bahaya dan Titik Kawalan Kritikal ("HACCP") serta pematuhan kepada biokeselamatan.

Inisiatif **Bahagian Penjagaan Kesihatan** dalam usaha melindungi alam sekitar termasuk memastikan sisa buangan dan bahan toksik dilupuskan menurut garis panduan manakala penyebaran penyakit dapat dikawal.

### • Masyarakat Kami

#### Keselamatan dan Kesihatan Pekerja

Jawatankuasa Keselamatan Induk Kumpulan bermesyuarat secara berkala untuk merumus, memantau dan menilai semua langkah yang perlu untuk mewujudkan persekitaran kerja yang selamat, sihat dan berdaya maju demi kepentingan semua kakitangan kami.

Satu sistem keselamatan yang komprehensif, dengan matlamat mencapai "kemalangan sifar" dan menjaga keselamatan awam telah dilaksanakan untuk meningkatkan kesedaran tentang tanggungjawab kolektif kakitangan untuk mengelakkan kecederaan dan mengeneipkan bahaya kepada kesihatan semasa bekerja dan memberi jaminan keselamatan awam apabila menjalankan kegiatan perniagaan kami.

Dalam usaha menjamin kecekapan dan keselamatan semua operasi, langkah telah diambil untuk mewujudkan persekitaran kerja yang selamat dan sihat termasuk rundingan dari masa ke masa dan dialog dengan wakil daripada Jabatan Keselamatan dan Kesihatan Pekerjaan ("JKKP").

#### Kesejahteraan Kakitangan

Di TDM, kami memberi tumpuan terhadap usaha mewujudkan tempat kerja yang bebas daripada diskriminasi, menjamin keperluan hidup asas, pendidikan dan menggalakkan amalan profesional, menyediakan tempat kerja yang selamat dan sihat dan mewujudkan keseimbangan antara

## TANGGUNGJAWAB SOSIAL KORPORAT ◀

kerja dan aspek lain kehidupan demi kepentingan kakitangan kami yang dihargai sebagai aset penting organisasi. Oleh yang demikian, kakitangan kami dilengkapi dengan kemahiran dan pengetahuan yang diperlukan untuk memastikan syarikat sentiasa berada di hadapan dalam perniagaan yang dijalankannya.

TDM beriltizam untuk memenuhi keperluan pendidikan masyarakat perladangan yang dilaksanakan menerusi penubuhan dan sokongan berterusan yang diberikan kepada tadika dan taska yang bertujuan memenuhi keperluan keluarga yang tinggal di sekitar kawasan luar bandar. Syarikat menyediakan khidmat pengangkutan kepada anak kakitangan dan dengan itu secara tidak langsung menyelesaikan sebarang masalah yang boleh menjejaskan prestasi kerja mereka.

Sumbangan berkaitan dengan prasarana asas seperti rumah, perabot dan peralatan, elektrik dan air dan gas memasak turut diberikan.

### **Kehidupan Sihat**

Ceramah kesihatan dan sesi pemeriksaan kesihatan dijalankan dari masa ke masa untuk kakitangan manakala pertandingan rekreasi dan sukan dianjurkan untuk memastikan tenaga kerja sentiasa sihat dan positif selain memupuk semangat berpasukan yang kukuh di kalangan kakitangan.

Penglibatan kakitangan dalam aktiviti sukan dan rekreasi dijalankan di bawah pengawasan beberapa kelab sukan dan rekreasi yang diterajui oleh Kelab Sukan & Kebajikan TDM sebuah persatuan yang ditubuhkan khas untuk kakitangan. Kelab ini menganjurkan pelbagai kegiatan dan program membabitkan ahli dan pelbagai organisasi kerajaan dan bukan kerajaan untuk membina hubungan sosial yang erat dan menggalakkan kakitangan untuk menjalin hubungan dengan badan kerajaan dan bukan kerajaan dan juga masyarakat sekitar.

### **Pertemuan Sosial**

Dengan menghimpunkan semua warga TDM dari masa ke masa, interaksi antara kakitangan dapat dipertingkatkan selain mengeratkan tali silaturahmi sambil memupuk semangat setiakawan. Majlis Makan Malam Tahunan dan Hari Keluarga TDM adalah antara aktiviti yang dianjurkan untuk kakitangan dan ahli keluarga mereka.

### **Latihan & Pembangunan**

Kami benar-benar yakin akan manfaat latihan dan pembangunan berterusan. Pelbagai program telah dianjurkan sepanjang tahun untuk meningkatkan keupayaan teras kakitangan sambil memupuk sekumpulan kakitangan berbakat untuk menepati rancangan penggantian. Pelbagai program yang diadakan termasuk latihan dalam kemahiran teknikal, pengurusan, komunikasi, pentadbiran dan kemahiran lembut lain.



## ► TANGGUNGJAWAB SOSIAL KORPORAT

### **Menghargai Kesetiaan**

Sebagai menghargai kesetiaan kakitangan, Anugerah Lama Berkhidmat dan Anugerah Persaraan Khas disampaikan sempena Majlis Makan Malam Tahunan kepada mereka yang telah berkhidmat 15 tahun atau lebih dan juga kepada kakitangan yang akan bersara. Selain itu, kami menyediakan Skim Umrah atau skim bersamaannya (untuk bukan Islam) kepada kakitangan layak yang telah berkhidmat dengan syarikat sekurang-kurangnya 20 tahun. Pada 2007, sejumlah RM298,600 telah dilaburkan kepada kakitangan setia.



### **Masyarakat Setempat dan Umum**

Kumpulan mengambil bahagian secara aktif dalam masyarakat di tempat operasinya, dengan bertindak balas dan membantu dalam pelbagai isu sosial penting seperti pendidikan, pembasmian kemiskinan, kemudahan infrastruktur dan penjagaan kesihatan. TDM menyumbang hampir RM400,000 kepada aktiviti dana amal.

#### **• Bahagian Perladangan**

Pada 2007, Bahagian Perladangan meneruskan tradisi penglibatannya dalam pelbagai kegiatan dan program sosial dan kemasyarakatan, sama ada secara langsung dan tidak langsung, menerusi pelbagai organisasi kebajikan. Ini termasuk berganding bahu dengan pihak berkuasa untuk menubuhkan sekolah di kawasan estet, menyumbang dalam pelbagai bentuk kepada masyarakat sekitar dan menjadi penaja utama beberapa pasukan dan acara sukan.

Beberapa insitisi penting dan program sosial seperti Pride Foundation untuk Monsoon Cup, Sumbangan SRIKANDI dan Tabung Sukarelawan Perubatan juga mendapat manfaat daripada program sosial dan kemasyarakatan TDM.

#### **• Bahagian Makanan**

Bahagian Makanan telah menghulurkan sumbangan tunai kepada beberapa buah sekolah atas rayuan yang dibuat untuk mengisi tabung bagi menjalankan aktiviti perkelahan dan/atau untuk kerja memperbaiki kemudahan seperti menaik taraf komputer.

Dengan kerjasama Bahagian Perkhidmatan Veterinar, bahagian ini juga mencipta peluang kerjaya bagi graduan menganggur dalam bidang perladangan ayam kontrak dengan menyewa kemudahan 'rumah reban' untuk diuruskan oleh graduan.

## TANGGUNGJAWAB SOSIAL KORPORAT ◀

### • *Bahagian Penjagaan Kesihatan*

*Bahagian Penjagaan Kesihatan, yang terdiri daripada Pusat Perubatan Kuantan ("PPK"), Pusat Perubatan Kelana Jaya ("PPKJ") dan Hospital Pakar Kuala Terengganu ("HPKT"), menggalakkan jururawat dan pakar runding perubatan mengambil bahagian secara aktif dalam usaha untuk mendidik dan berkhidmat kepada masyarakat menerusi ceramah kesihatan awam, program perkhidmatan masyarakat dan rawatan perubatan percuma.*

*Sebagai sokongan terhadap kempen gaya hidup sihat kerajaan, TDM bersama para profesional penjagaan kesihatan juga menganjurkan dan menjayakan program menghulurkan bantuan kepada masyarakat menerusi pemeriksaan dan pameran kesihatan dan kempen derma darah. Sempena Hari Jururawat Sedunia, jururawat dan pakar runding penjagaan kesihatan telah melawat anak yatim dan rumah orang tua untuk memberikan pemeriksaan percuma. Mereka juga memberi bantuan kepada golongan kurang bernasib baik dengan menyampaikan ubat farmaseutikal dan sumbangan tunai untuk membiayai perbelanjaan harian masing-masing.*

### • *Pemegang Saham Kami*

*Lembaga Pengarah dan pengurusan kami berusaha menghasilkan pulangan atas pelaburan yang optimum kepada para pemegang saham kami. Untuk memenuhi jangkauan pemegang saham, kami telah menjalankan pelbagai inisiatif termasuk:*

- *Melaksanakan sistem urus tadbir korporat.*
- *Melaksanakan sistem pengurusan risiko untuk menguruskan cabaran yang dihadapi oleh perniagaan Kumpulan secara aktif dalam bidang Perladangan, Makanan dan Penjagaan Kesihatan dengan mengenal pasti dan mengurangkan risiko.*
- *Mengawal kos menerusi langkah kawalan kos yang telah dilaksanakan seperti mengurangkan kos yang tidak perlu dan menggiatkan lagi penggunaan IT dan teknologi seperti pelaksanaan Six Sigma untuk mengurangkan pembaziran dan kesesakan operasi dan Kad Markah Seimbang untuk menetapkan sasaran pengurangan kos dan keuntungan demi meningkatkan keuntungan dan membawa manfaat kepada pemegang saham.*
- *Memulakan pembayaran dividen pada TK 2006, iaitu sebanyak 2 sen sesaham biasa. Seterusnya, Lembaga Pengarah telah mengesyorkan dividen 5.5 sen sesaham biasa bagi TK 2007. Pihak pengurusan juga sedang menetapkan dasar dividen untuk tahun-tahun akan datang.*
- *Tumpuan terhadap bahagian Perladangan sebagai penyumbang utama kepada Pendapatan Kumpulan dengan berusaha untuk terus meningkatkan hasil pulangan dan margin bahagian ini.*
- *Menambahkan simpanan tanah bahagian Perladangan untuk pertumbuhan berterusan, seperti pemerolehan 30,000 hektar tanah di Kalimantan, Indonesia, untuk membuka ladang kelapa sawit dan meningkatkan jumlah kawasan tanah kepada 40,000 hektar. Kerja pembangunan bagi 10,000 hektar pertama telah bermula pada 2007.*
- *Meningkatkan operasi dan kecekapan untuk mengurangkan kos.*
- *Melabur dalam modal insan dengan menghadiri bengkel latihan dan kursus khas. Pada Februari 2007, TDM dengan kerjasama Motorola University, melaksanakan program Six Sigma membabitkan bahagian Perladangan, Penjagaan Kesihatan dan Makanan. Dengan tema "Menerapkan Piawai Global", inisiatif ini adalah sebahagian daripada program pembangunan modal insan syarikat dengan matlamat mengurangkan kos operasi menerusi budaya peningkatan berterusan. Pelbagai projek ini sedang dilaksanakan oleh ketiga-tiga bahagian yang dijangka memberikan sumbangan besar terhadap usaha meningkatkan proses kerja dan juga mengurangkan penolakan/pembaziran serta menambah baik produktiviti dan kecekapan.*

*Kelulusan oleh Lembaga Pengarah keatas Pernyataan ini diperolehi pada 21 April 2008.*



## ▶ TOWARD HIGH PERFORMANCE CULTURE



Culture is the learned assumptions on which people base their daily behaviour. Culture drives the organization, its actions and results and it guides on how employees think, act and feel. Most importantly, culture is what we call the “operating system” of the company. High performance culture represents a critical component to transforming business initiatives into strategic and competitive advantages as it actively cultivates critical employee competencies.

Thus, TDM Berhad are among companies which are striving towards a high performance culture which would provide employees with the tools, training, motivation and opportunities to think and discover the strength of individuals and then capitalize on it. Creating a high performance culture requires a systematic approach, consisting of leadership and discipline to managing the performance of organizations, teams, and individuals. Such discipline is our main target which leads to clear and vivid commitments and expectations.

TDM Berhad is proud to have a true asset of 1,950 employees who have given their dedication, knowledge, commitment and loyalty which has contributed tremendously towards the Group's successes over the year. Therefore, in order to maintain and boost the high level of employee satisfaction and productivity, we have provided a series of programme focusing on training and development.

TDM also organises regular lectures on Islamic values and Qur'an reading classes for its muslim employees. These sessions intends to instill important values of human capital and it is our hope that each individual respectively carries the role of the noble person as we believe that a clear purpose of life, which is set in every mind, would portray the best acts and performance as the outcome.

TDM has conducted a number of skill development programmes which seek to promote employees' opportunity for growth, expression of ideas and work satisfaction. We do believe that the effectiveness of career progression in an organization depends largely on the extent to which training and development opportunities are made available to employees. It would also enable them to realize their growth potential and to make contributions towards achieving organizational objective.

## TOWARD HIGH PERFORMANCE CULTURE ◀

Training and development activities that we have offered thus far included SCQuARE Training which allowed the management and executives to inculcate better management behaviour. We also implemented the Balance Scorecard programme which is considered as an added value strategy in the organization. Balance Scorecard is also a measurement and management system that views a business unit's performance from the perspectives of financial, customers, internal business process, and learning and growth. It is a set of measures that gives top managers a fast but comprehensive view of the business and includes financial measures that records the results of actions already taken. It complements the financial measures with the operational measures on customers' satisfaction, internal process, and the organization's innovation and improvement activities-operational measures that are the drivers of the future financial performance.

Our senior management team has attended professional training courses organized by prestigious training centres including Harvard Alumni Association, INSEAD and others.

TDM has budgetted a substantial amount of money for training and development annually. Our focus has been and will continue, to be on conducting training not just those related to pre-determined tasks but also on behavioral aspects, to enable our employees at different levels to learn, grow and improve their abilities to perform a wide variety role within and outside the organization.

TDM take pride in having a scholarship fund for both employees and deserving students to further their studies. We also gave awards to appreciate employees' children who had achieved excellent results in Ujian Penilaian Sekolah Rendah (UPSR), Penilaian Menengah Rendah (PMR), and Sijil Pelajaran Malaysia (SPM).

To reward and retain our valued employees, we have instituted excellent incentive policies. It is our utmost desire to encourage and recognize excellent performance of employees as individuals and as participants in team efforts.

## ► KE ARAH BUDAYA BERPRESTASI TINGGI

*Budaya merupakan cara berfikir atau peradaban yang mendasari perlakuan seharian seseorang. Budaya dapat mempengaruhi sesebuah organisasi, tindakan, keputusan dan dapat mencorakkan cara pemikiran, perlakuan dan emosi para pekerja. Pentingnya budaya kerana perkara ini dianggap sebagai "sistem kendalian" dalam sesebuah organisasi. Budaya prestasi tinggi merupakan satu komponen penting dalam membentuk daya usaha perniagaan yang strategik dan berdaya saing. Budaya ini juga dapat memupuk kecekapan para pekerja.*

*TDM Berhad merupakan salah satu syarikat yang menuju ke arah budaya prestasi tinggi dan menyediakan para pekerja dengan kelengkapan, latihan, motivasi dan peluang untuk berfikir serta mencari kekuatan seseorang, seterusnya menggunakan kekuatan tersebut sebaik mungkin. Pembentukan budaya prestasi tinggi memerlukan pendekatan yang sistematik, kepimpinan dan disiplin yang konsisten dalam sesebuah organisasi, pasukan ataupun individu. Disiplin inilah yang menjadi sasaran utama dalam menuju ke arah komitmen dan matlamat yang jelas.*

*TDM Berhad kini mampu berbangga kerana mempunyai 1,950 orang pekerja yang begitu berdedikasi, berpengetahuan, komited dan setia. Para pekerja merupakan aset terpenting kami yang telah memberi sumbangan yang sangat besar terhadap kejayaan syarikat. Justeru itu, dalam mengekalkan dan meningkatkan lagi tahap prestasi, kami telah mengaturkan beberapa program berfokuskan latihan dan pembangunan.*

*TDM juga mengadakan kuliah agama dan kelas pengajian Al-Quran secara tetap kepada pekerja yang beragama Islam. Kuliah ini bertujuan untuk menerapkan nilai-nilai penting yang dapat menyumbangkan kepada modal insan. Harapan kami agar setiap pekerja dapat membawa peranan sebagai seorang individu yang mempunyai matlamat hidup yang jelas seterusnya dapat mendorong kepada tindakan dan perlakuan yang terbaik.*

*TDM telah mengatur beberapa program pembangunan yang dapat membuka peluang kepada para pekerja untuk lebih maju, bebas memberikan idea dan mendapat kepuasan bekerja. Kami percaya program sebegini dapat menjamin keberkesanan kemajuan sesebuah organisasi dalam mencapai matlamat yang telah ditetapkan.*

*Aktiviti latihan dan pembangunan kami seperti SCQuARE Training yang dapat memberi ruang kepada pihak pengurusan dan badan eksekutif untuk memupuk cara pentadbiran yang lebih efisien. Kami juga menekankan penggunaan Balance Scorecard yang boleh menjadi nilai tambah kepada strategi pengurusan organisasi. Balance Scorecard merupakan satu tanda aras dan sistem pengurusan yang menunjukkan prestasi unit perniagaan dari perspektif kewangan, pelanggan, proses dalaman perniagaan, pembelajaran dan kemajuan sesebuah organisasi. Ini juga merupakan satu ukuran yang cepat dan berkesan kepada pentadbir atasan untuk melihat gambaran perniagaan dan kewangan, kesan daripada tindakan yang telah diambil. Balance Scorecard juga mengambil kira status kewangan melalui kepuasan pelanggan, proses dalaman, serta pembaharuan dan peningkatan operasi yang dapat menjurus kepada sistem kewangan yang kukuh.*

*Pihak pengurusan tertinggi kami telah menghadiri kursus latihan profesional yang dianjurkan oleh pusat-pusat latihan berprestij, antaranya Harvard Alumni Association, INSEAD dan sebagainya.*

*TDM memperuntukkan satu jumlah yang besar setiap tahun dalam usaha latihan dan pembangunan. Fokus yang sedang dan akan kami teruskan untuk memberi latihan tidak hanya tertumpu kepada penentuan dalam membuat tindakan tetapi juga kepada aspek tingkah laku supaya para pekerja dapat menterjemahkan kebolehan mereka di dalam dan juga luar organisasi.*

## KE ARAH BUDAYA BERPRESTASI TINGGI ◀



*Selain daripada itu, TDM turut menawarkan biasiswa kepada pelajar tempatan yang berkecayaan yang mengambil kursus kejururawatan. TDM juga memberikan anugerah kepada anak-anak pekerja yang cemerlang dalam Ujian Penilaian Sekolah Rendah (UPSR), Penilaian Menengah Rendah (PMR), and Sijil Pelajaran Malaysia (SPM).*

*Kami turut memberikan insentif kepada para pekerja sebagai tanda penghargaan dan adalah menjadi harapan kami untuk memberikan galakan terhadap prestasi mereka sama ada secara individu ataupun dalam gerak kerja berpasukan.*

## ▶ EXPANSION OF PLANTATION/CORE BUSINESS

TDM Berhad, through its fully owned subsidiaries, TDM Plantation Sdn Bhd, has been involved in the development and management of oil palm plantation and processing of fresh fruit bunch (FFB) since 1965. At present, TDM Berhad has approximately 30,000 hectares of planted oil palm plantation in Malaysia.

Being its core business, the plantation division is now embarking on expansion of program by acquiring 40,000 hectares of land in Kecamatan Nanga Pinoh and Kecamatan Belimbing, Kabupaten Malawi, Kalimantan Barat, Indonesia for development of oil palm plantation. On 1st October 2007, TDM Berhad has entered into a joint venture agreement with an Indonesian partner to acquire 10,000 hectares of land. A special purpose vehicle company known as PT Rafi Kamajaya Abadi was formed for the said purpose. On 9th April 2008 a Head of Agreement was entered between TDM Berhad and the Indonesian counter part to acquire an additional 30,000 hectares of land adjacent to the existing land, increasing the total land acquisition to 40,000 hectares.

The land clearing, infrastructure and nursery activities have been started since January 2008 and in field planting is scheduled to begin by 1st half of 2009. The new plantation is expected to contribute to the group revenue starting from year 2011 onwards.

With "Vision 3022", TDM Berhad has put a target yield of 30 tons of fresh fruit bunch (FFB) per hectares and 22 percent of oil extension rate per tons of fresh fruit bunch (FFB) for Kalimantan project. The total intended investment for the joint venture is RM344.25 million, after taking into consideration the estimated cost of land, planting and maintenance costs of oil palm, and putting the plantation on-stream. TDM Berhad expected to fund the investment for the joint venture via internally generated funds and bank borrowings.

West Kalimantan which is located next to East Malaysian border is chosen because it offers a lower land price compared to the other regions and has wide range advantages for palm oil plantation comprising of land suitability, labor factor and logistic. This joint venture, on the other hand will also give employment opportunities to the local communities that are lagging behind in terms of socio-economic development and infrastructure.

Production of crude palm oil (CPO) in Indonesia has increased from year to year. In 1990, Indonesian CPO production totaled only 2.4 million tons. The production increased to 7 million in year 2000 and to 12.5 million tons in 2005. Indonesia is forecasted to produce 18.3 million metric tons of palm oil in 2007/2008. Among others, growing demand in international markets as well as on the domestic market boosted the increase in the CPO production. CPO has been used mainly as feedstock for cooking oil and other food products. CPO is also the main feedstock for biodiesel industry.

Overall, the 40,000 hectares new ventures is expected to contribute positively towards the earnings of TDM Berhad in future years.



## PERLUASAN PERLADANGAN/ PERNIAGAAN UTAMA ◀

*TDM Berhad melalui syarikat anak milik sepenuhnya, TDM Plantation Sdn Bhd telah terlibat dalam pembangunan dan pengurusan perladangan kelapa sawit dan pemprosesan buah tandan segar (BTS) semenjak tahun 1965. Sehingga kini, TDM Berhad mempunyai kira-kira 30,000 hektar tanaman kelapa sawit di Malaysia.*

*Sebagai perniagaan utama, Bahagian Perladangan kini memulakan usaha program perluasan dengan mendapatkan 40,000 hektar tanah di Kecamatan Nanga Pinoh dan Kecamatan Belimbing, Kabupaten Malawi, Kalimantan Barat, Indonesia untuk tujuan pembangunan tanaman kelapa sawit. Pada 1 Oktober 2007, TDM Berhad telah menandatangani satu perjanjian usahasama dengan rakan kongsi di Indonesia untuk memperolehi 10,000 hektar tanah. Operasi usahasama ini dikendalikan oleh sebuah syarikat iaitu PT Rafi Kamajaya Abadi. Pada 9 April 2008, satu perjanjian telah dibuat antara TDM Berhad dengan rakan kongsi di Indonesia bagi memperolehi tambahan sebanyak 30,000 hektar bersebelahan tanah yang sedia ada, menjadikan jumlah keseluruhannya meningkat kepada 40,000 hektar.*

*Usaha penerokaan, pembangunan dan penyemaian anak kelapa sawit telah dijalankan bermula dari Januari 2008 dan proses penanaman dijangka akan dimulakan pada awal pertengahan 2009. Penanaman baru ini dijangka akan menyumbangkan hasil kepada TDM Berhad bermula dari tahun 2011 dan seterusnya.*

*Melalui "Visi 3022", TDM Berhad telah mensasarkan untuk mencapai hasil sebanyak 30 tan buah tandan segar (BTS) per hektar dan peratus perahan kadar minyak 22 peratus bagi setiap tan buah tandan segar yang diproses bagi projek di Kalimantan ini. Jumlah pelaburan bagi usahasama ini pula dianggarkan RM344.25 juta, setelah mengambil kira anggaran kos tanah, penanaman, kos penyelenggaraan dan kos pemasaran. TDM Berhad bercadang untuk membiayai pelaburan ini melalui dana dalaman dan pinjaman bank.*

*Kalimantan Barat terletak di sempadan Malaysia Timur dan menawarkan harga tanah yang lebih rendah berbanding di kawasan lainnya. Lokasi ini dipilih kerana mempunyai beberapa keistimewaan bagi penanaman kelapa sawit seperti kesesuaian tanah, tenaga buruh dan kemudahan dari segi logistik. Selain daripada itu, usahasama ini juga dapat memberikan peluang perniagaan kepada penduduk tempatan yang rata-ratanya jauh ketinggalan dari sudut sosio-ekonomi, pembangunan, dan infrastruktur.*

*Pengeluaran minyak sawit mentah (MSM) di Indonesia terus meningkat dari setahun ke setahun. Pada tahun 1990, pengeluaran MSM Indonesia hanya 2.4 juta tan. Hasil pengeluaran ini kemudiannya meningkat kepada 7 juta tan pada tahun 2000 dan kepada 12.5 juta tan pada tahun 2005. Indonesia dijangka akan menghasilkan 18.3 juta tan metrik minyak sawit pada tahun 2007/2008. Antara lain, peningkatan permintaan dalam pasaran antarabangsa dan tempatan telah menyumbang kepada peningkatan penghasilan MSM ini. Sebahagian besar daripada MSM digunakan sebagai minyak masak dan produk-produk makanan yang lain. Selain itu, MSM juga merupakan bahan utama bagi biodiesel.*

*Secara keseluruhannya, adalah diharapkan agar ladang baru sebanyak 40,000 hektar ini akan dapat memberikan hasil dan sumbangan yang positif kepada TDM Berhad pada masa yang akan datang.*

## ▶ COMMITMENT TOWARD SUSTAINABLE OIL PALM



Sustainable palm oil production comprise of legal, economically viable, environmentally appropriate and socially beneficial management and operations. These objectives are delivered through the application of sets of principles and criteria, and the accompanying guidance and definitions. Thus, TDM Berhad endorses certain principles and criteria as the best approach towards sustainable palm oil production.

TDM Berhad gives commitment towards transparency by providing adequate information to other stakeholders on environmental, social and legal to allow for effective participation in decision making. All management documents are publicly available in TDM Berhad, except where this is prevented by commercial confidentiality. TDM Berhad is in compliance with applicable laws and regulations and we are required to comply with all applicable local, national and ratified international laws and regulations. The right to use the land can be demonstrated, and is not legitimately contested by local communities with demonstrable rights and it does not diminish the legal rights, or customary rights, of other users, without their free, prior and informed consent.

TDM Berhad has commitment to long-term economic and financial viability and always sets a proper management plan that aims to achieve long-term economic and financial viability. Our operating procedures are appropriately documented and consistently implemented and monitored in every field. We aim to maintain soil fertility and where possible, improve soil fertility to a level that ensures optimal and sustained yield. Besides, we strive to control erosion and degradation of soils and maintain the quality and availability of surface and under ground water.

TDM Berhad is aware of environmental responsibility and conservation of natural resources and biodiversity. Thus, we had identified the aspects of plantation and mill management measuring 35,000 hectares have environmental impacts, and plans to mitigate the negative impacts and promote the positive ones are made, implemented and monitored, to demonstrate continuous improvement. Pests, diseases, weeds and invasive introduced species are effectively managed using appropriate Integrated Pest Management (IPM) techniques and agrochemicals are used in a way that does not endanger health or the environment. While an occupational health and safety plan is documented, effectively communicated and implemented in every division. All staff, workers, smallholders and contractors of TDM Berhad are appropriately trained according to their own field of job.

## COMMITMENT TOWARD SUSTAINABLE OIL PALM ◀

We commit to reduce waste, recycle, re-use and dispose of in an environmentally and socially responsible manner in order to reduce pollution and emissions, including greenhouse gases. We ensure the efficiency of energy use and use of renewable energy is maximized. Use of fire for waste disposal and for preparing land for replanting is avoided except in specific situations, as identified in the ASEAN guidelines or other regional best practice.

A comprehensive and participatory independent social and environmental impact assessment is undertaken prior to establishing new plantings or operations, or expanding existing ones, and the results incorporated into planning, management and operations. Soil surveys and topographic information are used for site planning in the establishment of new plantings, and the results are incorporated into plans and operations. We avoid extensive planting on steep terrain, and/or on marginal and fragile soils are avoided.

We put a responsible consideration of employees and of individuals and communities affected TDM Berhad's operation. Any negotiations concerning compensation for loss of legal or customary rights are dealt with through a proper documented system. While pay and conditions for employees and for employees of contractors always meet industry minimum standards and are sufficient to meet basic needs of personnel and to provide some discretionary income.

We respect the right of all personnel to form and join trade unions of their choice and to bargain collectively. Where the right to freedom of association and collective bargaining are restricted under law, TDM Berhad facilitates parallel means of independent and free association and bargaining for all such personnel. TDM Berhad shall not engage in or support any discrimination and we had developed and applied policy to prevent sexual harassment and all other forms of violence against women and to protect their reproductive rights.

We will regularly monitor and review our activities by developing and implementing action plans that allow demonstrable continuous improvement in key operations in order to ensure the continuous improvement of the company.



## ► KOMITMEN KE ARAH PERLADANGAN KELAPA SAWIT YANG MAPAN

*Minyak kelapa sawit yang mapan mempunyai kemampuan untuk berdaya maju dari segi ekonomi dan perundangan, mesra alam, dan bermanfaat kepada sosial dalam kaedah pengurusan dan operasinya. Objektif ini disalurkan melalui beberapa aplikasi prinsip-prinsip dan kriteria serta melalui beberapa panduan dan takrifan. Sehubungan dengan itu, TDM Berhad telah menggariskan beberapa prinsip dan kriteria sebagai pendekatan terbaik bagi menghasilkan minyak kelapa sawit yang stabil.*

*TDM Berhad meletakkan komitmen ke arah ketelusan dalam pentadbiran dengan menyediakan maklumat yang secukupnya kepada pemegang amanah tentang persekitaran, sosial dan perundangan bagi membenarkan penyertaan dalam membuat keputusan. Semua dokumen pengurusan boleh didapati di TDM Berhad untuk tatapan umum, kecuali dokumen yang dihalang oleh kerahsiaan perdagangan. TDM Berhad juga perlu mematuhi semua undang-undang bersesuaian dalam negara dan antarabangsa. Penerokaan tanah bagi tujuan penanaman kelapa sawit pula tidak menghapuskan hak-hak perundangan, undang-undang adat atau mana-mana pengguna dan perlu mendapatkan kebenaran dan pemberitahuan awal.*

*Kami juga berkomitmen untuk mencapai tahap ekonomi dan kewangan yang berdaya maju dengan menetapkan pelan rancangan pengurusan yang teliti bagi mencapai tahap ekonomi dan kewangan yang berdaya maju dalam jangka masa panjang. TDM Berhad menggunakan pendekatan terbaik yang bersesuaian untuk mencapai matlamat. Setiap prosedur operasi sentiasa didokumentasikan, dilaksanakan serta dipantau dalam setiap bidang. Kami turut memastikan pengekalan kesuburan tanah dan seboleh mungkin membaik pulih kesuburan tanah pada tahap tertentu bagi menjamin hasil yang optimum dan stabil serta melakukan kawalan terhadap hakisan atau pengurangan kualiti tanah dan akan mengekalkan sumber air di permukaan dan bawah tanah.*

*TDM Berhad menyedari tanggungjawab terhadap alam sekitar dan pemuliharaan sumber semula jadi dan biodiversiti. Justeru itu, aspek penanaman dan pengurusan kilang yang memberi kesan terhadap alam sekitar bagi kawasan berukuran 35,000 hektar telah dikenalpasti dan rancangan untuk mengurangkan kesan negatif sebaliknya memupuk aspek positif telah dilaksanakan serta dipantau bagi mendapatkan peningkatan hasil yang berterusan. Kawalan serangga perosak ataupun penyakit pula ditangani melalui teknik Pengurusan Serangga Perosak Bersepadu (Integrated Pest Management, IPM) serta menggunakan agrokimia yang tidak membahayakan kesihatan atau alam sekitar. Manakala pelan kesihatan dan keselamatan pekerjaan pula didokumentasikan, dilaksanakan dengan berkesan dan diserap ke dalam setiap bahagian dan semua staf, pekerja, pengusaha kecil serta kontraktor dilatih mengikut kesesuaian dalam TDM Berhad.*

*Segala sisa buangan dikurangkan, dikitar semula, digunakan semula dan dilupus melalui kaedah yang selamat dan mesra alam untuk mengurangkan pencemaran dan pembebasan gas termasuk gas rumah hijau. Kami memastikan kecekapan penggunaan tenaga dan memaksimumkan penggunaan tenaga yang diperbaharui serta mengelakkan penggunaan api untuk membakar sisa dan penanaman semula kecuali dalam keadaan tertentu, sebagaimana yang telah digariskan dalam panduan ASEAN atau mana-mana amalan setempat yang terbaik.*

*Penilaian kesan aktiviti yang komprehensif terhadap sosial dan alam semula jadi menjadi jaminan utama kami dalam usaha pembukaan tanaman ataupun operasi baru, perluasan kawasan yang sedia ada dan keputusan penggabungan kepada pengurusan dan operasi penanaman. Kajian tanah dan maklumat topografi diambil kira dalam pembukaan tanah untuk tanaman baru dan hasilnya digabungkan melalui perancangan dan operasi yang dilaksanakan dan kami mengelakkan perluasan tanaman di bentuk muka bumi yang curam, dan/atau kecil atau tanah yang mudah runtuh.*

## KOMITMEN KE ARAH PERLADANGAN KELAPA SAWIT YANG MAPAN ◀



*TDM Berhad bertanggungjawab menjaga kebajikan pekerja, individu dan komuniti yang terlibat dengan operasi kami. Sebarang rundingan berkenaan pampasan atas kerugian melalui perundangan akan dilakukan secara sistem dokumentasi yang berkesan. Bayaran dan syarat-syarat terhadap pekerja dan kontraktor pekerja sentiasa menepati standard minimum industri dan mencukupi keperluan asas pekerja dan kami juga memperuntukkan pulangan atas budi bicara.*

*Kami menghormati hak setiap kakitangan untuk membentuk dan menyertai kesatuan pekerja pilihan mereka dan mencari persetujuan secara berkumpulan yang selari dengan undang-undang yang telah ditetapkan. TDM Berhad adalah berkecuali daripada mana-mana diskriminasi dan kami menetapkan polisi untuk menghalang berlakunya gangguan seksual dan sebarang bentuk keganasan terhadap wanita dan bagi melindungi hak reproduktif mereka.*

*TDM Berhad akan terus memantau dan meneliti setiap aktiviti secara berkala dan menerapkan pelan tindakan yang dapat menyumbangkan kepada kemajuan berterusan terhadap operasi utama bagi mencapai objektif-objektif yang telah ditetapkan.*

# ▶ CORPORATE GOVERNANCE

A silhouette of a person walking towards the right, set against a vibrant sunset background. The sun is low on the horizon, creating a bright glow and lens flare effects. The sky transitions from a deep orange near the horizon to a darker orange at the top. The person's silhouette is dark and clearly defined against the lighter sky.

# UPHOLDING INTEGRITY & ETHICS

*Stimulating trust by taking responsibility, acting ethically,  
being honest and encouraging transparency*

## ▶ 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 2007, six (6) Board meetings were held. The record of attendance is as follows:

Directors	Attendance	%
Y. Bhg. Dato' Wan Hisham bin Dato' Wan Salleh (appointed on 15 April 2004)	6/6	100
Y. Bhg. Dato' Haji Awi @ Alwi bin Said (appointed on 27 April 2004)	5/6	83
Y. Bhg. Dato' Senara Muda (Dato' Mazlan @ Mohd Nanri bin Hashim) (appointed on 8 February 2000)	5/6	83
Y. Bhg. Dato' Haji Wan Zakaria bin Abd Rahman (appointed on 15 April 2004)	5/6	83
YB Dato' Haji Mohtar bin Nong (appointed on 29 September 2004)	4/6	67
Tuan Haji Abd. Jalil bin Ali (appointed on 28 January 2003)	6/6	100
Y. Bhg. Dato' Haji Zakaria bin Awang (appointed on 15 April 2004)	6/6	100
Encik Mohamad Abdul Halim bin Ahmad (appointed on 22 November 2004)	4/6	67
Prof. Dr. Mohd Azmi bin Mohd Lila (appointed on 18 January 2008)	N/A	N/A

#### Board balance

The Board currently has nine (9) members, comprising five (5) 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.

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

## STATEMENT ON CORPORATE GOVERNANCE ◀

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 22 to 31.

### **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 2007, the extended deadline given by Bursa Securities. The directors had attended seminar on 'Strategic Brand Management, Key Performance Indicators (KPI), Balance Scorecard and Goal Alignment, Executive Education Programs, Finance for Directors and Senior Executives and some other courses.

### **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.

#### **(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

## ► STATEMENT ON CORPORATE GOVERNANCE

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. Bhg. Dato' 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 Director.

- Y. Bhg. Dato' 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 it 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.

### (d) Risk Management Steering Committee

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

- Encik Mohamad Abdul Halim Bin Ahmad (Chairman)
- YB Dato' Haji Mohtar Bin Nong
- Y. Bhg. Dato' 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.

## STATEMENT ON CORPORATE GOVERNANCE ◀

- 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.

### (e) Employee Share Option Scheme (ESOS) Committee

The Employee Share Option Scheme (ESOS) of TDM Berhad is governed by By-Laws approved by the shareholders at an Extraordinary General Meeting held on 19 February 2008. Prior to that, the Board of Directors had, via its Board Meeting held on 26 November 2007 established the ESOS Committee to administer the ESOS implementation.

The Committee is responsible, amongst others, to determine and execute all relevant documents, delegate any of its powers and duties relating to the ESOS, review the rules and regulations, terms on eligibility, the offer and date of offer, basis of allotments, termination and appeals.

The Committee has four (4) members comprising of one (1) Executive Director and three (3) Independent Non-Executive Directors.

The ESOS policies adopted by the Group include the following:

#### Exercise of Option

Unless otherwise determined by the ESOS Committee, a Grantee shall be allowed to exercise the Options granted to him/her in accordance with the following limits:

Number of Options granted	Maximum percentage of Options exercisable in each year commencing from the Offer Date				
	Year 1	Year 2	Year 3	Year 4	Year 5
Below 20,000	100%	-	-	-	-
20,000 to less than 100,000	40%#	30%	30%*	-	-
100,000 and above	20%	20%	20%	20%	20%**

Notes:

# 40% of total Options which is exercisable in Year 1 or 20,000 Options, whichever is higher.

\* 30% of total Options which is exercisable in Year 3 or the remaining number of Options unexercised.

\*\* 20% of total Options which is exercisable in Year 5 or the remaining number of Options unexercised.

