

# KULIM (MALAYSIA) BERHAD (23370-V) (Incorporated in Malaysia)

CONDENSED CONSOLIDATED INTERIM FINANCIAL REPORT FOR THE QUARTER AND SIX MONTHS ENDED 30 JUNE 2011

CONSOLIDATED INCOME STATEMENT FOR THE SECOND QUARTER TO 30 JUNE 2011

	3 month	ns ended	6 month	s ended
	30.06.2011 RM'000	30.06.2010 RM'000 restated	30.06.2011 RM'000	30.06.2010 RM'000 restated
Revenue	1,802,388	1,361,004	3,459,868	2,594,818
Expenses excluding finance cost & tax	(1,494,540)	(1,215,852)	(2,857,804)	(2,296,193)
Other operating income / (loss)	66,104	17,453	168,733	26,045
Profit from operations	373,952	162,605	770,797	324,670
Finance cost Interest income	(22,969) 3,850	(21,324) 2,404	(43,019) 6,783	(34,322) 3,240
Share of profit in associates	1,795	418	3,282	607
Profit before taxation	356,628	144,103	737,843	294,195
Income tax expense	(90,194)	(44,951)	(194,595)	(90,309)
Profit from continuing operations	266,434	99,152	543,248	203,886
Discontinued operation Profit from discontinued operation, net of tax	-	(15,889)	-	(5,197)
Profit for the year	266,434	83,263	543,248	198,689
Profit attributable to:	440,200	44.050	272 200	70 554
Owners of the company Minority interest	146,290 120,144	14,658 68,605	273,389 269,859	76,554 122,135
Profit for the period	266,434	83,263	543,248	198,689
Basic earnings per ordinary share (sen): From continuing operations From discontinued operations	Sen 11.70 -	Sen 9.78 (5.09)	Sen 21.87 -	Sen 26.17 (1.66)

The Condensed Consolidated Income Statements should be read in conjunction with the Annual Financial Report for the year ended 31.12.2010

# CONSOLIDATED STATEMENT OF COMPREHENSIVE INCOME FOR THE SECOND QUARTER TO 30 JUNE 2011

	3 month	ns ended	6 month	s ended
	30.06.2011 RM'000	30.06.2010 RM'000 restated	30.06.2011 RM'000	30.06.2010 RM'000 restated
Profit for the period Foreign currency translation differences	266,434	83,264	543,248	198,689
for foreign operations	55,036	(15,095)	77,801	(73,642)
Cash flow hedge  Available for sale reserve	89,454 3,814	12,056	88,337 2,504	13,473
Available for sale reserve	3,014	_	2,304	_
Total comprehensive income for the period	414,738	80,225	711,890	138,520
Total comprehensive income attributable to:				
Owners of the company	219,403	19,626	356,325	47,260
Minority interest	195,335	60,598	355,565	91,260
Total comprehensive income for the period	414,738	80,225	711,890	138,520

The Condensed Consolidated Income Statements should be read in conjunction with the Annual Financial Report for the year ended 31.12.2010

# KULIM (MALAYSIA) BERHAD Company No. 23370-V



Interim report for the financial year ending 31 December 2011

# CONSOLIDATED STATEMENT OF FINANCIAL POSITION AS AT 30 JUNE 2011

	AS AT END OF CURRENT QUARTER 30.06.2011	AS AT PRECEEDING FINANCIAL YEAR 31.12.2010 (AUDITED)
	RM'000	RM'000
ASSETS		
Property, plant and equipment	6,458,407	5,876,948
Investment property	97,863	97,863
Investment in associates	18,278	56,610
Other investments	182,857	214,061
Intangible assets: Goodwill (on consolidation)	1,059,298 219,521	1,054,785 221,635
Deferred farm expenditure (agrilculture/non-prennial crop)	8,824	7,890
Other intangibles (if any)	830,953	825,260
Deferred tax assets	-	917
Non-current assets	7,816,703	7,301,184
		<u> </u>
	40.500	40.500
Investment/property held for sale	13,500	13,500
Other investments	59,878	145,517
Inventories Trade and other receivables	849,747 667,683	700,690 607,530
Tax recoverable	26,289	25,125
Cash and cash equivalents	707,782	452,146
Current assets	2,324,879	1,944,508
	_,,	1,011,000
TOTAL ASSETS	10,141,582	9,245,692
EQUITY AND LIABILITIES		
Share capital	318,672	159,336
Share premium	112,849	272,184
Other reserves:	1,267,894	1,160,998
Revaluation and other reserves	1,277,354	1,206,688
Warrant reserve	86,726	-
Treasury shares	(96,186)	(45,690)
Revenue reserves	2,159,513	1,972,850
Equity Attributable to Equity Holders of the Company	3,858,927 2,304,424	3,565,368
Minority Interest  Total equity	6,163,351	1,977,374 <b>5,542,742</b>
	5,100,001	0,0 :=,: :=
Term loans	1,801,766	931,020
Derivative financial instruments	1,792	25,201
Employee benefits	2,877	2,913
Deferred tax liabilities/(assets)	949,944	691,776
Non current liabilities	2,756,379	1,650,910
Trade and other payables	703,518	794,421
Derivative financial instruments	46,689	149,476
Current income tax liabilities	171,233	112,089
Borrowings:		
Term Loans due within the year/12 months	176,384	929,336
Short-term borrowings	123,513	66,074
Employee benefits	515	644
Current liabilities	1,221,852	2,052,040
TOTAL LIABILITIES	3,978,231	3,702,950
TOTAL EQUITY AND LIABILITIES	10,141,582	9,245,692
NET ASSETS PER SHARE (RM)	3.03	11.19

The Condensed Consolidated Balance Sheets should be read in conjunction with the Annual Financial Report for the year ended 31.12.2010



Shares buy back by subsidiaries

Treasury shares acquired

Balance as at 30 June 2011

Interim report for the financial year ending 31 December 2011

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#### CONSOLIDATED STATEMENT OF CHANGES IN EQUITY FOR THE SECOND QUARTER ENDED 30 JUNE 2011