#### 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 2007 are as follows :

Directors	Salary (RM)	Fee * (RM)	Allowances (RM)	Bonus (RM)	Benefits InKind (RM)	Others (RM)	Total (RM)
Y. Bhg. Dato' Haji Wan Hisham bin Dato' Wan Salleh	-	50,000	-	-	-	10,000	60,000
Y. Bhg. Dato' Senara Muda (Dato' Mazlan @ Mohd Nanri bin Hashim)	-	40,000	-	-	-	7,000	47,000
Y. Bhg. Dato' Haji Awi @ Alwi bin Said	316,200	40,000	-	87,250	600	56,000	500,050
YB Dato' Haji Mohtar bin Nong	-	40,000	-	-	-	7,000	47,000
Y. Bhg. Dato' Haji Zakaria bin Awang	-	40,000	-	-	-	7,000	47,000
Tuan Haji Abd. Jalil bin Ali	-	40,000	-	-	-	7,000	47,000
Y. Bhg. Dato' Haji Wan Zakaria bin Abd Rahman	-	40,000	-	-	-	7,000	47,000
Encik Mohamad Abdul Halim bin Ahmad	-	40,000	-	-	-	7,000	47,000
Prof. Dr. Mohd Azmi bin Lila (appointed on 18 January 2008)	-	-	-	-	-	-	-
<b>Total :</b>	<b>316,200</b>	<b>330,000</b>	<b>0</b>	<b>87,250</b>	<b>600</b>	<b>108,000</b>	<b>842,050</b>

\* To be approved by the shareholders at the 43rd 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.tdmbherhad.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.

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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 Y. Bhg. Dato' Haji Wan Hisham bin Dato' Wan Salleh and the Independent Non-Executive Director, Tuan Haji Abdul Jalil bin Ali is set out on page 112.

#### **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 92 to 93.

#### **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 86 to 88.

*The approval of the Board for this Statement was obtained on 8 April 2008.*

## ► PENYATA 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 perilaku 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 2007, enam (6) mesyuarat Lembaga Pengarah telah diadakan. Rekod kehadiran adalah seperti berikut:

Pengarah	Kehadiran	%
Y. Bhg. Dato' Haji Wan Hisham bin Dato' Wan Salleh (dilantik pada 15 April 2004)	6/6	100
Y. Bhg. Dato' Haji Awi @ Alwi bin Said (dilantik pada 27 April 2004)	5/6	83
Y. Bhg. Dato' Senara Muda (Dato' Mazlan @ Mohd Nanri bin Hashim) (dilantik pada 8 Februari 2000)	5/6	83
Y. Bhg. Dato' Haji Wan Zakaria bin Abd Rahman (dilantik pada 15 April 2004)	5/6	83
YB Dato' Haji Mohtar bin Nong (dilantik pada 29 September 2004)	4/6	67
Tuan Haji Abd. Jalil bin Ali (dilantik pada 28 Januari 2003)	6/6	100
Y. Bhg. Dato' Haji Zakaria bin Awang (dilantik pada 15 April 2004)	6/6	100
Encik Mohamad Abdul Halim bin Ahmad (dilantik pada 22 November 2004)	4/6	67
Prof. Dr. Mohd Azmi bin Mohd Lila (dilantik pada 18 Januari 2008)	N/A	N/A

#### Keseimbangan Lembaga Pengarah

Kini Lembaga Pengarah mempunyai sembilan (9) ahli yang terdiri daripada lima (5) 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.

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.

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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 22 hingga 31.

### **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 Imbuhan. 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 2007, lanjutan tarikh akhir yang diberikan oleh Bursa Sekuriti. Di antara seminar yang dihadiri oleh pengarah-pengarah adalah Pengurusan Jenama Strategik, Penunjuk Penilaian Merit, Kad Markah Seimbang, Pelarasan Matlamat, Program Pendidikan Eksekutif, Kewangan untuk Pengarah dan Eksekutif Kanan dan lain-lain seminar.

### **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 Imbuhan.

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

#### **(a) Jawatankuasa Audit**

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

- Tuan Haji Abd. Jalil bin Ali (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

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

### (b) Jawatankuasa Pelantikan dan Imbuan

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

- Y. Bhg. Dato' Senara Muda (Dato' Mazlan @ Mohd Nanri bin Hashim) (Chairman)
- Y. Bhg. 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 imbuan Pengarah Eksekutif dan Bukan Eksekutif, mengkaji semula struktur, saiz, keseimbangan dan keberkesanan Lembaga Pengarah secara keseluruhan dan juga sumbangan setiap pengarah, 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. Bhg. 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.

### (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)
- YB 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 berkomunikasi dasar dan maklumat kumpulan program pengurusan mengenai risiko untuk semua kakitangan;
- Bertanggungjawab mereka bentuk dasar, rangka-rangka dan alat-alat dikehendaki tetapi tidak melibatkan di tahap operasi untuk mengelakkan percanggahan kepentingan;
- Mengenal pasti kaedah dan alat-alat diperlukan untuk pelaksanaan;
- Memastikan bahawa amalan pengurusan risiko seharusnya tertanam di dalam pengurusan.
- Mengawasi amalan oleh pemeriksaan laporan juruaudit dan telah perbincangan dengan pengurusan.

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- Berteraskan laporan-laporan audit dan perbincangan dengan pengurusan, laporan-laporan jawatankuasa untuk lembaga jika satu pengurusan risiko diterima sedang berlatih dan bagi cadangan-cadangan, jika perlu.
- Mendefinisikan toleransi risiko kumpulan (tahap pendedahan menyeluruh dan asal merisikokan yang wujud diterima untuk Kumpulan)
- Membangunkan penunjuk untuk pengurusan risiko di peringkat untuk memantau tren-tren dan kajian semula mereka bagi mencerminkan sebarang perubahan keperluan dalam kumpulan atau amalan pemerintahan terbaik.
- Laporan anugerah untuk penjonolan lembaga, terutamanya kawasan-kawasan bagi tidak pematuhan dan tindakan-tindakan membimbangkan dan pemulihan telah mengambil.
- Menasihati dasar-dasar kawalan dalaman lembaga berdasarkan profil risiko kumpulan, keupayaannya untuk mengurus risiko-risiko dikenalpasti dan kos / untuk faedah berhubung kawalan-kawalan.

### (e) Jawatankuasa Opsyen Skim Saham Pekerja (ESOS)

Opsyen Skim Saham Pekerja (ESOS) TDM Berhad adalah tertakluk kepada Undang-Undang Kecil yang telah diluluskan oleh para pemegang saham pada Mesyuarat Agung Luarbiasa pada 19 Februari 2008. Terdahulu sebelum itu, Mesyuarat Lembaga Pengarah pada 26 November 2007 telah menubuhkan Jawatankuasa Opsyen Skim Saham Pekerja ("Jawatankuasa ESOS") bagi mentadbir pelaksanaan ESOS.

Jawatankuasa ESOS bertanggungjawab untuk menentukan dan menguruskan semua dokumen-dokumen yang berkaitan, mengagihkan sebarang kuasa dan tanggungjawab berkaitan ESOS, mengkaji peraturan dan undang-undang, terma-terma kelayakan, tawaran dan tarikh tawaran, asas pembahagian, penamatan dan rayuan.

Jawatankuasa ESOS mempunyai empat (4) orang ahli terdiri daripada seorang Pengarah Eksekutif dan tiga (3) orang Pengarah Bebas Bukan Eksekutif.

Polisi-polisi ESOS:

#### Asas Tawaran

Kecuali dinyatakan sebaliknya oleh Jawatankuasa ESOS, Penerima Tawaran akan dibenarkan untuk melaksanakan Opsyen yang ditawarkan kepada mereka sebagaimana had-had berikut:

Bilangan Opsyen yang diberi	Peratusan Maksimum Opsyen yang boleh dilaksanakan setiap tahun bermula dari Tarikh Tawaran				
	Tahun 1	Tahun 2	Tahun 3	Tahun 4	Tahun 5
Bawah 20,000	100%	-	-	-	-
20,000 - 100,000	40%#	30%	30%*	-	-
100,000 dan ke atas	20%	20%	20%	20%	20%**

Nota:

- # 40% dari jumlah Opsyen yang boleh dilaksanakan dalam tahun pertama atau 20,000 Opsyen, yang mana lebih tinggi.
- \* 30% dari jumlah Opsyen yang boleh dilaksanakan pada tahun ke-3 atau baki Opsyen yang belum dilaksanakan.
- \*\* 20% dari jumlah Opsyen yang boleh dilaksanakan pada tahun ke-5 atau baki Opsyen yang belum dilaksanakan.

#### 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

## ► PENYATA TADBIR URUS KORPORAT

dengan prestasi korporat serta individu, yang diukur berdasarkan keuntungan dan sasaran yang ditetapkan dalam pelan tahunan Kumpulan.

### 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 semasa tahun kewangan berakhir 31 Disember 2007 adalah seperti yang berikut:

Pengarah	Gaji (RM)	Yuran * (RM)	Elaun (RM)	Bonus (RM)	Manfaat Barangan (RM)	Lain-lain (RM)	Jumlah (RM)
Y. Bhg. Dato' Haji Wan Hisham bin Dato' Wan Salleh	-	50,000	-	-	-	10,000	60,000
Y. Bhg. Dato' Senara Muda (Dato' Mazlan @ Mohd Nanri bin Hashim)	-	40,000	-	-	-	7,000	47,000
Y. Bhg. Dato' Haji Awi @ Alwi bin Said	316,200	40,000	-	87,250	600	56,000	500,050
YB Dato' Haji Mohtar bin Nong	-	40,000	-	-	-	7,000	47,000
Y. Bhg. Dato' Haji Zakaria bin Awang	-	40,000	-	-	-	7,000	47,000
Tuan Haji Abd. Jalil bin Ali	-	40,000	-	-	-	7,000	47,000
Y. Bhg. Dato' Haji Wan Zakaria bin Abd Rahman	-	40,000	-	-	-	7,000	47,000
Encik Mohamad Abdul Halim bin Ahmad	-	40,000	-	-	-	7,000	47,000
Prof. Dr. Mohd Azmi bin Lila (Dilantik pada 18 Januari 2008)	-	-	-	-	-	-	-
<b>Jumlah</b>	<b>316,200</b>	<b>330,000</b>	<b>0</b>	<b>87,250</b>	<b>600</b>	<b>108,000</b>	<b>842,050</b>

\* Untuk diluluskan oleh pemegang-pemegang saham di Mesyuarat Agung Tahunan kali Ke-43.

## 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:

- (i) Laporan Tahunan;
- (ii) Keputusan kewangan suku tahunan dengan tinjauan keseluruhan tentang prestasi dan operasi Kumpulan;
- (iii) Pelbagai pengumuman dan pendedahan yang dibuat kepada BMSB;
- (iv) Laman web Syarikat (HYPERLINK <http://www.tdmberhad.com.my>); dan
- (v) 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

## PENYATA TADBIR URUS KORPORAT ◀

dan melibatkan diri secara aktif dalam prosiding tersebut, di mana 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.

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. Bhg. Dato' Haji Wan Hisham bin Dato' Wan Salleh dan Pengarah Bebas Bukan Eksekutif, Tuan Haji Abd. Jalil bin Ali dibentangkan di halaman 210.

#### **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 94 hingga 95.

#### **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 89 hingga 91.

Kelulusan oleh Lembaga Pengarah keatas Pernyataan ini diperolehi pada 8 April 2008.



## ▶ 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 2007.

### 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 Abd. Jalil bin Ali (Chairman of Audit Committee and a member of Malaysian Institute of Accountants)	Independent Non Executive Director	Yes	5/5
Y. Bhg. Dato' Senara Muda (Dato Mazlan @ Mohd Nanri bin Hashim)	Independent Non Executive Director	Yes	5/5
Y. Bhg. Dato' Haji Wan Zakaria bin Abd. Rahman	Independent Non Executive Director	Yes	5/5
En. Mohamad Abdul Halim bin Ahmad	Independent Non Executive Director	Yes	4/5

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.

#### 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.

## REPORT OF AUDIT COMMITTEE ◀

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 five (5) meetings on 27 February 2007, 23 April 2007, 23 May 2007, 24 August 2007 and 26 November 2007 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 for the calendar year 2007. 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 approval of the Board for this Statement was obtained on 8 April 2008*

**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 2007.

### AHLI-AHLI JAWATANKUASA AUDIT

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

Nama	Status Pengarah	Bebas	Kehadiran Mesyuarat
Tuan Haji Abd. Jalil bin Ali <i>(Pengerusi Jawatankuasa Audit dan ahli Institut Akauntan Malaysia)</i>	<i>Pengarah Bebas Bukan Eksekutif</i>	Ya	5/5
Y. Bhg. Dato' Senara Muda <i>(Dato Mazlan @ Mohd Nanri bin Hashim)</i>	<i>Pengarah Bebas Bukan Eksekutif</i>	Ya	5/5
Y. Bhg. Dato' Haji Wan Zakaria bin Abd. Rahman	<i>Pengarah Bebas Bukan Eksekutif</i>	Ya	5/5
En. Mohamad Abdul Halim bin Ahmad	<i>Pengarah Bebas Bukan Eksekutif</i>	Ya	4/5

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

### SETIAUSAHA

Setiausaha Bersama TDM Berhad iaitu Yeap Kok Leong dan Wong Wai Foong juga merupakan 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.

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.

## ▶ LAPORAN JAWATANKUASA AUDIT

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 sekarang maklumat, dokumen, rekod-rekod harta dan personal 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 budi bicara 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 perakunan
  - 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
- 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.

## LAPORAN JAWATANKUASA AUDIT ◀

### **Mesyuarat**

Mesyuarat hendaklah diadakan tidak kurang dari empat (4) kali setahun dan mesyuarat tambahan sedemikian boleh dipanggil pada bila-bila masa atas budi bicara 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 5 (lima) mesyuarat masing-masing pada 27 Februari 2007, 23 April 2007, 23 Mei 2007, 24 Ogos 2007 dan 26 November 2007.

### **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 bagi tahun kalendar 2007. 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 pembedahan telah diambil dan pengesyoran Audit Dalaman telah dilaksanakan.
- vii) Memantau keberkesanan pelaksanaan Pengurusan Risiko.

### **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 juruaudit 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 oleh Lembaga Pengarah keatas Pernyataan ini diperolehi pada 8 April 2008.

**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.

## STATEMENT ON INTERNAL CONTROL ◀

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 structure 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 have been followed up and appropriate action being taken by management, where necessary.

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 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. This is as required under Part 2 of the Best Practices in Corporate Governance which states that the Board should identify principal risks and ensure the implementation of appropriate systems to manage these risks.

During the year, the Group completed an exercise on key controls review to establish the risk management framework. Employee's commitment to risk management is continually emphasized and enforced.

*The approval of the Board for this Statement was obtained on 8 April 2008.*



## ► PENYATA KAWALAN DALAMAN

Penyata kawalan dalaman tertakluk kepada Perenggan 15.27(b), Syarat-syarat Penyenaraian, 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.

## PENYATA KAWALAN DALAMAN

*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.*

### **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. Ini menurut Bahagian 2, amalan terbaik Kod Tadbir Urus Korporat yang menyatakan Lembaga harus mengenalpasti risiko-risiko utama dan memastikan pelaksanaan sistem yang sesuai bagi menangani risiko-risiko tersebut.*

*Dalam tahun semasa, Kumpulan telah menyiapkan kajian semakan terhadap kawalan-kawalan utama untuk mengukuhkan lagi rangka kerja pengurusan risiko. Komitmen kakitangan terhadap pengurusan risiko sentiasa ditekankan dan dikuatkuasakan secara berterusan.*

*Kelulusan oleh Lembaga Pengarah keatas Pernyataan ini diperolehi pada 8 April 2008.*

## ▶ CODE OF BUSINESS ETHICS

### PLANTATION DIVISION

#### Standards of Conduct

##### Respect, Responsibility and Results

Respect is one of the attitudes that have been applied in our organization to people, customer, employee and environment. Respect behavior as treating everyone with dignity and courtesy, protecting and improving work environment, and abiding by laws, rules and regulations that exist to protect our way to business growth.

Responsibility to customer, co-workers, organization and ourselves. By providing timely, high quality goods and consistency services. Working collaboratively by share the load, meeting all performance expectations and adding value.

Result is essential ethics by understanding the way result are attained in other word every bit as important if not more important than our ultimate goal (the ends). By being ethical, we expected to get those results legally and morally.

##### Cutting Corners with Efficiency

Efficiency involves providing high quality goods and services while using less energy, time and resources. For the sake of cost savings cutting corners was done such as skipping steps sacrificing quality and value. 'Know the difference and strive for efficiency'.

##### Recognize Other's Efforts, Contributions and Ethical Behaviors

We do a promotion based on positive actions based on performance with good ethic within this help build a culture of appreciation and also encourage our employee to do more good things in the future.

##### Remember Stakeholders

Stakeholders are all those people and organizations that have a "stake" in the operation in our organization. We have a concern about the ethical standards and ethical behavior of our organization includes:

- Customers
- Employees and Their Families
- Stockholders and Owners
- Board (or other governing body) Members
- Vendors and Suppliers
- Industry Affiliates
- The Community At Large

##### Review The "Rules of The Road"

We make sure employees know all the laws, rules and procedures that they should pertain the job. Then, be sure to update them as new information becomes available.

##### Seal Employee Competency

Highly competent employee job performance which equates to quality products and services. We provide four elements in our employees needs to perform well:

- Knowledge of job duties, requirements and expectations
- Information (ongoing) about the organizations, customers, products and services and industry.
- Skill necessary to perform all aspects of the job
- Support from management required to get the job done

## CODE OF BUSINESS ETHICS ◀

### **Include Ethics in Selection Processes**

Only hire and promote people that demonstrated a commitment to business ethics. This will make it known that to work and advance here, they got to perform with the highest integrity.

### **Pick Partners Carefully**

We only work with vendors and suppliers who share our commitment through ethical business practices. The way their operate can have a spillover affect on our growth, effectiveness and reputation.

### **Get Out And See What's Going On**

Stay aware of what's happening in our organization by wandering around, observing, visiting with out employees and customers. We keep eyes and ears open on this ethic activities, and this will eliminate most negative suprisers.

## **HEALTHCARE DIVISION**

### **Occupational Safety and Health Policy**

We are committed to secure the safety and health of all our employees and customers. In striving to secure a safe and healthy work environment we shall continue:

- Wearing safety gear, apron to devote continous efforts for accident prevention.
- Provide continous training on safety and health to all level of employees in compliance with statutory requirement

### **Sexual Harassment Policy**

We at TDM Berhad Healthcare Division are committed to maintaining a workplace free from harassment of any kind, including harassment based on an employee's race, colour, religion, gender, national origin, ancestry, disability, marital status, sexual orientation or gender identity. All employees have the right to work in an environment free from all forms of discrimination and conduct which can be considered harassing, coercive, or disruptive, including sexual harassment. No employee, either male or female, should be subjected verbally or physically to unsolicited and unwelcomed sexual overtures or conduct. We will take immediate action to address harassment of employees by managers, co-workers, or non-employees whether the harassment occurs in the workplace or in the course of an employee's work.

## **FOOD DIVISION**

### **1. Business Ethics**

#### **Food Safety**

Food safety is central to TD Poultry's operations and supply chain management. It is TD Poultry's number one priority to ensure that our food products are free from contaminants, halal and thoyyiba. To this end, we integrate food safety into all facets of our poultry production processes from the breeder farms to our sales and customer service operations.

Our processing plant is certified to be compliant with the highest standards in food safety practices by the Dept of Veterinary Services.

TD Poultry ensures that chicken nutrition is obtained from only ISO 22000 certified or HACCP-certified feed millers. HACCP-certified feed assures that the highest standards in food safety and feed quality is practiced in the production of feed.

## ► CODE OF BUSINESS ETHICS

### Quality

Quality is the cornerstone at TD Poultry. Quality defines our process "From Farm to Customer", with food safety, product quality, animal welfare and eco-friendliness as critical components of our quality strategy.

Recognizing our responsibility as a major producer of pure halal poultry products, we set performance objectives and dedicate resources to monitor and coordinate activities associated with ensuring food safety and quality, animal welfare and environmental care.

### Livestock Management and Welfare

Treating livestock with care and respect is an integral part of an overall animal husbandry practice and quality systems program that makes good business sense, resulting in better yield at production lower costs.

TD Poultry's chicken are reared, transported and slaughtered in an environment free from cruelty, abuse and neglect. This practice ensures consistent quality products and minimal waste.

### Partnership

TD Poultry works continuously with our suppliers and outside experts to ensure ongoing compliance and continuous improvement in our food safety, food quality, animal welfare and environmental care practices.

We continually educate ourselves, our suppliers and our contract farmers regarding food safety and animal husbandry issues, ensuring that our programs are based on the best science available. With our partners and outside experts, we develop training programs and material that are used to ensure continuous improvements in food safety and animal husbandry.

### Employees

At TD Poultry, we treat each other with respect and fairness at all times, just as we wish to be treated ourselves. We value the difference of diverse individuals and the talents and achievements of every person.

We recognize that in our business of producing livestock and food products, we are all responsible for maintaining a safe workplace by following safety, bio-security and health rules and practices.

### Communities

We actively support the communities in which we operate. Over 70% of our broilers are produced by contract farmers who form an integral part of our integrated poultry production value chain. Our contract farming model provide local small poultry farmers with low risk farming model, secured market for their produce and improved income opportunities. We provide them with ongoing training programs to improve their farming and business management skills.

### 2. Sexual Harassment Policy

Since its establishment in 1995, TD Poultry has a general workplace policy which covers all forms of unlawful discrimination and harassment such as discrimination and harassment on the grounds of race, religion, disability, sexual preference, age, etc. TD Poultry has since, been maintaining an environment which is free from sexual harassment and where all members of staff are treated with dignity, courtesy and respect. We implement our strategy against sexual harassment by:

- Implementing training and awareness programs to ensure that all employees know their rights and responsibilities, and how to handle and report any form of conduct that constitutes unwelcome behavior of a sexual nature.
- Providing an effective procedure for complaints, based on the principles of natural justice.
- Treating all complaints in a sensitive, fair, timely and confidential manner.
- Guaranteeing protection from any victimization or reprisals.
- Encouraging the reporting of behavior which breaches the sexual harassment policy.
- Promoting appropriate standards of conduct at all times.

## KOD ETIKA PERNIAGAAN ◀

### **Bahagian Perladangan**

#### **Standard Pelaksanaan**

##### **Menghormati, Bertanggungjawab dan Hasilan**

*Menghormati adalah salah satu amalan yang diterapkan dalam organisasi kami kepada masyarakat, pelanggan, pekerja, dan persekitaran. Sikap saling menghormati dan melayani setiap individu dengan penuh berhemah dan tolak ansur, melindungi dan melakukan penambahbaikan suasana kerja, mematuhi undang-undang dan peraturan seiring dengan perkembangan perniagaan kami.*

*Bertanggungjawab kepada pelanggan, rakan sekerja, organisasi, dan diri sendiri melalui perkhidmatan yang berkala, berkualiti tinggi dan konsisten. Bekerjasama dalam melaksanakan tugas melalui perkongsian idea, pendapat dan penambah nilai.*

*Hasil adalah salah satu etika yang penting dengan memahami cara hasilan diperoleh atau dengan kata lain menghargai setiap perkara walaupun perkara tersebut kurang penting jika dibandingkan dengan hasil utama yang ingin dicapai. Dengan mematuhi etika ini, kami menjangkakan untuk memperolehi hasil yang mematuhi undang-undang dan juga moral.*

##### **Kecekapan**

*Kecekapan merangkumi penyediaan perkhidmatan dan barangan yang berkualiti tinggi melalui penggunaan tenaga, masa, dan sumber yang minimum. Bagi mengurangkan kos pengeluaran, penjimatan dilakukan dengan mengurangkan beberapa langkah tertentu dan mempertaruhkan nilai dan kualiti. "Mengenalpasti kelainan dan berusaha ke arah kecekapan".*

##### **Menghargai Usaha, Sumbangan dan Etika Perlakuan Seseorang**

*Kami memberikan dorongan dan penghargaan kepada pekerja di atas setiap perlakuan positif dan prestasi baik yang ditonjolkan sebagai salah satu galakan kepada mereka untuk terus melakukan perkara baik pada masa akan datang.*

##### **Mengingati Pemegang Amanah**

*Pemegang amanah adalah individu ataupun organisasi yang mempunyai "kepentingan" dalam operasi pertubuhan kami. Kami memberikan penekanan kepada etika standard dan perlakuan dalam organisasi kami terhadap:*

- Para Pelanggan
- Pekerja dan Ahli Keluarganya
- Pemegang Saham dan Pemilik
- Ahli Lembaga Pengarah (atau mana-mana badan pentadbir)
- Pengedar dan Pembekal
- Anggota Industri Bersekutu
- Masyarakat amnya

##### **Meneliti Setiap Peraturan**

*Kami memastikan setiap pekerja mengetahui setiap undang-undang, peraturan dan prosedur berhubung dengan bidang tugas masing-masing. Kami turut memastikan sebarang perubahan maklumat terbaru disampaikan terus kepada para pekerja.*

## ► KOD ETIKA PERNIAGAAN

### **Kerahsiaan Kecekapan Pekerja**

Tahap prestasi kecekapan pekerja dapat menyumbangkan kepada kualiti pengeluaran dan perkhidmatan. Kami telah menggariskan empat elemen yang perlu dilaksanakan oleh para pekerja dengan baik:

- Mengetahui ruang lingkup kerja yang dilakukan, keperluan dan jangkaan
- Maklumat semasa tentang organisasi, pelanggan, produk serta perkhidmatan dan industri
- Kemahiran yang berkaitan untuk menjalankan setiap perincian tugas
- Sokongan daripada pihak pengurusan untuk memastikan tugas dilaksanakan

### **Mengambil kira Etika dalam Proses Pemilihan**

Hanya individu yang komited dalam etika perniagaan diambil bekerja. Ini dapat memastikan bahawa untuk terus bersama-sama kami, setiap pekerja harus mempersembahkan prestasi yang terbaik.

### **Penelitian dalam Pemilihan Rakan Kongsi**

Kami hanya berurusan dengan pengedar dan pembekal yang mempunyai amalan dan etika perniagaan yang selari dengan kami. Ini adalah kerana kaedah pengendalian mereka akan turut mempengaruhi perkembangan, kecekapan dan reputasi kami.

### **Memantau Setiap Perkara yang Berlaku**

Sentiasa teliti dengan setiap perkara yang berlaku dalam organisasi kami melalui penyeliaan, pantauan dan lawatan berkala terhadap pekerja dan pelanggan. Kami sentiasa peka dan berwaspada kerana melalui kaedah ini kami dapat mengelakkan banyak tanggapan negatif daripada berlaku.

### **Bahagian Kesihatan**

#### **Keselamatan Tempat Kerja dan Polisi Kesihatan**

Kami beriltizam untuk menjamin keselamatan dan kesihatan para pekerja serta pelanggan kami. Sehubungan dengan itu, dalam menuju ke arah persekitaran kerja yang sihat dan selamat, kami memastikan:

- Kod etika pakaian yang selamat serta pemakaian apron bagi mengelakkan berlakunya kemalangan
- Memberikan latihan keselamatan dan kesihatan yang berterusan yang menepati standard kepada semua peringkat pekerja

#### **Polisi Gangguan Seksual**

Kami di Bahagian Penjagaan Kesihatan memastikan suasana kerja yang selamat daripada sebarang gangguan sama ada yang berhubung soal bangsa, warna kulit, agama, jantina, keturunan, kecacatan, status perkahwinan ataupun seksual. Setiap pekerja mempunyai hak untuk bekerja dalam suasana kerja yang bebas dari sebarang diskriminasi dan perlakuan yang berbentuk gangguan, paksaan termasuklah gangguan seksual. Setiap pekerja juga dilindungi daripada sebarang gangguan seksual berbentuk lisan ataupun tingkah laku. Pihak kami akan mengambil tindakan serta merta sekiranya berlaku gangguan terhadap pekerja sama ada dilakukan oleh pengurus, rakan sekerja atau orang luar, yang berlaku di tempat kerja atau di mana sahaja ketika sedang bertugas.

## KOD ETIKA PERNIAGAAN ◀

### **Bahagian Pemakanan**

#### **1. Etika Perniagaan**

##### **Piawaian Makanan**

Piawaian makanan merupakan teras operasi dan pengurusan rangkaian pembekalan TD Poultry. Keutamaan kami adalah untuk memastikan produk makanan yang dikeluarkan bebas daripada sebarang pencemaran, halal dan thoyyiba. Sehingga kini, kami menyepadukan piawaian makanan ke segenap sudut dari ladang ternakan sehinggalah ke peringkat jualan dan operasi khidmat pelanggan.

Unit pemprosesan kami mendapat pengesahan standard yang terbaik dalam amalan piawaian pemakanan oleh Jabatan Perkhidmatan Veterinar.

Kami memastikan nutrisi yang dibekalkan kepada ayam yang ditenak adalah daripada pengilang yang diiktiraf ISO 22000 ataupun sijil pengilang makanan HACCP.

##### **Kualiti**

Kualiti merupakan asas kepada bahagian Pemakanan TDM. Setiap proses "Dari Ladang kepada Pengguna" dijaga kualitinya melalui piawaian makanan, kualiti pengeluaran, kebajikan ternakan dan konsep mesra alam yang menjadi komponen penting dalam strategi kawalan kualiti kami.

Menyedari tanggungjawab kami sebagai pengeluar utama produk ternakan halal, kami telah menggariskan objektif perkhidmatan dan pengurusan sumber bagi memantau dan menyelaras setiap proses penghasilan yang menepati kualiti dan piawaian makanan, kebajikan ternakan dan penjagaan alam sekitar.

##### **Pegurusan dan Kebajikan Ternakan**

Mengawalselia haiwan ternakan dengan penuh tanggungjawab dan baik merupakan salah satu amalan pengurusan sumber dan sistem kualiti yang dapat menyumbangkan kepada pengeluaran hasil ternakan yang lebih baik pada harga yang rendah.

Ayam-ayam yang ditenak oleh bahagian Pemakanan TDM dikendalikan melalui proses penghantaran dan penyembelihan yang bebas daripada sebarang kekerasan, penganiayaan dan kecuaihan. Amalan ini dapat memastikan kualiti produk dan meminimakan pembaziran.

##### **Perkongsian**

Bahagian Pemakanan TDM mempunyai kerjasama yang berterusan antara pembekal dan juga pakar dari luar untuk memastikan penambahbaikan standard dan piawaian kualiti makanan, kebajikan ternakan dan penyeliaan yang mesra alam.

Kami turut memastikan pendidikan tentang piawaian makanan dan isu penternakan haiwan yang berterusan kepada setiap pekerja, pembekal dan peladang kontrak bagi menjamin program kami adalah selaras dengan aplikasi kaedah sains terkini.

##### **Pekerja**

Di bahagian Pemakanan TDM, setiap individu dilayan dengan penuh hormat dan saksama sepanjang masa. Kami menghargai keunikan, kebolehan serta pencapaian setiap individu.

Menyedari keutamaan kami di bidang penternakan dan industri pengeluaran makanan, kami bertanggungjawab untuk mengekalkan tempat kerja yang selamat dan mematuhi kawalan dan peraturan amalan kesihatan.



## ► KOD ETIKA PERNIAGAAN

### **Komuniti**

Kami sentiasa memberikan sokongan kepada komuniti yang terlibat dalam operasi pengeluaran kami. Lebih daripada 70% ayam ternakan kami dihasilkan oleh para peladang kontrak yang merupakan salah satu unit terpenting dalam rangkaian penghasilan produk ternakan bersepadu kami. Model peladangan kontrak ini menyediakan teknik peladangan dengan risiko rendah dan pasaran yang terjamin kepada penternak kecil tempatan dan memberikan peluang untuk menambahkan pendapatan. Kami turut menyediakan program latihan berterusan untuk membantu mereka meningkatkan hasil penternakan dan kemahiran pengurusan perniagaan.

### **2. Polisi Gangguan Seksual**

Semenjak ditubuhkan pada tahun 1995, bahagian Pemakanan TDM mempunyai polisi tempat kerja umum yang melibatkan semua jenis diskriminasi dan gangguan yang menyalahi undang-undang seperti diskriminasi dan gangguan yang membabitkan soal perkauman, agama, kecacatan, kecenderungan seksual, usia, dan sebagainya. Sehingga kini, bahagian Pemakanan TDM dapat mengekalkan suasana kerja yang bebas daripada sebarang gangguan seksual dan setiap pekerja dihargai dengan penuh berhemah dan rasa hormat. Bagi mengelakkan gangguan-gangguan seperti ini berlaku, kami telah menggariskan beberapa strategi seperti berikut:

- Menyediakan program latihan dan kesedaran bagi memastikan setiap pekerja mengetahui hak dan tanggungjawab mereka serta mengetahui tindakan yang perlu diambil bagi melaporkan sebarang perlakuan yang menjurus kepada gangguan seksual.
- Menyediakan prosedur yang efektif bagi menangani sebarang aduan berdasarkan kepada prinsip-prinsip perundangan yang sedia ada.
- Menangani semua aduan dengan teliti, adil, bersesuaian dengan masa dan dirahsiakan.
- Jaminan perlindungan daripada sebarang unsur membalas dendam selepas aduan diterima.
- Menggalakkan sebarang aduan berhubung kepada kes-kes yang melanggar polisi gangguan seksual.
- Mengaplikasikan standard pelaksanaan yang telah digariskan pada setiap masa.

## ADDITIONAL COMPLIANCE STATEMENT ◀

The following information is in compliance with Paragraph 9.25 of the Listing Requirements of Bursa Malaysia Securities Berhad:-

**1. IMPOSITION OF SANCTION/PENALITES**

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

**2. MATERIAL CONTRACT**

Neither the Company nor its 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 GUARANTEE**

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

**6. LIST OF PROPERTIES**

The list of properties is stated on page 305 to 307 of the Annual Report.

**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 RM48,000.

**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 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.

## ► MAKLUMAT TAMBAHAN PEMATUHAN

Maklumat berikut mematuhi Perenggan 9.25 Peraturan-peraturan Penyenaian 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

Di dalam 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 305 hingga 307 Laporan Tahunan.

### 7. YURAN BUKAN AUDIT

Yuran bukan audit dibuat oleh Kumpulan kepada juruaudit luar bagi tahun kewangan berakhir 31 Disember 2007 adalah sebanyak RM 48,000.

### 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 proses 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 31 Disember 2007.

# ▶ 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 2007.

### 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 14 to the financial statements.

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

### RESULTS

	<b>Group RM'000</b>	<b>Company RM'000</b>
Profit for the year	39,731	17,129
<hr/>		
Attributable to:		
Equity holders of the Company	38,170	17,129
Minority interests	1,561	-
	<hr/> 39,731	<hr/> 17,129

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.

## DIRECTORS' REPORT ◀

### DIVIDENDS

The amount of dividends paid by the Company since 31 December 2006 were as follows:

	<b>RM'000</b>
In respect of the financial year ended 31 December 2006:	
Final dividend of 2.74% less 27% taxation, on 215,524,302 ordinary shares, declared on 4 July 2007 and paid on 3 September 2007	<b>4,311</b>

At the forthcoming Annual General Meeting, a final dividend in respect of the financial year ended 31 December 2007, of 7.43% less 26% taxation on 215,524,302 ordinary shares, amounting to a dividend payable of RM11,849,957 (5.5 sen net per ordinary share) will be proposed for shareholders' approval. The financial statements for the current financial year do not reflect this proposed dividend. Such dividend, if approved by the shareholders, will be accounted for in equity as an appropriation of retained profits in the financial year ending 31 December 2008.

### 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. Bhg. Dato' Haji Wan Hisham bin Dato' Wan Salleh

Y. B. Dato' Haji Mohtar bin Nong

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

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

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

Y. Bhg. Dato' Haji Zakaria bin Awang

Tuan Haji Abd. Jalil bin Ali

Encik Mohamad Abdul Halim bin Ahmad

Y. Bhg. Prof. Dr. Mohd Azmi bin Mohd Lila (appointed on 18 January 2008)

## ► 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.

## DIRECTORS' REPORT ◀

### **OTHER STATUTORY INFORMATION (CONT'D.)**

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



## ► DIRECTORS' REPORT

### SIGNIFICANT EVENTS

- (a) 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.
- (b) On 1 October 2007, the Company entered into an agreement ("Joint Venture and Shareholders Agreement") with Bapak H Rahman, an individual and citizen of Republic of Indonesia to facilitate the establishment of a joint venture company called PT Rafi Kamajaya Abadi ("PT Rafi"). The Company subscribed 70.73% of the equity interest in PT Rafi through capitalisation of RM13,924,841 being advance to PT Rafi. The remaining 29.27% were subscribed by Bapak H Rahman. PT Rafi was established by virtue of the laws of Republic of Indonesia.
- (c) On 27 November 2007, Kumpulan Ladang-Ladang Trengganu Sdn. Bhd. ("KLLT"), a subsidiary company and being an immediate holding company of TRP Industries Sdn. Bhd. ("TRPI") increased its equity shares in TRPI from 80% to 100% by way of transfer of 200,000 units ordinary shares of RM1 each from Sin Hua Tyres Retrading Sdn. Bhd. to KLLT.
- (d) On 19 December 2007, Kuala Terengganu Specialist Hospital Sdn. Bhd., a subsidiary company increased its authorised ordinary share capital from RM500,000 to RM25,000,000 through the creation of 24,500,000 additional ordinary shares of RM1.00 each and increased its issued and paid-up ordinary share capital from RM200,000 to RM14,051,564 by way of:
  - (i) the issuance of 2,680,000 ordinary shares of RM1 each through capitalisation of purchase consideration for the land and building acquired from Kumpulan Ladang-Ladang Trengganu Sdn. Bhd., a related company.
  - (ii) the issuance of 11,171,564 ordinary shares of RM1 each through capitalisation of advances from its holding company.
- (e) During the financial year, Kuantan Medical Centre Sdn. Bhd., a subsidiary Company increased its issued and paid-up ordinary share capital from RM9,416,045 to RM9,603,045 by way of issuance of 187,000 ordinary shares of RM1 each through a private placement at an issue price of RM1.00 per ordinary share for cash, for additional working capital purposes.

## DIRECTORS' REPORT ◀

### SUBSEQUENT EVENT


On 21 January 2008, the Company announced the proposal to establish an employees' share option scheme for the eligible employees, Executive Directors and Non-Executive Directors of TDM and its subsidiaries ("TDM Group" or the "Group") ("Proposed ESOS") who meet the criteria of eligibility for participation in the Proposed ESOS ("Eligible Person") as set out in the by-laws of the Proposed ESOS ("By-Laws"). The options granted shall entitle the Eligible Person to subscribe for new ordinary shares of RM1.00 each in TDM ("TDM Shares") at a specified price ("Option"). The Proposed ESOS will be administered by the ESOS Committee to be duly appointed and authorised by the Board ("ESOS Committee").

On 19 February 2008, at the Extraordinary General Meeting of the Company, the shareholders have approved all resolutions pertaining to the Proposed ESOS.


### 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 8 April 2008.



DATO' HAJI WAN HISHAM BIN DATO'  
WAN SALLEH



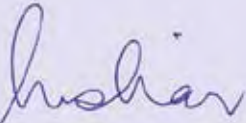
HAJI ABD. JALIL BIN ALI

## ▶ STATEMENT BY DIRECTORS

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

We, DATO' HAJI 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 115 to 202 are drawn up in accordance with the provisions of the Companies Act, 1965 and applicable Financial Reporting Standards in Malaysia so as to give a true and fair view of the financial position of the Group and of the Company as at 31 December 2007 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 8 April 2008.



DATO' HAJI WAN HISHAM BIN DATO'  
WAN SALLEH



HAJI ABD. JALIL BIN ALI

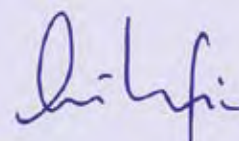
## ▶ STATUTORY DECLARATION

PURSUANT TO SECTION 169(16) OF THE COMPANIES ACT, 1965

I, AMIR MOHD HAFIZ BIN AMIR KHALID, 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 115 to 202 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, AMIR MOHD HAFIZ BIN AMIR KHALID at Kuala Terengganu in Terengganu on 8 April 2008

Before me,

AMIR MOHD HAFIZ BIN AMIR KHALID

## REPORT OF THE AUDITORS TO THE MEMBERS OF TDM BERHAD



We have audited the financial statements set out on pages 115 to 202. 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 Financial Reporting Standards in Malaysia so as to give a true and fair view of:
  - (i) the financial position of the Group and of the Company as at 31 December 2007 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

► **REPORT OF THE AUDITORS**  
TO THE MEMBERS OF TDM BERHAD (CONT'D.)

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 14 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 that have been audited were not subject to any qualification and did not include any comment required to be made under Section 174(3) of the Act.



ERNST &amp; YOUNG

AF: 0039

Chartered Accountants



OONG KEE LEONG

No. 1246/12/09 (J)

Partner

Kuala Terengganu, Terengganu, Malaysia  
8 April 2008

## INCOME STATEMENTS

FOR THE YEAR ENDED 31 DECEMBER 2007

	Note	Group		Company	
		2007 RM'000	2006 RM'000 Restated	2007 RM'000	2006 RM'000 Restated
Revenue	3	267,127	194,451	51,437	38,234
Cost of sales		(138,704)	(121,960)	(8,679)	(8,465)
<b>Gross profit</b>		128,423	72,491	42,758	29,769
Other income		8,644	13,413	4,335	5,913
Distribution costs		(16,274)	(8,835)	-	-
Administrative expenses		(54,763)	(41,215)	(10,633)	(6,607)
Other expenses		(5,584)	(8,093)	(9,355)	(4,478)
<b>Operating profit</b>		60,446	27,761	27,105	24,597
Finance costs	4	(502)	(438)	(702)	(345)
<b>Profit before tax</b>	5	59,944	27,323	26,403	24,252
Income tax expense	8	(20,213)	(11,351)	(9,274)	(12,647)
<b>Profit for the year</b>		39,731	15,972	17,129	11,605
Attributable to:					
Equity holders of the Company		38,170	15,484	17,129	11,605
Minority interests		1,561	488	-	-
		39,731	15,972	17,129	11,605
<b>Earnings per share attributable to equity holders of the Company (sen):</b>					
Basic, for profit for the year	9	17.71	7.18		
Diluted, for profit for the year	9	17.71	7.18		

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

## BALANCE SHEETS

AS AT 31 DECEMBER 2007

	Note	Group		Company	
		2007 RM'000	2006 RM'000 Restated	2007 RM'000	2006 RM'000 Restated
<b>ASSETS</b>					
<b>Non-current assets</b>					
Property, plant and equipment	11	81,742	79,685	2,671	6,058
Prepaid land lease payments	12	173,748	163,898	30,107	30,876
Biological assets	13	353,147	360,763	27,535	27,535
Investments in subsidiaries	14	-	-	176,075	149,793
Other investments	15	4,809	4,708	-	-
		613,446	609,054	236,388	214,262
<b>Current assets</b>					
Property development costs	16	-	-	-	-
Inventories	17	8,928	6,343	526	-
Trade receivables	18	25,511	18,625	-	-
Other receivables	19	41,295	50,798	126,903	141,946
Cash and bank balances	20	101,786	81,808	5,849	186
		177,520	157,574	133,278	142,132
<b>TOTAL ASSETS</b>		<b>790,966</b>	<b>766,628</b>	<b>369,666</b>	<b>356,394</b>
<b>EQUITY AND LIABILITIES</b>					
<b>Equity attributable to equity holders of the Company</b>					
Share capital	24	215,524	215,524	215,524	215,524
Reserves	25	297,292	268,893	24,189	10,669
		512,816	484,417	239,713	226,193
<b>Minority interests</b>		15,853	8,009	-	-
<b>Total equity</b>		<b>528,669</b>	<b>492,426</b>	<b>239,713</b>	<b>226,193</b>
<b>Non-current liabilities</b>					
Retirement benefit obligations	26	1,723	1,759	191	207
Borrowings	21	1,987	1,829	295	138
Deferred revenue	22	39,500	78,500	-	-
Negative goodwill	27	-	-	-	-
Deferred tax liabilities	28	31,013	27,127	4,856	7,670
		74,223	109,215	5,342	8,015

**BALANCE SHEETS**  
AS AT 31 DECEMBER 2007 (CONT'D.)

	Note	Group		Company	
		2007 RM'000	2006 RM'000	2007 RM'000	2006 RM'000
<b>Current liabilities</b>					
Borrowings	21	12,727	7,272	10,265	5,015
Trade payables	22	114,178	109,671	19	19
Other payables	23	40,131	46,328	110,326	116,275
Tax payable		21,038	1,716	4,001	877
		188,074	164,987	124,611	122,186
<b>Total liabilities</b>		262,297	274,202	129,953	130,201
<b>TOTAL EQUITY AND LIABILITIES</b>		<b>790,966</b>	<b>766,628</b>	<b>369,666</b>	<b>356,394</b>

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



## ► CONSOLIDATED STATEMENT OF CHANGES IN EQUITY

FOR THE YEAR ENDED 31 DECEMBER 2007

Note	←• Attributable to Equity Holders of the Company •→							
	←• Non-distributable •→				Distributable		Minority Interests	Total Equity
	Share Capital (Note 24) RM'000	Share Premium (Note 25) RM'000	Other Reserves (Note 25) RM'000	Retained Earnings (Note 25) RM'000	Total RM'000	RM'000		
<b>At 1 January 2006</b>		215,524	34,979	210,941	7,489	468,933	7,521	476,454
Profit for the year		-	-	-	15,484	15,484	488	15,972
<b>At 31 December 2006</b>		<b>215,524</b>	<b>34,979</b>	<b>210,941</b>	<b>22,973</b>	<b>484,417</b>	<b>8,009</b>	<b>492,426</b>
<b>At 1 January 2007</b>								
As previously stated		215,524	34,979	210,941	26,897	488,341	8,009	496,350
Effects of adopting FRS 112	2.3 (e)	-	-	-	2,928	2,928	-	2,928
Prior year adjustment	2.3 (e)	-	-	-	(6,852)	(6,852)	-	(6,852)
<b>At 1 January 2007 (restated)</b>		<b>215,524</b>	<b>34,979</b>	<b>210,941</b>	<b>22,973</b>	<b>484,417</b>	<b>8,009</b>	<b>492,426</b>
Dividends	10	-	-	-	(4,311)	(4,311)	-	(4,311)
Effect of deferred taxation on revaluation surplus		-	-	(5,460)	-	(5,460)	-	(5,460)
Acquisition of a subsidiary		-	-	-	-	-	6,283	6,283
Profit for the year		-	-	-	38,170	38,170	1,561	39,731
<b>At 31 December 2007</b>		<b>215,524</b>	<b>34,979</b>	<b>205,481</b>	<b>56,832</b>	<b>512,816</b>	<b>15,853</b>	<b>528,669</b>

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

## COMPANY STATEMENT OF CHANGES IN EQUITY

FOR THE YEAR ENDED 31 DECEMBER 2007

`Note	←• Non-distributable •→				Accumulated Losses (Note 25) RM'000	Total Equity RM'000
	Share Capital (Note 24) RM'000	Share Premium (Note 25) RM'000	Other Reserves (Note 25) RM'000	Capital Reserve (Note 25) RM'000		
At 1 January 2006	215,524	34,979	31,224	2,736	(69,875)	214,588
Profit for the year	-	-	-	-	11,605	11,605
<b>At 31 December 2006</b>	<b>215,524</b>	<b>34,979</b>	<b>31,224</b>	<b>2,736</b>	<b>(58,270)</b>	<b>226,193</b>
At 1 January 2007						
As previously stated	215,524	34,979	31,224	2,736	(50,605)	233,858
Prior year adjustment	2.3 (e)	-	-	-	(7,665)	(7,665)
<b>At 1 January 2007 (restated)</b>	<b>215,524</b>	<b>34,979</b>	<b>31,224</b>	<b>2,736</b>	<b>(58,270)</b>	<b>226,193</b>
Effect of deferred taxation on revaluation surplus	-	-	702	-	-	702
Profit for the year	-	-	-	-	17,129	17,129
Dividends	10	-	-	-	(4,311)	(4,311)
<b>At 31 December 2007</b>	<b>215,524</b>	<b>34,979</b>	<b>31,926</b>	<b>2,736</b>	<b>(45,452)</b>	<b>239,713</b>

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

## ► CASH FLOW STATEMENTS

FOR THE YEAR ENDED 31 DECEMBER 2007

	Note	Group		Company	
		2007 RM'000	2006 RM'000	2007 RM'000	2006 RM'000
<b>CASH FLOWS FROM OPERATING ACTIVITIES</b>					
Profit before tax		59,944	27,323	26,403	24,252
Adjustments for:					
Interest expense	4	502	438	702	345
Provision/(reversal) of retirement benefit obligations	5	796	(85)	333	57
Depreciation of property, plant and equipment	5	10,649	10,442	530	615
Property, plant and equipment written off	5	766	1,809	225	1,536
Impairment of property, plant and equipment	5	-	915	-	-
Amortisation of prepaid land lease payments	5	3,289	3,305	729	743
Impairment of prepaid land lease payments	5	488	-	-	-
Amortisation of livestocks	5	1,025	986	-	-
Prepaid land lease payments written off	5	75	-	75	-
Biological assets written off	5	7,766	53	-	-
Inventories written off	5	169	221	-	-
(Gain)/Loss on disposal of property, plant and equipment	5	(2,706)	(504)	9	-
Provision for doubtful debts	5	1,947	5,537	-	786
Impairment of property development costs	5	-	1,583	-	-
Reversal of provision for zakat recognised in prior year	5	(88)	-	(88)	-
Impairment of other investments	5	-	800	-	800
Impairment of investment in a subsidiary	5	-	-	8,000	-
Retrenchment benefits	5	-	48	-	-
Unrealised foreign exchange loss	5	479	-	-	-
Dividends received	5	(3)	(706)	(21,134)	(21,154)

## CASH FLOW STATEMENTS

FOR THE YEAR ENDED 31 DECEMBER 2007 (CONT'D.)

	Note	Group		Company	
		2007 RM'000	2006 RM'000	2007 RM'000	2006 RM'000
<b>CASH FLOWS FROM OPERATING ACTIVITIES (CONT'D.)</b>					
Interest income	5	(2,395)	(3,734)	-	-
Reversal of accruals	5	-	(6,652)	-	(2,640)
Operating profit before working capital changes		82,703	41,779	15,784	5,340
(Increase)/Decrease in inventories		(2,585)	4,353	(526)	355
Decrease/(Increase) in receivables		713	(13,232)	15,043	40,260
(Decrease)/Increase in payables and deferred revenue		(21,592)	13,089	(5,384)	(61,643)
Cash generated from/(used in) operations		59,239	45,989	24,917	(15,688)
Interest expense		(863)	(438)	(702)	(345)
Interest income		2,395	3,734	-	-
Taxes paid		(16,497)	(8,343)	(4,155)	(776)
Retirement benefits paid	26	(832)	(346)	(349)	(3)
Net cash generated from/(used in) operating activities		43,442	40,596	19,711	(16,812)
<b>CASH FLOWS FROM INVESTING ACTIVITIES</b>					
Purchase of property, plant and equipment	11	(12,714)	(20,698)	(2,051)	(6,102)
Addition of prepaid land lease payments	12	(13,702)	(247)	(35)	(247)
Addition of livestock	13	(1,062)	(1,058)	-	-
Addition of plantation development expenditure	13	(113)	(238)	-	-
Purchase of additional shares in subsidiaries	14	-	-	(20,357)	-
Acquisition of a subsidiary	14	-	-	(13,925)	-
Dividends received		3	706	21,134	21,154
Proceeds from disposal of property, plant and equipment		2,822	-	90	-
Net cash (used in)/generated from investing activities		(24,766)	(21,535)	(15,144)	14,805

## ► CASH FLOW STATEMENTS

FOR THE YEAR ENDED 31 DECEMBER 2007 (CONT'D.)

	Note	Group		Company	
		2007 RM'000	2006 RM'000	2007 RM'000	2006 RM'000
<b>CASH FLOWS FROM FINANCING ACTIVITIES</b>					
Proceeds from bankers' acceptances and trust receipts		1,025	6,694	-	-
Repayments of bankers' acceptances and trust receipts		(1,827)	(6,396)	-	-
Drawdown of term loans		20,593	1,500	20,401	-
Repayment of term loans		(10,212)	(16)	(10,162)	-
Drawdown of hire purchase facilities		904	256	296	-
Repayment of hire purchase facilities		(368)	(336)	(193)	(80)
Dividends paid to shareholders	10	(4,311)	-	(4,311)	-
Net cash generated from/(used in) financing activities		5,804	1,702	6,031	(80)
<b>NET INCREASE/(DECREASE) IN CASH AND CASH EQUIVALENTS</b>					
		24,480	20,763	10,598	(2,087)
<b>CASH AND CASH EQUIVALENTS AT BEGINNING OF YEAR</b>					
		76,719	55,956	(4,749)	(2,662)
<b>CASH AND CASH EQUIVALENTS AT YEAR END</b>					
	20	101,199	76,719	5,849	(4,749)

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

## NOTES TO THE FINANCIAL STATEMENTS

### 1. CORPORATE INFORMATION

The principal activities of the Company are investment holding, provision of management services and cultivation of oil palms. The principal activities of the subsidiaries are as disclosed in Note 14 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 8 April 2008.

### 2. SIGNIFICANT ACCOUNTING POLICIES

#### 2.1 Basis of Preparation

The financial statements comply with the provisions of the Companies Act, 1965 and applicable Financial Reporting Standards in Malaysia. 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 2007 as described fully in Note 2.3.

The financial statements of the Group and of the Company have also been prepared on the historical cost basis, except for certain buildings, motor vehicles, plant and machinery and freehold land included within property, plant and equipment and plantation development expenditure included within biological assets.

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

## ► NOTES TO THE FINANCIAL STATEMENTS

### 2. SIGNIFICANT ACCOUNTING POLICIES (CONT'D.)

#### 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.

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.

## NOTES TO THE FINANCIAL STATEMENTS

### 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.)

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.



## ▶ NOTES TO THE FINANCIAL STATEMENTS

### 2. SIGNIFICANT ACCOUNTING POLICIES (CONT'D.)

#### 2.2 Summary of Significant Accounting Policies (Cont'd.)

##### (b) Associates (Cont'd.)

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.

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.

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.

## NOTES TO THE FINANCIAL STATEMENTS

### 2. SIGNIFICANT ACCOUNTING POLICIES (CONT'D.)

#### 2.2 Summary of Significant Accounting Policies (Cont'd.)

##### (b) Associates (Cont'd.)

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, motor vehicles, plant and machinery and freehold land included within property, plant and equipment are stated at cost less accumulated depreciation and any accumulated impairment losses.

Certain buildings, motor vehicles, plant and machinery 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

### 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:

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.

## NOTES TO THE FINANCIAL STATEMENTS

### 2. SIGNIFICANT ACCOUNTING POLICIES (CONT'D.)

#### 2.2 Summary of Significant Accounting Policies (Cont'd.)

##### (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.

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.

###### (ii) Livestocks

Livestocks represent expenditure incurred on the breeder stock up to their maturity and are amortised over the average production cycle of the breeders.

Breeder stocks are 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.

## ▶ NOTES TO THE FINANCIAL STATEMENTS

### 2. SIGNIFICANT ACCOUNTING POLICIES (CONT'D.)

#### 2.2 Summary of Significant Accounting Policies (Cont'd.)

##### (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.

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.

## NOTES TO THE FINANCIAL STATEMENTS

### 2. SIGNIFICANT ACCOUNTING POLICIES (CONT'D.)

#### 2.2 Summary of Significant Accounting Policies (Cont'd.)

##### (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

### 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.

## NOTES TO THE FINANCIAL STATEMENTS

### 2. SIGNIFICANT ACCOUNTING POLICIES (CONT'D.)

#### 2.2 Summary of Significant Accounting Policies (Cont'd.)

##### (h) Financial Instruments (Cont'd.)

###### (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.

###### (iii) Marketable Securities

Marketable securities are carried at 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.



## ▶ NOTES TO THE FINANCIAL STATEMENTS

### 2. SIGNIFICANT ACCOUNTING POLICIES (CONT'D.)

#### 2.2 Summary of Significant Accounting Policies (Cont'd.)

##### (h) Financial Instruments (Cont'd.)

###### (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.

The transaction costs of an equity transaction are accounted for as a deduction from equity, net of tax. Equity transaction costs comprise only those incremental external costs directly attributable to the equity transaction which would otherwise have been avoided.

The consideration paid, including any attributable transaction costs is presented as a change in equity. Repurchased shares that have not been cancelled are classified as treasury shares and presented as a deduction from equity. No gain or loss is recognised in the income statement on the sale, re-issuance or cancellation of treasury shares. When treasury shares are reissued by resale, the difference between the sales consideration and the carrying amount of the treasury shares is shown as a movement in equity.

## NOTES TO THE FINANCIAL STATEMENTS

### 2. SIGNIFICANT ACCOUNTING POLICIES (CONT'D.)

#### 2.2 Summary of Significant Accounting Policies (Cont'd.)

##### (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.

##### (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.

## ▶ NOTES TO THE FINANCIAL STATEMENTS

### 2. SIGNIFICANT ACCOUNTING POLICIES (CONT'D.)

#### 2.2 Summary of Significant Accounting Policies (Cont'd.)

##### (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.

###### (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").

## NOTES TO THE FINANCIAL STATEMENTS

### 2. SIGNIFICANT ACCOUNTING POLICIES (CONT'D.)

#### 2.2 Summary of Significant Accounting Policies (Cont'd.)

##### (l) Employee Benefits (Cont'd.)

##### (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

### 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.

## NOTES TO THE FINANCIAL STATEMENTS

### 2. SIGNIFICANT ACCOUNTING POLICIES (CONT'D.)

#### 2.2 Summary of Significant Accounting Policies (Cont'd.)

##### (m) Foreign Currencies (Cont'd.)

##### (ii) Foreign Currency Transactions (Cont'd.)

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.

##### (iii) Foreign Operations

The results and financial position of foreign operations that have a functional currency different from the presentation currency (RM) of the consolidated financial statements are translated into RM as follows:

- Assets and liabilities for each balance sheet presented are translated at the closing rate prevailing at the balance sheet date;
- Income and expenses for each income statement are translated at average exchange rates for the year, which approximates the exchange rates at the dates of the transactions; and
- All resulting exchange differences are taken to the foreign currency translation reserve within equity.

Goodwill and fair value adjustments arising on the acquisition of foreign operations on or after 1 January 2007 are treated as assets and liabilities of the foreign operations and are recorded in the functional currency of the foreign operations and translated at the closing rate at the balance sheet date. Goodwill and fair value adjustments which arose on the acquisition of foreign subsidiaries before 1 January 2007 are deemed to be assets and liabilities of the parent company and are recorded in RM at the rates prevailing at the date of acquisition.

## ► NOTES TO THE FINANCIAL STATEMENTS

### 2. SIGNIFICANT ACCOUNTING POLICIES (CONT'D.)

#### 2.2 Summary of Significant Accounting Policies (Cont'd.)

##### (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.

##### (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.

##### (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.

## NOTES TO THE FINANCIAL STATEMENTS

### 2. SIGNIFICANT ACCOUNTING POLICIES (CONT'D.)

#### 2.2 Summary of Significant Accounting Policies (Cont'd.)

##### (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.

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).



## ► NOTES TO THE FINANCIAL STATEMENTS

### 2. SIGNIFICANT ACCOUNTING POLICIES (CONT'D.)

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

On 1 January 2007, the Group and the Company adopted the following revised FRSs and amendment to FRS:

(i) FRS 117	:	Leases
(ii) Amendment to FRS 119 <sub>2004</sub>	:	Employee Benefits - Actuarial Gains and Losses, Group Plans and Disclosure
(iii) FRS 124	:	Related Party Disclosures
(iv) FRS 6	:	Exploration for and Evaluation of Mineral Resources

In addition, the Group and the Company have early adopted the revised FRS 112 - Income Taxes for the financial period beginning 1 January 2007.

At the date of authorisation of these financial statement, the following new and revised FRSs, amendment to FRS and Interpretations were issued but not yet effective and have not been applied by the Group and the Company:

FRSs, Amendment to FRS and Interpretations	Effective for financial periods beginning on or after
FRS 107 : Cash Flow Statements	1 July 2007
FRS 111 : Construction Contracts	1 July 2007
FRS 118 : Revenue	1 July 2007
FRS 120 : Accounting for Government Grants and Disclosure of Government Assistance	1 July 2007
FRS 134 : Interim Financial Reporting	1 July 2007
FRS 137 : Provisions, Contingent Liabilities and Contingent Assets	1 July 2007
FRS 139 : Financial Instruments: Recognition and Measurement	Deferred

## NOTES TO THE FINANCIAL STATEMENTS

### 2. SIGNIFICANT ACCOUNTING POLICIES (CONT'D.)

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

FRSs, Amendment to FRS and Interpretations	Effective for financial periods beginning on or after
Amendment to FRS 121: The Effects of Changes in Foreign Exchange Rates - Net Investment in a Foreign Operation	1 July 2007
IC Interpretation 1: Changes in Existing Decommissioning, Restoration and Similar Liabilities	1 July 2007
IC Interpretation 2: Members' Shares in Co-operative Entities and Similar Instruments	1 July 2007
IC Interpretation 5: Rights to Interests arising from Decommissioning, Restoration and Environmental Rehabilitation Funds	1 July 2007
IC Interpretation 6: Liabilities arising from Participating in a Specific Market - Waste Electrical and Electronic Equipment	1 July 2007
IC Interpretation 7: Applying the Restatement Approach under FRS 129 <sub>2004</sub> Financial Reporting in Hyperinflationary Economies and	1 July 2007
IC Interpretation 8: Scope of FRS 2 Share-based Payment	1 July 2007

The above new and revised FRSs, amendment to FRS and Interpretations are expected to have no significant impact on the financial statements of the Group and the Company upon their initial application.

The Group and the Company are exempted from disclosing the possible impact, if any, to the financial statements upon the initial application of FRS 139.

## ▶ NOTES TO THE FINANCIAL STATEMENTS

### 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 Amendment to FRS 119<sub>2004</sub> and revised FRS 124 gives rise to additional disclosures but did not result in significant changes in accounting policies of the Group and of the Company. FRS 6 is not applicable to the Group and the Company.

The principal changes in accounting policies and their effects resulting from the adoption of the revised FRS 112, FRS 117 and the Amendment to FRS 119 are discussed below:

##### (a) FRS 112 : Income Taxes

Prior to 1 January 2007, deferred tax assets on unused reinvestment allowances were not recognised. The adoption of FRS 112 has resulted in a retrospective change in the accounting policy relating to the recognition of deferred tax assets on unused reinvestment allowances and as disclosed in Note 2.3(d), certain comparative amounts as at 31 December 2006 have been restated as disclosed in Note 2.3(e).

##### (b) FRS 117: Leases

###### Leasehold land held for own use

Prior to 1 January 2007, leasehold land held for own use was classified as property, plant and equipment and was stated at revalued amount less accumulated depreciation and impairment losses. The adoption of the revised FRS 117 has resulted in a change in the accounting policy relating to the classification of leases of land.

Leases of the land are classified as operating or finance lease in the same way as leases of other asset and the land and the buildings elements of a lease of land and buildings are considered separately for the purpose of lease classification. Leasehold land held for own use is now classified as operating lease and where necessary, the minimum lease payments or the up-front payments made are allocated between the land and the buildings elements in the proportion to the relative fair value for leasehold interests in the land elements and building elements of the lease at the inception of the lease. The up-front payments represent prepaid land lease payments and are amortised on a straight-line basis over the lease term.

## NOTES TO THE FINANCIAL STATEMENTS

### 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 117: Leases (Cont'd.)

###### Leasehold land held for own use (Cont'd.)

The Group has applied the change in accounting policy in respect of leasehold land in accordance with the transitional provision of FRS 117. At 1 January 2007, the unamortised amount of leasehold land is retained as the surrogate carrying amount of prepaid land lease payments as allowed by the transitional provisions. The reclassification of leasehold land as prepaid land lease payments has been accounted for retrospectively. There were no effects on the financial statements for the financial year ended 31 December 2007.

##### (c) Amendment to FRS 119<sub>2004</sub>: Employee Benefits - Actuarial Gains and Losses and Disclosures

This amendment introduces the portion of an alternatives recognition approach for actuarial gains and losses arising from post-employment defined benefit plans. It may impose additional recognition requirement for multi-employer plans where insufficient information is available to apply defined benefit accounting. It also adds new disclosure requirements. As the Company 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.

## ▶ NOTES TO THE FINANCIAL STATEMENTS

### 2. SIGNIFICANT ACCOUNTING POLICIES (CONT'D.)

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

##### (d) Summary of effects of adopting new and revised FRSs on the financial statements

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

##### (i) Effects on the consolidated balance sheets as at 31 December 2007

Description of Change	Increase/(Decrease) FRS 117 Note 2.3 (b) RM'000
<b>Group</b>	
Property, plant and equipment	(173,748)
Prepaid land lease payments	173,748
<hr/>	
<b>Company</b>	
Property, plant and equipment	(30,107)
Prepaid land lease payments	30,107
<hr/>	

##### (ii) Effects on the consolidated income statements as at 31 December 2006

Description of Change	Increase/(Decrease) FRS 112 Note 2.3 (a) RM'000
Income tax expense	(2,928)
Profit for the year	2,928
<hr/>	

## NOTES TO THE FINANCIAL STATEMENTS

### 2. SIGNIFICANT ACCOUNTING POLICIES (CONT'D.)

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

##### (e) Restatement of Comparatives

The following comparative amounts have been restated as a result of adopting the revised FRS 112, FRS 117 and prior year adjustment:

Description of Change At 31 December 2006	Previously Stated RM'000	Increase/(Decrease)		Understatement of deferred tax liabilities in prior year RM'000	Restated RM'000
		FRS 112 Note 2.3 (a) RM'000	FRS 117 Note 2.3 (b) RM'000		
<b>Group</b>					
Non-current assets					
Property, plant and equipment	243,583	-	(163,898)	-	79,685
Prepaid land lease payments	-	-	163,898	-	163,898
Equity and liabilities					
Retained earnings	26,897	2,928	-	(6,852)	22,973
Non-current liabilities					
Deferred tax liabilities	23,203	(2,928)	-	6,852	27,127
	<b>293,683</b>	<b>-</b>	<b>-</b>	<b>-</b>	<b>293,683</b>

Company	Previously Stated RM'000	Increase/(Decrease)		Understatement of deferred tax liabilities in prior year RM'000	Restated RM'000
		FRS 117 Note 2.3 (b) RM'000			
Non-current assets					
Property, plant and equipment		36,934	(30,876)	-	6,058
Prepaid land lease payments		-	30,876	-	30,876
Equity and liabilities					
Accumulated losses		(50,605)	-	(7,665)	(58,270)
Non-current liabilities					
Deferred tax liabilities		5	-	7,665	7,670
		<b>(13,666)</b>	<b>-</b>	<b>-</b>	<b>(13,666)</b>

## ▶ NOTES TO THE FINANCIAL STATEMENTS

### 2. SIGNIFICANT ACCOUNTING POLICIES (CONT'D.)

#### 2.4 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 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. Estimating the value-in-use requires the Group to make an estimate of the expected future cash flows from the CGU and also to choose a suitable discount rate in order to calculate the present value of those cash flows. The carrying amounts of property, plant and equipment of the Group and Company as at 31 December 2007 were RM81,742,000 (2006: RM79,685,000) and RM2,671,000 (2006: RM6,058,000). Further details of the impairment losses recognised are disclosed in Note 11.

##### (ii) Deferred tax assets

Deferred tax assets are recognised for all unused tax losses, unabsorbed capital allowances and reinvestment allowances to the extent that it is probable that taxable profit will be available against which the losses, capital allowances and reinvestment 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 unrecognised tax losses and capital allowances of the Group was RM42,648,000 (2006: RM31,609,000) and RM15,146,000 (2006: RM10,399,000) respectively and the unrecognised tax losses and capital allowances of the Company was RMNil (2006: RM2,751,000) and RMNil (2006: RM999,000) respectively.

## NOTES TO THE FINANCIAL STATEMENTS

### 3. REVENUE

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

	Group		Company	
	2007 RM'000	2006 RM'000	2007 RM'000	2006 RM'000
Sale of goods	220,278	151,886	15,186	11,880
Rendering of services	46,849	42,565	-	-
Dividend income from subsidiaries	-	-	21,134	21,154
Management fees from subsidiaries	-	-	15,117	5,200
	267,127	194,451	51,437	38,234

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

### 4. FINANCE COSTS

	Group		Company	
	2007 RM'000	2006 RM'000	2007 RM'000	2006 RM'000
Interest expense on:				
- bank overdrafts	311	335	311	333
- loans	445	5	382	-
- trust receipts and bankers' acceptances	69	63	-	-
- hire purchase liabilities	38	24	9	12
- reversal of interest on late payment over recognised in prior years	(361)	-	-	-
- others	-	11	-	-
	502	438	702	345



## ► NOTES TO THE FINANCIAL STATEMENTS

### 5. PROFIT BEFORE TAX

The following amounts have been included at arriving at profit before tax:

	Group		Company	
	2007 RM'000	2006 RM'000	2007 RM'000	2006 RM'000
Employee benefits expense (Note 6)	14,310	12,786	3,311	2,089
Non-executive directors' remuneration (Note 7)	894	614	280	325
Auditors' remuneration				
- current year	208	207	50	55
- other services	48	-	48	-
Depreciation of property, plant and equipment (Note 11)	10,649	10,442	530	615
Property, plant and equipment written off (Note 11)	766	1,809	225	1,536
Impairment of property, plant and equipment (Note 11)	-	915	-	-
Amortisation of prepaid land lease payments (Note 12)	3,289	(3,305)	729	743
Impairment of prepaid land lease payments (Note 12)	488	-	-	-
Amortisation of livestocks (Note 13)	1,025	986	-	-
Prepaid land lease payments written off (Note 12)	75	-	75	-
Biological assets written off (Note 13)	7,766	53	-	-
Rental of premises	2,686	2,653	360	270
Rental of equipment	22	104	22	16
Rental of land	3	2	-	-
Rental of parking space	51	29	51	29
Inventories written off	169	221	-	-
(Gain)/Loss on disposal of property, plant and equipment	(2,706)	(504)	9	-
Provision for doubtful debts	1,947	5,537	-	786

## NOTES TO THE FINANCIAL STATEMENTS

### 5. PROFIT BEFORE TAX (CONT'D.)

	Group		Company	
	2007 RM'000	2006 RM'000	2007 RM'000	2006 RM'000
Impairment loss of property development costs (Note 16)	-	1,583	-	-
Reversal of provision for zakat recognised in prior year	(88)	-	(88)	-
Royalty	247	198	-	-
Share of profits from estate management payable to Lembaga Tabung Amanah Warisan Negeri Terengganu	1,374	-	1,374	-
Impairment loss of other investments	-	800	-	800
Impairment loss of investment in a subsidiary	-	-	8,000	-
Retrenchment benefits	-	48	-	-
Replanting expenditure	4,922	5,500	-	-
Unrealised foreign exchange loss	479	-	-	-
Realised foreign exchange gain	(462)	-	(462)	-
Other income	(665)	(629)	-	-
Dividends received	(3)	(706)	(21,134)	(21,154)
Interest income	(2,395)	(3,734)	-	-
Reversal of accruals	-	(6,652)	-	(2,640)
Rental income	(298)	(148)	-	-
Provision for doubtful debts recovered	(43)	(50)	-	-
Profit distribution from Terengganu Oil Palm Development				
- Sublessees Scheme	(5,255)	(3,273)	(5,255)	(3,273)
Management fees charged to subsidiaries	-	-	(15,117)	(5,200)

## ▶ NOTES TO THE FINANCIAL STATEMENTS

### 6. EMPLOYEE BENEFITS EXPENSE

	Group		Company	
	2007 RM'000	2006 RM'000	2007 RM'000	2006 RM'000
Salaries, wages and allowances	11,614	11,285	2,384	1,702
Defined contribution benefits	1,723	1,295	535	306
Social security costs	149	271	21	13
Provision/(reversal) of retirement benefit obligations (Note 26)	796	(85)	333	57
Provision for annual leave	28	20	38	11
	14,310	12,786	3,311	2,089

Included in employee benefits expense of the Group and of the Company are executive director's remuneration amounting to RM607,000 (2006: RM506,000) and RM607,000 (2006: RM506,000) respectively as further disclosed in Note 7.

### 7. DIRECTORS' REMUNERATION

	Group		Company	
	2007 RM'000	2006 RM'000	2007 RM'000	2006 RM'000
Executive director's remuneration (Note 6):				
Fees	40	40	40	40
Salaries and other emoluments	440	417	440	417
Bonus	127	49	127	49
	607	506	607	506
Non-executive directors' remuneration (Note 5):				
Fees and other emoluments	734	454	280	325
Chairman allowances	160	160	-	-
	894	614	280	325
Total directors' remuneration	1,501	1,120	887	831
Estimated money value of benefit-in-kind	13	38	13	25
Total directors' remuneration including benefit-in-kind	1,514	1,158	900	856

## NOTES TO THE FINANCIAL STATEMENTS

### 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	
	2007	2006
Executive director:		
RM500,001 - RM550,000	-	1
RM600,001 - RM650,000	1	-
<hr/>		
Non-Executive directors:		
Below RM50,000	6	6
RM50,000 - RM100,000	1	1
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### 8. INCOME TAX EXPENSE

	Group		Company	
	2007	2006	2007	2006
	RM'000	RM'000	RM'000	RM'000
Tax expense for the year:				
Malaysian income tax	20,662	11,053	9,572	7,163
Under provision in prior year	1,125	63	1,814	-
	<hr/>	<hr/>	<hr/>	<hr/>
	21,787	11,116	11,386	7,163
Deferred tax (Note 28):				
- (Over)/under provision in prior year	(1,189)	2,463	-	5,484
- Relating to origination and reversal of temporary differences	(254)	(480)	(1,992)	-
- Relating to changes in tax rates	(131)	(1,748)	(120)	-
	<hr/>	<hr/>	<hr/>	<hr/>
	(1,574)	235	(2,112)	5,484
	<hr/>	<hr/>	<hr/>	<hr/>
	20,213	11,351	9,274	12,647

Domestic current income tax is calculated at the statutory tax rate of 27% (2006: 28%) of the estimated assessable profit for the year. The domestic statutory tax rate will be reduced to 26% from the current year's rate of 27%, effective year of assessment 2008 and to 25% effective year of assessment 2009. The computation of deferred tax as at 31 December 2007 has reflected these changes.

## ► NOTES TO THE FINANCIAL STATEMENTS

### 8. INCOME TAX EXPENSE (CONT'D.)

Subsequent to the Real Property Gains Tax (Exemption) (No. 2) Order 2007, the Company is now exempted from all provisions of the Real Property Gains Tax Act, 1976 in respect of any disposal of chargeable assets after 31 March 2007. The computation of deferred tax as at 31 December 2007 has reflected these changes.

Group	2007 RM'000	2006 RM'000
Profit before tax	59,944	27,323
Taxation at Malaysian statutory rate of 27% (2006: 28%)	16,185	7,650
Effect of changes in tax rates on opening balance of deferred tax	(131)	(1,748)
Income not subject to tax	(173)	(269)
Effect of income subject to tax rate of 20%*	(78)	(40)
Expenses not deductible for tax purposes	5,034	2,615
Utilisation of previously unrecognised tax losses and unabsorbed capital allowances	8	(815)
Deferred tax assets recognised during the year	(1,791)	(590)
Deferred tax assets not recognised during the year	1,223	2,022
(Over)/under provision of deferred tax in prior years	(1,189)	2,463
Under provision of income tax in prior year	1,125	63
Tax expense for the year	20,213	11,351

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

## NOTES TO THE FINANCIAL STATEMENTS

### 8. INCOME TAX EXPENSE (CONT'D.)

<b>Company</b>	<b>2007 RM'000</b>	<b>2006 RM'000</b>
Profit before tax	26,403	24,252
Taxation at Malaysian statutory rate of 27% (2006: 28%)	7,129	6,791
Effect of changes in tax rates on opening balance of deferred tax	(120)	-
Income not subject to tax	(135)	(269)
Expenses not deductible for tax purposes	586	1,013
Utilisation of previously unrecognised tax losses and unabsorbed capital allowances	-	(726)
Deferred tax assets not recognised during the year	-	354
Under provision of deferred tax in prior years	-	5,484
Under provision of income tax in prior year	1,814	-
Tax expense for the year	9,274	12,647

Tax savings during the financial year arose from:

	<b>Group</b>		<b>Company</b>	
	<b>2007 RM'000</b>	<b>2006 RM'000</b>	<b>2007 RM'000</b>	<b>2006 RM'000</b>
Utilisation of tax losses brought forward	-	1,585	-	1,938
Utilisation of current year capital allowances	10,246	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.

## ▶ NOTES TO THE FINANCIAL STATEMENTS

### 9. EARNINGS PER SHARE (CONT'D.)

	Group	
	2007	2006
Profit attributable to ordinary equity holders of the Company (RM'000)	38,170	15,484
Weighted average number of ordinary shares in issue ('000)	215,524	215,524
Basic earnings per share (sen)	17.71	7.18

There is no dilution effect to the earnings per share of the Group.