-ATTRIBUTABLE TO EQUITY HOLDER OF THE COMPANY--NON-DISTRIBUTABLE-→DISTRIBUTABLE NO. OF NOMINAL TREASURY SHARE WARRANT REVALUATION & RETAINED MINORITY TOTAL SHARES VALUE SHARES PREMIUM RESERVE OTHER RESERVES EARNINGS TOTAL INTEREST **EQUITY** RM'000 RM'000 RM'000 RM'000 RM'000 RM'000 RM'000 RM'000 RM'000 Balance as at 1 January 2010 as previously reported 318,669,739 159,336 (45,690)272,184 1,264,547 1,720,988 3,371,365 1.699.037 5,070,402 Effect arising from adoption of FRS 139 (12, 114)393 (11,721)(11,752)(23,473)318,669,739 159,336 (45,690) 272,184 3,359,644 At 1 January 2010, as restated 1,252,433 1,721,381 1,687,285 5,046,929 Currency translation differences (30.307)(30.307)(43.335)(73.642) Cash flow hedges 1,013 1,013 12,460 13,473 Total other comprehensive income for the year (29, 294)(29, 294)(30,875)(60, 169)Profit for the period/year 76,554 76,554 122,135 198,689 Total comprehensive income for the period (29, 294)76,554 47,260 91,260 138,520 Increase in minority shareholders' interest 215 215 Arising from acquisition from minority interest 662 662 Dividends to minority interests of subsidiaries (17,301)(17,301)Balance as at 30 June 2010 318.669.739 159.336 (45,690) 272.184 1,223,139 1.797.935 3,406,904 1.762.121 5.169.025 Balance as at 1 January 2011 318,669,739 159,336 (45,690) 1,206,688 1,972,850 3,565,368 1,977,374 5,542,742 Foreign exchange translation differences 30,424 30,424 47,377 77,801 Cash flow hedges 50,582 50,582 37,755 88,337 Fair value of available-for-sale financial assets 1,930 1,930 574 2,504 82,936 82.936 85.706 168.642 Total other comprehensive income for the year Profit for the year 273.389 273.389 269.859 543.248 Total comprehensive income for the year 82,936 273,389 356,325 355,565 711,890 1,224 1,224 Increase in minority interest Share split (Every 1 share into 2 shares) 318,669,739 159,336 Bonus issue (1 bonus share for every 1 share) 637,339,478 (159, 335)Warrant exercised 86,726 (86,726)Acquisition of additional interest in subsidiaries (12,270)(12,270)(10,781)(23,051)Dividend to minority interest of subsidiaries (18, 108)(18, 108)

(The Condensed Consolidated Statements of Changes in Equity should be read in conjunction with the Annual Financial Report for the year ended 31 December 2010)

318,672

1,274,678,956

112,849

86.726

1,277,354

(50,496)

(96, 186)

(850)

2,304,424

(50,496)

3,858,927

2.159.513

(850)

(50,496)

6,163,351

# CONSOLIDATED STATEMENT OF CASH FLOW FOR THE SECOND QUARTER ENDED 30 JUNE 2011

	AS AT 30.06.2011 RM'000	AS AT 30.06.2010 (UNAUDITED) RM'000
CASH FLOWS FROM OPERATING ACTIVITIES		
Net profit attributable to shareholders	273,389	76,554
Non-cash items Non operating items (investing and financing)	(240,299) 36,236	388,209 37,234
Operating profit before changes in working capital	69,326	501,997
Changes in working capital: Net changes in current assets	(209,210)	(264,644)
Net changes in current liabilities	396,849	85,420
Cash generated from operations	256,965	322,773
Interest received	6,783	1,563
Interest paid Tax paid net of refund	(43,019) 122,470	(38,797) 139,290
Net cash from operating activities	343,199	424,829
CASH FLOWS FROM INVESTING ACTIVITIES		
Other investments	31,204	(51,167)
Acquisition of subsidiaries	(18)	(576,255)
Proceeds on disposal of investments in associates	41,614	-
Purchase of property, plant and equipment	(518,651)	(681,485)
Deferred farm expenditure	(934)	(1,033)
Purchase of intangible assets	(1,262)	(1,087)
Proceeds from disposal of property, plant and equipment	80,827	7,000
Proceeds from disposal of investments  Liquidation of deposit in funds management companies	85,639	7,038 15,372
Net cash flow from investing activities	(281,581)	(1,288,617)
CASH FLOW FROM FINANCING ACTIVITIES		
Net of proceeds/(repayments) of borrowings	814,521	1,668,466
Proceeds/(repayment) from LT loans	(624,983)	(845,688)
Bank balances pledged to a bank	(57,547)	349
Dividends paid to:		
Shareholders of Kulim (Malaysia) Berhad	-	(23,426)
Minority shareholders of subsidiaries	(18,108)	(17,301)
Exercise of warrants	86,726	-
Issue of shares by subsidiaries Purchase of treasury shares	1,224 (50,496)	215
Net cash flow from financing activities	151,337	782,615
Net increase/(decrease) in cash and cash equivalents	212,955	(81,173)
Cash and cash equivalents at beginning of the year	429,125	365,383
Foreign Exchange differences on opening balances	(561)	(651)
Cash and cash equivalents at end of the period/year	641,519	283,559
The cash and cash equivalents consists of the followings:-		
Deposit with licenced Banks	29,673	75,608
Cash and Bank Balances	678,109	230,394
Laca , Dank avandraft	707,782	306,002
Less : Bank overdraft	(8,716)	(21,183)
Amount pledged to banks	(57,547)	(1,260)
	641,519	283,559

#### PART A: EXPLANATORY NOTES PURSUANT TO FRS 134

### A1. Basis of Preparation

This interim financial report is unaudited and has been prepared in accordance with the applicable disclosure provisions of the Listing Requirements of the Bursa Malaysia Securities Berhad, including compliance with Financial Reporting Standard (FRS) 134, Interim Financial reporting, issued by the Malaysian Accounting Standard Board (MASB). The Interim Financial Report should be read in conjunction with the Group's audited financial statement for the year ended 31 December 2010.

The accounting policies and methods of computation used in the preparation of the interim financial statements are consistent with those used in the preparation of the last audited financial statements for the financial year ended 31 December 2010.

#### A2. Significant Accounting Policies

The significant accounting policies adopted are consistent with the audited financial statements for the year ended 31 December 2010. These explanatory notes attached to the interim financial statements provide an explanation of events and transactions that are significant to an understanding of the changes in the financial position and performance of the Group since the year ended 31 December 2010.

On 1 January 2011, the Group adopted the following FRSs, Amendments to FRSs and IC Interpretations:-

FRS 1	First-time Adoption of Financial Reporting Standards
FRS 3	Business Combinations (Revised)
FRS 127	Consolidated and Separate Financial Statements
Amendments to FRS 1	Limited Exemption from Comparative FRS 7
	Disclosures for First-time Adopters
Amendments to FRS 1	Additional Exemptions for First-time Adopters
Amendments to FRS 2	Share-based Payment
Amendments to FRS 2	Group Cash-settled Share-based Payment
	Transactions
Amendments to FRS 5	Non-current Assets Held for Sale and Discontinued
	Operations
Amendments to FRS 7	Improving Disclosures about Financial Instruments
Amendments to FRS 132	Financial Instruments: Presentation
Amendments to FRS 138	Intangible Assets
Amendments to FRS 1	Improvements to FRSs (2010)
FRS 3, FRS 7, FRS 101,	
FRS 128, FRS 132,	
FRS 134, FRS 139	
IC Interpretation 4	Determining Whether an Arrangement Contains a
	Lease
IC Interpretation 12	Service Concession Agreements
IC Interpretation 16	Hedges of a Net Investment in a Foreign Operation
IC Interpretation 18	Transfers of Assets from Customers
Amendments to IC	Reassessment of Embedded Derivatives
Interpretation 9	

#### PART A: EXPLANATORY NOTES PURSUANT TO FRS 134

#### A2. Significant Accounting Policies (continued)

Adoption of the above FRSs, Amendments to FRSs and IC Interpretations did not have any material impact on the financial performance, position or presentation of financials of the Group.

#### A3. Status on Qualification of Audited Financial Statements

The audit report of the Group's preceding year financial statement was not qualified.

#### A4. Seasonality or Cyclicality of Operations

There were no abnormal seasonal factors that affect result for the quarter under review.

# A5. Unusual Items Affecting Assets, Liabilities, Equity, Net Income or Cash Flows

There were no significant items which unusually affect assets, liabilities, equity, net income or cash flows during the quarter under review.

#### A6. Change in Accounting Estimates

There were no changes in estimate of amount reported in prior interim period or financial year that have a materials effect in the current financial quarter for the current financial period.

#### A7. Debt and Equity Securities

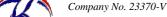
There were no cancellation, resale and prepayment of debt and equity securities during the quarter other than on loans repayments in accordance with the Group's loans repayment schedules.

### A8. Dividend Paid

There was no dividend paid during the quarter.

#### A9. Segmental Information

Segmental information for the current financial year based on geographical locations and business segments within the geographical locations are as follows:



# PART A: EXPLANATORY NOTES PURSUANT TO FRS 134

#### Segmental Information (continued) A9.

	Pla	ntation		Manufacturing			Intrapreneur V	entures (IV)					
Results for 3 months Ended 30 June 2011	Malaysia	Papua New Guinea & Solomon island	Oleochemicals	Rubber based products	Biodiesel	Foods and Restaurants	Shipping services	Other IV	Inv. property	Associated companies	Others	Elimination (Discontinued operation)	Consolidated
	RM'000	RM'000	RM'000	RM'000	RM'000	RM'000	RM'000	RM'000	RM'000	RM'000	RM'000	RM'000	RM'000
Operating revenue	234,304	630,612	-	1,981	-	825,556	39,958	63,445	1,235		5,297		1,802,388
Segment results	62,420	218,227		(642)	(3,280)	68,790	6,866	441	307	1,795	20,823	-	375,747
Interest income	2,255	1,162	-	76	-	-	-	-	-	-	357	-	3,850
Finance costs	(6,467)	(7,274)	-	-	(194)	(3,075)	(4,821)	(434)	-	-	(704)	-	(22,969)
Profit before tax	58,208	212,115		(566)	(3,474)	65,715	2,045	7	307	1,795	20,476		356,628

	Pla	antation		Manufacturing			Intrapreneur V	entures (IV)					
Results for 3 mo		Papua New Guinea & Solomon	Oleochemicals	Rubber based products	Biodiesel	Foods and Restaurants	Shipping services	Other IV	Inv. property	Associated companies	Others	Elimination (Discontinued	Consolidated
Ended 30 June	2010 RM'000	island RM'000	RM'000	RM'000	RM'000	RM'000	RM'000	RM'000	RM'000	RM'000	RM'000	operation) RM'000	RM'000
	11III 000	TUN 000	Trini 000	TAM GOO	Tim 000	Tim 000	TUM OOO	11111 000	11111 000	Tim 000	11111 000	Tim 000	Tim 000
Operating reve	nue 143,888	383,512	312,606	1,839	21,371	733,210	16,733	52,260	1,897	-	6,294	(312,606)	1,361,004
Segment re	sults 33,889	88,493	(18,648)	(612)	(21,168)	66,437	(1,322)	3,271	1,101	418	(7,484)	18,648	163,023
Interest inc	ome 1,772	10	-	3	-	-	-	3	-	-	616		2,404
Finance of	osts (9,388)	(7,332)	(2,400)	-	(333)	(2,318)	(1,585)	(514)	-	-	146	2,400	(21,324)
Profit before	tax 26,273	81,171	318,672	(609)	1,277,354	3,858,927	2,304,424	6,163,351	1,101	418	(6,722)	21,048	144,103