### 10. DIVIDENDS

	Dividends in respect of Year		Dividends Recognised in Year	
	2007	2006	2007	2006
	RM'000	RM'000	RM'000	RM'000
<b>Recognised during the year:</b>				
Final dividend of 2.74%: 2.74% less 27% taxation on 215,524,302 ordinary shares declared on 4 July 2007 and paid on 3 September 2007 (2 sen net per ordinary share)	-	4,311	4,311	-
<b>Proposed for shareholders' approval (not recognised as at 31 December);</b>				
Final dividend of 7.43%: 7.43% less 26% taxation on 215,524,302 ordinary shares (5.5 sen net per ordinary share)	11,850	-	-	-
	11,850	4,311	4,311	-

At the forthcoming Annual General Meeting, a final dividend in respect of the financial year ended 31 December 2007, of 7.43% less 26% taxation on 215,524,302 ordinary shares, amounting to a dividend payable of RM11,849,957 (5.5 sen net per ordinary share) will be proposed for shareholders' approval. The financial statements for the current financial year do not reflect this proposed dividend. Such dividend, if approved by the shareholders, will be accounted for in equity as an appropriation of retained profits in the financial year ending 31 December 2008.

## NOTES TO THE FINANCIAL STATEMENTS

### 11. PROPERTY, PLANT AND EQUIPMENT

	Freehold land RM'000	Buildings RM'000	Plant, machinery, equipment, vehicles and renovation RM'000	Livestock pen and cages RM'000	Work-in progress RM'000	Total RM'000
<b>GROUP</b>						
At 31 December 2007						
Cost or valuation						
At 1 January 2007						
At cost	1,964	25,564	80,572	494	18,556	127,150
At valuation	800	18,436	37,964	-	-	57,200
	2,764	44,000	118,536	494	18,556	184,350
Additions	546	2,680	9,672	690	30	13,618
Disposals	-	(858)	(661)	-	-	(1,519)
Reclassifications	-	-	(496)	-	496	-
Write offs	(105)	(2,044)	(7,852)	-	(832)	(10,833)
At 31 December 2007	3,205	43,778	119,199	1,184	18,250	185,616



## ► NOTES TO THE FINANCIAL STATEMENTS

### 11. PROPERTY, PLANT AND EQUIPMENT (CONT'D.)

	Freehold land RM'000	Buildings RM'000	Plant, machinery, equipment, vehicles and renovation RM'000	Livestock pen and cages RM'000	Work-in progress RM'000	Total RM'000
<b>GROUP (CONT'D.)</b>						
Representing:						
At cost	2,405	25,342	81,235	1,184	18,250	128,416
At valuation	800	18,436	37,964	-	-	57,200
At 31 December 2007	3,205	43,778	119,199	1,184	18,250	185,616
<b>Accumulated depreciation and impairment</b>						
At 1 January 2007	-	36,090	63,451	385	4,739	104,665
Depreciation charge for the year (Note 5)	-	1,569	8,724	37	319	10,649
Reclassifications	-	(2,117)	2,163	-	(16)	30
Disposals	-	(859)	(544)	-	-	(1,403)
Write offs	-	(2,068)	(7,549)	-	(450)	(10,067)
At 31 December 2007	-	32,615	66,245	422	4,592	103,874

## NOTES TO THE FINANCIAL STATEMENTS

### 11. PROPERTY, PLANT AND EQUIPMENT (CONT'D.)

	Freehold land RM'000	Buildings RM'000	Plant, machinery, equipment, vehicles and renovation RM'000	Livestock pen and cages RM'000	Work-in progress RM'000	Total RM'000
<b>GROUP (CONT'D.)</b>						
Analysed as:						
Accumulated depreciation	-	31,749	62,017	422	2,807	96,995
Accumulated impairment losses	-	866	4,228	-	1,785	6,879
	-	32,615	66,245	422	4,592	103,874
<b>Net carrying amount</b>						
At cost	2,405	9,463	22,493	762	12,755	47,878
At valuation	800	1,700	31,364	-	-	33,864
At 31 December 2007	3,205	11,163	53,857	762	12,755	81,742

## ► NOTES TO THE FINANCIAL STATEMENTS

### 11. PROPERTY, PLANT AND EQUIPMENT (CONT'D.)

	Freehold land RM'000	Buildings RM'000	Plant, machinery, equipment, vehicles and renovation RM'000	Livestock pen and cages RM'000	Work-in progress RM'000	Total RM'000
<b>GROUP</b>						
At 31 December 2006						
<b>Cost or valuation</b>						
At 1 January 2006						
At cost	95	32,246	60,113	472	14,560	107,486
At valuation	800	13,094	43,306	-	-	57,200
	895	45,340	103,419	472	14,560	164,686
Additions	-	1,322	15,614	22	3,996	20,954
Disposals	-	(152)	(190)	-	-	(342)
Reclassifications	1,869	(2,200)	2,195	-	-	1,864
Write offs	-	(310)	(2,502)	-	-	(2,812)
At 31 December 2006	2,764	44,000	118,536	494	18,556	184,350

## NOTES TO THE FINANCIAL STATEMENTS

### 11. PROPERTY, PLANT AND EQUIPMENT (CONT'D.)

	Freehold land RM'000	Buildings RM'000	Plant, machinery, equipment, vehicles and renovation RM'000	Livestock pen and cages RM'000	Work-in progress RM'000	Total RM'000
Representing:						
At cost	1,964	25,564	80,572	494	18,556	127,150
At valuation	800	18,436	37,964	-	-	57,200
At 31 December 2006	2,764	44,000	118,536	494	18,556	184,350

## ▶ NOTES TO THE FINANCIAL STATEMENTS

### 11. PROPERTY, PLANT AND EQUIPMENT (CONT'D.)

	Freehold land RM'000	Buildings RM'000	Plant, machinery, equipment, vehicles and renovation RM'000	Livestock pen and cages RM'000	Work-in progress RM'000	Total RM'000
<b>GROUP</b>						
<b>Accumulated depreciation and impairment</b>						
At 1 January 2006	-	33,588	55,978	352	4,690	94,608
Depreciation charge for the year (Note 5)	-	1,459	8,950	33	-	10,442
Impairment losses for year (Note 5)	-	866	-	-	49	915
Reclassifications	-	459	(414)	-	-	45
Disposals	-	(152)	(190)	-	-	(342)
Write offs	-	(130)	(873)	-	-	(1,003)
At 31 December 2006		36,090	63,451	385	4,739	104,665

## NOTES TO THE FINANCIAL STATEMENTS

### 11. PROPERTY, PLANT AND EQUIPMENT (CONT'D.)

	Freehold land RM'000	Buildings RM'000	Plant, machinery, equipment, vehicles and renovation RM'000	Livestock pen and cages RM'000	Work-in progress RM'000	Total RM'000
Analysed as:						
Accumulated depreciation	-	35,224	59,223	385	2,954	97,786
Accumulated impairment losses	-	866	4,228	-	1,785	6,879
	-	36,090	63,451	385	4,739	104,665
<b>Net carrying amount</b>						
At cost	1,964	6,210	385	109	13,817	22,485
At valuation	800	1,700	54,700	-	-	57,200
At 31 December 2006	2,764	7,910	55,085	109	13,817	79,685

## ► NOTES TO THE FINANCIAL STATEMENTS

### 11. PROPERTY, PLANT AND EQUIPMENT (CONT'D.)

	Machinery, equipment, and vehicles RM'000	Work-in progress RM'000	Renovation RM'000	Total RM'000
<b>COMPANY</b>				
At 31 December 2007				
<b>Cost</b>				
At 1 January 2007	4,464	4,094	3,602	12,160
Additions	1,006	690	651	2,347
Transfer to subsidiaries	(148)	(903)	(3,829)	(4,880)
Disposal	(143)	-	-	(143)
Write offs	(655)	(375)	434	(596)
At 31 December 2007	4,524	3,506	858	8,888

## NOTES TO THE FINANCIAL STATEMENTS

### 11. PROPERTY, PLANT AND EQUIPMENT (CONT'D.)

	Machinery, equipment, and vehicles RM'000	Work-in progress RM'000	Renovation RM'000	Total RM'000
<b>Accumulated depreciation and impairment</b>				
At 1 January 2007	3,956	1,801	345	6,102
Depreciation charge for the year (Note 5)	530	-	-	530
Disposal	(44)	-	-	(44)
Write offs	(371)	-	-	(371)
At 31 December 2007	4,071	1,801	345	6,217
<b>Net carrying amount</b>				
At 31 December 2007	453	1,705	513	2,671



## ► NOTES TO THE FINANCIAL STATEMENTS

### 11. PROPERTY, PLANT AND EQUIPMENT (CONT'D.)

	Machinery, equipment, and vehicles RM'000	Work-in progress RM'000	Renovation RM'000	Total RM'000
<b>COMPANY</b>				
At 31 December 2006				
<b>Cost</b>				
At 1 January 2006	4,068	3,180	346	7,594
Additions	396	914	4,792	6,102
Write off	-	-	(1,536)	(1,536)
At 31 December 2006	4,464	4,094	3,602	12,160
<b>Accumulated depreciation and impairment</b>				
At 1 January 2006	3,341	1,801	345	5,487
Depreciation charge for the year (Note 5)	615	-	-	615
At 31 December 2006	3,956	1,801	345	6,102
<b>Net carrying amount</b>				
At 31 December 2006	508	2,293	3,257	6,058

## NOTES TO THE FINANCIAL STATEMENTS

### 11. PROPERTY, PLANT AND EQUIPMENT (CONT'D.)

- (a) Had the revalued property, plant and equipment been carried under cost model, the net carrying amounts 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 2007 would have been as follows:

	Group		Company	
	2007	2006	2007	2006
	RM'000	RM'000	RM'000	RM'000
Buildings	-	412	-	-
Plant and machinery	10,142	12,566	-	-
	10,142	12,978	-	-

- (b) During the financial year, the Group and the Company acquired property, plant and equipment at aggregate costs of RM13,560,000 (2006: RM20,954,000) and RM2,347,000 (2006: RM6,102,000) respectively of which RM904,000 (2006: RM256,000) and RM296,000 (2006: 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		Company	
	2007	2006	2007	2006
	RM'000	RM'000	RM'000	RM'000
Machinery, equipment and vehicles	1,172	830	275	303

- (c) Details of independent professional valuations of properties owned by the Company and its subsidiaries at 31 December 2007 are as follows:

Group Year of Valuation	Description of property	Valuation amount RM'000	Basis of valuation
2006	Buildings	13,486	Investment Method
1982	Motor vehicles	176	Depreciated Replacement Cost Method
2006	Freehold land	800	Open Market Value
2006	Plant and machinery	37,788	Open Market Value
2006	Buildings	1,700	Open Market Value
2005	Buildings	3,250	Open Market Value
		57,200	

## ► NOTES TO THE FINANCIAL STATEMENTS

### 12. PREPAID LAND LEASE PAYMENTS

	Group		Company	
	2007 RM'000	2006 RM'000	2007 RM'000	2006 RM'000
At 1 January	163,898	166,956	30,876	31,372
Addition	13,702	247	35	247
Write off	(75)	-	(75)	-
Impairment	(488)	-	-	-
Amortisation for the year (Note 5)	(3,289)	(3,305)	(729)	(743)
At 31 December	173,748	163,898	30,107	30,876
<b>Analysed as :</b>				
Long term leasehold land	170,423	160,593	29,378	30,133
Short term leasehold land	3,325	3,305	729	743
	173,748	163,898	30,107	30,876

### 13. BIOLOGICAL ASSETS

	2007 RM'000	2006 RM'000
<b>GROUP</b>		
<b>(a) Plantation development expenditure</b>		
<b>At cost or valuation</b>		
At 1 January		
At cost	28,490	28,305
At valuation	331,515	331,515
	360,005	359,820
Addition	113	238
Write off	(7,766)	(53)
At 31 December	352,352	360,005

## NOTES TO THE FINANCIAL STATEMENTS

### 13. BIOLOGICAL ASSETS (CONT'D.)

	2007 RM'000	2006 RM'000
<b>GROUP</b>		
<b>(a) Plantation development expenditure (Cont'd.)</b>		
Representing:		
At cost	20,837	28,490
At valuation	331,515	331,515
At 31 December	352,352	360,005
<b>(b) Livestocks</b>		
<b>At cost</b>		
At 1 January	8,758	7,700
Addition	1,062	1,058
	9,820	8,758
Cumulative amount amortised	(9,025)	(8,000)
At 31 December	795	758
Total	353,147	360,763
	2007 RM'000	2006 RM'000
<b>COMPANY</b>		
<b>At valuation</b>		
Plantation development expenditure	27,535	27,535

## ▶ NOTES TO THE FINANCIAL STATEMENTS

### 13. 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 2007 would have been as follows

	Group		Company	
	2007 RM'000	2006 RM'000	2007 RM'000	2006 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 2007 are as follows:

Group			
Year of Valuation	Description of property	Valuation amount RM'000	Basis of valuation
2006	New planting development expenditure	38,511	Open Market Value
2006	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.

## NOTES TO THE FINANCIAL STATEMENTS

### 14. INVESTMENTS IN SUBSIDIARIES

	COMPANY	
	2007 RM'000	2006 RM'000
Unquoted shares at cost :		
- in Malaysia	180,981	160,624
- outside Malaysia	13,925	-
	194,906	160,624
Less: Accumulated impairment losses	(18,831)	(10,831)
	176,075	149,793

Name of Subsidiaries	Country of Incorporation	Principal Activities	Proportion of Effective Ownership Interest	
			2007	2006
			%	%
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.	90.49	70.64

## ► NOTES TO THE FINANCIAL STATEMENTS

### 14. INVESTMENTS IN SUBSIDIARIES (CONT'D.)

Name of Subsidiaries	Country of Incorporation	Principal Activities	Proportion of Effective Ownership Interest	
			2007 %	2006 %
Kuala Terengganu Specialist Hospital Sdn. Bhd. **	Malaysia	Specialist medical centre.	100	80
PT Rafi Kamajaya Abadi #	Indonesia	Cultivation of oil palms, trading of palm oil and other related products.	70.73	-
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	Dormant.	100	100
TD Poultry Sdn. Bhd.	Malaysia	Integrated 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
Kuantan Medical Centre Sdn.Bhd.	Malaysia	Specialist medical centre.	89.87	89.87
Kelana Jaya Medical Centre Sdn. Bhd. # #	Malaysia	Specialist medical centre.	94.77	94.77

## NOTES TO THE FINANCIAL STATEMENTS

### 14. INVESTMENTS IN SUBSIDIARIES (CONT'D.)

Name of Subsidiaries	Country of Incorporation	Principal Activities	Proportion of Effective Ownership Interest	
			2007 %	2006 %
TD Gabongan Sdn. Bhd.	Malaysia	Dormant.	51	51
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
TRP Industries Sdn. Bhd. **	Malaysia	Ceased operations.	100	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
World Wide Rubber Marketing Sdn. Bhd. **	Malaysia	Ceased operations.	100	100
Medi Air Sdn. Bhd. **	Malaysia	Ceased operations.	100	100
HMMC (Ampang) Sdn. Bhd. **	Malaysia	Ceased operations.	100	100



## ▶ NOTES TO THE FINANCIAL STATEMENTS

### 14. INVESTMENTS IN SUBSIDIARIES (CONT'D.)

(a) 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.

(b) Acquisition of a subsidiary

On 1 October 2007, the Company entered into an agreement ("Joint Venture and Shareholders Agreement") with Bapak H Rahman, an individual and citizen of Republic of Indonesia to facilitate the establishment of a joint venture company called PT Rafi Kamajaya Abadi ("PT Rafi"). The Company subscribed 70.73% of the equity interest in PT Rafi through capitalisation of RM13,924,841 being advance to the PT Rafi. The remaining 29.27% were subscribed by Bapak H Rahman. PT Rafi was established by virtue of the laws of Republic of Indonesia.

The acquisition had the following effect on the Group's financial results for the year:

	<b>2007</b>
	<b>RM'000</b>
Loss for the year	851

(c) On 27 November 2007, Kumpulan Ladang-Ladang Trengganu Sdn. Bhd. ("KLLT"), a subsidiary company and being an immediate holding company of TRP Industries Sdn. Bhd. ("TRPI") increased its equity shares in TRPI from 80% to 100% by way of transfer of shares of 200,000 units ordinary shares of RM1 each from Sin Hua Tyres Retrading Sdn. Bhd. to KLLT.

(d) On 19 December 2007, Kuala Terengganu Specialist Hospital Sdn. Bhd., a subsidiary company increased its authorised ordinary share capital from RM500,000 to RM25,000,000 through the creation of 24,500,000 additional ordinary shares of RM1.00 each and increased its issued and paid-up ordinary share capital from RM200,000 to RM14,051,564 by way of:

- (i) the issuance of 2,680,000 ordinary shares of RM1 each through capitalisation of purchase consideration for the land and building acquired from Kumpulan Ladang-Ladang Trengganu Sdn. Bhd., a related company.
- (ii) the issuance of 11,171,564 ordinary shares of RM1 each through capitalisation of advances from its holding company.

## NOTES TO THE FINANCIAL STATEMENTS

### 14. INVESTMENTS IN SUBSIDIARIES (CONT'D.)

\* 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.

# # Subsidiary with auditors' reports that draw reference to the going concern assumptions. The report is not qualified.

### 15. OTHER INVESTMENTS

	Group		Company	
	2007 RM'000	2006 RM'000	2007 RM'000	2006 RM'000
<b>Marketable Securities</b>				
<b>Quoted, at cost</b>				
Within Malaysia - shares	630	630	-	-
Less: Impairment losses	(582)	(582)	-	-
	48	48	-	-
<b>Unquoted, at cost</b>				
Within Malaysia - shares	11,462	11,361	6,070	6,070
Less: Impairment losses	(6,701)	(6,701)	(6,070)	(6,070)
	4,761	4,660	-	-
	4,809	4,708	-	-
Market value of quoted shares	48	48	-	-

## ► NOTES TO THE FINANCIAL STATEMENTS

### 16. PROPERTY DEVELOPMENT COSTS

	Group	
	2007 RM'000	2006 RM'000
Development expenditure, at cost	1,583	1,583
Less: Impairment losses (Note 5)	(1,583)	(1,583)
	-	-

### 17. INVENTORIES

	Group		Company	
	2007 RM'000	2006 RM'000	2007 RM'000	2006 RM'000
Produced inventories	2,312	1,480	526	-
Pharmaceutical products	857	881	-	-
Consumables and food stuff	4,034	2,545	-	-
Spare parts, equipment and stores	260	254	-	-
Seedlings inventories	174	420	-	-
Chicken farming inventories	1,291	763	-	-
	8,928	6,343	526	-

### 18. TRADE RECEIVABLES

	Group	
	2007 RM'000	2006 RM'000
Trade receivables	44,901	36,068
Less: Provision for doubtful debts	(19,390)	(17,443)
	25,511	18,625

## NOTES TO THE FINANCIAL STATEMENTS

### 18. TRADE RECEIVABLES (CONT'D.)

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.

### 19. OTHER RECEIVABLES

	Group		Company	
	2007 RM'000	2006 RM'000	2007 RM'000	2006 RM'000
Due from subsidiaries	-	-	119,806	136,489
Sundry receivables	30,055	49,331	22,183	21,661
Deposits	1,438	1,343	107	104
Prepayments	17,863	8,228	1,139	24
	49,356	58,902	143,235	158,278
Less: Provision for doubtful debts				
Third parties	(8,061)	(8,104)	(2,595)	(2,595)
Subsidiaries	-	-	(13,737)	(13,737)
	41,295	50,798	126,903	141,946

Included in sundry receivables of the Group is an amount of RM5,000,000 (2006: RM5,000,000) held with Terengganu Incorporated Sdn. Bhd. ("Terengganu Inc.")

In previous year, the amount of RM5,000,000 was held with Lembaga Tabung Amanah Warisan Negeri Terengganu ("LTAWNT") and transferred to Terengganu Inc. on 1 March 2007 through a Reorganisation Agreement signed between Terengganu Inc. and LTAWNT.

Included in prepayments of the Group is an amount of RM1,268,000 (2006: RM1,620,000) being tax prepayments to Inland Revenue Board.

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

## ▶ NOTES TO THE FINANCIAL STATEMENTS

### 19. OTHER RECEIVABLES (CONT'D.)

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

### 20. CASH AND CASH EQUIVALENTS

	Group		Company	
	2007 RM'000	2006 RM'000	2007 RM'000	2006 RM'000
Cash on hand and at banks	27,494	18,227	5,786	123
Deposits with licensed banks	74,292	63,581	63	63
Cash and bank balances	101,786	81,808	5,849	186
Less: Bank overdrafts (Note 21)	(587)	(5,089)	-	(4,935)
Cash and cash equivalents	101,199	76,719	5,849	(4,749)

The Group's deposits with licensed banks amounting to RM50,228,358 (2006: RM48,953,628) are pledged as securities for performance bonds issued and banking facilities granted to a subsidiary as referred to in Note 22.

The weighted average interest rate per annum at the balance sheet date and the average maturities of deposits of the Group and of the Company as at 31 December 2007 were as follows:

	Weighted Average Interest Rate		Average Maturities	
	2007 %	2006 %	2007 Days	2006 Days
Licensed banks	2.0	2.5	198	198

## NOTES TO THE FINANCIAL STATEMENTS

### 21. BORROWINGS

	Group		Company	
	2007 RM'000	2006 RM'000	2007 RM'000	2006 RM'000
<b>Short Term Borrowings</b>				
<b>Secured</b>				
Bank overdrafts ( Note 20 )	587	5,089	-	4,935
Term loans	10,336	187	10,149	-
Trust receipts and bankers' acceptances	992	1,321	-	-
Hire purchase payables (Note 29)	362	175	116	80
	12,277	6,772	10,265	5,015
<b>Unsecured</b>				
6-7% Transferable Convertible				
Unsecured Loan Stocks (Note 30)	450	500	-	-
	450	500	-	-
	12,727	7,272	10,265	5,015
<b>Long Terms Borrowings</b>				
<b>Secured</b>				
Term loans	1,106	1,297	-	-
Hire purchase payables (Note 29)	881	532	295	138
	1,987	1,829	295	138
<b>Total Borrowings</b>				
Bank overdrafts (Note 20)	587	5,089	-	4,935
Term loans	11,442	1,484	10,149	-
Trust receipts and bankers' acceptances	992	1,321	-	-
Hire purchase payables (Note 29)	1,243	707	411	218
6-7% Transferable Convertible				
Unsecured Loan Stocks (Note 30)	450	500	-	-
	14,714	9,101	10,560	5,153

## ▶ NOTES TO THE FINANCIAL STATEMENTS

### 22. TRADE PAYABLES

	Group		Company	
	2007 RM'000	2006 RM'000	2007 RM'000	2006 RM'000
Trade payables	78,178	71,671	19	19
Deferred revenue (due within 12 months)	36,000	38,000	-	-
	114,178	109,671	19	19
Deferred revenue (due after 12 months)	39,500	78,500	-	-
	153,678	188,171	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 (2006: RM220 million) for which advance payment has been received and the contract is to be fulfilled over a 5 years period from 1 April 2004 until 31 March 2009, during which period the Company has given a corporate guarantee to ensure it fulfills its part of the obligation. The deferred revenue is amortised over the 5 years period based on quantity of crude unbleached palm oil supplied.

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

### 23. OTHER PAYABLES

	Group		Company	
	2007 RM'000	2006 RM'000	2007 RM'000	2006 RM'000
Due to subsidiaries	-	-	89,606	98,535
Sundry payables	14,158	16,269	4,191	2,163
Accruals	9,429	14,466	-	-
Zakat	15	19	-	3
Due to Perbadanan Memajukan Iktisad Negeri Terengganu ("PMINT")	16,529	15,574	16,529	15,574
	40,131	46,328	110,326	116,275

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

## NOTES TO THE FINANCIAL STATEMENTS

### 24. SHARE CAPITAL

	Number of Ordinary Shares of RM1 each		Amount	
	2007 RM'000	2006 RM'000	2007 RM'000	2006 RM'000
<b>Authorised</b>				
At 1 January / 31 December	500,000	500,000	500,000	500,000
<b>Issued and fully paid:</b>				
At 1 January / 31 December	215,524	215,524	215,524	215,524

The holders of ordinary shares are entitled to receive dividends as declared from time to time and are entitled to one vote per share at meetings of the Company. All ordinary shares rank equally with regard to the Company's residual assets.

### 25. RESERVES

	Group		Company	
	2007 RM'000	2006 RM'000	2007 RM'000	2006 RM'000
<b>Distributable:</b>				
Retained earnings/(accumulated losses)	56,832	22,973	(45,452)	(58,270)
<b>Non-distributable:</b>				
Share premium	34,979	34,979	34,979	34,979
Revaluation reserve	205,481	210,946	31,926	31,224
Capital reserve	-	-	2,736	2,736
Exchange fluctuation reserve	-	(5)	-	-
	240,460	245,920	69,641	68,939
<b>Total reserves as at 31 December</b>	<b>297,292</b>	<b>268,893</b>	<b>24,189</b>	<b>10,669</b>

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.



## ► NOTES TO THE FINANCIAL STATEMENTS

### 25. RESERVES (CONT'D.)

#### 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.

#### 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. Revaluation reserve

This reserve arises from the revaluation surplus on certain assets, net of deferred taxation.

#### e. Retained earnings/(accumulated losses)

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

Prior to the year of assessment 2008, Malaysian companies adopted the full imputation system. In accordance with the Finance Act 2007 which was gazetted on 28 December 2007, companies shall not be entitled to deduct tax on dividend paid, credited or distributed to its shareholders, and such dividends will be exempted from tax in the hands of the shareholders ("single tier system"). However, there is a transitional period of six years, expiring on 31 December 2013, to allow companies to pay franked dividends to their shareholders under limited circumstances. Companies also have an irrevocable option to disregard the 108 balance and opt to pay dividends under the single tier system. The change in the tax legislation also provides for the 108 balance to be locked-in as at 31 December 2007 in accordance with Section 39 of the Finance Act 2007.

The Company did not elect for the irrevocable option to disregard the 108 balance. Accordingly, during the transitional period, the Company may utilise the credit in the 108 balance as at 31 December 2007 to distribute cash dividend payments to ordinary shareholdings as defined under the Finance Act 2007. As at 31 December 2007, the Company has sufficient credit in 108 balance to pay franked dividends out of current year profit.

## NOTES TO THE FINANCIAL STATEMENTS

### 26. RETIREMENT BENEFIT OBLIGATIONS

	Group		Company	
	2007 RM'000	2006 RM'000	2007 RM'000	2006 RM'000
At 1 January	1,759	2,190	207	153
Transfer from income statement (Note 6)	796	(85)	333	57
Utilisation of provision during the year	(832)	(346)	(349)	(3)
At 31 December	1,723	1,759	191	207

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	
	2007 RM'000	2006 RM'000	2007 RM'000	2006 RM'000
Present value of unfunded defined benefit obligations	1,048	1,954	187	278
Funded status	1,048	1,954	187	278
Unrecognised transitional liability	675	(195)	4	(71)
Net liability	1,723	1,759	191	207

#### Analysed as:

Current:

Not later than 1 year	191	153	191	207
-----------------------	-----	-----	-----	-----

Non current:

Later than 5 years	1,532	1,606	-	-
	1,723	1,759	191	207

## ▶ NOTES TO THE FINANCIAL STATEMENTS

### 26. RETIREMENT BENEFIT OBLIGATIONS (CONT'D.)

The amounts recognised in the income statements are as follows:-

	Group		Company	
	2007 RM'000	2006 RM'000	2007 RM'000	2006 RM'000
Current service cost	5	122	5	11
Interest cost	48	132	10	15
Transition obligation recognised	228	310	14	-
Additional provision during the year	515	-	304	-
Amortisation of transitional liability	-	-	-	31
	796	564	333	57
Less: Over provision during the year	-	(649)	-	-
Total included in employee benefits expense (Note 6)	796	(85)	333	57

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

Principal actuarial assumptions used:

	2007	2006
Discount rate	6%	6%
Average salary increase	6%	6%

The Retirement Benefit Scheme was revalued on 31 January 2008. As at that date, the valuation showed that the Group's provision for retirement benefits was sufficient to meet the actuarially determined value of vested benefits.

### 27. NEGATIVE GOODWILL

	Group	
	2007 RM'000	2006 RM'000
At 1 January	-	5,065
Effects of adopting FRS 3	-	(5,065)
At 31 December	-	-

## NOTES TO THE FINANCIAL STATEMENTS

### 28. DEFERRED TAX LIABILITIES

	Group		Company	
	2007 RM'000	2006 RM'000	2007 RM'000	2006 RM'000
At 1 January	27,127	26,892	7,670	2,186
Recognised in the income statement (Note 8)	(1,574)	235	(2,112)	5,484
Recognised in equity	5,460	-	(702)	-
<b>At 31 December</b>	<b>31,013</b>	<b>27,127</b>	<b>4,856</b>	<b>7,670</b>
Presented after appropriate offsetting as follows:				
Deferred tax assets	(18,572)	(19,137)	(7,600)	(6,273)
Deferred tax liabilities	49,585	46,264	12,456	13,943
	31,013	27,127	4,856	7,670

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:

	Property, plant and equipment, biological assets and prepaid land lease payments RM'000	Other receivables RM'000	Total RM'000
At 1 January 2007	46,262	2	46,264
Recognised in the income statement	(2,139)	-	(2,139)
Recognised in equity	5,460	-	5,460
<b>At 31 December 2007</b>	<b>49,583</b>	<b>2</b>	<b>49,585</b>

## ► NOTES TO THE FINANCIAL STATEMENTS

### 28. DEFERRED TAX LIABILITIES (CONT'D.)

	Property, plant and equipment, biological assets and prepaid land lease payments RM'000	Other receivables RM'000	Total RM'000
At 1 January 2006	38,909	(45)	38,864
Recognised in the income statement	7,353	47	7,400
<b>At 31 December 2006</b>	<b>46,262</b>	<b>2</b>	<b>46,264</b>

#### Deferred Tax Assets of the Group:

	Provision for liabilities RM'000	Other receivables RM'000	Tax losses and unabsorbed capital allowances RM'000	Other RM'000	Total RM'000
At 1 January 2007	(571)	(8,505)	(3,741)	(6,320)	(19,137)
Recognised in the income statement	20	385	(509)	669	565
<b>At 31 December 2007</b>	<b>(551)</b>	<b>(8,120)</b>	<b>(4,250)</b>	<b>(5,651)</b>	<b>(18,572)</b>

	Provision for liabilities RM'000	Other receivables RM'000	Tax losses and unabsorbed capital allowances RM'000	Other RM'000	Total RM'000
At 1 January 2006	(571)	(6,096)	(3,346)	(1,959)	(11,972)
Recognised in the income statement	-	(2,409)	(395)	(4,361)	(7,165)
<b>At 31 December 2006</b>	<b>(571)</b>	<b>(8,505)</b>	<b>(3,741)</b>	<b>(6,320)</b>	<b>(19,137)</b>

## NOTES TO THE FINANCIAL STATEMENTS

### 28. DEFERRED TAX LIABILITIES ( CONT'D.)

Deferred Tax Liabilities of the Company:

	Property, plant and equipment, biological assets and prepaid land lease payments RM'000	Other receivables RM'000	Total RM'000
At 1 January 2007	13,941	2	13,943
Recognised in the income statement	(785)	-	(785)
Recognised in equity	(702)	-	(702)
<b>At 31 December 2007</b>	<b>12,454</b>	<b>2</b>	<b>12,456</b>

	Property, plant and equipment, biological assets and prepaid land lease payments RM'000	Other receivables RM'000	Total RM'000
At 1 January 2006	7,826	2	7,828
Recognised in the income statement	6,115	-	6,115
<b>At 31 December 2006</b>	<b>13,941</b>	<b>2</b>	<b>13,943</b>

## ► NOTES TO THE FINANCIAL STATEMENTS

### 28. DEFERRED TAX LIABILITIES ( CONT'D.)

#### Deferred Tax Assets of the Company:

	Other payables RM'000	Tax losses and unabsorbed capital allowances RM'000	Other RM'000	Total RM'000
At 1 January 2007	-	-	(6,273)	(6,273)
Recognised in the income statement	-	-	(1,327)	(1,327)
<b>At 31 December 2007</b>	-	-	<b>(7,600)</b>	<b>(7,600)</b>
At 1 January 2006	12	(923)	(4,731)	(5,642)
Recognised in the income statement	(12)	923	(1,542)	(631)
<b>At 31 December 2006</b>	-	-	<b>(6,273)</b>	<b>(6,273)</b>

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

	Group		Company	
	2007 RM'000	2006 RM'000	2007 RM'000	2006 RM'000
Unused tax losses	42,648	31,609	-	2,751
Unabsorbed capital allowances	15,146	10,399	-	999
	<b>57,794</b>	<b>42,008</b>	-	<b>3,750</b>

The unused tax losses and unabsorbed capital allowances are available indefinitely for offset against future taxable profits of the Group in which those items arose, subject to no substantial change in shareholdings under the Income Tax Act, 1967 and guidelines issued by the tax authority.

## NOTES TO THE FINANCIAL STATEMENTS

### 29. HIRE PURCHASE AND FINANCE LEASE PAYABLES

	Group		Company	
	2007 RM'000	2006 RM'000	2007 RM'000	2006 RM'000
<b>Minimum lease payments:</b>				
Not later than 1 year	449	207	157	92
Later than 1 year and not later than 2 years	449	207	134	92
Later than 2 years and not later than 5 years	484	432	145	67
Later than 5 years	16			
	1,398	846	436	251
Less: Future finance charges	(155)	(139)	(25)	(33)
Present value of finance lease payables	1,243	707	411	218
<b>Analysis of present value of hire purchase payables:</b>				
Not later than 1 year	362	175	116	80
Later than 1 year and not later than 2 years	362	175	116	80
Later than 2 years and not later than 5 years	507	357	179	58
Later than 5 years	12			
	1,243	707	411	218
Less: Due within 12 months (Note 21)	(362)	(175)	(116)	(80)
Due after 12 months (Note 21)	881	532	295	138

The hire purchase and lease liabilities bore an average interest rate at the balance sheet date of 3.35% (2006: 3.3%) per annum. The Group has finance leases and hire purchase contracts for various items of property, plant and equipment (see Note 11(b)). These leases have terms of renewal but no purchase options and escalation clauses. Renewals are at the option of the specific entity that holds the lease. There are no restrictions placed upon the Group by entering into these leases and no arrangements have been entered into for contingent rental payments.

Other information on financial risks of hire purchase and finance lease liabilities are disclosed in Note 35.



## ▶ NOTES TO THE FINANCIAL STATEMENTS

### 30. 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.

### 31. CAPITAL COMMITMENTS

	Group		Company	
	2007 RM'000	2006 RM'000	2007 RM'000	2006 RM'000
Approved and contracted for				
- Property, plant and equipment	2,280	5,542	-	-
Approved but not contracted for				
- Property, plant and equipment	21,265	12,870	-	-

## NOTES TO THE FINANCIAL STATEMENTS

### 32. CONTINGENT LIABILITIES

	Group		Company	
	2007 RM'000	2006 RM'000	2007 RM'000	2006 RM'000
<b>Secured:</b>				
Corporate guarantees given to financial institutions for banking facilities granted to a subsidiary	-	-	1,579	1,474

- (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 (2006: 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) Ex-employees of the Company have instituted a legal claim of RM642,200 and RM671,062 against the Company for wrongful termination of contract. 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 made would be in favour of the Group.

### 33. RELATED PARTY TRANSACTIONS

	Group		Company	
	2007 RM'000	2006 RM'000	2007 RM'000	2006 RM'000
Dividend income from subsidiaries	-	-	(21,134)	(21,154)
Management bonus charged to subsidiaries	-	-	(15,117)	(5,200)

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.

## ▶ NOTES TO THE FINANCIAL STATEMENTS

### 33. RELATED PARTY TRANSACTIONS (CONT'D.)

#### Compensation of key management personnel

The remuneration of directors and other members of key management during the year was as follows:

	Group		Company	
	2007 RM'000	2006 RM'000	2007 RM'000	2006 RM'000
Short term benefits	2,721	1,741	1,063	872
Post-employment benefits:				
- Defined contribution plan	210	173	143	122
- Defined benefit plan	14	29	2	27
	<u>2,945</u>	<u>1,943</u>	<u>1,208</u>	<u>1,021</u>

Included in the total key management personnel are:

	Group		Company	
	2007 RM'000	2006 RM'000	2007 RM'000	2006 RM'000
Executive & non-executive directors' remuneration (Note 7)	1,501	1,120	887	831

### 34. SUBSEQUENT EVENT

On 21 January 2008, the Company announced the proposal to establish an employees' share option scheme for the eligible employees, Executive Directors and Non-Executive Directors of TDM and its subsidiaries ("TDM Group" or the "Group") ("Proposed ESOS") who meet the criteria of eligibility for participation in the Proposed ESOS ("Eligible Person") as set out in the by-laws of the Proposed ESOS ("By-Laws"). The options granted shall entitle the Eligible Person to subscribe for new ordinary shares of RM1.00 each in TDM ("TDM Shares") at a specified price ("Option"). The Proposed ESOS will be administered by the ESOS Committee to be duly appointed and authorised by the Board ("ESOS Committee").

On 19 February 2008, at the Extraordinary General Meeting of the Company, the shareholders have approved all resolutions pertaining to the Proposed ESOS.