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# PART A: EXPLANATORY NOTES PURSUANT TO FRS 134

# A9. Segmental Information (continued)

	Plai	ntation		Manufacturing			Intrapreneur V	entures (IV)					
	Malaysia	Papua New	Oleochemicals	Rubber based	Biodiesel	Foods and	Shipping	Other IV	Inv.	Associated	Others	Elimination	Consolidated
Results for 6 months		Guinea & Solomon		products		Restaurants	services		property	companies		(Discontinued	
Ended 30 June 2011		island										operation)	
	RM'000	RM'000	RM'000	RM'000	RM'000	RM'000	RM'000	RM'000	RM'000	RM'000	RM'000	RM'000	RM'000
Operating revenue	398,689	1,234,855	-	4,882	-	1,605,308	78,100	124,057	3,995	-	9,982	-	3,459,868
Segment results	107,192	499,982	-	(885)	(4,284)	135,419	12,889	5,383	1,756	3,282	13,345	-	774,079
Interest income	4,447	1,189	-	99	-	-	-	-	-	-	1,048	-	6,783
Finance costs	(12,115)	(15,875)	-	-	(460)	(5,979)	(7,010)	(825)	-	-	(755)	-	(43,019)
Profit before tax	99,524	485,296	-	(786)	(4,744)	129,440	5,879	4,558	1,756	3,282	13,638	-	737,843

	Pla	ntation		Manufacturing			Intrapreneur V	entures (IV)					
Results for 6 months Ended 30 June 2010	Malaysia	Papua New Guinea & Solomon island	Oleochemicals	Rubber based products	Biodiesel	Foods and Restaurants	Shipping services	Other IV	Inv. property	Associated companies	Others	Elimination (Discontinued operation)	Consolidated
	RM'000	RM'000	RM'000	RM'000	RM'000	RM'000	RM'000	RM'000	RM'000	RM'000	RM'000	RM'000	RM'000
Operating revenue	274,172	687,958	590,250	4,302	22,295	1,457,931	34,560	95,337	3,816	-	14,447	(590,250)	2,594,818
Segment results	66,051	163,889	(778)	(1,542)	(23,847)	128,682	(2,181)	3,926	1,682	607	(11,990)	778	325,277
Interest income	1,942	412	-	3	-	-	-	3	-	-	880	-	3,240
Finance costs	(16,580)	(9,432)	(4,475)	-	(718)	(4,560)	(1,585)	(514)	-	-	(933)	4,475	(34,322)
Profit before tax	51,413	154,869	(5,253)	(1,539)	(24,565)	124,122	(3,766)	3,415	1,682	607	(12,043)	5,253	294,195

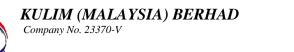
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# PART A: EXPLANATORY NOTES PURSUANT TO FRS 134

# A9. Segmental Information (continued)

	Pla	ntation		Manufacturing			Intrapreneur V	entures (IV)				
Assets and Liabilities As at 30 June 2011	Malaysia	Papua New Guinea & Solomon island	Oleochemicals	Rubber based products	Biodiesel	Foods and Restaurants	Shipping services	Other IV	Inv. property	Associated companies	Others	Consolidated
	RM'000	RM'000	RM'000	RM'000	RM'000	RM'000	RM'000	RM'000	RM'000	RM'000	RM'000	RM'000
Segment assets Unallocated corporate assets	2,995,577	3,849,216	-	5,391	39,537	2,432,555	389,229	116,622	94,503	18,278	17,817 182,857	9,958,725 182,857
Total assets	2,995,577	3,849,216	-	5,391	39,537	2,432,555	389,229	116,622	94,503	18,278	200,674	10,141,582
Segment liabilities	108,271	1,180,886	-	4,265	124,970	812,862	285,735	127,472		-	383,826	3,028,287
Unallocated corporate liabilities	171,516	709,932	-	-	-	57,617	-	-	-	-	10,879	949,944
Total liabilities	279,787	1,890,818	-	4,265	124,970	870,479	285,735	127,472	-	-	394,705	3,978,231

	Pla	ntation		Manufacturing			Intrapreneur V	entures (IV)				
Assets and Liabilities As at 31 December 2010		Papua New Guinea & Solomon island	Oleochemicals	Rubber based products	Biodiesel	Foods and Restaurants	Shipping services	Other IV	Inv. property	Associated companies	Others	Consolidated
	RM'000	RM'000	RM'000	RM'000	RM'000	RM'000	RM'000	RM'000	RM'000	RM'000	RM'000	RM'000
Segment assets Unallocated corporate assets	2,815,523	3,141,165	-	5,654	44,713 -	2,353,332	377,123 -	105,875	94,503	56,610	37,133 214.061	9,031,631 214,061
Total assets	2,815,523	3,141,165	-	5,654	44,713	2,353,332	377,123	105,875	94,503	56,610	251,194	9,245,692
Segment liabilities Unallocated corporate liabilities	453,097 172,997	1,239,925 462,410	-	3,743	125,401 -	790,468 55,452	273,776 -	117,316 -	-	- -	8,365	3,012,091 690,859
Total liabilities	626,094	1,702,335	-	3,743	125,401	845,920	273,776	117,316	-	-	8,365	3,702,950



### PART A: EXPLANATORY NOTES PURSUANT TO FRS 134

#### A10. Valuation of Property, Plant and Equipment

The carrying value of land and estate development expenditure for the Group except those located overseas, is based on valuation carried out on 31<sup>st</sup> December 1997 by an independent qualified valuer using the open market method of valuation to reflect their fair value. However, in 2006, the Group changed its accounting policy on estate development expenditure in Malaysia from valuation model to cost model by stating the estate development expenditure to its initial cost and the change effect from the adoption of FRS 117 Leases. Other than changes resulting from these changes in accounting policy the carrying value was brought forward without any amendment.

#### A11. Material Events Subsequent to the End of the Interim Period

On 16<sup>th</sup> August 2011 the Company announced two proposals which are:

- a) Proposed acquisition of plantation assets from Johor Corporation ("JCorp") by Mahamurni Plantations Sdn Bhd ("MPSB"), a wholly-owned subsidiary of Kulim, of six (6) estates (together with all buildings and mills (including their plant and machineries) erected thereon), all located in the state of Johor with a total land area measuring approximately 13,687 hectares for a total cash consideration of RM700 million.
- b) Proposed conditional take-over offer to acquire all the remaining ordinary shares of RM1.00 each in Sindora not already owned by Kulim for a cash offer price of RM3.00 per offer share.

#### A12. Changes in the Composition of the Group

On 29 June 2011, QSR Berhad announced that it has incorporated a wholly-owned subsidiary as a Labuan Offshore company, QSR Captive Insurance Limited.

On 2 August 2011, KFCH announced that it had through KFC Marketing Sdn Bhd entered into a Sale and Purchase of Shares incorporating Shareholders' Agreement with Ayamazz Sdn Bhd and Mohamed Hashim bin Mohd Kamil ("Intrapreneur").

The agreement enables the Intrapreneur to subscribe/purchase ordinary shares representing up to 25% equity interest in Ayamazz Sdn Bhd arising from the implementation of the Group's Intrapreneur Scheme.

#### A13. Changes in Contingent Liabilities or Contingent Assets

Since the last Balance Sheet date, there were no material changes in contingent liabilities and contingent assets.

# PART A: EXPLANATORY NOTES PURSUANT TO FRS 134

# A14. Capital Commitment

Authorised capital expenditures not provided for in the financial statements as at 30 June 2011 are as follows:

	RM'000
Contracted Not contracted	57,236 300,602
	357,838

# A15. Impairment of Assets

There were no significant impairment losses recognised by the Company and the Group during the quarter.

# A16. Related Party Disclosures

Significant transaction within the Group between Kulim (Malaysia) Berhad and its subsidiaries are as follows:-

	3 months ended		6 months ended	
	30.06.2011	30.06.2010	30.06.2011 30.06.201	
	RM '000	RM '000	RM '000	RM '000
Group				
Ultimate holding corporation				
Johor Corporation			_	
- Agency fee received	75	30	150	210
- Sales of oil palm fresh fruit bunches	-	10,432	_	20,869
- Purchasing and sales commission received	696	882	1,229	1,712
- Planting advisory and agronomy fee received	43	14	87	58
- Computer charged received	30	6	63	35
- Inspection fee received	8	10	15	25
- Rental payable	157	157	314	314

### B1. Review of the Performance of the Company and Its Principal Subsidiaries

#### Group Results and update

The Group recorded higher revenue at RM3.459 billion for the cumulative quarters under review compared to the corresponding period in 2010 revenue of RM2.595 billion, a 33.34% increase.

The Group recorded PBT of RM738 million for the cumulative quarters 2011 compared to PBT of RM294.195 million for the corresponding period in 2010, a 150.8% increase.

#### Operational results

#### Plantations:

#### (i) Plantation Operation - Malaysia

The Group's FFB production for the current quarter 2011 is at 165,765mt compared to the corresponding period in 2010 of 137,124mt, a 20.89% increase.

The Group's cumulative FFB production for the cumulative quarters ending June 2011 is at 281,380mt. This is 11.70% higher compared to the FFB production for the corresponding period in 2010.

The Group's OER for the cumulative quarters 2011 is at 20.16% compared to 20.38% for the corresponding period in 2010.

Total FFB processed by the Group mills for the cumulative quarters 2011 is at 426,798mt which is 14.24% higher compared to the corresponding period in 2010. Total FFB processed is inclusive of crops purchased from outside the Group.

Group FFB produced and processed includes those produced and processed for the cumulative quarters by Sindora Berhad of 40,180/85,139 mt respectively compared to 35,688/74,113 mt in the corresponding period in 2010.

Malaysian plantation operation achieved CPO and PK cumulative price averages of RM3,286 and RM2,685 per mt respectively for the cumulative quarters in 2011 compared to RM2,476 and RM1,414 per mt for CPO and PK respectively for the corresponding period in 2010.

#### (ii) Plantation Operation - Papua New Guinea & Solomon Islands

NBPOL Group produced 459,038 mt FFB in the current quarter 2011 which is 15.76% higher compared to the corresponding period in 2010. Together with crops purchased from outside the Group, NBPOL Group processed 643,284 mt FFB for the current quarter which is 15.66% higher compared to the corresponding period in 2010.

The Group's cumulative FFB production for the cumulative quarters ending June 2011 is at 932,856mt. This is 37.78% higher compared to the FFB production for the corresponding period in 2010. FFB processed for the cumulative quarters is at 1,295,230mt which is 36.37% higher compared to the corresponding period in 2010.

Contribution to NBPOL Group FFB production from GPPOL for the cumulative quarters ending June 2011 is at 63,907mt which is 0.06% lower than the contribution to the corresponding period in 2010.



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# PART B: EXPLANATORY NOTES PURSUANT TO APPENDIX 9B OF THE MAIN MARKET LISTING REQUIREMENTS OF BURSA MALAYSIA SECURITIES BERHAD

### B1. Review of the Performance of the Company and Its Principal Subsidiaries (continued)

#### (ii) Plantation Operation - Papua New Guinea & Solomon Islands

Contribution to NBPOL Group FFB production from RAMU for the cumulative quarters ending June 2011 is at 43,141mt compared to 37,206mt in the corresponding period in 2010 which is 15.95% increase.

Contribution to NBPOL Group FFB production from KULA for the cumulative quarters ending June 2011 is at 323,035mt compared to 108,286mt in the corresponding period in 2010 which is 198.32% increase. KULA's result was first consolidated from May 2010 onwards, upon completion of acquisition in end of April 2010.