## NOTES TO THE FINANCIAL STATEMENTS

### 35. 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.

## ► NOTES TO THE FINANCIAL STATEMENTS

### 35. 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	More 4-5 Years RM'000	Than 5 Years RM'000	Total RM'000
<b>Group</b>									
<b>At 31 December 2007</b>									
<b>Fixed rate</b>									
Term loans	21	8	(10,336)	(187)	(187)	(187)	(187)	(358)	(11,442)
Trust receipts and bankers' acceptances	21	4	(992)	-	-	-	-	-	(992)
Hire purchase payables	21	3.35	(362)	(362)	(362)	(157)	-	-	(1,243)
<b>Floating rate</b>									
Bank overdrafts	21	8	(587)	-	-	-	-	-	(587)
Cash and bank balances	20	2	101,786	-	-	-	-	-	101,786

## NOTES TO THE FINANCIAL STATEMENTS

### 35. 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
<b>Group</b>									
At 31 December 2006									
<b>Fixed rate</b>									
Term loans	21	8	(187)	(187)	(187)	(187)	(187)	(549)	(1,484)
Trust receipts and bankers' acceptances	21	4	(1,321)	-	-	-	-	-	(1,321)
Hire purchase payables	21	3.3	(175)	(175)	(155)	(97)	(74)	(31)	(707)
<b>Floating rate</b>									
Bank overdrafts	21	9	(5,089)	-	-	-	-	-	(5,089)
Cash and bank balances	20	2.5	81,808	-	-	-	-	-	81,808

## ► NOTES TO THE FINANCIAL STATEMENTS

### 35. 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 2007									
Fixed rate									
Hire purchase payables	21	3.35	(116)	(116)	(116)	(63)	-	-	(411)
Floating rate									
Cash and bank balances	20	2.5	5,849	-	-	-	-	-	5,849

## NOTES TO THE FINANCIAL STATEMENTS

### 35. 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
<b>Company</b>									
At 31 December 2006									
<b>Fixed rate</b>									
Hire purchase payables	21	3.3	(80)	(80)	(58)	-	-	-	(218)
<b>Floating rate</b>									
Bank overdrafts	21	9	(4,935)	-	-	-	-	-	(4,935)
Cash and bank balances	20	2.5	186	-	-	-	-	-	186



## ▶ NOTES TO THE FINANCIAL STATEMENTS

### 35. FINANCIAL INSTRUMENTS (CONT'D.)

#### (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 2007 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.

#### (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.

## NOTES TO THE FINANCIAL STATEMENTS

### 35. FINANCIAL INSTRUMENTS (CONT'D.)

#### (e) Credit Risk (Cont'd.)

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
<b>Financial Liabilities</b>					
<b>As at 31 December 2007:</b>					
Hire purchase payables	29	1,243	1,353	411	481
Term loans	21	11,442	10,747	10,149	9,861
<b>As at 31 December 2006:</b>					
Hire purchase payables	29	707	758	218	227
Term loans	21	1,484	1,587	-	-

## ▶ NOTES TO THE FINANCIAL STATEMENTS

### 36. 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, 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

### 36. SEGMENT INFORMATION (CONT'D.)

#### (b) Business segments

	PLANTATION		FOOD		HEALTH		OTHERS		ELIMINATION		GROUP	
	2007	2006	2007	2006	2007	2006	2007	2006	2007	2006	2007	2006
	RM'000	RM'000	RM'000	RM'000	RM'000	RM'000	RM'000	RM'000	RM'000	RM'000	RM'000	RM'000
<b>Revenue</b>												
External sales	190,661	123,675	18,953	27,641	42,424	31,257	15,089	11,878	-	-	267,127	194,451
Inter-segment sales	13,718	11,146	12,486	-	771	360	38,531	27,931	(65,506)	(39,437)	-	-
Total revenue	204,379	134,821	31,439	27,641	43,195	31,617	53,620	39,809	(65,506)	(39,437)	267,127	194,451
<b>Results</b>												
Segment results	45,606	16,161	(3,199)	(4,547)	3,027	(937)	15,012	17,084	-	-	60,446	27,761
Finance costs											(502)	(438)
Profit before tax											59,944	27,323
Income tax expense											(20,213)	(11,351)
Profit after tax											39,731	15,972
Minority interests											(1,561)	(488)
Profit for the year											38,170	15,484

## ▶ NOTES TO THE FINANCIAL STATEMENTS

### 36. SEGMENT INFORMATION (CONT'D.)

#### (b) Business segments

	PLANTATION		FOOD		HEALTH		OTHERS		ELIMINATION		GROUP	
	2007 RM'000	2006 RM'000	2007 RM'000	2006 RM'000	2007 RM'000	2006 RM'000	2007 RM'000	2006 RM'000	2007 RM'000	2006 RM'000	2007 RM'000	2006 RM'000
<b>Assets</b>												
Segment assets	822,329	753,551	11,657	13,504	46,883	30,525	389,844	374,531	-	-	1,270,713	1,172,111
Consolidation adjustments	(161,128)	(4,172)	(2,597)	-	(17,179)	(930)	(298,843)	(400,381)	-	-	(479,747)	(405,483)
Total assets	661,201	749,379	9,060	13,504	29,704	29,595	91,001	(25,850)	-	-	790,966	766,628
<b>Liabilities</b>												
Segment liabilities	(375,448)	(339,965)	(8,926)	(7,575)	(21,676)	(30,123)	(165,716)	(161,977)	-	-	(571,766)	(539,640)
Consolidation adjustments	161,165	15,000	3,638	-	7,903	-	136,763	250,438	-	-	309,469	265,438
Negative goodwill	(214,283)	(324,965)	(5,288)	(7,575)	(13,773)	(30,123)	(28,953)	88,461	-	-	(262,297)	(274,202)
Total liabilities											(262,297)	(274,202)
<b>Other segment information</b>												
Capital expenditure	6,695	8,188	69	87	9,388	6,467	2,346	6,212	(4,880)	-	13,618	20,954
Depreciation	6,409	4,962	1,062	1,112	2,577	2,981	601	1,387	-	-	10,649	10,442
Amortisation of deferred expenditure	-	-	1,025	986	-	-	-	-	-	-	1,025	986
<b>Other significant non-cash expenses:</b>												
Provision/(reversal) of retirement benefit obligation	463	-	-	-	-	-	333	(85)	-	-	796	(85)

# ► PENYATA KEWANGAN

KANDUNGAN	MUKASURAT
<i>Laporan Para Pengarah</i>	204-209
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## ▶ 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 2007.

### 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 14 kepada penyata kewangan. Tidak ada sebarang perubahan penting dalam kegiatan-kegiatan ini di sepanjang tahun kewangan.

### HASIL

	<b>Kumpulan RM'000</b>	<b>Syarikat RM'000</b>
Keuntungan bagi tahun semasa	39,731	17,129
Diagihkan kepada:		
Pemegang ekuiti Syarikat	38,170	17,129
Kepentingan minoriti	1,561	-
	<u>39,731</u>	<u>17,129</u>

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, urusanniaga atau kejadian yang bersifat penting dan ganjil.

## LAPORAN PARA PENGARAH

### **DIVIDEN**

Jumlah dividen dibayar oleh Syarikat sejak 31 Disember 2006 adalah seperti berikut:

	<i>RM'000</i>
Berhubung dengan tahun kewangan berakhir 31 Disember 2006:	
Dividen terakhir 2.74% selepas cukai 27%, ke atas 215,524,302 syer-syer biasa, diisytiharkan pada 4 Julai 2007 dan dibayar pada 3 September 2007	4,311

Pada Mesyuarat Agung yang akan datang, dividen terakhir bagi tahun kewangan 31 Disember 2007, pada kadar 7.43% selepas cukai 26%, ke atas 215,524,302 syer-syer biasa, yang berjumlah RM11,849,957 (5.5 sen, bersih setiap syer) dividen akan dibayar dicadangkan untuk kelulusan para pemegang-pemegang syer. Penyata kewangan bagi tahun semasa tidak mengambil kira dividen yang dicadangkan tersebut. Dividen tersebut, jika dipersetujui oleh para pemegang-pemegang syer, akan diambil kira di dalam ekuiti pemegang syer sebagai pengasingan pendapatan tertahan dalam tahun kewangan yang berakhir pada 31 Disember 2008.

### **PARA PENGARAH**

Nama para Pengarah Syarikat yang berkhidmat sejak tarikh laporan yang terakhir dan pada tarikh laporan ini adalah:

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

Y. B. Dato' Haji Mohtar bin Nong

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

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

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

Y. Bhg. Dato' Haji Zakaria bin Awang

Tuan Haji Abd. Jalil bin Ali

Encik Mohamad Abdul Halim bin Ahmad

Y. Bhg. Prof. Dr. Mohd Azmi bin Mohd Lila (dilantik pada 18 Januari 2008)



## ▶ 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 syer para pengarah, tidak ada pengarah yang memegang jawatan pada akhir tahun kewangan mempunyai sebarang kepentingan di dalam syer-syer Syarikat dan syarikat-syarikat berkaitan di sepanjang tahun kewangan.

### **MAKLUMAT BERKANUN LAIN**

- (a) Sebelum penyata pendapatan dan lembaran imbangan 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 direalisasikan pada nilainya seperti yang ditunjukkan di dalam rekod-rekod perakaunan dalam perjalanan perniagaan biasa telah dikurangkan nilainya kepada jumlah yang dianggap boleh direalisasikan.
- (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

## LAPORAN PARA PENGARAH ◀

### **MAKLUMAT BERKANUN LAIN (SAMB.)**

- (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.
- (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.
- (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; dan
  - (ii) tiada butiran, urusan 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.

## ▶ LAPORAN PARA PENGARAH

### PERISTIWA-PERISTIWA PENTING

- (a) 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.
- (b) Pada 1 Oktober 2007, Syarikat telah menandatangani satu perjanjian ("Perjanjian Usahasama dan Pemegang-pemegang Syer") dengan Bapak H Rahman, seorang individu yang juga warganegara Republik Indonesia untuk penubuhan syarikat usahasama bernama PT Rafi Kamajaya Abadi ("PT Rafi"). Syarikat telah melanggan 70.73% kepentingan ekuiti di dalam PT Rafi melalui permodalan sebanyak RM13,924,841 merupakan pendahuluan kepada PT Rafi. Selebihnya, 29.27% kepentingan ekuiti dilanggan oleh Bapak H Rahman. PT Rafi telah ditubuhkan mengikut undang-undang Republik Indonesia.
- (c) Pada 27 November 2007, Kumpulan Ladang-Ladang Trengganu Sdn. Bhd. ("KLLT"), salah sebuah subsidiari dan merupakan syarikat induk kepada TRP Industries Sdn. Bhd. ("TRPI") telah meningkatkan kepentingan ekuitinya di dalam TRPI daripada 80% kepada 100% melalui pemindahan 200,000 unit syer-syer biasa bernilai RM1 setiap satu daripada Sin Hua Tyres Retrading Sdn. Bhd. kepada KLLT.
- (d) Pada 19 Disember 2007, Kuala Terengganu Specialist Hospital Sdn. Bhd., telah menambahkan syer yang dibenarkan daripada RM500,000 kepada RM25,000,000 melalui penciptaan syer sebanyak 24,500,000 syer-syer biasa bernilai RM1.00 setiap satu dan menambahkan modal syer diterbitkan dan dibayar penuh daripada RM200,000 kepada RM14,051,564 melalui:
- (i) terbitan 2,680,000 syer-syer biasa bernilai RM1 setiap satu melalui permodalan nilai belian tanah dan bangunan yang diperolehi daripada syarikat berkaitan, Kumpulan Ladang-Ladang Trengganu Sdn. Bhd.
  - (ii) terbitan 11,171,564 syer-syer biasa bernilai RM1 setiap satu melalui permodalan pendahuluan daripada syarikat induk.
- (e) Dalam tahun kewangan, syarikat subsidiari iaitu Kuantan Medical Centre Sdn. Bhd., telah meningkatkan modal syer berbayar daripada RM9,416,045 kepada RM9,603,045 melalui terbitan syer sebanyak 187,000 syer-syer biasa yang bernilai RM1 setiap satu melalui tawaran persendirian pada harga terbitan bernilai RM1.00 setiap syer biasa secara tunai, dengan tujuan menambahkan modal kerja.

## LAPORAN PARA PENGARAH ◀

### **PERISTIWA SUSULAN**

Pada 21 Januari 2008, Syarikat telah mengumumkan cadangan bagi menubuhkan skim opsyen syer pekerja untuk pekerja-pekerja yang layak, Pengarah-Pengarah Eksekutif dan Pengarah-Pengarah Bukan Eksekutif bagi TDM dan syarikat-syarikat subsidiari ("Kumpulan TDM" atau "Kumpulan") ("Cadangan ESOS") yang layak untuk turut serta di dalam Cadangan ESOS ("Orang yang Layak") seperti yang telah ditetapkan di dalam undang-undang kecil Cadangan ESOS ("Undang-undang Kecil"). Opsyen tersebut membenarkan Orang yang Layak untuk melanggan syer-syer biasa yang baru bernilai RM1.00 setiap satu di dalam TDM ("Syer TDM") pada harga yang ditentukan ("Opsyen"). Cadangan ESOS akan diuruskan oleh Jawatankuasa ESOS seperti yang dilantik dan diberi kuasa oleh Lembaga ("Jawatankuasa ESOS").

Di dalam Mesyuarat Agung Luarbiasa yang diadakan pada 19 Februari 2008, pemegang-pemegang syer telah meluluskan semua resolusi yang berkaitan dengan Cadangan ESOS.

### **JURUAUDIT**

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

Ditandatangani bagi pihak Lembaga menurut resolusi para pengarah bertarikh pada 8 April 2008.



DATO' HAJI 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 213 hingga 300 telah disediakan menurut kehendak Akta Syarikat, 1965 dan Piawaian Pelaporan Kewangan berkenaan di Malaysia untuk memberi gambaran yang benar dan saksama berkenaan dengan kedudukan kewangan Kumpulan dan Syarikat pada 31 Disember 2007 dan hasil serta aliran tunai Kumpulan dan Syarikat bagi tahun berakhir pada tarikh tersebut.

Ditandatangani bagi pihak Lembaga menurut resolusi para pengarah bertarikh pada 8 April 2008.



DATO' HAJI WAN HISHAM BIN DATO'  
WAN SALLEH



HAJI ABD. JALIL BIN ALI

## ► AKUAN BERKANUN

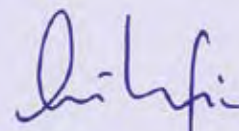
MENURUT SEKSYEN 169(16) AKTA SYARIKAT, 1965

Saya, AMIR MOHD HAFIZ BIN AMIR KHALID, pegawai yang terutamanya bertanggungjawab ke atas pengurusan kewangan TDM BERHAD, dengan sesungguhnya dan seikhlasnya mengaku bahawa penyata kewangan yang dibentangkan di mukasurat 213 hingga 300 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, AMIR MOHD HAFIZ BIN AMIR KHALID di Kuala Terengganu dalam negeri Terengganu Darul Iman pada 8 April 2008



Di hadapan saya,



AMIR MOHD HAFIZ BIN AMIR KHALID

## LAPORAN JURUAUDIT KEPADA AHLI-AHLI ◀

*Kami telah mengaudit penyata kewangan yang dibentangkan di mukasurat 213 hingga 300. 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 Pelaporan Kewangan berkenaan di Malaysia bagi memberi gambaran yang benar dan saksama mengenai:
  - (i) kedudukan kewangan Kumpulan dan Syarikat pada 31 Disember 2007 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 diambilkira 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 yang mana kami telah bertindak sebagai juruaudit telah disimpan dengan wajar menurut peruntukan Akta.*

## ► LAPORAN JURUAUDIT KEPADA AHLI-AHLI

Kami telah mempertimbangkan penyata-penyata kewangan dan laporan juruaudit syarikat subsidiari yang mana kami tidak bertindak sebagai juruaudit, seperti yang dinyatakan di dalam Nota 14 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 &amp; YOUNG

AF: 0039

Akauntan Bertauliah



OONG KEE LEONG

No. 1246/12/09 (J)

Rakankongsi

Kuala Terengganu, Terengganu, Malaysia

8 April 2008

**PENYATA PENDAPATAN**  
BAGI TAHUN BERAKHIR 31 DISEMBER 2007

	Nota	Kumpulan		Syarikat	
		2007 RM'000	2006 RM'000 Dinyatakan semula	2007 RM'000	2006 RM'000 Dinyatakan semula
Pendapatan	3	267,127	194,451	51,437	38,234
Kos jualan		(138,704)	(121,960)	(8,679)	(8,465)
<b>Keuntungan kasar</b>		<b>128,423</b>	<b>72,491</b>	<b>42,758</b>	<b>29,769</b>
Pendapatan lain		8,644	13,413	4,335	5,913
Kos pengagihan		(16,274)	(8,835)	-	-
Perbelanjaan pentadbiran		(54,763)	(41,215)	(10,633)	(6,607)
Perbelanjaan lain		(5,584)	(8,093)	(9,355)	(4,478)
<b>Keuntungan dari kendalian</b>		<b>60,446</b>	<b>27,761</b>	<b>27,105</b>	<b>24,597</b>
Kos kewangan	4	(502)	(438)	(702)	(345)
<b>Keuntungan sebelum cukai</b>	5	<b>59,944</b>	<b>27,323</b>	<b>26,403</b>	<b>24,252</b>
Perbelanjaan cukai pendapatan	8	(20,213)	(11,351)	(9,274)	(12,647)
<b>Keuntungan bagi tahun</b>		<b>39,731</b>	<b>15,972</b>	<b>17,129</b>	<b>11,605</b>
Diagihkan kepada:					
Pemegang ekuiti Syarikat		38,170	15,484	17,129	11,605
Kepentingan minoriti		1,561	488	-	-
		<b>39,731</b>	<b>15,972</b>	<b>17,129</b>	<b>11,605</b>
<b>Pendapatan sesyer boleh diagih kepada pemegang ekuiti Syarikat (sen):</b>					
Asas, untuk keuntungan bagi tahun	9	17.71	7.18		
Cair, untuk keuntungan bagi tahun	9	17.71	7.18		

Nota-nota yang disertakan merupakan sebahagian asasi penyata kewangan.



## LEMBARAN IMBANGAN

PADA 31 DISEMBER 2007

	Nota	Kumpulan		Syarikat	
		2007 RM'000	2006 RM'000 Dinyatakan semula	2007 RM'000	2006 RM'000 Dinyatakan semula
<b>ASET</b>					
<b>Aset bukan semasa</b>					
Hartanah, loji dan peralatan	11	81,742	79,685	2,671	6,058
Bayaran sewapajak tanah prabayar	12	173,748	163,898	30,107	30,876
Aset biologi	13	353,147	360,763	27,535	27,535
Pelaburan dalam subsidiari-subsidiari	14	-	-	176,075	149,793
Pelaburan lain	15	4,809	4,708	-	-
		613,446	609,054	236,388	214,262
<b>Aset semasa</b>					
Kos pembangunan hartanah	16	-	-	-	-
Inventori	17	8,928	6,343	526	-
Penghutang perdagangan	18	25,511	18,625	-	-
Lain-lain penghutang	19	41,295	50,798	126,903	141,946
Tunai dan baki di bank	20	101,786	81,808	5,849	186
		177,520	157,574	133,278	142,132
<b>JUMLAH ASET</b>		<b>790,966</b>	<b>766,628</b>	<b>369,666</b>	<b>356,394</b>
<b>EKUITI DAN LIABILITI</b>					
<b>Ekuiti boleh diagih kepada pemegang ekuiti Syarikat</b>					
Modal syer	24	215,524	215,524	215,524	215,524
Rizab	25	297,292	268,893	24,189	10,669
		512,816	484,417	239,713	226,193
<b>Kepentingan minoriti</b>		15,853	8,009	-	-
<b>Jumlah ekuiti</b>		<b>528,669</b>	<b>492,426</b>	<b>239,713</b>	<b>226,193</b>
<b>Liabiliti bukan semasa</b>					
Tanggungan manfaat persaraan	26	1,723	1,759	191	207
Pinjaman	21	1,987	1,829	295	138
Pendapatan tertunda	22	39,500	78,500	-	-
Muhibah negatif	27	-	-	-	-
Liabiliti cukai tertunda	28	31,013	27,127	4,856	7,670
		74,223	109,215	5,342	8,015

**LEMBARAN IMBANGAN**  
PADA 31 DISEMBER 2007 (SAMB.)

	<i>Nota</i>	<i>Kumpulan</i>		<i>Syarikat</i>	
		<i>2007</i> <i>RM'000</i>	<i>2006</i> <i>RM'000</i>	<i>2007</i> <i>RM'000</i>	<i>2006</i> <i>RM'000</i>
<i>Liabiliti semasa</i>					
Pinjaman	21	12,727	7,272	10,265	5,015
Pemiutang perdagangan	22	114,178	109,671	19	19
Lain-lain pemiutang	23	40,131	46,328	110,326	116,275
Cukai		21,038	1,716	4,001	877
		<u>188,074</u>	<u>164,987</u>	<u>124,611</u>	<u>122,186</u>
<b>Jumlah liabiliti</b>		<b>262,297</b>	<b>274,202</b>	<b>129,953</b>	<b>130,201</b>
<b>JUMLAH EKUITI DAN LIABILITI</b>		<b>790,966</b>	<b>766,628</b>	<b>369,666</b>	<b>356,394</b>

Nota-nota yang disertakan merupakan sebahagian asasi penyata kewangan.

## PENYATA PERUBAHAN DALAM EKUITI DISATUKAN

BAGI TAHUN BERAKHIR 31 DISEMBER 2007

Nota	← Diagihkan kepada Pemegang Ekuiti Syarikat →							
	← Tidak Boleh Diagihkan →			Boleh Diagihkan		Kepentingan		Jumlah Ekuiti RM'000
	Modal Syer (Nota 24) RM'000	Premium Syer (Nota 25) RM'000	Lain-lain Rizab (Nota 25) RM'000	Perolehan Tertahan (Nota 25) RM'000	Jumlah	Minoriti		
<b>Pada 1 Januari 2006</b>	215,524	34,979	210,941	7,489	468,933	7,521	476,454	
Keuntungan bagi tahun	-	-	-	15,484	15,484	488	15,972	
<b>At 31 Disember 2006</b>	215,524	34,979	210,941	22,973	484,417	8,009	492,426	
<b>Pada 1 Januari 2007</b>								
Seperti dinyatakan dahulu	215,524	34,979	210,941	26,897	488,341	8,009	496,350	
Kesan dari menerima pakai FRS 112	2.3 (e)	-	-	2,928	2,928	-	2,928	
Pelarasan tahun lepas	2.3 (e)	-	-	(6,852)	(6,852)	-	(6,852)	
<b>Pada 1 Januari 2007 (dinyatakan semula)</b>	215,524	34,979	210,941	22,973	484,417	8,009	492,426	
Dividen	10	-	-	(4,311)	(4,311)	-	(4,311)	
Kesan cukai tertunda pada lebihan penilaian semula	-	-	(5,460)	-	(5,460)	-	(5,460)	
Pengambilalihan subsidiari	-	-	-	-	-	6,283	6,283	
Keuntungan bagi tahun	-	-	-	38,170	38,170	1,561	39,731	
<b>Pada 31 Disember 2007</b>	215,524	34,979	205,481	56,832	512,816	15,853	528,669	

Nota-nota yang disertakan merupakan sebahagian asasi penyata kewangan.

## PENYATA PERUBAHAN DALAM EKUITI SYARIKAT

BAGI TAHUN BERAKHIR 31 DISEMBER 2007

Nota	← Tidak Boleh Diagihkan →				Kerugian Terkumpul (Nota 25) RM'000	Jumlah Ekuiti RM'000
	Modal Syer (Nota 24) RM'000	Premium Syer (Nota 25) RM'000	Lain-lain Rizab (Nota 25) RM'000	Rizab Modal (Nota 25) RM'000		
<i>Pada 1 Januari 2006</i>	215,524	34,979	31,224	2,736	(69,875)	214,588
<i>Keuntungan Bagi Tahun</i>	-	-	-	-	11,605	11,605
<b><i>Pada 31 Disember 2006</i></b>	<b>215,524</b>	<b>34,979</b>	<b>31,224</b>	<b>2,736</b>	<b>(58,270)</b>	<b>226,193</b>
<i>Pada 1 Januari 2007</i>						
<i>Seperti dinyatakan dahulu</i>	215,524	34,979	31,224	2,736	(50,605)	233,858
<i>Pelarasan tahun lepas</i> 2.3 (e)	-	-	-	-	(7,665)	(7,665)
<b><i>Pada 1 Januari 2006</i></b> <b><i>(dinyatakan semula)</i></b>	<b>215,524</b>	<b>34,979</b>	<b>31,224</b>	<b>2,736</b>	<b>(58,270)</b>	<b>226,193</b>
<i>Kesan cukai tertunda pada</i> <i>lebih penilaian semula</i>	-	-	702	-	-	702
<i>Keuntungan bagi tahun</i>	-	-	-	-	17,129	17,129
<i>Dividen</i> 10	-	-	-	-	(4,311)	(4,311)
<b><i>Pada 31 Disember 2007</i></b>	<b>215,524</b>	<b>34,979</b>	<b>31,926</b>	<b>2,736</b>	<b>(45,452)</b>	<b>239,713</b>

Nota-nota yang disertakan merupakan sebahagian asasi penyata kewangan.

## PENYATA ALIRAN TUNAI

BAGI TAHUN BERAKHIR 31 DISEMBER 2007

	Nota	Kumpulan		Syarikat	
		2007 RM'000	2006 RM'000	2007 RM'000	2006 RM'000
<b>ALIRAN TUNAI KEGIATAN-KEGIATAN KENDALIAN</b>					
Keuntungan sebelum cukai		59,944	27,323	26,403	24,252
Pelarasan-pelarasan untuk:					
Perbelanjaan faedah	4	502	438	702	345
Peruntukan/(Pembalikan semula) manfaat persaraan	5	796	(85)	333	57
Susutnilai hartanah, loji dan peralatan	5	10,649	10,442	530	615
Hartanah, loji dan peralatan dihapuskira	5	766	1,809	225	1,536
Peruntukan rosotnilai hartanah, loji dan peralatan	5	-	915	-	-
Pelunasan bayaran pajakan tanah prabayar	5	3,289	3,305	729	743
Peruntukan rosotnilai bayaran sewa pajak tanah prabayar	5	488	-	-	-
Pelunasan ternakan	5	1,025	986	-	-
Bayaran sewa pajak tanah prabayar dihapuskira	5	75	-	75	-
Aset biologi dihapuskira	5	7,766	53	-	-
Inventori dihapuskira	5	169	221	-	-
(Keuntungan)/Kerugian atas pelupusan hartanah, loji dan peralatan	5	(2,706)	(504)	9	-
Peruntukan hutang ragu	5	1,947	5,537	-	786
Rosotnilai kos hartanah pembangunan	5	-	1,583	-	-
Pembalikan semula zakat diiktiraf pada tahun lepas	5	(88)	-	(88)	-
Rosotnilai pelaburan	5	-	800	-	800
Rosotnilai pelaburan dalam subsidiari	5	-	-	8,000	-
Manfaat ditamatkan perkhidmatan	5	-	48	-	-
Kerugian belum direalisasikan dari pertukaran matawang asing	5	479	-	-	-
Dividen diterima	5	(3)	(706)	(21,134)	(21,154)

**PENYATA ALIRAN TUNAI**  
BAGI TAHUN BERAKHIR 31 DISEMBER 2007 (SAMB.)

	Nota	Kumpulan		Syarikat	
		2007 RM'000	2006 RM'000	2007 RM'000	2006 RM'000
<b>ALIRAN TUNAI KEGIATAN-KEGIATAN KENDALIAN (SAMB.)</b>					
Pendapatan faedah	5	(2,395)	(3,734)	-	-
Pembalikan semula akruan	5	-	(6,652)	-	(2,640)
Keuntungan kendalian sebelum perubahan modal kerja		82,703	41,779	15,784	5,340
(Tambahannya)/Kurangan dalam inventori		(2,585)	4,353	(526)	355
Kurangan/(Tambahannya) dalam penghutang		713	(13,232)	15,043	40,260
(Kurangan)/Tambahannya dalam pemiutang dan pendapatan tertunda		(21,592)	13,089	(5,384)	(61,643)
Tunai dihasilkan daripada/(digunakan dalam) kendalian		59,239	45,989	24,917	(15,688)
Perbelanjaan faedah		(863)	(438)	(702)	(345)
Pendapatan faedah		2,395	3,734	-	-
Cukai dibayar		(16,497)	(8,343)	(4,155)	(776)
Manfaat persaraan dibayar	26	(832)	(346)	(349)	(3)
Tunai bersih dihasilkan daripada/ (digunakan dalam) kegiatan-kegiatan kendalian		43,442	40,596	19,711	(16,812)
<b>ALIRAN TUNAI DARIPADA KEGIATAN -KEGIATAN PELABURAN</b>					
Pembelian hartanah, loji dan peralatan	11	(12,714)	(20,698)	(2,051)	(6,102)
Tambahan dalam bayaran pajakan tanah prabayar	12	(13,702)	(247)	(35)	(247)
Tambahan dalam ternakan	13	(1,062)	(1,058)	-	-
Tambahan dalam perbelanjaan pembangunan perladangan	13	(113)	(238)	-	-
Pembelian tambahan syer subsidiari-subsidiari	14	-	-	(20,357)	-
Pengambilalihan subsidiari	14	-	-	(13,925)	-
Dividen diterima		3	706	21,134	21,154
Perolehan daripada jualan hartanah, loji dan peralatan		2,822	-	90	-
Tunai bersih (digunakan dalam) / dihasilkan daripada kegiatan-kegiatan pelaburan		(24,766)	(21,535)	(15,144)	14,805

## PENYATA ALIRAN TUNAI

BAGI TAHUN BERAKHIR 31 DISEMBER 2007(SAMB.)

Nota	Kumpulan		Syarikat	
	2007 RM'000	2006 RM'000	2007 RM'000	2006 RM'000
<b>ALIRAN TUNAI DARIPADA KEGIATAN -KEGIATAN PEMBIAYAAN</b>				
Penerimaan daripada penerimaan jurubank	1,025	6,694	-	-
Pembayaran balik penerimaan amanah	(1,827)	(6,396)	-	-
Penerimaan pinjaman berjangka	20,593	1,500	20,401	-
Pembayaran balik pinjaman berjangka	(10,212)	(16)	(10,162)	-
Penerimaan pinjaman sewabeli	904	256	296	-
Pembayaran balik pemiutang sewabeli	(368)	(336)	(193)	(80)
Dividen dibayar kepada pemegang-pemegang syer	10	(4,311)	(4,311)	-
Tunai bersih dihasilkan daripada/ (digunakan dalam) kegiatan-kegiatan pembiayaan	5,804	1,702	6,031	(80)
<b>TAMBAHAN/(KURANGAN) BERSIH DALAM TUNAI DAN KESETARAAN TUNAI</b>				
<b>TUNAI DAN KESETARAAN TUNAI TUNAI DAN KESETARAAN TUNAI PADA AWAL TAHUN</b>	24,480	20,763	10,598	(2,087)
<b>TUNAI DAN KESETARAAN TUNAI PADA AKHIR TAHUN</b>	76,719	55,956	(4,749)	(2,662)
<b>TUNAI DAN KESETARAAN TUNAI PADA AKHIR TAHUN</b>	101,199	76,719	5,849	(4,749)

Nota-nota yang disertakan merupakan sebahagian asasi penyata kewangan.

## NOTA-NOTA KEPADA PENYATA KEWANGAN

### 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 14 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 8 April 2008.*

### 2. POLISI-POLISI PERAKAUNAN PENTING

#### 2.1 Asas Penyediaan

*Penyata kewangan mematuhi peruntukan Akta Syarikat, 1965 dan Piawaian Pelaporan Kewangan berkenaan di Malaysia. Bermula dari tahun kewangan semasa, Kumpulan dan Syarikat telah menerima pakai Piawaian Pelaporan Kewangan ("FRS") baru dan dipinda yang mandatori bagi tempoh kewangan bermula pada atau selepas 1 Januari 2007 seperti dinyatakan di Nota 2.3.*

*Penyata kewangan Kumpulan dan Syarikat telah disediakan menurut kelaziman kos sejarah melainkan bangunan tertentu, kenderaan tertentu, loji dan jentera dan tanah milik bebas yang termasuk di dalam hartanah, loji dan peralatan dan perbelanjaan pembangunan perladangan yang termasuk di dalam aset biologi.*

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



## ▶ NOTA-NOTA KEPADA PENYATA KEWANGAN

### 2. POLISI-POLISI PERAKAUNAN PENTING (SAMB.)

#### 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.

Dalam penyata kewangan Syarikat, pelaburan dalam subsidiari-subsidiari dinyatakan pada kos ditolak kerugian rosot nilai. Semasa pelupusan pelaburan, perbezaan di antara perolehan bersih daripada pelupusan dan jumlah yang dibawa diiktiraf dalam penyata pendapatan.

###### (ii) Asas Penyatuan

Penyata kewangan disatukan terdiri daripada penyata kewangan Syarikat dan kesemua subsidiari-subsidiarinya pada tarikh lembaran imbalan. Penyata kewangan subsidiari-subsidiari adalah disediakan bersamaan dengan tarikh laporan Syarikat.

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

## NOTA-NOTA KEPADA PENYATA KEWANGAN

### 2. POLISI-POLISI PERAKAUNAN PENTING (SAMB.)

#### 2.2 Ringkasan Polisi-Polisi Perakaunan Penting (Samb.)

##### (a) Subsidiari dan Asas Penyatuan (Samb.)

##### (ii) Asas Penyatuan (Samb.)

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 bukan subsidiari atau entiti usahasama. Ia mempunyai kuasa untuk terlibat dalam melaksanakan polisi - polisi penting berkaitan 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

### 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 rosot nilai 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 lebihan 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 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 diambil kira daripada penyata pendapatan beraudit terakhir yang tersedia dan penyata pendapatan pengurusan sehingga akhir tempoh perakaunan tersebut. Polisi perakaunan seragam adalah digunapakai untuk urusan yang serupa dan keadaan - keadaan yang sama.

## NOTA-NOTA KEPADA PENYATA KEWANGAN

### 2. POLISI-POLISI PERAKAUNAN PENTING (SAMB.)

#### 2.2 Ringkasan Polisi-Polisi Perakaunan Penting (Samb.)

##### (b) Syarikat Bersekutu (Samb.)

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

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

##### (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 niaga 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, loji dan jentera dan tanah milik bebas yang termasuk dalam hartanah, loji dan peralatan 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 yang layak.*

## ▶ NOTA-NOTA KEPADA PENYATA KEWANGAN

### 2. POLISI-POLISI PERAKAUNAN PENTING (SAMB.)

#### 2.2 Ringkasan Polisi-Polisi Perakaunan Penting (Samb.)

##### (c) Hartanah, Loji dan Peralatan dan Susutnilai (Samb.)

Nilaian 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 lebihan 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 lebihan 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 milik bebas mempunyai jangka hayat tidak terhad dan maka dengan itu ianya tidak disusutnilaikan. Kerja dalam perlaksanaan tidak disusutnilaikan kerana aset tersebut masih tidak tersedia digunakan lagi. Susutnilai bagi lain-lain hartanah, loji dan peralatan diperuntukkan mengikut kaedah garis lurus untuk menghapuskan kos setiap aset kepada nilai sisa sepanjang anggaran hayat kegunaan pada kadar tahunan seperti berikut:

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 lebihan penilaian semula yang belum digunakan terus dimasukkan dalam perolehan tertahan.

## NOTA-NOTA KEPADA PENYATA KEWANGAN

### 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.

Susulan daripada pengiktirafan, perbelanjaan pembangunan perladangan dinyatakan pada nilai semula, iaitu nilai saksama pada tarikh penilaian semula ditolak kerugian rosot nilai terkumpul. Nilai saksama adalah berdasarkan nilai pasaran yang dinilai oleh penilai profesional bebas. Nilai semula dibuat sekurang - kurangnya sekali dalam tempoh setiap lima tahun bagi memastikan nilai saksama sesuatu aset yang dinilai semula, tidak ketara perbezaannya daripada yang akan dinyatakan menggunakan nilai saksama pada tarikh lembaran imbang. Sebarang lebih daripada penilaian 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.

##### (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.

Stok baka di bawa pada harga terendah di antara kos atau nilai pasaran yang ditentukan atas asas agregat. Kos ditentukan atas asas purata wajar 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.

## ► NOTA-NOTA KEPADA PENYATA KEWANGAN

### 2. POLISI-POLISI PERAKAUNAN PENTING (SAMB.)

#### 2.2 Ringkasan Polisi-Polisi Perakaunan Penting (Samb.)

##### (e) Kos Pembangunan Hartanah

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

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

*Apabila 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.*

*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 bersih boleh realis.*

*Lebih hasil diiktiraf di dalam penyata pendapatan daripada bayaran kepada pembeli akan ditunjukkan sebagai bayaran terhutang di dalam penghutang perdagangan manakala lebih bayaran kepada pembeli daripada hasil diiktiraf di dalam penyata pendapatan, akan ditunjukkan sebagai bayaran kemajuan di dalam pemiutang perdagangan.*

## NOTA-NOTA KEPADA PENYATA KEWANGAN

### 2. POLISI-POLISI PERAKAUNAN PENTING (SAMB.)

#### 2.2 Ringkasan Polisi-Polisi Perakaunan Penting (Samb.)

##### (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, tanpa mengira samada lain-lain aset atau liabiliti Kumpulan diserahkan kepada unit-unit tersebut atau kumpulan-kumpulan unit.

Nilai boleh diperolehi aset adalah nilai yang mana lebih tinggi di antara nilai aset atau nilai saksama CGU ditolak kos dijual dengan nilai boleh digunakan. Dalam mentaksir nilai boleh digunakan, 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 rosotnilai dan dikurangkan nilai kepada nilai boleh diperolehi. Kerugian rosotnilai diiktiraf bagi CGU atau kumpulan CGU diagihkan terdahulu bagi mengurangkan nilai dibawa dan sebarang muhibah kepada unit-unit atau kumpulan-kumpulan unit dan kemudiannya dikurangkan secara purata kepada nilai dibawa aset-aset lain.

Rosotnilai diiktiraf dalam untung atau rugi bagi tempoh di mana ianya berlaku melainkan aset dibawa pada amaun yang 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.



## ▶ NOTA-NOTA KEPADA PENYATA KEWANGAN

### 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 item-item yang bergerak perlahan. Kos-kos termasuk harga belian bahan dan perbelanjaan yang berkaitan.

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

##### (h) Instrumen Kewangan

Instrumen kewangan diiktiraf dalam lembaran imbangan 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.

## NOTA-NOTA KEPADA PENYATA KEWANGAN

### 2. POLISI-POLISI PERAKAUNAN PENTING (SAMB.)

#### 2.2 Ringkasan Polisi-Polisi Perakaunan Penting (Samb.)

##### (h) Instrumen Kewangan (Samb.)

###### (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.

###### (iii) Sekuriti Boleh Pasar

Sekuriti boleh pasar dibawa pada harga terendah di antara kos ditolak sebarang rosotnilai kekal. 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. Semasa 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 imbalan.

###### (v) Pemiutang

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

## ▶ NOTA-NOTA KEPADA PENYATA KEWANGAN

### 2. POLISI-POLISI PERAKAUNAN PENTING (SAMB.)

#### 2.2 Ringkasan Polisi-Polisi Perakaunan Penting (Samb.)

##### (h) Instrumen Kewangan (Samb.)

###### (vi) Pinjaman Berfaedah

Semua pinjaman pada mulanya diiktiraf pada nilai saksama pada jumlah hasil diterima ditolak kos urusan 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 dimasukkan sebagai sandaran yang telah dianggarkan urusan ditunda sehingga ke tarikh urusan tersebut, yang mana masa dikenakan termasuk pengukuran urusan-urusan 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.

Kos urusan daripada urusan ekuiti diakaunkan sebagai kurangan dalam ekuiti, bersih selepas cukai. Kos urusan ekuiti merangkumi hanya kos luaran tambahan berkaitan urusan ekuiti yang mana sepatutnya boleh dielakkan.

Kos bayaran termasuk kos transaksi berkaitan bagi pembelian semula syer Syarikat yang belum dibatalkan di klasifikasikan sebagai kos syer perbendaharaan dan ditunjukkan sebagai potongan ekuiti. Tiada untung atau rugi diiktiraf dalam penyata pendapatan pada masa jualan, penerbitan semula atau pembatalan syer-syer perbendaharaan. Semasa syer-syer perbendaharaan diterbitkan semula secara pembelian semula, perbezaan di antara balasan jualan dan nilai bawa syer-syer perbendaharaan ditunjukkan sebagai pergerakan dalam ekuiti.