NBPOL Group OER for the cumulative quarters 2011 is at 22.99% which is 3.18% higher than the Group OER for the corresponding period in 2010. OER of NBPOL, RAMU, GPPOL and KULA are at 23.24%, 25.55%, 22.04% and 22.44% respectively.

NBPOL Group achieved CPO price averages of USD1,122 per mt for the cumulative quarters 2011 compared to USD792 per mt achieved for the corresponding period in 2010.

#### Foods and Restaurants:

QSR group registered consolidated revenue of RM1,605.3 million for the cumulative quarters 2011,representing an increase of 10.11% over prior year corresponding period of RM1,457.9 million.

QSR registered consolidated profit before tax of RM129.4 million in the cumulative quarters 2011 as against previous year corresponding period of RM124.1 million. Earnings per share increased by 3.2% from 18.02 sen in prior year to 18.60 sen in the current period.

KFC Holdings (Malaysia) Berhad registered revenue of RM1,334.3 million for the cumulative quarters, representing a growth of 10.6% over prior year corresponding period of RM1,206.9 million. The KFC restaurants segment registered a 12.4% revenue growth to RM1,010.0 million (2010: RM898.4 million) while the Integrated Poultry segment recorded a 7.1% revenue growth to RM272.8 million (2010: RM254.7 million).

KFCH registered a profit before tax of RM105.6 million for the cumulative quarters 2011 as against previous year's corresponding period of RM102.2 million.

#### Intrapreneuer Ventures (IV)

The revenue from the IV section ex shipping services grew to RM124 million for the cumulative quarters under review, a 30.12% increase compared to the corresponding period in 2010. The section recorded an improved performance with profit before tax of RM4.5 million for the cumulative quarters 2011. (2010: RM3.42 million)

The shipping section revenue grew to RM78.1 million for the cumulative quarters under review, a 125.98% higher compared to the corresponding period in 2010 due to contribution by newly acquired subsidiary, Orkim and much improved performance of EA Technique under Sindora Group. The section recorded a profit before tax of RM5.88 million for the cumulative quarters 2011. (2010: loss of RM3.8 million)

### B1. Review of the Performance of the Company and Its Principal Subsidiaries (continued)

#### **Property Investment:**

The Company's office tower, the Menara Ansar in Johor Bahru recorded a surplus for the cumulative quarters 2011 of RM1.756 million compared to a surplus of RM1.68 million for the corresponding period in 2010.

### B2. Material Changes in the Quarterly Results

The Oil Palm sector recorded higher revenue and profits for the cumulative quarters due to better Palm products prices and higher ffb production compared to the corresponding period last year.

The Foods and Restaurant Group registered a turnover of RM825.6 million in the current quarter, an increase of 12.6% over previous year corresponding period of RM733.2 million. The Group registered a profit before tax of RM65.7 million in the current quarter as against RM64.1 million in the prior year corresponding period. The improved performance in the current quarter was primarily due to the better contributions from its KFC operations in Malaysia and its Singapore's Pizza Hut operations.

# **B3.** Current Year Prospects

Palm products prices were traded higher this year todate compared to prices over the corresponding period in 2010. Although prices have since fallen by almost 8% to the cumulative average prices recorded at the end of 2nd quarter, the remaining quarters, are nonetheless, expected to perform well due to the forecasted improved FFB production during the period.

The cropping outlook from NBPOL appears to be increase in production and higher prices of palm products will expects the results for the remaining quarters of the current financial year to be better than the current quarter.

The Foods and Restaurants Group is taking several initiatives to develop and introduce new products with value propositions in mind to drive transactions at the Group's operating network. The Group will continue to implement its plan of increasing revenue and profitability by enhancing customer experience, increasing the restaurants network, expanding business activities, developing better cost efficiencies and improving productivity at all its restaurants, manufacturing and production facilities.

The shipping business have registered much improvement as all the vessels ordered have been progressively delivered to the oil majors on term charter which are currently operating smoothly.

Based on the above generally positive outlook, the board is confident that 2011 will be another good year for the Group.

#### B4. Profit Forecast/Profit Guarantee

The Company is not subject to any profit forecast or profit guarantee requirement.

# KULIM (MALAYSIA) BERHAD Company No. 23370-V

Interim report for the financial year ending 31 December 2011

# PART B: EXPLANATORY NOTES PURSUANT TO APPENDIX 9B OF THE MAIN MARKET LISTING REQUIREMENTS OF BURSA MALAYSIA SECURITIES BERHAD

### B5. Taxation

	3 MONTHS ENDED		6 MONTH	IS ENDED
	30.06.2011 RM'000	30.06.2010 RM'000	30.06.2011 RM'000	30.06.2010 RM'000
Current Taxation -Malaysia -Overseas	(40,519) 34,637	(20,596) (25,169)	(67,795) (41,179)	(42,358) (45,759)
	(5,882)	(45,765)	(108,974)	(88,117)
Transfer to deferred Taxation -Malaysia -Overseas	(10,856) (73,456)	814 -	(12,165) (73,456)	(2,192)
	(84,312)	814	(85,621)	(2,192)
Total	(90,194)	(44,951)	(194,595)	(90,309)

Effective tax rate is higher than the official tax rates applicable to the Group Companies at their respective geographical locations. Certain disallowance on expenses at subsidiaries contributed to the higher tax provision.

#### B6. Sale of Unquoted Investments and/or Properties

There was no sale of unquoted investments and properties during the year.

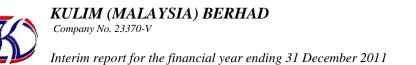
# B7. Financial Assets at Fair Value (Quoted Securities)

(a) The particulars of purchase or disposal of quoted securities (substantially on short term money market trust funds) are as follows:-

	3 MONTHS ENDED	6 MONTHS ENDED	
	30.06.2011	30.06.2011	
	RM'000	RM'000	
Total Purchase consideration	45,053	102,540	
Total Sale proceeds	(2,716)	(189,360)	
Total Profit/(Loss) on Disposals	43	2,234	

(b) Investment as at 30 June 2011.