## NOTA-NOTA KEPADA PENYATA KEWANGAN

### 2. POLISI-POLISI PERAKAUNAN PENTING (SAMB.)

#### 2.2 Ringkasan Polisi-Polisi Perakaunan Penting (Samb.)

##### (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 bagi 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 bagi pelaburan sementara pinjaman tersebut.*

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

##### (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 imbalan.*

*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 imbalan. 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.*

## ▶ NOTA-NOTA KEPADA PENYATA KEWANGAN

### 2. POLISI-POLISI PERAKAUNAN PENTING (SAMB.)

#### 2.2 Ringkasan Polisi-Polisi Perakaunan Penting (Samb.)

##### (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 imbalan 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.

###### (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").

## NOTA-NOTA KEPADA PENYATA KEWANGAN

### 2. POLISI-POLISI PERAKAUNAN PENTING (SAMB.)

#### 2.2 Ringkasan Polisi-Polisi Perakaunan Penting (Samb.)

##### (l) Manfaat Pekerja (Samb.)

##### (iii) Rancangan Manfaat Tertentu

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 terkumpul 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.

## ▶ NOTA-NOTA KEPADA PENYATA KEWANGAN

### 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 imbangan, butiran kewangan yang telah dibentangkan dalam matawang asing diterjemahkan pada kadar tukaran wang asing pada tarikh lembaran imbangan.

Butiran bukan kewangan yang dinilai dengan nilai saksama dibentangkan dalam matawang asing diterjemahkan pada kadar tukaran wang asing pada tarikh nilai saksama ditentukan. Butiran 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.

## NOTA-NOTA KEPADA PENYATA KEWANGAN

### 2. POLISI-POLISI PERAKAUNAN PENTING (SAMB.)

#### 2.2 Ringkasan Polisi-Polisi Perakaunan Penting (Samb.)

##### (m) Matawang Asing (Samb.)

##### (ii) Urusniaga Matawang Asing (Samb.)

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.

##### (iii) Kendalian Asing

Hasil dan kedudukan kewangan kendalian asing yang mempunyai matawang fungsi berbeza daripada matawang pembentangan (RM) penyata kewangan disatukan diterjemahkan dalam RM seperti berikut:

- Aset dan liabiliti untuk setiap lembaranimbangan dibentangkan diterjemahkan pada kadar penutup lazim pada tarikh lembaranimbangan;
- Hasil dan perbelanjaan untuk setiap penyata pendapatan diterjemahkan pada kadar purata tukaran matawang asing sepanjang tahun, yang menghampiri kadar tukaran pada tarikh urusniaga; dan
- Semua hasil perbezaan tukaran yang terbit diambil ke rezab terjemahan matawang asing dalam ekuiti.

Pelarasan muhibah dan nilai saksama yang terbit ke atas pengambilalihan kendalian asing pada atau selepas 1 Januari 2007 ditunjukkan sebagai aset dan liabiliti kendalian asing dan diterjemahkan kepada kadar penutup pada tarikh lembaranimbangan. Pelarasan muhibah dan nilai saksama yang telah terbit ke atas pengambilalihan subsidiari-subsidiari asing sebelum 1 Januari 2007 dianggap aset dan liabiliti kepada syarikat induk dan direkod dalam RM pada kadar lazim pada tarikh pengambilalihan.



## ▶ NOTA-NOTA KEPADA PENYATA KEWANGAN

### 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 pasti. 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, apabila risiko dan manfaat dipindahkan kepada pembeli.

##### (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.

##### (o) Muhibah

Muhibah diperoleh dalam kombinasi perniagaan pada mulanya dinilai pada kos yang merupakan lebih 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 entiti adalah termasuk nilai muhibah dibawa dalam entiti yang dijual.

## NOTA-NOTA KEPADA PENYATA KEWANGAN

### 2. POLISI-POLISI PERAKAUNAN PENTING (SAMB.)

#### 2.2 Ringkasan Polisi-Polisi Perakaunan Penting (Samb.)

##### (p) Pajakan

##### (i) Pengelasan

Pajakan diiktiraf sebagai pajakan kewangan jika kesemua risiko dan manfaat berkenaan dengan hakmilik dipindahkan secara besarnya 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) Pajakan 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 lembaranimbangan 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).

## ▶ NOTA-NOTA KEPADA PENYATA KEWANGAN

### 2. POLISI-POLISI PERAKAUNAN PENTING (SAMB.)

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

Pada 1 Januari 2007, Kumpulan dan Syarikat telah menerima pakai FRS pindaan yang berikut:

(i) FRS 117	: Pajak
(ii) Pindaan kepada FRS 119 <sub>2004</sub>	: Manfaat Pekerja - Keuntungan dan Kerugian Aktuari Pelan Kumpulan dan Pendedahan
(iii) FRS 124	: Pembentangan Pihak Berkaitan
(iv) FRS 6	: Penerokaan dan Penilaian Sumber Mineral

Tambahan dengan itu, Kumpulan telah menerima pakai lebih awal pindaan FRS 112 - Cukai Pendapatan bagi tahun kewangan bermula dari 1 Januari 2007.

Pada tarikh kelulusan untuk penyata kewangan, FRS baru dan dipinda, pindaan kepada FRS dan Interpretasi Jawatankuasa Terbitan ("Issues Committee" atau "IC" Interpretations) berikut telah dibentangkan tetapi belum berkuatkuasa dan tidak diterima pakai oleh Kumpulan dan Syarikat:

<i>FRS, Pindaan kepada FRS dan Interpretasi</i>	<i>Berkuatkuasa untuk tempoh kewangan bermula dari atau selepas</i>
FRS 107: Penyata Aliran Tunai	1 Julai 2007
FRS 111: Kontrak Pembinaan	1 Julai 2007
FRS 118: Pendapatan	1 Julai 2007
FRS 120: Perakaunan untuk Pemberian Geran daripada Kerajaan dan Pendedahan Bantuan Kerajaan	1 Julai 2007
FRS 134: Laporan Kewangan Interim	1 Julai 2007
FRS 137: Peruntukan, Liabiliti Luarjangka dan Aset Luarjangka	1 Julai 2007
FRS 139: Instrumen Kewangan: Pengiktirafan dan Penilaian	Ditunda

## NOTA-NOTA KEPADA PENYATA KEWANGAN

### 2. POLISI-POLISI PERAKAUNAN PENTING (SAMB.)

#### 2.3 Perubahan dalam Polisi-Polisi Perakaunan dan Kesan daripada Menerima Pakai FRS Baru dan Pindaan (Samb.)

<i>FRS, Pindaan kepada FRS dan Interpretasi</i>	<i>Berkuasakuasa untuk tempoh kewangan bermula dari atau selepas</i>
<i>Pindaan kepada FRS 121: Kesan Perubahan dalam Kadar Tukaran Matawang Asing- Pelaburan Bersih dalam Operasi Asing.</i>	<i>1 Julai 2007</i>
<i>IC Interpretasi 1: Perubahan dalam Penghapusan yang Sedia Ada, Pembaikpulihan dan Liabiliti-Liabiliti yang Seakan Sama Dengannya.</i>	<i>1 Julai 2007</i>
<i>IC Interpretasi 2: Saham Ahli-ahli di dalam Entiti Koperasi dan Instrumen-Instrumen Seakan Sama Dengannya.</i>	<i>1 Julai 2007</i>
<i>IC Interpretasi 5: Hak untuk Faedah akibat Penghapusan, Pembaikpulihan dan Dana Pemulihan Persekitaran</i>	<i>1 Julai 2007</i>
<i>IC Interpretasi 6: Liabiliti akibat Menyertai di dalam satu Pasaran Khusus – Peralatan Elektrik dan Elektronik Buangan</i>	<i>1 Julai 2007</i>
<i>IC Interpretasi 7: Menggunakan Kaedah Penyataan Semula di bawah FRS 129<sub>2004</sub> – Laporan Kewangan di dalam Ekonomi Inflasi Terlampau</i>	<i>1 Julai 2007</i>
<i>IC Interpretasi 8: Bidang FRS 2 Bayaran Berasaskan Syer</i>	<i>1 Julai 2007</i>

*Penggunaan permulaan FRS baru dan dipinda, pindaan kepada FRS dan Interpretasi di atas dijangkakan tidak membawa kesan penting ke atas penyata kewangan Kumpulan dan Syarikat.*

*Kumpulan dan Syarikat dikecualikan daripada menyatakan kesan kemungkinan, jika ada kepada penyata kewangan semasa penggunaan permulaan FRS 139.*

## ▶ NOTA-NOTA KEPADA PENYATA KEWANGAN

### 2. POLISI-POLISI PERAKAUNAN PENTING (SAMB.)

#### 2.3 Perubahan dalam Polisi-Polisi Perakaunan dan Kesan daripada Menerima Pakai FRS Baru dan Pindaan (Samb.)

Penerimaan pakai FRS 124 dan pindaan bagi FRS 119<sub>2004</sub> menyebabkan tambahan pendedahan tetapi tidak membawa kepada perubahan penting dalam polisi-polisi perakaunan Kumpulan dan Syarikat. FRS 6: Penerokaan dan Penilaian Sumber Mineral tidak berkaitan dengan operasi Kumpulan atau Syarikat.

Perubahan utama dalam polisi-polisi perakaunan dan kesan-kesan penerimaan pakai daripada FRS 112, FRS 117 dan pindaan kepada FRS 119<sub>2004</sub> dibincangkan di bawah:

##### (a) FRS 112: Cukai Pendapatan

Sebelum 1 Januari 2007, aset cukai tertunda pada elaun pelaburan semula belum digunakan tidak diiktiraf. Penerimaan pakai FRS 112 telah diambil kira secara restrospektif dan dibentangkan dalam Nota 2.3(d), sesetengah angka-angka perbandingan pada 31 Disember 2006 telah dinyatakan semula seperti yang dinyatakan di Nota 2.3(e).

##### (b) FRS 117: Pajakan

###### *Tanah pegang pajak dipegang bagi kegunaan sendiri*

Sebelum 1 Januari 2007, tanah pegang pajak bagi kegunaan sendiri dikelaskan sebagai hartanah, loji dan peralatan dan dinyatakan pada kos ditolak susutnilai terkumpul dan kerugian rosotnilai. Penerimaan pakai pindaan FRS 117 telah menyebabkan perubahan dalam polisi perakaunan berkaitan pajakan tanah dan bangunan. 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 pengkelasan pajakan. Tanah pegang pajak bagi kegunaan sendiri kini dikelaskan sebagai pajakan operasi dan bila perlu, bayaran minimum pajakan atau pembayaran terdahulu diagihkan di antara elemen tanah dan bangunan dalam pengagihan kepada nilai saksama bagi kepentingan pegang pajak bagi elemen tanah dan bangunan pajakan pada permulaan pajakan. Pembayaran terdahulu mewakili bayaran sewa pajak tanah prabayar dan dilunaskan mengikut kaedah garis lurus sepanjang jangka masa pajakan.

## NOTA-NOTA KEPADA PENYATA KEWANGAN

### 2. POLISI-POLISI PERAKAUNAN PENTING (SAMB.)

#### 2.3 Perubahan dalam Polisi-Polisi Perakaunan dan Kesan daripada Menerima Pakai FRS Baru dan Pindaan (Samb.)

##### (b) FRS 117: Pajakan (Samb.)

###### *Tanah pegang pajak dipegang bagi kegunaan sendiri*

Kumpulan telah menerimapakai perubahan polisi perakaunan bagi tanah pegang pajak mengikut peruntukan transisi FRS 117. Pada 1 Januari 2007, amaun tanah pegang pajak yang belum dilunaskan ditahan sebagai nilai pemangku pada nilai dibawa sewa pajakan terdahulu, seperti yang dibenarkan oleh peruntukan transisi. Pengelasan tanah pegang pajak sebagai pembayaran sewa pajak tanah prabayar telah diambilkira secara retrospektif. Tiada kesan ke atas penyata pendapatan disatukan bagi tahun berakhir 31 Disember 2007 dan penyata kewangan Syarikat.

##### (c) Pindaan kepada FRS 119<sub>2004</sub>: 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, pelbagai rancangan 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.

## ▶ NOTA-NOTA KEPADA PENYATA KEWANGAN

### 2. POLISI-POLISI PERAKAUNAN PENTING (SAMB.)

#### 2.3 Perubahan dalam Polisi-Polisi Perakaunan dan Kesan daripada Menerima Pakai FRS Baru dan Pindaan (Samb.)

##### (d) Ringkasan Kesan dan Perubahan daripada Menerima Pakai FRS Baru dan Pindaan

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

##### (i) Kesan ke atas lembaranimbangan disatukan pada 31 Disember 2007

Tambahan/(Kurangan)

Huraian Perubahan	FRS 117 Note 2.3 (b) RM'000
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##### Kumpulan

Hartanah, loji dan peralatan	(173,748)
Bayaran sewa pajak tanah prabayar	173,748

##### Syarikat

Hartanah, loji dan peralatan	(30,107)
Bayaran sewa pajak tanah prabayar	30,107

##### (ii) Kesan ke atas penyata pendapatan disatukan pada 31 Disember 2006

Tambahan/(Kurangan)

Huraian Perubahan	FRS 112 Note 2.3 (a) RM'000
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Perbelanjaan cukai	(2,928)
Keuntungan bagi tahun	2,928

## NOTA-NOTA KEPADA PENYATA KEWANGAN

### 2. POLISI-POLISI PERAKAUNAN PENTING (SAMB.)

#### 2.3 Perubahan dalam Polisi-Polisi Perakaunan dan Kesan daripada Menerima Pakai FRS Baru dan Pindaan (Samb.)

##### (e) Perbandingan Dinyatakan Semula

Berikut adalah angka-angka perbandingan yang telah dinyatakan semula hasil daripada menerima pakai FRS 112, FRS 117 dan pelarasan tahun lepas:

	Sebagaimana dinyatakan sebelum Ini	Tambahan/(Kurangan)			Sebagaimana dinyatakan semula
		FRS 112 Nota 2.3 (a)	FRS 117 Nota 2.3 (b)	Liabiliti cukai tertunda terkurang nyata pada tahun lepas RM'000	
	RM'000	RM'000	RM'000	RM'000	RM'000
<b>Huraian Perubahan Pada 31 Disember 2006</b>					
<b>Kumpulan</b>					
Aset bukan semasa					
Hartanah, loji dan peralatan	243,583	-	(163,898)	-	79,685
Bayaran sewa pajak tanah	-	-	163,898	-	163,898
Ekuiti dan liabiliti					
Perolehan tertahan	26,897	2,928	-	(6,852)	22,973
Liabiliti bukan semasa					
Liabiliti cukai tertunda	23,203	(2,928)	-	6,852	27,127
	<b>293,683</b>	<b>-</b>	<b>-</b>	<b>-</b>	<b>293,683</b>

	Sebagaimana dinyatakan sebelum Ini	Tambahan/(Kurangan)			Sebagaimana dinyatakan semula
		FRS 117 Nota 2.3 (b)	Liabiliti cukai tertunda terkurang nyata pada tahun lepas RM'000	RM'000	
	RM'000	RM'000	RM'000	RM'000	RM'000
<b>Syarikat</b>					
Aset bukan semasa					
Hartanah, loji dan peralatan	36,934	(30,876)	-	-	6,058
Bayaran sewa pajak tanah prabayar	-	30,876	-	-	30,876
Ekuiti dan liabiliti					
Kerugian terkumpul	(50,605)	-	(7,665)	-	(58,270)
Liabiliti bukan semasa					
Liabiliti cukai tertunda	5	-	7,665	-	7,670
	<b>(13,666)</b>	<b>-</b>	<b>-</b>	<b>-</b>	<b>(13,666)</b>



## ▶ NOTA-NOTA KEPADA PENYATA KEWANGAN

### 2. POLISI-POLISI PERAKAUNAN PENTING (SAMB.)

#### 2.4 Anggaran Perakaunan Ketara dan Pernilaian

##### (a) Sumber Utama Untuk Ketidakpastian Anggaran

Andaian utama berkaitan dengan masa depan dan lain-lain sumber utama ketidakpastian anggaran pada tarikh lembaran imbangan, 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. Anggaran nilai boleh digunakan memerlukan Kumpulan membuat anggaran aliran tunai masa hadapan dari CGU dan memilih kadar diskaun yang sesuai untuk membuat pengiraan nilai kini aliran tunai tersebut. Nilai bawaan hartanah, loji dan peralatan Kumpulan dan Syarikat pada 31 Disember 2007 masing-masing adalah RM81,742,000 (2006: RM79,685,000) dan RM2,671,000 (2006: RM6,058,000). Maklumat lanjut mengenai kerugian rosotnilai dinyatakan di Nota 11.

##### (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 tidak diiktiraf dan kredit cukai Kumpulan adalah masing-masing RM42,648,000 (2006: RM31,609,000) dan RM15,146,000 (2006: RM10,399,000) dan kerugian cukai tidak diiktiraf dan kredit cukai Syarikat adalah masing-masing RMTiada (2006: RM2,751,000) dan RMTiada (2006: RM999,000).

## NOTA-NOTA KEPADA PENYATA KEWANGAN

### 3. PENDAPATAN

Pendapatan Kumpulan dan Syarikat adalah terdiri daripada:

	Kumpulan		Syarikat	
	2007 RM'000	2006 RM'000	2007 RM'000	2006 RM'000
Jualan barangan	220,278	151,886	15,186	11,880
Perkhidmatan	46,849	42,565	-	-
Pendapatan dividen daripada subsidiari-subsidiari	-	-	21,134	21,154
Yuran pengurusan daripada subsidiari-subsidiari	-	-	15,117	5,200
	<u>267,127</u>	<u>194,451</u>	<u>51,437</u>	<u>38,234</u>

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	
	2007 RM'000	2006 RM'000	2007 RM'000	2006 RM'000
Perbelanjaan faedah di atas:				
- overdraf bank	311	335	311	333
- pinjaman	445	5	382	-
- kredit pusingan	69	63	-	-
- sewabeli	38	24	9	12
- balikan semula terlebih iktiraf faedah bayaran lewat pada tahun lepas	(361)	-	-	-
- lain-lain	-	11	-	-
	<u>502</u>	<u>438</u>	<u>702</u>	<u>345</u>

## ▶ NOTA-NOTA KEPADA PENYATA KEWANGAN

### 5. KEUNTUNGAN SEBELUM CUKAI

Amaun-amaun berikut telah dimasukkan dalam mendapatkan keuntungan sebelum cukai:

	Kumpulan		Syarikat	
	2007 RM'000	2006 RM'000	2007 RM'000	2006 RM'000
Perbelanjaan manfaat pekerja (Nota 6)	14,310	12,786	3,311	2,089
Ganjaran pengarah bukan eksekutif (Nota 7)	894	614	280	325
Yuran juruaudit				
- tahun semasa	208	207	50	55
- perkhidmatan lain-lain	48	-	48	-
Susutnilai hartanah, loji dan peralatan (Nota 11)	10,649	10,442	530	615
Hapuskira hartanah, loji dan peralatan (Nota 11)	766	1,809	225	1,536
Rosotnilai hartanah, loji dan peralatan (Nota 11)	-	915	-	-
Pelunasan bayaran pajakan tanah prabayar (Nota 12)	3,289	(3,305)	729	743
Peruntukan rosotnilai bayaran sewa pajak tanah prabayar (Nota 12)	488	-	-	-
Pelunasan ternakan (Nota 13)	1,025	986	-	-
Bayaran sewa pajak tanah prabayar dihapuskira (Nota 12)	75	-	75	-
Aset biologi dihapuskira (Nota 13)	7,766	53	-	-
Sewa premis	2,686	2,653	360	270
Sewa peralatan	22	104	22	16
Sewa tanah	3	2	-	-
Sewa tempat letak kenderaan	51	29	51	29
Hapuskira inventori (Keuntungan)/Kerugian atas jualan hartanah, loji dan peralatan	(2,706)	(504)	9	-
Peruntukan hutang ragu	1,947	5,537	-	786

## NOTA-NOTA KEPADA PENYATA KEWANGAN

### 5. KEUNTUNGAN SEBELUM CUKAI (SAMB.)

	Kumpulan		Syarikat	
	2007 RM'000	2006 RM'000	2007 RM'000	2006 RM'000
Peruntukan kerugian rosotnilai kos pembangunan hartanah (Nota 16)	-	1,583	-	-
Pembalikan semula zakat diiktiraf pada tahun lepas	(88)	-	(88)	-
Royalti	247	198	-	-
Perkongsi keuntungan daripada pengurusan ladang kepada Lembaga Tabung Amanah Warisan Negeri Terengganu	1,374	-	1,374	-
Peruntukan rosotnilai pelaburan	-	800	-	800
Rosotnilai pelaburan dalam subsidiari	-	-	8,000	-
Manfaat ditamatkan perkhidmatan	-	48	-	-
Perbelanjaan penanaman semula	4,922	5,500	-	-
Kerugian belum direalisasi dari pertukaran matawang asing	479	-	-	-
Keuntungan direalisasi dari pertukaran matawang asing	(462)	-	(462)	-
Pendapatan lain	(665)	(629)	-	-
Penerimaan dividen	(3)	(706)	(21,134)	(21,154)
Pendapatan faedah	(2,395)	(3,734)	-	-
Pembalikan semula akruan	-	(6,652)	-	(2,640)
Pendapatan sewaan	(298)	(148)	-	-
Peruntukan hutang ragu dibaikpulih kembali	(43)	(50)	-	-
Agihan keuntungan daripada Terengganu Oil Palm Development - Sublessees Scheme	(5,255)	(3,273)	(5,255)	(3,273)
Yuran pengurusan dikenakan kepada subsidiari-subsidiari	-	-	(15,117)	(5,200)

## ▶ NOTA-NOTA KEPADA PENYATA KEWANGAN

### 6. PERBELANJAAN MANFAAT PEKERJA

	Kumpulan		Syarikat	
	2007 RM'000	2006 RM'000	2007 RM'000	2006 RM'000
Upah, gaji dan elaun	11,614	11,285	2,384	1,702
Rancangan caruman tertentu	1,723	1,295	535	306
PERKESO	149	271	21	13
Peruntukan/(Pembalikan semula) manfaat persaraan (Nota 26)	796	(85)	333	57
Peruntukan cuti tahunan	28	20	38	11
	14,310	12,786	3,311	2,089

Termasuk di dalam kos pekerja Kumpulan dan Syarikat adalah ganjaran pengarah eksekutif masing-masing berjumlah RM607,000 (2006: RM506,000) dan RM607,000 (2006: RM506,000) seperti yang dinyatakan selanjutnya di Nota 7.

### 7. GANJARAN PENGARAH

	Kumpulan		Syarikat	
	2007 RM'000	2006 RM'000	2007 RM'000	2006 RM'000
Ganjaran pengarah eksekutif (Nota 6):				
Yuran	40	40	40	40
Gaji dan emolomen lain	440	417	440	417
Bonus	127	49	127	49
	607	506	607	506
Ganjaran pengarah bukan eksekutif (Nota 5)				
Yuran dan emolomen lain	734	454	280	325
Elaun pengerusi	160	160	-	-
	894	614	280	325
Jumlah ganjaran pengarah	1,501	1,120	887	831
Anggaran nilai manfaat barangan	13	38	13	25
Jumlah ganjaran pengarah termasuk manfaat barangan	1,514	1,158	900	856

## NOTA-NOTA KEPADA PENYATA KEWANGAN

### 7. GANJARAN PENGARAH (SAMB.)

Bilangan para pengarah Syarikat dengan jumlah ganjaran sepanjang tahun yang terliput dalam lingkungan nilai berikut adalah seperti analisa di bawah:

	<b>Bilangan Pengarah</b>	
	<b>2007</b>	<b>2006</b>
<i>Pengarah eksekutif:</i>		
RM500,001 - RM550,000	-	1
RM600,001 - RM650,000	1	-
<i>Pengarah bukan eksekutif:</i>		
Bawah RM50,000	6	6
RM50,000 - RM100,000	1	1

### 8. PERBELANJAAN CUKAI PENDAPATAN

	<b>Kumpulan</b>		<b>Syarikat</b>	
	<b>2007</b>	<b>2006</b>	<b>2007</b>	<b>2006</b>
	<b>RM'000</b>	<b>RM'000</b>	<b>RM'000</b>	<b>RM'000</b>
<i>Cukai pendapatan bagi tahun:</i>				
Cukai pendapatan Malaysia	20,662	11,053	9,572	7,163
Kurangan peruntukan pada tahun lepas	1,125	63	1,814	-
	<u>21,787</u>	<u>11,116</u>	<u>11,386</u>	<u>7,163</u>
<i>Cukai tertunda (Nota 28):</i>				
-(Lebihan)/kurangan peruntukan pada tahun lepas	(1,189)	2,463	-	5,484
-Berkaitan dengan perbezaan sementara asal dan dibalik semula	(254)	(480)	(1,992)	-
-Berkaitan dengan perubahan kadar cukai	(131)	(1,748)	(120)	-
	<u>(1,574)</u>	<u>235</u>	<u>(2,112)</u>	<u>5,484</u>
	<u>20,213</u>	<u>11,351</u>	<u>9,274</u>	<u>12,647</u>

Kadar cukai semasa dikira pada kadar cukai berkanun 27% (2006: 28%) ke atas keuntungan boleh taksir bagi tahun semasa. Kadar cukai berkanun akan dikurangkan dari kadar cukai semasa 27% kepada 26% berkuatkuasa daripada tahun taksiran 2008 dan kepada 25% berkuatkuasa daripada tahun taksiran 2009. Pengiraan cukai tertunda pada 31 Disember 2007 telah mengambil kira perubahan ini.

## ▶ NOTA-NOTA KEPADA PENYATA KEWANGAN

### 8. PERBELANJAAN CUKAI PENDAPATAN (SAMB.)

Selepas diwartakan Perintah Pengecualian Cukai Keuntungan Harta Tanah (No.2) 2007, Syarikat dikecualikan daripada pemakaian semua peruntukan Akta Cukai Keuntungan Harta Tanah, 1976 berkaitan dengan pelupusan harta tanah selepas 31 Mac 2007. Pengiraan cukai tertunda pada 31 Disember 2007 telah mengambilkira perubahan ini.

	2007 RM'000	2006 RM'000
<b>Kumpulan</b>		
Keuntungan sebelum cukai	59,944	27,323
Cukai pada kadar cukai berkanun Malaysia sebanyak 27% (2006: 28%)	16,185	7,650
Kesan perubahan kadar cukai pada baki awal cukai tertunda	(131)	(1,748)
Pendapatan tidak dikenakan cukai	(173)	(269)
Kesan atas pendapatan yang tertakluk kepada cukai sebanyak 20%*	(78)	(40)
Perbelanjaan tidak dibenarkan untuk tujuan cukai	5,034	2,615
Penggunaan kerugian cukai dan elaun modal yang dahulunya tidak diambilkira	8	(815)
Aset cukai tertunda tahun semasa yang diiktiraf	(1,791)	(590)
Aset cukai tertunda tahun semasa yang tidak diiktiraf	1,223	2,022
Cukai tertunda (terlebih)/terkurang peruntukan pada tahun-tahun lepas	(1,189)	2,463
Cukai pendapatan terkurang peruntukan pada tahun-tahun lepas	1,125	63
Perbelanjaan cukai pendapatan bagi tahun	20,213	11,351

\* subsidiari-subsiari 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

### 8. PERBELANJAAN CUKAI PENDAPATAN (SAMB.)

	2007 RM'000	2006 RM'000
<i>Syarikat</i>		
Keuntungan sebelum cukai	26,403	24,252
Cukai pada kadar cukai berkanun Malaysia sebanyak 27% (2006: 28%)	7,129	6,791
Kesan perubahan kadar cukai pada baki awal cukai tertunda	(120)	-
Pendapatan tidak dikenakan cukai	(135)	(269)
Perbelanjaan tidak dibenarkan untuk tujuan cukai	586	1,013
Penggunaan kerugian cukai dan elaun modal yang dahulunya tidak diambilkira	-	(726)
Aset cukai tertunda tahun semasa yang tidak diiktiraf	-	354
Cukai tertunda terkurang peruntukan pada tahun-tahun lepas	-	5,484
Cukai pendapatan terkurang peruntukan pada tahun-tahun lepas	1,814	-
Perbelanjaan cukai pendapatan bagi tahun	9,274	12,647

Penjimatan cukai pada tahun kewangan timbul daripada:

	<i>Kumpulan</i>		<i>Syarikat</i>	
	2007 RM'000	2006 RM'000	2007 RM'000	2006 RM'000
Penggunaan kerugian cukai dibawa ke hadapan	-	1,585	-	1,938
Penggunaan elaun modal tahun semasa	10,246	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.



## ▶ NOTA-NOTA KEPADA PENYATA KEWANGAN

### 9. PENDAPATAN SESYER (SAMB.)

	<i>Kumpulan</i>	
	<b>2007</b>	<b>2006</b>
	<b>RM'000</b>	<b>RM'000</b>
Keuntungan diagihkan kepada pemegang ekuiti biasa Syarikat (RM'000)	38,170	15,484
Bilangan purata wajaran syer biasa yang diterbitkan ('000 unit)	215,524	215,524
Pendapatan asas sesyer (sen)	17.71	7.18

Tiada pendapatan cair sesyer bagi Kumpulan.

### 10. DIVIDEN

	<i>Dividen bagi tahun</i>		<i>Dividen</i>	
	<b>2007</b>	<b>2006</b>	<i>Diiktiraf dalam tahun</i>	
	<b>RM'000</b>	<b>RM'000</b>	<b>2007</b>	<b>2006</b>
	<b>RM'000</b>	<b>RM'000</b>	<b>RM'000</b>	<b>RM'000</b>
<b>Diiktiraf dalam tahun:</b>				
Dividen terakhir sebanyak 2.74%:				
2.74% selepas cukai 27%				
ke atas 215,524,302 syer-syer biasa diisytiharkan				
pada 4 Julai 2007 dan dibayar pada 3 September 2007				
(2 sen, bersih sesyer)	-	4,311	4,311	-
<b>Dicadangkan untuk kelulusan para pemegang-pemegang syer (Tidak diiktiraf pada 31 Disember):</b>				
Dividen terakhir sebanyak 7.43%:				
7.43% selepas cukai 26%				
ke atas 215,524,302 syer-syer biasa				
(5.5 sen, bersih sesyer)	11,850	-	-	-
	11,850	4,311	4,311	-

Pada Mesyuarat Agung Tahunan yang akan datang, dividen terakhir pada kadar 7.43% selepas cukai 26% ke atas 215,524,302 syer-syer biasa, berjumlah RM11,849,957 (5.5 sen, bersih syer) berhubung tahun kewangan berakhir 31 Disember 2007 dicadangkan untuk kelulusan para pemegang-pemegang syer. Penyata kewangan bagi tahun semasa tidak mengambilkira dividen yang dicadangkan. Dividen tersebut, jika dipersetujui oleh para pemegang-pemegang syer, akan diambilkira di dalam ekuiti pemegang syer sebagai pengasingan pendapatan tertahan dalam tahun kewangan yang berakhir pada 31 Disember 2008.

## NOTA-NOTA KEPADA PENYATA KEWANGAN

### 11. HARTANAH, LOJI DAN PERALATAN

	Tanah milik bebas RM'000	Bangunan RM'000	Loji, jentera, peralatan, kendaraan dan pengubahsuaian RM'000	Reban dan kandang ternakan RM'000	Kerja dalam perlaksanaan RM'000	Jumlah RM'000
<b>KUMPULAN</b>						
<i>Pada 31 Disember 2007</i>						
<i>Kos atau penilaian</i>						
<i>Pada 1 Januari 2007</i>						
<i>Pada kos</i>	1,964	25,564	80,572	494	18,556	127,150
<i>Pada penilaian</i>	800	18,436	37,964	-	-	57,200
	2,764	44,000	118,536	494	18,556	184,350
<i>Tambahan</i>	546	2,680	9,672	690	30	13,618
<i>Jualan</i>	-	(858)	(661)	-	-	(1,519)
<i>Pengelasan semula</i>	-	-	(496)	-	496	-
<i>Hapuskira</i>	(105)	(2,044)	(7,852)	-	(832)	(10,833)
<i>Pada 31 Disember 2007</i>	3,205	43,778	119,199	1,184	18,250	185,616

## ▶ NOTA-NOTA KEPADA PENYATA KEWANGAN

### 11. HARTANAH, LOJI DAN PERALATAN (SAMB.)

	Tanah milik bebas RM'000	Bangunan RM'000	Loji, jentera, peralatan, kenderaan dan pengubahsuaian RM'000	Reban dan kandang ternakan RM'000	Kerja dalam perlaksanaan RM'000	Jumlah RM'000
<b>KUMPULAN (SAMB.)</b>						
Mewakili:						
Pada kos	2,405	25,342	81,235	1,184	18,250	128,416
Pada penilaian	800	18,436	37,964	-	-	57,200
Pada 31 Disember 2007	3,205	43,778	119,199	1,184	18,250	185,616
<b>Susutnilai dan kerugian rosotnilai terkumpul</b>						
Pada 1 Januari 2007	-	36,090	63,451	385	4,739	104,665
Susutnilai dikenakan bagi tahun (Nota 5)	-	1,569	8,724	37	319	10,649
Pengelasan semula	-	(2,117)	2,163	-	(16)	30
Jualan	-	(859)	(544)	-	-	(1,403)
Hapuskira	-	(2,068)	(7,549)	-	(450)	(10,067)
Pada 31 Disember 2007	-	32,615	66,245	422	4,592	103,874

## NOTA-NOTA KEPADA PENYATA KEWANGAN

### 11. HARTANAH, LOJI DAN PERALATAN (SAMB.)

	Tanah milik bebas RM'000	Bangunan RM'000	Loji, jentera, peralatan, kendaraan dan pengubahsuaian RM'000	Reban dan kandang ternakan RM'000	Kerja dalam perlaksanaan RM'000	Jumlah RM'000
<b>KUMPULAN (SAMB.)</b>						
<i>Dianalisa sebagai:</i>						
Susutnilai terkumpul	-	31,749	62,017	422	2,807	96,995
Rosotnilai terkumpul	-	866	4,228	-	1,785	6,879
	-	32,615	66,245	422	4,592	103,874
<b>Nilai bawaan bersih</b>						
Pada kos	2,405	9,463	22,493	762	12,755	47,878
Pada penilaian semula	800	1,700	31,364	-	-	33,864
Pada 31 Disember 2007	3,205	11,163	53,857	762	12,755	81,742

## ▶ NOTA-NOTA KEPADA PENYATA KEWANGAN

### 11. HARTANAH, LOJI DAN PERALATAN (SAMB.)

	Tanah milik bebas RM'000	Bangunan RM'000	Loji, jentera, peralatan, kenderaan dan pengubahsuaian RM'000	Reban dan kandang ternakan RM'000	Kerja dalam perlaksanaan RM'000	Jumlah RM'000
<b>KUMPULAN (SAMB.)</b>						
<i>Pada 31 Disember 2006</i>						
<b>Kos atau penilaian</b>						
<i>Pada 1 Januari 2006</i>						
<i>Pada kos</i>	95	32,246	60,113	472	14,560	107,486
<i>Pada penilaian</i>	800	13,094	43,306	-	-	57,200
	895	45,340	103,419	472	14,560	164,686
<i>Tambahan</i>	-	1,322	15,614	22	3,996	20,954
<i>Jualan</i>	-	(152)	(190)	-	-	(342)
<i>Pengelasan semula</i>	1,869	(2,200)	2,195	-	-	1,864
<i>Hapuskira</i>	-	(310)	(2,502)	-	-	(2,812)
<i>Pada 31 Disember 2006</i>	2,764	44,000	118,536	494	18,556	184,350

## NOTA-NOTA KEPADA PENYATA KEWANGAN

### 11. HARTANAH, LOJI DAN PERALATAN (SAMB.)

	Tanah milik bebas RM'000	Bangunan RM'000	Loji, jentera, peralatan, kenderaan dan pengubahsuaian RM'000	Reban dan kandang ternakan RM'000	Kerja dalam perlaksanaan RM'000	Jumlah RM'000
<i>Mewakili:</i>						
<i>Pada kos</i>	1,964	25,564	80,572	494	18,556	127,150
<i>Pada penilaian</i>	800	18,436	37,964	-	-	57,200
<i>Pada 31 Disember 2006</i>	2,764	44,000	118,536	494	18,556	184,350

## ▶ NOTA-NOTA KEPADA PENYATA KEWANGAN

### 11. HARTANAH, LOJI DAN PERALATAN (SAMB.)

	<i>Tanah milik bebas RM'000</i>	<i>Bangunan RM'000</i>	<i>Loji, jentera, peralatan, kenderaan dan pengubahsuaian RM'000</i>	<i>Reban dan kandang ternakan RM'000</i>	<i>Kerja dalam perlaksanaan RM'000</i>	<i>Jumlah RM'000</i>
<i>KUMPULAN (SAMB.)</i>						
<i>Susutnilai dan kerugian rosotnilai terkumpul</i>						
<i>Pada 1 Januari 2006</i>	-	33,588	55,978	352	4,690	94,608
<i>Susutnilai dikenakan bagi tahun (Nota 5)</i>	-	1,459	8,950	33	-	10,442
<i>Kerugian rosotnilai bagi tahun (Nota 5)</i>	-	866	-	-	49	915
<i>Pengelasan semula</i>	-	459	(414)	-	-	45
<i>Jualan</i>	-	(152)	(190)	-	-	(342)
<i>Hapuskira</i>	-	(130)	(873)	-	-	(1,003)
<i>Pada 31 Disember 2006</i>	-	36,090	63,451	385	4,739	104,665

## NOTA-NOTA KEPADA PENYATA KEWANGAN

### 11. HARTANAH, LOJI DAN PERALATAN (SAMB.)

	Tanah milik bebas RM'000	Bangunan RM'000	Loji, jentera, peralatan, kenderaan dan pengubahsuaian RM'000	Reban dan kandang ternakan RM'000	Kerja dalam perlaksanaan RM'000	Jumlah RM'000
<i>Dianalisa sebagai:</i>						
Susutnilai terkumpul	-	35,224	59,223	385	2,954	97,786
Rosotnilai terkumpul	-	866	4,228	-	1,785	6,879
	-	36,090	63,451	385	4,739	104,665
<i>Nilai bawaan bersih</i>						
Pada kos	1,964	6,210	385	109	13,817	22,485
Pada penilaian semula	800	1,700	54,700	-	-	57,200
Pada 31 Disember 2006	2,764	7,910	55,085	109	13,817	79,685