	Held as Long Term Investments RM'000	Held as Current Assets RM'000	TOTAL RM'000
At cost	135,845	61,213	197,058
At carrying value/ market value	166,343	59,878	226,221



### B8. Status of Uncompleted Corporate Announcement

The Company and its subsidiaries announced on the following corporate events not yet completed at the last report date and their status at the date of this report are as follows:

- i. Announcement made by Kulim (Malaysia) Berhad.
  - a) On 13<sup>th</sup> November 2007 the Company announced on a proposed Collaboration with PNG Sustainable Development Program Limited to jointly undertakes oil palm feasibility studies in Kamusie, Papua New Guinea ("Collaboration").
    - Collaboration agreement with PNG Sustainable Development Program Limited was signed on 5<sup>th</sup> December 2007.
    - At the date of this report there were no significant developments over this matter.
  - b) The Company had on 16<sup>th</sup> August proposed acquisition of plantation assets from Johor Corporation ("JCorp") by Mahamurni Plantations Sdn Bhd ("MPSB"), a wholly-owned subsidiary of Kulim, of six (6) estates (together with all buildings and mills (including their plant and machineries) erected thereon), all located in the state of Johor with a total land area measuring approximately 13,687 hectares for a total cash consideration of RM700 million.

The conditional sale and purchase agreements ("SPA") are as follows:

- (i) a SPA between MPSB and Johor Corporation ("JCorp") for the proposed acquisition of the oil palm plantation land (together with all buildings erected thereon together with assets, equipments, appliances, and plant and machineries located within the oil palm plantation) known as "Sungai Papan Estate" for a total cash consideration of RM183,300,000;
- (ii) a SPA between MPSB and JCorp Hotels and Resorts Sdn Bhd ("JHRSB") (formerly known as Kumpulan Penambang (J) Sdn Bhd), a wholly-owned subsidiary of JCorp, for the proposed acquisition of the oil palm plantation land (together with all buildings erected thereon together with assets, equipments, appliances, and plant and machineries located within the oil palm land) known as "Part of Siang Estate" for a total cash consideration of RM191,600,000;
- (iii) a SPA between MPSB and JCorp for the proposed acquisition of the land currently planted with oil palm cultivation (together with all buildings and palm oil mill ("Pasir Panjang Mill") erected thereon (together with assets, equipments, appliances, and plant and machineries located within the land and Pasir Panjang Mill)) known as "Part of Pasir Panjang Estate" for a total cash consideration of RM71,783,000;
- (iv) a SPA between MPSB and Johor Foods Sdn Bhd ("JFSB"), a wholly-owned subsidiary of JCorp, for the proposed acquisition of the land currently planted with oil palm cultivation (together with all buildings and palm oil mill ("Palong Mill") erected thereon (together with assets, equipments appliances, and plant and machineries located within the land and Palong Mill)) known as "Mungka, Kemedak and Palong Estate" for a total cash consideration of RM253,317,000.



### B8. Status of Uncompleted Corporate Announcement (continued)

- c) On 16<sup>th</sup> August 2011 the Company announced on a proposed conditional takeover offer to acquire all the remaining ordinary shares of RM1.00 each in Sindora not already owned by Kulim for a cash offer price of RM3.00 per offer share.
- ii. Announcement made by Sindora Berhad (Sindora), a subsidiary of the Company; As at end of its previous group quarterly report and up to the date of this report Sindora made uncompleted corporate proposals announcement as follows;
  - a) The Company had on 27 December 2007 announced in respect of the conditional Sale & Purchase Agreement entered into between the Company and KFC Holdings (Malaysia) Bhd ("KFCH") to dispose a piece of land (including all factory, building, structures, infrastructure and facilities built or erected on the land) measuring 20.533 acres that forms part of a leasehold industrial land (expiring on 30 January 2041) held under document of title HS(D) 2276, PTD 1384, Mukim Hulu Sungai Johor, Kota Tinggi, Johor for RM6.15 million cash.

There were several extensions of the condition precedents fulfilment period that had been mutually agreed by both parties and announced accordingly. The latest announcement was made on 25 March 2011 to further extend the condition precedents fulfilment period until 25 September 2011.

b) The Company had on 27 February 2008 proposed leased of up to twenty (20) acres or 871,200 square feet of an area of land within Tanjung Langsat Port identified as PLO 46, Tanjung Langsat Industrial Complex, Mukim of Sungai Tiram, District of Johor Bahru, State of Johor by Johor Shipyard and Engineering Sdn. Bhd. (JSESB) from Tanjung Langsat Port Sdn. Bhd. (TLPSB) (a wholly owned subsidiary of Johor Corporation) for a period of 30 years for a total lease rental of up to RM21.78 million or RM25 per square feet.

Later, on 28 March 2011 the parties to the Agreement of Lease had mutually agreed as follows:

- (i) Extend the condition precedents fulfilment period to 28 September 2011;
- (ii) Extend the delivery of Plot 1 to 42 months from the date of the Agreement for Lease; and
- (iii) Extend the delivery of Plot 2 to 46 months from the date of the Agreement for Lease.



### B8. Status of Uncompleted Corporate Announcement (continued)

Subsequently, on 2 June 2011, TLPSB issued a notice to JSESB to terminate the Agreement for Lease due to JSESB's failure to obtain the necessary approvals from the relevant authorities to build a shipyard on the proposed site. Therefore, the Proposed Lease of Tanjung Langsat Land has been aborted.