## ▶ NOTA-NOTA KEPADA PENYATA KEWANGAN

### 11. HARTANAH, LOJI DAN PERALATAN (SAMB.)

	<i>Jentera, peralatan dan kenderaan RM'000</i>	<i>Kerja dalam perlaksanaan RM'000</i>	<i>Pengubahsuaian RM'000</i>	<i>Jumlah RM'000</i>
<b>SYARIKAT</b>				
<i>Pada 31 Disember 2007</i>				
<b>Kos</b>				
<i>Pada 1 Januari 2007</i>	4,464	4,094	3,602	12,160
<i>Tambahan</i>	1,006	690	651	2,347
<i>Pindahan kepada subsidiari-subsidiari</i>	(148)	(903)	(3,829)	(4,880)
<i>Jualan</i>	(143)	-	-	(143)
<i>Hapuskira</i>	(655)	(375)	434	(596)
<i>Pada 31 Disember 2007</i>	4,524	3,506	858	8,888

## NOTA-NOTA KEPADA PENYATA KEWANGAN

### 11. HARTANAH, LOJI DAN PERALATAN (SAMB.)

	<i>Jentera, peralatan dan kenderaan RM'000</i>	<i>Kerja dalam peraksanaan RM'000</i>	<i>Pengubahsuaian RM'000</i>	<i>Jumlah RM'000</i>
<i>Susutnilai dan kerugian rosotnilai terkumpul</i>				
<i>Pada 1 Januari 2007</i>	3,956	1,801	345	6,102
<i>Susutnilai dikenakan bagi tahun (Nota 5)</i>	530	-	-	530
<i>Jualan</i>	(44)	-	-	(44)
<i>Hapuskira</i>	(371)	-	-	(371)
<i>Pada 31 Disember 2007</i>	4,071	1,801	345	6,217
 <i>Nilai bawaan bersih</i>				
<i>Pada 31 Disember 2007</i>	453	1,705	513	2,671

## ▶ NOTA-NOTA KEPADA PENYATA KEWANGAN

### 11. HARTANAH, LOJI DAN PERALATAN (SAMB.)

	<i>Jentera, peralatan dan kenderaan RM'000</i>	<i>Kerja dalam perlaksanaan RM'000</i>	<i>Pengubahsuaian RM'000</i>	<i>Jumlah RM'000</i>
<b>SYARIKAT</b>				
<i>Pada 31 Disember 2006</i>				
<b>Kos</b>				
<i>Pada 1 Januari 2006</i>	4,068	3,180	346	7,594
<i>Tambahan</i>	396	914	4,792	6,102
<i>Hapuskira</i>	-	-	(1,536)	(1,536)
<i>Pada 31 Disember 2006</i>	4,464	4,094	3,602	12,160
<b>Susutnilai dan kerugian rosotnilai terkumpul</b>				
<i>Pada 1 Januari 2006</i>	3,341	1,801	345	5,487
<i>Susutnilai dikenakan bagi tahun (Nota 5)</i>	615	-	-	615
<i>Pada 31 Disember 2006</i>	3,956	1,801	345	6,102
<b>Nilai bawaan bersih</b>				
<i>Pada 31 Disember 2006</i>	508	2,293	3,257	6,058

## NOTA-NOTA KEPADA PENYATA KEWANGAN

### 11. 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 2007 dibawa pada model kos, ianya adalah seperti berikut:

	Kumpulan		Syarikat	
	2007 RM'000	2006 RM'000	2007 RM'000	2006 RM'000
Bangunan	-	412	-	-
Loji dan jentera	10,142	12,566	-	-
	10,142	12,978	-	-

- (b) Pada tahun kewangan, hartanah, loji dan peralatan Kumpulan dan Syarikat yang telah dibeli pada agregat kos masing-masing sebanyak RM13,560,000 (2006: RM20,954,000) dan RM2,347,000 (2006: RM6,102,000) yang mana RM904,000 (2006: RM256,000) dan RM296,000 (2006: RM Tiada) diperolehi melalui cara sewa beli. Nilai dibawa bersih hartanah, loji dan peralatan di bawah sewa beli adalah seperti berikut:

	Kumpulan		Syarikat	
	2007 RM'000	2006 RM'000	2007 RM'000	2006 RM'000
Jentera, peralatan dan kenderaan	1,172	830	275	303

- (c) Senarai terperinci nilai hartanah, loji dan peralatan pada 31 Disember 2007 yang dinilai oleh penilai profesional bebas adalah seperti berikut:

Kumpulan Tahun penilaian	Perihal harta	Amaun Penilaian RM'000	Asas penilaian
2006	Bangunan	13,486	Kaedah Pelaburan
1982	Kenderaan bermotor	176	Kaedah Kos Gantian setelah disusutnilai
2006	Tanah milik bebas	800	Nilai Pasaran Terbuka
2006	Loji dan jentera	37,788	Nilai Pasaran Terbuka
2006	Bangunan	1,700	Nilai Pasaran Terbuka
2005	Bangunan	3,250	Nilai Pasaran Terbuka
		57,200	

## ▶ NOTA-NOTA KEPADA PENYATA KEWANGAN

### 12. PEMBAYARAN SEWAPAJAK TANAH PRABAYAR

	Kumpulan		Syarikat	
	2007 RM'000	2006 RM'000	2007 RM'000	2006 RM'000
Pada 1 Januari	163,898	166,956	30,876	31,372
Tambahan	13,702	247	35	247
Pelupusan	(75)	-	(75)	-
Rosotnilai	(488)	-	-	-
Pelunasan dalam tahun semasa (Nota 5)	(3,289)	(3,305)	(729)	(743)
Pada 31 Disember	173,748	163,898	30,107	30,876
<b>Dianalisa sebagai:</b>				
Tanah pegangpajak jangka panjang	170,423	160,593	29,378	30,133
Tanah pegangpajak jangka pendek	3,325	3,305	729	743
	173,748	163,898	30,107	30,876

### 13. ASET BIOLOGI

	2007 RM'000	2006 RM'000
<b>KUMPULAN</b>		
<b>(a) Perbelanjaan pembangunan perladangan</b>		
<b>Pada kos atau penilaian</b>		
Pada 1 Januari		
Pada kos	28,490	28,305
Pada penilaian	331,515	331,515
	360,005	359,820
Tambahan	113	238
Pelupusan	(7,766)	(53)
Pada 31 Disember	352,352	360,005

## NOTA-NOTA KEPADA PENYATA KEWANGAN

### 13. ASET BIOLOGI (SAMB.)

	2007 RM'000	2006 RM'000
<b>KUMPULAN</b>		
(a) <i>Perbelanjaan pembangunan perladangan (Samb.)</i>		
<i>Mewakili:</i>		
<i>Pada kos</i>	20,837	28,490
<i>Pada penilaian</i>	331,515	331,515
<i>Pada 31 Disember</i>	352,352	360,005
(b) <i>Ternakan</i>		
<i>Pada kos</i>		
<i>Pada 1 Januari</i>	8,758	7,700
<i>Tambahan</i>	1,062	1,058
	9,820	8,758
<i>Pelunasan terkumpul</i>	(9,025)	(8,000)
<i>Pada 31 Disember</i>	795	758
<i>Jumlah</i>	353,147	360,763
	2007 RM'000	2006 RM'000
<b>SYARIKAT</b>		
<i>Pada penilaian</i>		
<i>Perbelanjaan pembangunan perladangan</i>	27,535	27,535

## ▶ NOTA-NOTA KEPADA PENYATA KEWANGAN

### 13. ASET BIOLOGI (SAMB.)

(a) Sekiranya bawaan bersih aset biologi yang telah dinilai semula yang dimasukkan ke dalam penyata kewangan Kumpulan dan Syarikat pada 31 Disember 2007 dibawa pada model kos, ianya adalah seperti berikut:

	Kumpulan		Syarikat	
	2007 RM'000	2006 RM'000	2007 RM'000	2006 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 bebas untuk aset biologi milik Syarikat dan subsidiari-subsidiari pada 31 Disember 2007 adalah seperti berikut:

#### Kumpulan

Tahun penilaian	Butiran hartanah	Jumlah Penilaian RM'000	Asas penilaian
2006	Perbelanjaan pembangunan perladangan baru	38,511	Nilai Pasaran Terbuka
2006	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.

## NOTA-NOTA KEPADA PENYATA KEWANGAN

### 14. PELABURAN DALAM SUBSIDIARI-SUBSIDIARI

	<i>Syarikat</i>	
	<b>2007</b> RM'000	<b>2006</b> RM'000
<i>Pelaburan yang tidak tersenarai pada kos:</i>		
- di Malaysia	180,981	160,624
- di luar Malaysia	13,925	-
	194,906	160,624
<i>Tolak: Peruntukan rosotnilai pelaburan</i>	(18,831)	(10,831)
	176,075	149,793

<b>Nama Subsidiari</b>	<b>Negara Diperbadankan</b>	<b>Kegiatan utama</b>	<b>Kepentingan Ekuiti Dipegang</b>	
			<b>2007</b> %	<b>2006</b> %
<i>TDM Plantation Sdn. Bhd.</i>	<i>Malaysia</i>	<i>Pengendalian ladang-ladang kelapa sawit, pemprosesan dan perdagangan kelapa sawit serta produk yang berkaitan.</i>	100	100
<i>Kumpulan Ladang-Ladang Trengganu Sdn. Bhd.</i>	<i>Malaysia</i>	<i>Penanaman kelapa sawit dan perdagangan kelapa sawit serta produk yang berkaitan.</i>	100	100
<i>TDM Trading Sdn. Bhd.</i>	<i>Malaysia</i>	<i>Perdagangan minyak kelapa sawit dan produk yang berkaitan.</i>	100	100
<i>TDM Capital Sdn. Bhd.</i>	<i>Malaysia</i>	<i>Pegangan pelaburan, penanaman kelapa sawit dan perdagangan kelapa sawit serta produk yang berkaitan.</i>	90	90
<i>Kumpulan Mediiman Sdn. Bhd. **</i>	<i>Malaysia</i>	<i>Pegangan pelaburan dan pembekal perkhidmatan pengurusan kepada pusat perubatan pakar.</i>	90.49	70.64



## ▶ NOTA-NOTA KEPADA PENYATA KEWANGAN

### 14. PELABURAN DALAM SUBSIDIARI-SUBSIDIARI (SAMB.)

Nama Subsidiari	Negara Diperbadankan	Kegiatan utama	Kepentingan Ekuiti Dipegang	
			2007 %	2006 %
Kuala Terengganu Specialist Hospital Sdn. Bhd. **	Malaysia	Pusat perubatan pakar.	100	80
PT Rafi Kamajaya Abadi #	Indonesia	Penanaman kelapa sawit dan perdagangan kelapa sawit serta produk yang berkaitan.	70.73	-
TDM Properties Bhd **	Malaysia	Pegangan pelaburan, pembangunan hartanah dan pengurusan projek.	100	100
Indah Sari Travel & Tours Sdn. Bhd.***	Malaysia	Menamatkan operasi.	70	70
TD Ijarah Sdn. Bhd. **	Malaysia	Menamatkan operasi.	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
Kuantan Medical Centre Sdn. Bhd.	Malaysia	Pusat perubatan pakar.	89.87	89.87
Kelana Jaya Medical Centre Sdn. Bhd. # #	Malaysia	Pusat perubatan pakar.	94.77	94.77

## NOTA-NOTA KEPADA PENYATA KEWANGAN

### 14. PELABURAN DALAM SUBSIDIARI-SUBSIDIARI (SAMB.)

Nama Subsidiari	Negara Diperbadankan	Kegiatan utama	Kepentingan Ekuiti Dipegang	
			2007 %	2006 %
TD Gabongon Sdn. Bhd.	Malaysia	Tidak aktif.	51	51
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
TRP Industries Sdn. Bhd. **	Malaysia	Menamatkan operasi.	100	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
East Coast Transportation Sdn. Bhd. *	Malaysia	Tidak aktif.	100	100
World Wide Rubber Marketing Sdn. Bhd. **	Malaysia	Menamatkan operasi.	100	100
Medi Air Sdn. Bhd. **	Malaysia	Menamatkan operasi.	100	100
HMMC (Ampang) Sdn. Bhd. **	Malaysia	Menamatkan operasi.	100	100

## ▶ NOTA-NOTA KEPADA PENYATA KEWANGAN

### 14. PELABURAN DALAM SUBSIDIARI-SUBSIDIARI (SAMB.)

(a) Pada 28 Februari 2007, Kumpulan Mediiman Sdn. Bhd., sebuah syarikat subsidiari telah meningkatkan modal syer dibenarkan dari RM5,000,000 kepada RM25,000,000 dengan menerbitkan 20,000,000 syer-syer biasa bernilai RM1 setiap satu dan meningkatkan modal syer diterbitkan dan berbayar penuh dari RM4,400,000 kepada RM13,585,675 melalui terbitan 9,185,675 syer-syer biasa bernilai RM1 setiap satu kepada syarikat induk, TDM Berhad melalui permodalan hutang.

(b) Pembelian Subsidiari

Pada 1 Oktober 2007, Syarikat telah menandatangani satu perjanjian ("Perjanjian Usahasama dan Pemegang-pemegang Syer") dengan Bapak H Rahman, seorang individu yang juga warganegara Republik Indonesia untuk penubuhan syarikat usahasama bernama PT Rafi Kamajaya Abadi ("PT Rafi"). Syarikat telah melanggan 70.73% kepentingan ekuiti di dalam PT Rafi melalui permodalan sebanyak RM13,924,841 merupakan pendahuluan kepada PT Rafi. Selebihnya, 29.27% kepentingan ekuiti dilanggan oleh Bapak H Rahman. PT Rafi telah ditubuhkan mengikut undang-undang Republik Indonesia.

Subsidiari yang dibeli telah memberi kesan berikut kepada hasil Kumpulan :

	<b>2007</b>
	<b>RM'000</b>
Kerugian bagi tahun	851

(c) Pada 27 November 2007, Kumpulan Ladang-Ladang Trengganu Sdn. Bhd. ("KLLT"), salah sebuah subsidiari dan merupakan syarikat induk kepada TRP Industries Sdn. Bhd. ("TRPI") telah meningkatkan kepentingan ekuitinya di dalam TRPI daripada 80% kepada 100% melalui pemindahan 200,000 unit syer-syer biasa bernilai RM1 setiap satu daripada Sin Hua Tyres Retrading Sdn. Bhd. kepada KLLT.

(d) Pada 19 Disember 2007, Kuala Terengganu Specialist Hospital Sdn. Bhd., telah menambahkan syer yang dibenarkan daripada RM500,000 kepada RM25,000,000 melalui penciptaan syer sebanyak 24,500,000 syer-syer biasa bernilai RM1.00 setiap satu dan menambahkan modal syer diterbitkan dan dibayar penuh daripada RM200,000 kepada RM14,051,564 melalui:

- (i) terbitan 2,680,000 syer-syer biasa bernilai RM1 setiap satu melalui permodalan nilai belian tanah dan bangunan yang diperolehi daripada syarikat berkaitan, Kumpulan Ladang-Ladang Terengganu Sdn. Bhd..
- (ii) terbitan 11,171,564 syer-syer biasa bernilai RM1 setiap satu melalui permodalan pendahuluan daripada syarikat induk.

## NOTA-NOTA KEPADA PENYATA KEWANGAN

### 14. PELABURAN DALAM SUBSIDIARI-SUBSIDIARI (SAMB.)

\* 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.

# # Laporan juruaudit subsidiari yang mempunyai andaian usaha berterusan. Laporan ini adalah tidak bersyarat.

### 15. LAIN-LAIN PELABURAN

	Kumpulan		Syarikat	
	2007 RM'000	2006 RM'000	2007 RM'000	2006 RM'000
<b>Sekuriti Boleh Pasar</b>				
<b>Tersiarharga, pada kos</b>				
Syer di dalam Malaysia	630	630	-	-
Tolak: Peruntukan rosotnilai pelaburan	(582)	(582)	-	-
	48	48	-	-
<b>Tak tersiarharga, pada kos</b>				
Syer di dalam Malaysia	11,462	11,361	6,070	6,070
Tolak: Peruntukan rosotnilai pelaburan	(6,701)	(6,701)	(6,070)	(6,070)
	4,761	4,660	-	-
	4,809	4,708	-	-
Nilai pasaran bagi pelaburan tersiarharga	48	48	-	-

## ▶ NOTA-NOTA KEPADA PENYATA KEWANGAN

### 16. KOS PEMBANGUNAN HARTANAH

	Kumpulan	
	2007 RM'000	2006 RM'000
Perbelanjaan pembangunan, pada kos	1,583	1,583
Tolak: Peruntukan rosotnilai pembangunan hartanah (Nota 5)	(1,583)	(1,583)
	-	-

### 17. INVENTORI

	Kumpulan		Syarikat	
	2007 RM'000	2006 RM'000	2007 RM'000	2006 RM'000
Barangan siap	2,312	1,480	526	-
Barangan farmasi	857	881	-	-
Bahan habisguna dan makanan	4,034	2,545	-	-
Bahan gantian, peralatan dan bahan gudang	260	254	-	-
Inventori benih	174	420	-	-
Inventori ternakan ayam	1,291	763	-	-
	8,928	6,343	526	-

### 18. PENGHUTANG PERDAGANGAN

	Kumpulan	
	2007 RM'000	2006 RM'000
Penghutang perdagangan	44,901	36,068
Tolak: Peruntukan hutang ragu	(19,390)	(17,443)
	25,511	18,625

## NOTA-NOTA KEPADA PENYATA KEWANGAN

### 18. PENGHUTANG PERDAGANGAN (SAMB.)

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.

### 19. PENGHUTANG LAIN

	Kumpulan		Syarikat	
	2007	2006	2007	2006
	RM'000	RM'000	RM'000	RM'000
Hutang daripada subsidiari	-	-	119,806	136,489
Pelbagai penghutang	30,055	49,331	22,183	21,661
Deposit	1,438	1,343	107	104
Bayaran terdahulu	17,863	8,228	1,139	24
	49,356	58,902	143,235	158,278
<i>Tolak: Peruntukan hutang ragu</i>				
Pihak ketiga	(8,061)	(8,104)	(2,595)	(2,595)
Subsidiari-subsidiari	-	-	(13,737)	(13,737)
	41,295	50,798	126,903	141,946

Termasuk di dalam pelbagai penghutang Kumpulan adalah sejumlah RM5,000,000 (2006: RM5,000,000) yang dipegang oleh Terengganu Incorporated Sdn. Bhd. ("Terengganu Inc.")

Dalam tahun lepas, jumlah RM5,000,000 tersebut dipegang oleh Lembaga Tabung Amanah Warisan Negeri Terengganu ("LTAWNT") dan dipindahkan kepada Terengganu Inc. pada 1 Mac 2007 melalui Perjanjian Penyusunan Semula yang ditandatangani di antara Terengganu Inc. dan LTAWNT.

Termasuk di dalam bayaran terdahulu Kumpulan adalah sejumlah RM12,684,000 (2006: RM1,620,000) merupakan cukai dibayar terdahulu kepada Lembaga Hasil Dalam Negeri.

Kumpulan tidak mempunyai tumpuan risiko kredit yang besar yang mungkin timbul daripada pendedahan kepada seorang penghutang atau kepada sekumpulan penghutang.

## ▶ NOTA-NOTA KEPADA PENYATA KEWANGAN

### 19. PENGHUTANG LAIN (SAMB.)

Jumlah hutang daripada subsidiari adalah tidak bercagar, tanpa faedah dan tiada syarat pembayaran balik tetap.

### 20. TUNAI DAN KESETARAAN TUNAI

	Kumpulan		Syarikat	
	2007 RM'000	2006 RM'000	2007 RM'000	2006 RM'000
Tunai di tangan dan di bank	27,494	18,227	5,786	123
Deposit dengan bank-bank berlesen	74,292	63,581	63	63
Tunai dan baki di bank	101,786	81,808	5,849	186
Tolak: Overdraif bank (Nota 21)	(587)	(5,089)	-	(4,935)
Tunai dan kesetaraan tunai	101,199	76,719	5,849	(4,749)

Deposit Kumpulan dengan bank-bank berlesen berjumlah RM50,228,358 (2006: RM48,953,628) adalah dicagarkan sebagai jaminan untuk bon prestasi yang dikeluarkan dan kemudahan-kemudahan perbankan yang diberikan kepada subsidiari-subsidiari tertentu sebagaimana dirujuk di Nota 22.

Purata wajaran kadar faedah pada tahun kewangan semasa dan purata wajaran tempoh matang deposit-deposit pada 31 Disember 2007 adalah seperti berikut:

	Purata wajaran kadar faedah		Purata wajaran tempoh matang	
	2007 %	2006 %	2007 Hari	2006 Hari
Bank-bank berlesen	2.0	2.5	198	198

## NOTA-NOTA KEPADA PENYATA KEWANGAN

### 21. PINJAMAN

	Kumpulan		Syarikat	
	2007 RM'000	2006 RM'000	2007 RM'000	2006 RM'000
<b>Pinjaman jangka pendek</b>				
<b>Bercagar:</b>				
Overdraf bank (Nota 20)	587	5,089	-	4,935
Pinjaman berjangka	10,336	187	10,149	-
Penerimaan amanah dan penerimaan jurubank	992	1,321	-	-
Pemiutang sewabeli (Nota 29)	362	175	116	80
	12,277	6,772	10,265	5,015
<b>Tidak bercagar:</b>				
6-7% Stok Pinjaman Boleh Tukar Boleh Pindah (Nota 30)	450	500	-	-
	450	500	-	-
	12,727	7,272	10,265	5,015
<b>Pinjaman jangka panjang</b>				
<b>Bercagar:</b>				
Pinjaman berjangka	1,106	1,297	-	-
Pemiutang sewabeli (Nota 29)	881	532	295	138
	1,987	1,829	295	138
<b>Jumlah Pinjaman</b>				
Overdraf bank (Nota 20)	587	5,089	-	4,935
Pinjaman berjangka	11,442	1,484	10,149	-
Penerimaan amanah dan penerimaan jurubank	992	1,321	-	-
Pemiutang sewabeli (Nota 29)	1,243	707	411	218
6-7% Stok Pinjaman Boleh Tukar Boleh Pindah (Nota 30)	450	500	-	-
	14,714	9,101	10,560	5,153



## ▶ NOTA-NOTA KEPADA PENYATA KEWANGAN

### 22. PEMIUTANG PERDAGANGAN

	Kumpulan		Syarikat	
	2007 RM'000	2006 RM'000	2007 RM'000	2006 RM'000
Pemiutang perdagangan	78,178	71,671	19	19
Pendapatan tertunda (dibayar dalam 12 bulan)	36,000	38,000	-	-
	114,178	109,671	19	19
Pendapatan tertunda (dibayar selepas 12 bulan)	39,500	78,500	-	-
	153,678	188,171	19	19

Pendapatan tertunda berkaitan dengan kontrak membekal minyak sawit mentah kepada Cargill Palm Products Sdn. Bhd. Jumlah nilai kontrak adalah RM220 juta (2006: RM220 juta) yang akan dipenuhi dalam tempoh 5 tahun bermula daripada 1 April 2004 sehingga 31 Mac 2009, di mana sepanjang tempoh tersebut, Syarikat telah memberi jaminan bank untuk memastikan kewajiban tersebut ditunaikan. Pendapatan tertunda dilunaskan sepanjang tempoh 5 tahun berdasarkan kuantiti bekalan minyak sawit belum luntur.

Pemiutang perdagangan tidak dikenakan faedah dan syarat kredit perdagangan biasa yang diberikan kepada Kumpulan adalah sehingga satu bulan.

### 23. PEMIUTANG LAIN

	Kumpulan		Syarikat	
	2007 RM'000	2006 RM'000	2007 RM'000	2006 RM'000
Terhutang kepada subsidiari	-	-	89,606	98,535
Pelbagai pemiutang	14,158	16,269	4,191	2,163
Akruan	9,429	14,466	-	-
Zakat	15	19	-	3
Terhutang kepada Perbadanan Memajukan Iktisad Negeri Terengganu ("PMINT")	16,529	15,574	16,529	15,574
	40,131	46,328	110,326	116,275

Jumlah terhutang kepada subsidiari dan PMINT adalah tidak bercagar, tidak dikenakan faedah dan tiada tempoh pembayaran balik ditetapkan.

## NOTA-NOTA KEPADA PENYATA KEWANGAN

### 24. MODAL SYER

	<i>Bilangan Syer Biasa RM 1 Setiap Satu</i>		<i>Jumlah</i>	
	<i>2007 '000</i>	<i>2006 '000</i>	<i>2007 RM'000</i>	<i>2006 RM'000</i>
<i>Syer dibenarkan</i>				
<i>Pada 1 Januari/ 31 Disember</i>	500,000	500,000	500,000	500,000
<i>Diterbitkan dan dibayar penuh:</i>				
<i>Pada 1 Januari/ 31 Disember</i>	215,524	215,524	215,524	215,524

Pemegang syer biasa adalah berhak untuk menerima dividen seperti yang diisytiharkan dari semasa ke semasa dan adalah berhak untuk satu undi sesyer pada mesyuarat pemegang syer Syarikat. Semua syer biasa adalah sama taraf berkenaan dengan sisa aset Syarikat.

### 25. RIZAB

	<i>Kumpulan</i>		<i>Syarikat</i>	
	<i>2007 RM'000</i>	<i>2006 RM'000</i>	<i>2007 RM'000</i>	<i>2006 RM'000</i>
<i>Boleh diagih:</i>				
<i>Keuntungan/(kerugian) terkumpul</i>	56,832	22,973	(45,452)	(58,270)
<i>Tidak boleh diagih:</i>				
<i>Premium syer</i>	34,979	34,979	34,979	34,979
<i>Rizab penilaian semula</i>	205,481	210,946	31,926	31,224
<i>Rizab modal</i>	-	-	2,736	2,736
<i>Rizab tukaran wang asing</i>	-	(5)	-	-
	240,460	245,920	69,641	68,939
<i>Jumlah rizab pada 31 Disember</i>	297,292	268,893	24,189	10,669

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 tara syer. Rizab ini telah digunakan bagi tujuan terbitan syer bonus pada tahun-tahun yang lepas.

## ▶ NOTA-NOTA KEPADA PENYATA KEWANGAN

### 25. RIZAB (SAMB.)

#### 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.

#### 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. Rizab penilaian semula

Merangkumi perubahan bersih terkumpul bagi nilai saksama bagi aset-aset tertentu, ditolak cukai tertunda.

#### e. Keuntungan/(kerugian) terkumpul

Merangkumi keputusan kewangan terkumpul Kumpulan dan Syarikat selepas cukai dan kepentingan minoriti.

Sebelum tahun taksiran 2008, syarikat-syarikat di Malaysia telah menerima pakai sistem imputasi penuh. Menurut kehendak Akta Kewangan 2007 yang diwartakan pada 28 Disember 2007, syarikat-syarikat tidak berhak membuat potongan cukai bagi dividen yang dibayar, dikredit atau diagihkan kepada pemegang syernya, dan dividen tersebut akan dikecualikan cukai di tangan pemegang syer (sistem satu peringkat atau "single tier system"). Walaubagaimanapun, syarikat-syarikat di Malaysia dibenarkan membayar dividen selepas potongan cukai berkenaan kepada pemegang syernya di bawah sistem imputasi penuh, tertakluk kepada situasi-situasi yang terhad, dalam tempoh peralihan selama 6 tahun yang luput pada 31 Disember 2013. Syarikat-syarikat juga mempunyai opsyen tak boleh batal untuk mengabaikan baki Seksyen 108, Akta Cukai Pendapatan, 1967 dan memilih untuk membayar dividen di bawah sistem satu peringkat. Perubahan dalam perundangan cukai menurut Seksyen 39, Akta Kewangan 2007 juga akan menjadikan baki Seksyen 108 tertutup pada 31 Disember 2007.

Syarikat tidak memilih opsyen tak boleh batal untuk mengabaikan baki Seksyen 108. Sepanjang tempoh peralihan, Syarikat boleh menggunakan kredit dalam baki Seksyen 108 pada 31 Disember 2007 untuk mengagihkan pembayaran dividen tunai kepada pemegang syer biasa seperti yang ditakrifkan di bawah Akta Kewangan 2007. Syarikat mempunyai baki Seksyen 108 yang mencukupi untuk membayar dividen daripada keuntungan tahun semasa.

## NOTA-NOTA KEPADA PENYATA KEWANGAN

### 26. TANGGUNGAN MANFAAT PERSARAAN

	Kumpulan		Syarikat	
	2007 RM'000	2006 RM'000	2007 RM'000	2006 RM'000
Pada 1 Januari	1,759	2,190	207	153
Pindahan dari penyata pendapatan (Nota 6)	796	(85)	333	57
Penggunaan peruntukan dalam tahun semasa	(832)	(346)	(349)	(3)
Pada 31 Disember	1,723	1,759	191	207

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	
	2007 RM'000	2006 RM'000	2007 RM'000	2006 RM'000
Nilai semasa tanggungan manfaat tetap yang tidak dibiayai	1,048	1,954	187	278
Status dibiayai	1,048	1,954	187	278
Peralihan liabiliti yang tidak diiktiraf	675	(195)	4	(71)
Liabiliti bersih	1,723	1,759	191	207

#### Dianalisa sebagai:

Semasa:

Tidak lebih daripada 1 tahun	191	153	191	207
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Tak semasa:

Lebih daripada 5 tahun	1,532	1,606	-	-
	1,723	1,759	191	207

## ▶ NOTA-NOTA KEPADA PENYATA KEWANGAN

### 26. TANGGUNGAN MANFAAT PERSARAAN (SAMB.)

Amaun yang diiktiraf dalam penyata kewangan adalah seperti berikut:

	Kumpulan		Syarikat	
	2007 RM'000	2006 RM'000	2007 RM'000	2006 RM'000
Kos perkhidmatan semasa	5	122	5	11
Kos faedah	48	132	10	15
Amaun peralihan diiktiraf	228	310	14	-
Tambahan peruntukan pada tahun	515	-	304	-
Perlunasan peralihan liabiliti	-	-	-	31
	796	564	333	57
Tolak: Terlebi peruntukan bagi tahun	-	(649)	-	-
Jumlah, termasuk dalam perbelanjaan manfaat pekerja (Nota 6)	796	(85)	333	57

Semua kenaan Kumpulan dan Syarikat bagi tahun ini adalah termasuk dalam kos kendalian.

Andaian prinsipal aktuari yang digunakan:

	2007	2006
Kadar diskaun	6%	6%
Jangkaan kadar kenaikan gaji	6%	6%

Skim manfaat persaraan telah dinilai pada 31 Januari 2008. Pada tarikh tersebut, penilaian menunjukkan peruntukan Kumpulan adalah mencukupi untuk memenuhi nilai manfaat yang ditentukan oleh aktuari.

### 27. MUHIBAH NEGATIF

	Kumpulan	
	2007 RM'000	2006 RM'000
Pada 1 Januari	-	5,065
Kesan dari menerima pakai FRS 3	-	(5,065)
Pada 31 Disember	-	-

## NOTA-NOTA KEPADA PENYATA KEWANGAN

### 26. CUKAI TERTUNDA

	Kumpulan		Syarikat	
	2007 RM'000	2006 RM'000	2007 RM'000	2006 RM'000
Pada 1 Januari	27,127	26,892	7,670	2,186
Diiktiraf dalam penyata pendapatan (Nota 8)	(1,574)	235	(2,112)	5,484
Diiktiraf dalam ekuiti	5,460	-	(702)	-
Pada 31 Disember	31,013	27,127	4,856	7,670
Dinyatakan selepas ditolak seperti berikut:				
Aset cukai tertunda	(18,572)	(19,137)	(7,600)	(6,273)
Liabiliti cukai tertunda	49,585	46,264	12,456	13,943
	31,013	27,127	4,856	7,670

Komponen dan perubahan liabiliti dan aset cukai tertunda dalam tahun kewangan sebelum ditolak adalah seperti berikut:

#### Liabiliti cukai tertunda Kumpulan:

	Hartanah, loji dan peralatan, aset biologi dan bayar sewa pajak tanah prabayar RM'000	Penghutang lain RM'000	Jumlah RM'000
Pada 1 Januari 2007	46,262	2	46,264
Diiktiraf dalam penyata pendapatan	(2,139)	-	(2,139)
Diiktiraf dalam ekuiti	5,460	-	5,460
Pada 31 Disember 2007	49,583	2	49,585

	Hartanah, loji dan peralatan, aset biologi dan bayar sewa pajak tanah prabayar RM'000	Penghutang lain RM'000	Jumlah RM'000
Pada 1 Januari 2006	38,909	(45)	38,864
Diiktiraf dalam penyata pendapatan	7,353	47	7,400
Pada 31 Disember 2006	46,262	2	46,264

## ▶ NOTA-NOTA KEPADA PENYATA KEWANGAN

### 28. CUKAI TERTUNDA (SAMB.)

Aset cukai tertunda Kumpulan:

	<b>Peruntukan liabiliti RM'000</b>	<b>Penghutang lain RM'000</b>	<b>Kerugian cukai dan elaun modal tidak digunakan RM'000</b>	<b>Lain-lain RM'000</b>	<b>Jumlah RM'000</b>
<i>Pada 1 Januari 2007</i>	(571)	(8,505)	(3,741)	(6,320)	(19,137)
<i>Diiiktiraf dalam penyata pendapatan</i>	20	385	(509)	669	565
<b><i>Pada 31 Disember 2007</i></b>	<b>(551)</b>	<b>(8,120)</b>	<b>(4,250)</b>	<b>(5,651)</b>	<b>(18,572)</b>

	<b>Peruntukan liabiliti RM'000</b>	<b>Penghutang lain RM'000</b>	<b>Kerugian cukai dan elaun modal tidak digunakan RM'000</b>	<b>Lain-lain RM'000</b>	<b>Jumlah RM'000</b>
<i>Pada 1 Januari 2006</i>	(571)	(6,096)	(3,346)	(1,959)	(11,972)
<i>Diiiktiraf dalam penyata pendapatan</i>	-	(2,409)	(395)	(4,361)	(7,165)
<b><i>Pada 31 Disember 2006</i></b>	<b>(571)</b>	<b>(8,505)</b>	<b>(3,741)</b>	<b>(6,320)</b>	<b>(19,137)</b>

## NOTA-NOTA KEPADA PENYATA KEWANGAN

### 28. CUKAI TERTUNDA (SAMB.)

Liabiliti cukai tertunda Syarikat:

	<i>Hartanah, loji dan peralatan, aset biologi dan bayar sewa pajak tanah prabayar RM'000</i>	<i>Penghutang lain RM'000</i>	<i>Jumlah RM'000</i>
<i>Pada 1 Januari 2007</i>	13,941	2	13,943
<i>Diiktiraf dalam penyata pendapatan</i>	(785)	-	(785)
<i>Diiktiraf dalam ekuiti</i>	(702)	-	(702)
<i>Pada 31 Disember 2007</i>	12,454	2	12,456

	<i>Hartanah, loji dan peralatan, aset biologi dan bayar sewa pajak tanah prabayar RM'000</i>	<i>Penghutang lain RM'000</i>	<i>Jumlah RM'000</i>
<i>Pada 1 Januari 2006</i>	7,826	2	7,828
<i>Diiktiraf dalam penyata pendapatan</i>	6,115	-	6,115
<i>Pada 31 Disember 2006</i>	13,941	2	13,943



## ▶ NOTA-NOTA KEPADA PENYATA KEWANGAN

### 28. CUKAI TERTUNDA (SAMB.)

Aset cukai tertunda Syarikat:

	Penghutang lain RM'000	Kerugian cukai dan elaun modal tidak digunakan RM'000	Lain-lain RM'000	Jumlah RM'000
<i>Pada 1 Januari 2007</i>	-	-	(6,273)	(6,273)
<i>Diiktiraf dalam penyata pendapatan</i>	-	-	(1,327)	(1,327)
<i>Pada 31 Disember 2007</i>	-	-	(7,600)	(7,600)
<i>Pada 1 Januari 2006</i>	12	(923)	(4,731)	(5,642)
<i>Diiktiraf dalam penyata pendapatan</i>	(12)	923	(1,542)	(631)
<i>Pada 31 Disember 2006</i>	-	-	(6,273)	(6,273)

Aset cukai tertunda tidak diiktiraf ke atas perkara-perkara berikut:

	Kumpulan		Syarikat	
	2007 RM'000	2006 RM'000	2007 RM'000	2006 RM'000
<i>Kerugian bercukai belum digunakan</i>	42,648	31,609	-	2,751
<i>Elaun modal belum diserapkan</i>	15,146	10,399	-	999
	57,794	42,008	-	3,750

*Kerugian cukai belum digunakan dan elaun modal belum diserapkan boleh dilaras dengan keuntungan bercukai Syarikat dan subsidiari-subsidiari berkenaan pada masa hadapan, tertakluk kepada tiada perubahan ketara dalam pemegang-pemegang syer Syarikat dan subsidiari-subsidiari tersebut di bawah Akta Cukai Pendapatan, 1967 dan peraturan-peraturan yang dikemukakan oleh Penguasa cukai.*

## NOTA-NOTA KEPADA PENYATA KEWANGAN

### 29. PEMIUTANG SEWABELI DAN PAJAKAN

	Kumpulan		Syarikat	
	2007 RM'000	2006 RM'000	2007 RM'000	2006 RM'000
<b>Pembayaran minima :</b>				
Tidak lebih dari 1 tahun	449	207	157	92
Lebih dari 1 tahun dan tidak lebih dari 2 tahun	449	207	134	92
Lebih dari 2 tahun dan tidak lebih 5 tahun	484	432	145	67
Lebih dari 5 tahun	16			
	1,398	846	436	251
Tolak: Tanggungan kewangan	(155)	(139)	(25)	(33)
Nilai kini liabiliti sewabeli	1,243	707	411	218
<b>Analisa Nilai kini liabiliti sewabeli:</b>				
Tidak lebih daripada 1 tahun	362	175	116	80
Lebih daripada 1 tahun dan tidak lebih 2 tahun	362	175	116	80
Lebih daripada 2 tahun dan tidak lebih 5 tahun	507	357	179	58
Lebih dari 5 tahun	12			
	1,243	707	411	218
Tolak: Matang dalam 12 bulan (Nota 21)	(362)	(175)	(116)	(80)
Matang selepas 12 bulan (Nota 21)	881	532	295	138

Pemiutang sewa beli dan liabiliti pajakan dikenakan kadar faedah purata pada tarikh lembaran imbalan sebanyak 3.35% (2006: 3.3%) setahun. Kumpulan mempunyai kontrak pajakan kewangan dan sewabeli untuk pelbagai jenis hartanah, loji dan peralatan (Nota 11(b)). Pajakan ini mempunyai syarat-syarat perbaharui tetapi tidak ada pilihan untuk membuat belian. Pembaharuan adalah atas pilihan pihak yang memegang pajakan. Kumpulan tidak mempunyai sekatan untuk memasuki pajakan ini dan tiada aturan dibuat untuk bayaran sewa luarjangka.

Maklumat lain mengenai risiko kewangan untuk liabiliti sewabeli dan pajakan kewangan adalah dinyatakan dalam Nota 35.

## ▶ NOTA-NOTA KEPADA PENYATA KEWANGAN

### 30. 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 iaitu 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 terhutang untuk 2 tahun dari tarikh penerbitan Sijil Stok Pinjaman dan 7% setahun untuk 3 tahun berikutnya hingga tarikh matang.

### 31. PENGLIBATAN MODAL

	Kumpulan		Syarikat	
	2007 RM'000	2006 RM'000	2007 RM'000	2006 RM'000
Diluluskan dan dikontrakkan - Hartanah, loji dan peralatan	2,280	5,542	-	-
Diluluskan tetapi tidak dikontrakkan - Hartanah, loji dan peralatan	21,265	12,870	-	-

## NOTA-NOTA KEPADA PENYATA KEWANGAN

### 32. LIABILITI LUARJANGKA

	Kumpulan		Syarikat	
	2007 RM'000	2006 RM'000	2007 RM'000	2006 RM'000
<i>Bercagar:</i>				
<i>Jaminan korporat yang diberikan kepada institusi kewangan bagi kemudahan pinjaman yang diberikan untuk subsidiari</i>	-	-	1,579	1,474

- (a) Seorang bekas pengarah subsidiari telah membuat tuntutan sebanyak RM2,200,000 terhadap subsidiari kerana kesilapan penamatan kontrak. Peruntukan sebanyak RM654,000 (2006: 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.
- (b) Dua orang bekas kakitangan Syarikat telah membuat tuntutan sebanyak RM642,200 dan RM671,062 terhadap Syarikat kerana kesilapan penamatan kontrak. 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.

### 33. URUSNIAGA PENTING DENGAN SYARIKAT BERKAITAN

	Kumpulan		Syarikat	
	2007 RM'000	2006 RM'000	2007 RM'000	2006 RM'000
<i>Pendapatan dividen daripada subsidiari-subsidiari</i>	-	-	(21,134)	(21,154)
<i>Yuran pengurusan yang dikenakan kepada subsidiari-subsidiari</i>	-	-	(15,117)	(5,200)

Para pengarah berpendapat bahawa urusan di atas telah dijalankan menurut pengurusan perniagaan yang biasa dan berdasarkan syarat-syarat yang tidak berbeza dengan urusan dengan pihak ketiga.

## ▶ NOTA-NOTA KEPADA PENYATA KEWANGAN

### 33. URUSNIAGA PENTING DENGAN SYARIKAT BERKAITAN (SAMB.)

#### *Pampasan untuk ahli-ahli pengurusan utama*

Ganjaran pengarah dan ahli-ahli pengurusan utama bagi tahun semasa adalah seperti berikut:

	Kumpulan		Syarikat	
	2007 RM'000	2006 RM'000	2007 RM'000	2006 RM'000
Manfaat pekerja jangka pendek	2,721	1,741	1,063	872
Manfaat selepas persaraan				
- Rancangan caruman tertentu	210	173	143	122
- Rancangan manfaat tertentu	14	29	2	27
	<u>2,945</u>	<u>1,943</u>	<u>1,208</u>	<u>1,021</u>

Termasuk dalam pampasan untuk ahli-ahli pengurusan utama ialah:

	Kumpulan		Syarikat	
	2007 RM'000	2006 RM'000	2007 RM'000	2006 RM'000
Ganjaran pengarah eksekutif dan bukan eksekutif (Nota 7)	1,501	1,120	887	831

### 34. PERISTIWA SUSULAN

Pada 21 Januari 2008, Syarikat telah mengumumkan cadangan bagi menubuhkan skim opsyen syer pekerja untuk pekerja-pekerja yang layak, Pengarah-Pengarah Eksekutif dan Pengarah-Pengarah Bukan Eksekutif bagi TDM dan syarikat-syarikat subsidiari ("Kumpulan TDM" atau "Kumpulan") ("Cadangan ESOS") yang layak untuk turut serta di dalam Cadangan ESOS ("Orang yang Layak") seperti yang telah ditetapkan di dalam undang-undang kecil Cadangan ESOS ("Undang-undang Kecil"). Opsyen tersebut membenarkan Orang yang Layak untuk melanggan syer-syer biasa yang baru bernilai RM1.00 setiap satu di dalam TDM ("Syer TDM") pada harga yang ditentukan ("Opsyen"). Cadangan ESOS akan diuruskan oleh Jawatankuasa ESOS seperti yang dilantik dan diberi kuasa oleh Lembaga ("Jawatankuasa ESOS").

Di dalam Mesyuarat Agung Luarbiasa yang diadakan pada 19 Februari 2008, pemegang-pemegang syer telah meluluskan semua resolusi yang berkaitan dengan Cadangan ESOS.

## NOTA-NOTA KEPADA PENYATA KEWANGAN

### 35. 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

Kumpulan terdedah kepada risiko kadar faedah melalui kesan perubahan kadar ke atas pinjaman berfaedah, disebabkan Kumpulan tidak mempunyai aset yang mengandungi faedah jangka panjang. Pelaburan dalam aset kewangan adalah berbentuk jangka pendek dan bukan untuk tujuan spekulasi, dan kebanyakannya adalah deposit tetap dengan institusi kewangan berlesen.

Kadar risiko faedah Kumpulan terutamanya terdiri daripada pinjaman berfaedah. Pinjaman pada kadar terapung mendedahkan Kumpulan kepada risiko kadar faedah aliran tunai. Pinjaman diperoleh pada kadar tetap mendedahkan Kumpulan kepada risiko kadar faedah nilai saksama. Kumpulan menguruskan risiko kadar faedah dengan mengimbang kadar pinjaman tetap dan terapung.

## ▶ NOTA-NOTA KEPADA PENYATA KEWANGAN

### 35. INSTRUMEN KEWANGAN (SAMB.)

#### (b) Risiko Kadar Faedah (Samb.)

Jadual berikut menunjukkan nilai pembawa, purata wajaran kadar faedah efektif (WAEIR) pada tarikh lembaran imbangan 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
<b>Kumpulan</b>									
<b>Pada 31 Disember 2007</b>									
<b>Kadar tetap</b>									
Pinjaman berjangka	21	8	(10,336)	(187)	(187)	(187)	(187)	(358)	(11,442)
Penerimaan amanah dan penerimaan jurubank	21	4	(992)	-	-	-	-	-	(992)
Pemiutang sewa beli	21	3.35	(362)	(362)	(362)	(157)	-	-	(1,243)
<b>Kadar terapung</b>									
Overdrafbank	21	8	(587)	-	-	-	-	-	(587)
Tunai dan bank	20	2	101,786	-	-	-	-	-	101,786

## NOTA-NOTA KEPADA PENYATA KEWANGAN

### 35. INSTRUMEN KEWANGAN (SAMB.)

#### (b) Risiko Kadar Faedah (Samb.)

	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
<i>Kumpulan</i>									
<i>Pada 31 Disember 2006</i>									
<b>Kadar Tetap</b>									
Pinjaman berjangka	21	8	(187)	(187)	(187)	(187)	(187)	(549)	(1,484)
Penerimaan amanah dan penerimaan jurubank	21	4	(1,321)	-	-	-	-	-	(1,321)
Pemiutang sewa beli	21	3.3	(175)	(175)	(155)	(97)	(74)	(31)	(707)
<b>Kadar Terapung</b>									
Overdraf bank	21	9	(5,089)	-	-	-	-	-	(5,089)
Tunai dan bank	20	2.5	81,808	-	-	-	-	-	81,808



## ▶ NOTA-NOTA KEPADA PENYATA KEWANGAN

### 35. INSTRUMEN KEWANGAN (SAMB.)

#### (b) Risiko Kadar Faedah (Samb.)

	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
<i>Syarikat</i>									
<i>Pada 31 Disember 2007</i>									
<i>Kadar tetap</i>									
<i>Pemiutang sewa beli</i>	21	3.35	(116)	(116)	(116)	(63)	-	-	(411)
<i>Kadar terapung</i>									
<i>Tunai dan bank</i>	20	2.5	5,849	-	-	-	-	-	5,849

## NOTA-NOTA KEPADA PENYATA KEWANGAN

### 35. INSTRUMEN KEWANGAN (SAMB.)

#### (b) Risiko Kadar Faedah (Samb.)

	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
<i>Syarikat</i>									
<i>Pada 31 Disember 2006</i>									
<i>Kadar tetap</i>									
<i>Pemiutang sewa beli</i>	21	3.3	(80)	(80)	(58)	-	-	-	(218)
<i>Kadar terapung</i>									
<i>Overdraf bank</i>	21	9	(4,935)	-	-	-	-	-	(4,935)
<i>Tunai dan bank</i>	20	2.5	186	-	-	-	-	-	186

## ▶ NOTA-NOTA KEPADA PENYATA KEWANGAN

### 35. INSTRUMEN KEWANGAN (SAMB.)

#### (c) Risiko Matawang Asing

Kumpulan terdedah kepada risiko transaksi tukaran wang asing pada tahap yang minima.

Nilai aset dan liabiliti Kumpulan pada 31 Disember 2007 yang tidak dilindungi yang dinyatakan pada mata wang asing adalah tidak ketara.

#### (d) Risiko Kecairan

Kumpulan menguruskan profil kematangan hutangnya, aliran tunai operasi dan ketersediaan dana 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 dana 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 cagaran 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.

## NOTA-NOTA KEPADA PENYATA KEWANGAN

### 35. INSTRUMEN KEWANGAN (SAMB.)

#### (e) Risiko Kredit (Samb.)

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 aset kewangan.

#### (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		
	Nilai dibawa RM'000	Nilai saksama RM'000	Nilai dibawa RM'000	Nilai saksama RM'000	
<i>Liabiliti kewangan</i>					
<i>Pada 31 Disember 2007:</i>					
Pemiutang sewa beli	29	1,243	1,353	411	481
Pinjaman berjangka	21	11,442	10,747	10,149	9,861
<hr/>					
<i>Pada 31 Disember 2006:</i>					
Pemiutang sewa beli	29	707	758	218	227
Pinjaman berjangka	21	1,484	1,587	-	-
<hr/>					

## ▶ NOTA-NOTA KEPADA PENYATA KEWANGAN

### 36. MAKLUMAT SEGMENT

#### (a) Format Pelaporan

Format laporan segmen utama adalah ditentukan sebagai segmen perniagaan disebabkan risiko-risiko dan kadar pulangan Kumpulan memberi kesan ke atas perbezaan barangan dan perkhidmatan dikeluarkan. Keduanya, maklumat dilaporkan mengikut kedudukan geografi. Kendalian perniagaan adalah disusun dan diuruskan berasingan berdasarkan barangan dan perkhidmatan diberikan, yang mana setiap segmen mewakili unit perniagaan yang menawarkan barangan dan perkhidmatan yang mempunyai pasaran yang berbeza.

#### (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 pemprosesan produk berkaitan.
- (iii) *Kesihatan*  
Khidmat nasihat dan operasi pusat perubatan pakar.
- (iv) *Lain-lain*  
Pegangan pelaburan, pembangunan hartanah dan pengurusan projek.

## NOTA-NOTA KEPADA PENYATA KEWANGAN

### 36. MAKLUMAT SEGMENT (SAMB.)

#### (b) Segmen perniagaan

	PERLADANGAN		MAKANAN		KESIHATAN		LAIN-LAIN		PENGHAPUSAN		KUMPULAN	
	2007	2006	2007	2006	2007	2006	2007	2006	2007	2006	2007	2006
	RM'000	RM'000	RM'000	RM'000	RM'000	RM'000	RM'000	RM'000	RM'000	RM'000	RM'000	RM'000
<b>Pendapatan</b>												
Jualan luar	190,661	123,675	18,953	27,641	42,424	31,257	15,089	11,878	-	-	267,127	194,451
Jualan antara segmen	13,718	11,146	12,486	-	771	360	38,531	27,931	(65,506)	(39,437)	-	-
Jumlah pendapatan	204,379	134,821	31,439	27,641	43,195	31,617	53,620	39,809	(65,506)	(39,437)	267,127	194,451
<b>Keputusan</b>												
Keputusan segmen	45,606	16,161	(3,199)	(4,547)	3,027	(937)	15,012	17,084	-	-	60,446	27,761
Kos kewangan											(502)	(438)
Keuntungan sebelum cukai											59,944	27,323
Perbelanjaan cukai											(20,213)	(11,351)
Keuntungan selepas cukai											39,731	15,972
Kepentingan minoriti											(1,561)	(488)
Keuntungan bagi tahun											38,170	15,484

## ▶ NOTA-NOTA KEPADA PENYATA KEWANGAN

### 36. MAKLUMAT SEGMENT (SAMB.)

#### (b) Segmen perniagaan

	PERLADANGAN		MAKANAN		KESIHATAN		LAIN-LAIN		PENGHAPUSAN		KUMPULAN	
	2007	2006	2007	2006	2007	2006	2007	2006	2007	2006	2007	2006
	RM'000	RM'000	RM'000	RM'000	RM'000	RM'000	RM'000	RM'000	RM'000	RM'000	RM'000	RM'000
<b>Aset</b>												
Aset segmen	822,329	753,551	11,657	13,504	46,883	30,525	389,844	374,531	-	-	1,270,713	1,172,111
Pelarasan												
penyatuan	(161,128)	(4,172)	(2,597)	-	(17,179)	(930)	(298,843)	(400,381)	-	-	(479,747)	(405,483)
Jumlah aset	661,201	749,379	9,060	13,504	29,704	29,595	91,001	(25,850)	-	-	790,966	766,628
<b>Liabiliti</b>												
Liabiliti segmen	(375,448)	(339,965)	(8,926)	(7,575)	(21,676)	(30,123)	(165,716)	(161,977)	-	-	(571,766)	(539,640)
Pelarasan												
penyatuan	161,165	15,000	3,638	-	7,903	-	136,763	250,438	-	-	309,469	265,438
	(214,283)	(324,965)	(5,288)	(7,575)	(13,773)	(30,123)	(28,953)	88,461	-	-	(262,297)	(274,202)
Muhibah negatif											-	-
Jumlah liabiliti											(262,297)	(274,202)
<b>Lain maklumat segmen</b>												
Perbelanjaan modal	6,695	8,188	69	87	9,388	6,467	2,346	6,212	(4,880)	-	13,618	20,954
Susutnilai	6,409	4,962	1,062	1,112	2,577	2,981	601	1,387	-	-	10,649	10,442
Pelupusan												
perbelanjaan tertunda	-	-	1,025	986	-	-	-	-	-	-	1,025	986
Lain perbelanjaan penting bukan tunai:												
Peruntukan/ (Pembalihan semula)												
manfaat persaraan	463	-	-	-	-	-	333	(85)	-	-	796	(85)

## STATISTICS ON SHAREHOLDINGS AS AT 21 MAY 2008

statistik pegangan saham pada 21 mei 2008

### Analysis of Shareholdings

analisa pegangan saham

Authorised Share Capital <i>modal saham dibenarkan</i>	500,000,000
Issued and Paid-up Capital <i>modal saham diterbitkan dan berbayar</i>	RM215,708,902 comprising 215,708,902 Ordinary Shares of RM1.00 each <i>RM215,708,902 terdiri daripada 215,708,902 saham biasa bernilai RM1.00 setiap satu</i>
Voting Rights <i>hak mengundi</i>	One (1) vote per ordinary share <i>satu (1) undi bagi setiap saham</i>

### A. Distribution of Shareholdings

pembahagian pegangan

Breakdown of Shareholdings <i>pecahan pegangan</i>	No. of Shares <i>bilangan saham</i>	% of Shares <i>% saham</i>	No. of Shareholders <i>bilangan pemegang saham</i>	% of Shareholders <i>% pemegang saham</i>
000000001 – 000000099	1,668	.00	65	1.54
000000100 – 000001000	350,468	.16	404	9.55
000001001 – 000010000	12,660,558	5.87	3,125	73.88
000010001 – 000100000	16,273,456	7.54	563	13.31
000100001 – 010785444	37,427,768	17.35	71	1.68
010785445 and above	148,994,984	69.08	2	.04
<b>Total/Jumlah</b>	<b>215,708,902</b>	<b>100.00</b>	<b>4,230</b>	<b>100.00</b>



## STATISTICS ON SHAREHOLDINGS AS AT 21 MAY 2008

statistik pegangan saham pada 21 mei 2008

### B. List of Thirty (30) Largest Shareholders

senarai 30 pemegang saham terbesar

No.	Name <i>nama</i>	No. of Shares <i>bilangan saham</i>	% of shares <i>% saham</i>
1.	Terengganu Incorporated Sdn Bhd	116,194,984	53.87
2.	Pemika Trengganu Sdn Bhd	32,800,000	15.21
3.	TA Nominees (Tempatan) Sdn Bhd <i>Pledged Securities Account For Koon Yew Yin</i>	5,359,600	2.48
4.	ABB Nominee (Tempatan) Sdn Bhd <i>Pledged Securities Account for Permodalan Terengganu Berhad</i>	3,558,000	1.65
5.	TA Nominees (Tempatan) Sdn Bhd <i>Pledged Securities Account For Tan Kit Pheng</i>	3,044,800	1.41
6.	ABB Nominee (Tempatan) Sdn Bhd <i>Pledged Securities Account for Yayasan Terengganu</i>	2,000,000	0.93
7.	TA Nominees (Tempatan) Sdn Bhd <i>Pledged Securities Account For Yap Sung Pang</i>	1,394,300	0.65
8.	OSK Nominees (Tempatan) Sdn Bhd <i>Pledged Securities Account For Koon Yew Yin</i>	1,375,900	0.64
9.	Kumpulan Pengurusan Kayu Kayan Trengganu Sdn Bhd	1,306,400	0.61
10.	Yap Lim Sen	1,260,000	0.58
11.	TA Nominees (Tempatan) Sdn Bhd <i>Pledged Securities Account For Tan Kit Yew</i>	1,070,000	0.50
12.	Citigroup Nominees (Asing) Sdn Bhd <i>CBNY For DFA Emerging Markets Fund</i>	1,059,200	0.49
13.	MAYBAN Nominees (Tempatan) Sdn Bhd <i>Pledged Securities Account For Koon Yew Yin</i>	1,046,800	0.49
14.	Pesama Timber Corporation Sdn Bhd	870,934	0.40
15.	United Teochew Credit & Leasing Sdn Bhd	670,000	0.31
16.	HLB Nominees (Tempatan) Sdn Bhd <i>Pledged Securities Account For Koay Ean Chim</i>	658,200	0.31
17.	Eng Liat Kiang	600,000	0.28
18.	Public Nominees (Tempatan) Sdn Bhd <i>Pledged Securities Account For Koon Yew Yin</i>	583,300	0.27
19.	Citigroup Nominees (Tempatan) Sdn Bhd <i>Pledged Securities Account For Kon Cze Yan @ Koon Cze Yan</i>	550,000	0.25
20.	Megategas Sdn Bhd	500,000	0.23
21.	Public Nominees (Tempatan) Sdn Bhd <i>Pledged Securities Account For Koay Ean Chim</i>	477,500	0.22
22.	Citigroup Nominees (Asing) Sdn Bhd <i>CBNY for DFA Emerging Markets Small Cap Series</i>	355,500	0.16
23.	Citigroup Nominees (Asing) Sdn Bhd <i>CBNY for Dimensional Funds II Plc</i>	347,400	0.16

## STATISTICS ON SHAREHOLDINGS AS AT 21 MAY 2008

statistik pegangan saham pada 21 mei 2008

24.	HLG Nominee (Asing) Sdn Bhd <i>Exempt An For UOB Kay Hian Pte Ltd</i>	313,034	0.15
25.	TA Nominees (Tempatan) Sdn Bhd <i>Pledged Securities Account For Koay Ean Chim</i>	301,300	0.14
26.	TA Nominees (Tempatan) Sdn Bhd <i>Pledged Securities Account For Kidstone Sdn. Bhd.</i>	294,100	0.14
27.	HSBC Nominees (Tempatan) Sdn Bhd <i>Exempt An For Credit Suisse</i>	272,200	0.13
28.	MAYBAN Nominees (Tempatan) Sdn Bhd <i>Pledged Securities Account For Tan Kit Pheng</i>	270,000	0.13
29.	RHB Capital Nominees (Tempatan) Sdn Bhd <i>Pledged Securities Account For Loh Kok Hoong</i>	262,000	0.12
30.	Public Nominees (Tempatan) Sdn Bhd <i>Pledged Securities Account For Kon Cze Yan @ Koon Cze Yan</i>	258,700	0.12
<b>Total/Jumlah</b>		<b>179,054,152</b>	<b>83.01</b>

### C. List of Substantial Shareholders (5% and above) / senarai pemegang saham utama (5% dan lebih)

No.	Name>Nama	No. of Shares/bil. saham		% of Shares/saham	
		Direct langsung	Indirect tidak langsung	Direct langsung	Indirect tidak langsung
1.	Terengganu Incorporated Sdn Bhd	116,194,984	32,800,000	53.87	15.21*
2.	Pemika Trengganu Sdn Bhd	32,800,000	-	15.21	-

Note : \*Deemed interest by virtue of its 100% shareholdings in Pemika Trengganu Sdn Bhd.

Nota : \*Berkepentingan melalui pegangan saham 100% didalam Pemika Trengganu Sdn Bhd.

### D. List of Directors' Shareholding / senarai pegangan saham pengarah-pengarah

No.	Name>Nama	No. of Shares/bil. saham		% of Shares/saham	
		Direct langsung	Indirect tidak langsung	Direct langsung	Indirect tidak langsung
1.	Y. Bhg. Dato' Haji Wan Hisham bin Dato' Wan Salleh	80,000	-	0.04	-
2.	Y. Bhg. Dato' Haji Wan Zakaria bin Abd Rahman	-	-	-	-
3.	Y. Bhg. Dato' Senara Muda (Dato' Mazlan @ Mohd Nanri bin Hashim)	-	-	-	-
4.	Y. Bhg. Dato' Haji Awi @ Alwi bin Said	-	-	-	-
5.	YB Dato' Haji Mohtar bin Nong	-	-	-	-
6.	Y. Bhg. Dato' Haji Zakaria bin Awang	-	-	-	-
7.	Tuan Haji Abd. Jalil bin Ali	-	-	-	-
8.	Encik Mohamad Abdul Halim bin Ahmad	-	-	-	-
9.	Prof. Dr. Mohd Azmi bin Mohd Lila	-	-	-	-

## PLANTATION STATISTICS

statistik perladangan

	Total Hectarage Managed By /Keluasan Ladang Diuruskan Oleh TDM Plantation Sdn Bhd (Hectares)	Group's Owned Plantation /Ladang Dipunyai Oleh Kumpulan (Hectares)	Other /Lain-lain (Hectares)
<b>OIL PALM</b>			
Mature Hectarage / <i>Keluasan Matang</i>	30,182	24,195	5,987
Immature Hectarage / <i>Keluasan Belum Matang</i>	3,400	2,018	1,381
New Planting / <i>Penanaman Baru</i>			

<b>OTHER CROP</b>			
Mature Hectarage / <i>Keluasan Matang</i>	252	252	
Immature Hectarage / <i>Keluasan Belum Matang</i>			
<b>Total Planted / Jumlah Keluasan Bertanam</b>	<b>33,834</b>	<b>26,466</b>	<b>7,368</b>

<b>Hectarage by Company / Division</b> <i>Jumlah Hektar Mengikut Keluasan Bertanam</i>				
Sublease	Mature	9,020	5,753	3,267
	Immature	1,381	-	1,381
TDM Capital Sdn Bhd	Mature	1,748	1,573	175
	Immature	48	48	-
Kumpulan Ladang-ladang Terengganu Sdn Bhd	Mature	16,868	16,868	-
	Immature	1,970	1,970	-
	Other Crop	252	252	-
Ladang Tabung Warisan	Mature	1,363	-	1,363
	Immature	-	-	-
Ladang Majlis Agama Islam Terengganu	Mature	792	-	792
	Immature	-	-	-
Ladang KOPKEM	Mature	390	-	390
	Immature	-	-	-
<b>Total Planted / Jumlah Keluasan Bertanam</b>		<b>33,834</b>	<b>26,466</b>	<b>7,368</b>

<b>Production / Company / Division (Metrik Tonne)</b> <i>Pengeluaran / Syarikat / Bahagian (Tan Metrik)</i>		
FFB Production (MT) / BTS (TM)		515,893
FFB Processed (MT) / BTS (TM)		446,966
FFB Sold to 3rd Party (MT) / BTS (TM)		47,540
CPO Production(MT) / MSM (MT)		86,412
Palm Kernel Production (MT) / Isirong (MT)		23,113
Extraction Rates (%) - CPO / Kadar Perahan (%) - MSM		19.33%
Recovery Rates (%) - PK / Kadar Perolehan (%) - Isirong		5.17%

## LIST OF PROPERTIES

senarai harta

Production / Company / Division (Metrik Tonne)		ESTATE	DIVISION	TENURE	SIZE (Ac)	DESCRIPTION	BOOK VALUE
Mukim ofTebak	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)	515,893	Part Ladang Pelantoh/ Tebak		Leasehold exp. 2078 Sublease exp. 2018	489.72996		
Geran 12509 PT 821 (replacing HS (D) 187 PT Lot 551 P)	446,966	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)	47,540	Part Ladang Pelantoh/ Teba		Leasehold exp. 2078 Sublease exp. 2018	203.30647		
Geran 12511 No Lot 2550 (replacing HS (D) 208 PT 553 P)	86,412	Part Ladang Pelantoh/ Tebak		Leasehold exp. 2078 Sublease exp. 2018			
Geran 12512 No Lot 2443 (replacing HS (D) 188 PT Lot 554P)	23,113	Part Ladang Pelantoh/ Tebak		Leasehold exp. 2078 Sublease exp. 2018	181.58885		
Geran 12618 No. Lot 822 (replacing Grant 8071 PT Lot 882)	19.33%	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)	5.17%	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		
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			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		

## LIST OF PROPERTIES

senarai harta

Production / Company / Division (Metrik Tonne)	ESTATE	DIVISION	TENURE	SIZE (Ac)	DESCRIPTION	BOOK VALUE
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		
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		
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	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	Ladang Jerangau	Jerangau	Leasehold exp. 2049	90.77935		

## LIST OF PROPERTIES

senarai harta

Production / Company / Division (Metrik Tonne)	ESTATE	DIVISION	TENURE	SIZE (Ac)	DESCRIPTION	BOOK VALUE
PN 825 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
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

## GROUP DIRECTORY

direktori kumpulan

### Headquarters / Ibu pejabat

#### TDM Berhad

Aras 5, Bangunan UMNO Terengganu  
Lot 3224, Jalan Masjid Abidin  
20100 Kuala Terengganu  
Terengganu, Malaysia.  
Tel : (609) 622 8000 / 09-620 4800  
Fax : (609) 620 4803

### Plantation Division / Bahagian Perladangan

#### TDM Plantation Sdn. Bhd.

Aras 3, Bangunan UMNO Terengganu  
Lot 3224, Jalan Masjid Abidin  
20100 Kuala Terengganu  
Terengganu, Malaysia  
Tel : (609) 622 8000 / 09-620 4800  
Fax : (609) 620 4805

#### Kompleks Ladang Sungai Tong

Ladang Jaya  
Estate Manager / *Pengurus Ladang*  
En Abdul Rahim bin Abdul Sani

Ladang Fikri  
Estate Manager / *Pengurus Ladang*  
En Murad bin Jusoh

Ladang Tayor  
Estate Manager / *Pengurus Ladang*  
En Ahmad Jais bin Sungip

Ladang Pelung  
Estate Manager / *Pengurus Ladang*  
En Yahya bin Md Saad

#### Kompleks Ladang Bukit Besi

Ladang Gajah Mati  
Ladang Majlis Agama Islam  
Estate Manager / *Pengurus Ladang*  
Mr. N.Thanimalai

Ladang Pinang Emas  
Estate Manager / *Pengurus Ladang*  
En Fikri bin Ismail

Ladang Jerangau  
Estate Manager / *Pengurus Ladang*  
En Abdullah Zawawi bin Jusoh

#### Kompleks Kemaman

Ladang Air Putih  
Estate Manager / *Pengurus Ladang*  
En Ezani bin Ismail

Ladang Pelantoh  
Estate Manager / *Pengurus Ladang*  
En Saifuddin bin Mustaffa

Ladang Tebak  
Estate Manager / *Pengurus Ladang*  
En Jalaini bin Che Kar

Ladang Jernih  
Estate Manager / *Pengurus Ladang*  
Tuan Hj Mohd Pauzi bin Mahmud

#### Kilang

Kilang Kelapa Sawit Sungai Tong  
Mill Manager / *Pengurus Kilang*  
Tuan Hj Hassan bin Osman

Kilang Kelapa Sawit Kemaman  
Mill Manager / *Pengurus Kilang*  
En Shahbudin bin Usop

Agronomis (*Khidmat Nasihat*)  
En Ismail bin Hashim

Plantation Adviser / *Penasihat Perladangan*  
En Omar bin Hassan

#### Kumpulan Ladang-ladang Trengganu Sdn. Bhd.

Aras 3, Bangunan UMNO Terengganu  
Lot 3224, Jalan Masjid Abidin  
20100 Kuala Terengganu  
Terengganu, Malaysia  
Tel : (609) 622 8000 / 09-620 4800  
Fax : (609) 620 4805

#### TDM Capital Sdn. Bhd.

Aras 3, Bangunan UMNO Terengganu  
Lot 3224, Jalan Masjid Abidin  
20100 Kuala Terengganu  
Terengganu, Malaysia  
Tel : (609) 622 8000 / 09-620 4800  
Fax : (609) 620 4805



**PT. Rafi Kamajaya Abadi**

(Incorporated in Indonesia / di perbadankan di Indonesia)

Jl Stadion, No. 15.B, RT.07/I  
Sintang, Kabupaten Sintang  
Kalimantan Barat  
Indonesia.  
Tel : +60139804801

**Healthcare Division / Bahagian Penjagaan Kesihatan**

**Kelana Jaya Medical Centre Sdn. Bhd.**

No. 1, FAS Business Avenue  
47301 Kelana Jaya  
Selangor, Malaysia.  
Tel : (603) 7805 2111  
Fax : (603) 7806 3505

**Kuantan Medical Centre Sdn. Bhd.**

No. 1, Jalan Tun Ismail 9  
25000 Kuantan  
Pahang, Malaysia.  
Tel : (609) 514 2828  
Fax : (603) 514 7688

**Kuala Terengganu Specialist Hospital Sdn. Bhd.**

No. 443B, Jalan Kamaruddin  
20400 Kuala Terengganu  
Terengganu, Malaysia.  
Tel : (609) 624 5353  
Fax : (609) 626 5211

**Food Division / Bahagian Pemakanan**

**TD Poultry Sdn. Bhd.**

Kawasan Perindustrian Chendering  
21080 Kuala Terengganu  
Terengganu, Malaysia.  
Tel : (609) 617 8387 / 8389 / 8390  
Fax : (609) 617 6690

**Others / Lain-lain**

**TDM Trading Sdn Bhd**

25th Floor, Menara KH (Menara Promet)  
Jalan Sultan Ismail  
50250 Kuala Lumpur  
Tel : (603) 2148 0811  
Fax : (603) 2148 9900





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*muka surat ini sengaja dikosongkan*



CDS Account No. Of Authorised Nominee

I/We \_\_\_\_\_  
[name of shareholder as per nric / passport/ certificate of incorporation in capital letters]

with [NEW NRIC NO.] \_\_\_\_\_ [OLD NRIC NO.] \_\_\_\_\_  
[PASSPORT NO.] \_\_\_\_\_ [COMPANY NO.] \_\_\_\_\_  
of \_\_\_\_\_  
[full address]

being a member(s) of abovenamed Company, hereby appoint \_\_\_\_\_  
[name of proxy as per nric/passport in capital letters]

with [NEW NRIC NO. ] \_\_\_\_\_ [OLD NRIC NO.] \_\_\_\_\_ [PASSPORT NO.] \_\_\_\_\_  
of \_\_\_\_\_  
[full address]

or failing him/her \_\_\_\_\_  
[name of proxy as per nric/passport in capital letters]

with [NEW NRIC NO.] \_\_\_\_\_ [OLD NRIC NO.] \_\_\_\_\_ [PASSPORT NO.] \_\_\_\_\_  
of \_\_\_\_\_  
[alamat penuh]

or failing him/her, the Chairman of the Meeting as my/our proxy to vote for me/us on my/our behalf at the Forty-Third Annual General Meeting of the Company to be held at PC Room 1, 2nd Floor, Marina Club House, The Heritage Bay Club Marina & Resort, Pulau Duyong, 21300 Kuala Terengganu, Terengganu Darul Iman on Monday, 30 June 2008 at 11.00 a.m. and at any adjournment thereof .

My/our proxy is to vote as indicated below:

Please indicate with an "X" in the spaces as provided below how you wish to cast your votes. If no specific direction as to voting is given, the proxy will vote or abstain from voting at his/her discretion.

	RESOLUTIONS		FOR	AGAINST
1.	To receive the Audited Financial Statements for the financial year ended 31 December 2007 together with the Reports of the Directors and Auditors thereon.	Resolution 1		
2.	Approval of payment of Directors' fee for the financial year ended 31 December 2007.	Resolution 2		
3.	Re-election of the following Directors who retire pursuant to Article 113: (a) Y. Bhg. Dato' Wan Hisham bin Dato' Wan Salleh (b) YB Dato' Haji Mohtar bin Nong (c) Encik Mohamad Abdul Halim bin Ahmad	Resolution 3 Resolution 4 Resolution 5		
4.	Re-election of Prof. Dr. Mohd Azmi bin Mohd Lila who retires pursuant to Article 116.	Resolution 6		
5.	To approve payment of a first and final dividend of 7.43 sen per ordinary share (less 26% Malaysian Income Tax) for financial year ended 31 December 2007.	Resolution 7		
6.	To re-appoint Messrs. Ernst & Young as Auditors of the Company and to authorise the Directors to fix their remuneration.	Resolution 8		
7.	To allot shares pursuant to Section 132D of the Companies Act, 1965.	Resolution 9		
8.	To propose change of object clause	Resolution 10		
9.	To propose the following Amendments to the Company's Articles of Association: Article 121A. Participation in meetings by telephone conferencing Article 140A. Unclaimed dividends surrendered to the Registrar of Unclaimed Moneys.	Resolution 11 Resolution 12		

\_\_\_\_\_  
Signature(s)/Common Seal of Member(s)

Number of shares held : \_\_\_\_\_

Date : \_\_\_\_\_

For appointment of two proxies, percentage of shareholdings to be represented by the proxies :

No of shares Percentage  
Proxy 1 \_\_\_\_\_ %

Proxy 2 \_\_\_\_\_ %  
100%

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 and the provisions of the Section 149(1)(b) of the Companies Act, 1965 shall not apply to the Company. A member shall appoint not more than two proxies to attend and vote at the same meeting. Where a member appoints two proxies the appointments shall be invalid unless he specifies the proportions of his shareholdings to be represented by each proxy.
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 but not more than two 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 Darul Iman

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No. Akaun CDS

Saya/Kami \_\_\_\_\_  
[nama pemegang saham 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 proksi 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 proksi 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 Tiga yang akan diadakan di Bilik PC 1, Tingkat 2, Marina Club House, The Heritage Bay Club Marina & Resort, Pulau Duyong, 21300 Kuala Terengganu, Terengganu Darul Iman pada hari Isnin, 30 Jun 2008 jam 11.00 pagi atau disebarkan penangguhnya.

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 2007 berserta Laporan Pengarah dan Juruaudit.	Resolusi 1		
2.	Meluluskan bayaran yuran Pengarah-pengarah bagi tahun kewangan berakhir 31 Disember 2007.	Resolusi 2		
3.	Perlantikan semula pengarah-pengarah berikut yang bersara menurut Artikel 113:- (a) Y. Bhg. Dato' Wan Hisham bin Dato' Wan Salleh (b) YB Dato' Haji Mohtar bin Nong (c) Encik Mohamad Abdul Halim bin Ahmad	Resolusi 3 Resolusi 4 Resolusi 5		
4.	Perlantikan semula Prof. Dr. Mohd Azmi bin Mohd Lila yang bersara menurut Artikel 116	Resolusi 6		
5.	Meluluskan bayaran dividen akhir 7.43 sen sesaham biasa (ditolak 26% Cukai Pendapatan Malaysia) bagi tahun kewangan berakhir 31 Disember 2007	Resolusi 7		
6.	Perlantikan semula Tetuan Ernst & Young sebagai Juruaudit dan memberi kuasa kepada Pengarah-pengarah untuk menetapkan bayaran khidmat mereka.	Resolusi 8		
7.	Kuasa menurut Seksyen 132D, Akta Syarikat, 1965 untuk Pengarah-pengarah menerbitkan saham.	Resolusi 9		
8.	Cadangan Pindaan Tatawujud Syarikat	Resolusi 10		
9.	Cadangan penambahan Artikel-artikel berikut didalam Tataurus Pertubuhan Syarikat:- Artikel 121A. Penyertaan didalam mesyuarat-mesyuarat melalui persidangan telefon Artikel 140A. Dividen yang tidak dituntut diserahkan kepada Pendaftar Wang Tak Dituntut.	Resolusi 11 Resolusi 12		

\_\_\_\_\_  
Tandatangan / Cop Mohor Rasmi

Bilangan Pegangan Saham : \_\_\_\_\_

Tarikh : \_\_\_\_\_

Bagi perlantikan dua orang proksi, peratus pecahan saham yang diwakili setiap proksi:

Proksi 1 \_\_\_\_\_ Bilangan Saham \_\_\_\_\_ Peratus \_\_\_\_\_ %

Proksi 2 \_\_\_\_\_ %  
100%

Nota-nota:

- i) Seorang ahli Syarikat yang layak menghadiri dan mengundi di mesyuarat berhak melantik proksi untuk menghadiri dan mengundi bagi pihaknya. Proksi tidak semestinya ahli syarikat dan peruntukan-peruntukan di bawah Seksyen 149(1)(b), Akta Syarikat 1965 tidak akan disabitkan keatas Syarikat. Seorang ahli boleh melantik tidak lebih daripada dua (2) proksi untuk menghadiri dan mengundi di mesyuarat yang sama. Sekiranya seorang ahli melantik dua (2) proksi, perlantikan tersebut tidak sah melainkan ahli tersebut menetapkan peratus pegangan yang diwakili setiap proksi.
- ii) 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.
- iii) 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.
- iv) 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 tetapi tidak lebih daripada dua (2) proksi bagi setiap akaun sekuriti saham biasa yang dipegang di dalam Syarikat mengikut kredit akaun sekuriti tersebut.
- v) 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.

lipat di sini

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Setem

**TDM Berhad** (6265-P)  
Aras 5, Bangunan UMNO Terengganu  
Lot 3224, Jalan Masjid Abidin  
20100 Kuala Terengganu Darul Iman

lipat di sini

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