- c) On 11 May 2009, the Company issued an offer letter to dispose its entire 35% shareholding in MM Vitaoils Sdn Bhd (MMV) to En Mazlan Muhammad (MM), the controlling shareholder and Managing Director of MMV for a cash consideration of RM13.5 million. Currently both parties are in the midst of negotiation for a review of the terms and conditions of the disposal.
- iii. Announcement made by KFC Holdings (Malaysia) Bhd., a subsidiary of QSR Brands Berhad, as subsidiary of the Company;
  - a) KFCH had on 27 December 2007 announced the purchase of a piece of land (including all factories, buildings, structures, infrastructure and facilities built or erected on the land) measuring 20.533 acres that forms part of a leasehold industrial land (expiring on 30 January 2041) held under document of title HS (D) 2276, PTD 1384, Mukim Hulu Sungai Johor, Kota Tinggi, Johor for a cash consideration of RM6,150,000.
    - KFCH is in the midst of completing the Condition Precedents as defined in the Sale and Purchase Agreement with Sindora Berhad, a member of Johor Corporation Group of Companies.
  - b) KFCH had on 10 July 2008 announced the purchase of a part of the land measuring 1.18 acres held under HS(D) 367670 PTD104984, in the Mukim of Tebrau, Daerah Johor Bahru, Johor, via its wholly-owned subsidiary, SPM Restaurants Sdn Bhd for a cash consideration of RM4,034,963.
    - KFCH had on 18 September 2009 announced that KFCH and Damansara Realty (Johor) Sdn Bhd, the Vendor, have mutually agreed that the Sale and Purchase Agreement have been varied with the execution of the Supplemental Sale and Purchase Agreement on 18 September 2009.
  - c) KFCH had on 5 November 2008 announced the purchase of a piece of agricultural land measuring 400 acres in area being part of Lot PTD 9374 HS(D) 41897, Mukim Bukit Batu, District of Kulaijaya, State of Johor Darul Takzim, via its wholly-owned subsidiary, Ayamas Food Corporation Sdn Bhd for a cash consideration of RM10,400,000.
    - KFCH is in the midst of completing the Condition Precedents as defined in the Sale and Purchase Agreement with Johor Corporation.
  - d) KFCH on 11 July 2011 announced the purchase of part of the freehold vacant commercial land measuring approximately 3.095 acres or 134,818 sq ft on part of Lot PTD 156352 (previously under part of Lot 84134) located within Bandar Dato' Onn ("BDO") ("Parcel 2") at a total consideration of RM9,167,624.00 or RM68.00 per sq.

KFCH is in the midst of completing the Condition Precedents as defined in the Sale and Purchase Agreement with Johor Land Berhad, a member of Johor Corporation Group of Companies.

# **B9.** Borrowings and Debt Securities

			As at 30-Jun-11 RM'000	As at 31-Dec-10 RM'000
Term loan				
Secured:	- denominated in RM - denominated in USD - denominated in Kina		915,532 711,917 102,887	831,042 707,463 104,758
Unsecured	<ul><li>denominated in RM</li><li>denominated in USD</li><li>denominated in Kina</li><li>denominated in SDR</li></ul>		202,856 - 33,330 11,628	171,530 3,313 30,623 11,628
Less:	- due within 12 months (reclassified to short term	m borrowings)	(176,384)	(929,336)
Total Term l	oan		1,801,766	931,020
Other short t	erm borrowings:			
Bank Overdra	ft - Secure - Unsecu		- 8,716	23,021 9,900
Revolving cree		d	100,015	21,200
Banker's acco	eptance - Secure - Unsecu		12,112	9,412
Finance lease	e liabilities - Secure - Unsecu		2,099 571	2,043 497
Total -Short	term borrowings		123,513	66,074
Term loan (re	classified)		176,384	929,336
Total Borrov	rings		2,101,663	1,926,430

# B10. Material Litigation, Claims and Arbitration

There were no material litigations, claims and arbitration outstanding.

# B11. Dividend Proposed

The was no dividend payment proposed during the quarter.

# B12. Earnings Per Share ("EPS")

Basic earnings per share
Net profit for the period
Weighted average no of
share in issue
Basic earnings per share

CURRENT QUARTER		CUMULATIVE QUARTERS		
1 APR - 30 JUN 1 APR - 30 JUN		1 JAN - 30 JUN	1 JAN - 30 JUN	
2011	2010	2011	2010	
RM'000	RM'000	RM'000	RM'000	
146,290	14,658	273,389	76,554	
1,249,817	312,349	1,249,817	312,349	
11.70	4.69	21.87	24.51	

# **B13.** Currency Translation

The exchange rates used for each unit of the currencies in the Group for the current financial period are:

	THIS YEAR CURRENT QUARTER		PRECEEDING YEAR CORRESPONDING QUARTER	
	MTH-END RATE	AVERAGE RATE	MTH-END RATE	AVERAGE RATE
Day of the King (King)	4 2 420	4 2044	4.40/5	4 2502
Papua New Guinea Kina (Kina)	1.3420	1.3011	1.1965	1.2592
United Kingdom Pound Sterling (GBP)	4.8625	4.8177	4.9205	5.1913
United States of America Dollar (USD)	3.0265	3.0558	3.2715	3.3504
EUR	4.3785	4.2336	3.9835	4.4494
Singapore Dollar (S\$)	2.4558	2.4231	2.3283	2.3844
Solomon Islands Dollar (SBD)	0.3976	0.3995	0.3892	0.3910

### B14. Realised and unrealised profits or losses

Pursuant to Paragraph 2.06 and 2.23 of Bursa Malaysia Main Market Listing Requirements, the breakdown of retained profits of the Group as at the reporting date, is as follows:

	As at 30 June 2011 RM'000	As at 31 Dec 2010 RM'000
The retained earnings of the Group is made up as follows:-		
- Realised	2,728,444	2,425,958
- Unrealised	(752,273)	(636,451)
	1,976,171	1,789,507
Add: Consolidation adjustments	183,342	183,342
	2,159,513	1,972,850

By Order of the Board KULIM (MALAYSIA) BERHAD

IDHAM JIHADI BIN ABU BAKAR, MAICSA 7007381 NURALIZA BINTI A. RAHMAN, LS 0008565 (Secretaries)

Dated: 26 August 2011