

# CONDENSED CONSOLIDATED BALANCE SHEET AS AT 30 SEPTEMBER 2008

	Unaudited as at end of Current Quarter 30.9.2008 RM'000	Audited as at Preceding Financial Year End 31.12.2007 RM'000
Non-current assets		
Property, plant and equipment	510,944	466,193
Plantation development expenditure	946,678	920,371
Prepaid lease payments	962,820	673,102
Investment in associated companies	20,827	19,791
Investment in joint venture	1,444	-
Other investments	5,578	5,926
Goodwill on consolidation Deferred tax assets	91,140 8,287	87,281 15,378
Deletted tax assets	2,547,718	2,188,042
	2,047,710	2,100,042
Current assets Inventories	200.450	245 240
Trade and other receivables	309,159 420,339	215,219 411,938
Amount owing by related companies	2,607	12,898
Amount owing by related companies  Amount owing by associated companies	601	12,090
Assets held for sale	804	804
Tax recoverable	13,133	11,217
Deposits placed with licensed banks	108,243	76,362
Cash and bank balances	23,815	65,580
	878,701	794,018
<u>Current liabilities</u>		
Trade and other payables	266,140	158,978
Amount owing to related companies	1,071	4
Amount owing to associated company	20,782	19,445
Borrowings Retirement benefit obligations	622,346	428,808 283
Tax payable	20,974	2,986
ran payable	931,313	610,504
Net current assets/(liabilities)	(52,612)	183,514
,	2,495,106	2,371,556
Share capital	296,471	296,471
Reserves	290,471	290,471
Share premium	84,171	84,171
Exchange reserves	27,399	27,639
Capital reserves	5,761	5,761
Retained profits	927,439	849,878
	1,044,770	967,449
Equity attributable to equity holders of the Company	1,341,241	1,263,920
Minority interests	364,031	304,376
Total equity	1,705,272	1,568,296
Non-current liabilities		
Borrowings	549,539	589,298
Deferred tax liabilities	234,390	208,554
Retirement benefit obligations	5,905	5,408
	789,834	803,260
	2,495,106	2,371,556
Net assets per share attributable to		
ordinary equity holders of the Company (RM)	4.52	4.26

(The Condensed Consolidated Balance Sheet should be read in conjunction with the Annual Financial Report for the financial year ended 31 December 2007)



# CONDENSED CONSOLIDATED INCOME STATEMENT FOR THE FINANCIAL PERIOD ENDED 30 SEPTEMBER 2008

(The figures have not been audited)

	Individu Current Year Quarter 30.9.2008 RM'000	al Quarter Preceding Year Corresponding Quarter 30.9.2007 RM'000	Cumulativ Current Year To Date 30.9.2008 RM'000	re Quarter Preceding Year To Date 30.9.2007 RM'000
Revenue	515,800	451,516	1,386,772	1,236,125
Other operating income	4,201	1,596	9,579	10,772
Operating expenses	(407,760)	(343,712)	(1,093,533)	(1,078,298)
Profit from operations	112,241	109,400	302,818	168,599
Finance costs	(13,011)	(10,105)	(35,666)	(30,935)
Share of results of associated company	-	-	-	8
Share of results of Joint Venture	1,394	-	1,394	
Profit before taxation	100,624	99,295	268,546	137,672
Taxation	(31,249)	(33,906)	(78,919)	(39,343)
Profit for the period	69,375	65,389	189,627	98,329
Profit for the period attributable to:-				
Equity holders of the Company	47,258	41,318	128,020	73,416
Minority interests	22,117	24,071	61,607	24,913
	69,375	65,389	189,627	98,329
Earnings per share attributable to equity holder	rs of the Company	y:-		
Basic (sen)	15.94	13.94	43.18	24.76
Fully diluted (sen)	*	14.59	*	25.40

<sup>\*</sup> Amount not presented due to 'anti-dilutive'

(The Condensed Consolidated Income Statement should be read in conjunction with the Annual Financial Report for the financial year ended 31 December 2007)



# CONDENSED CONSOLIDATED STATEMENT OF CHANGES IN EQUITY FOR THE FINANCIAL PERIOD ENDED 30 SEPTEMBER 2008

(The figures have not been audited)

	<		ttributable to E on-Distributab	Equity Holders o	of the Compan Distrib	£	>		
	Share Capital RM'000	Share Premium RM'000	Capital reserves RM'000	Exchange Reserves RM'000	Capital Reserves RM'000	Retained Profits RM'000	Total RM'000	Minority Interests RM'000	Total Equity RM'000
At 1 January 2008	296,471	84,171	3,684	27,639	2,077	849,878	1,263,920	304,376	1,568,296
Exchange differences on translation, representing net gain not recognised in the income statement	-	-	-	(240)	-	-	(240)	-	(240)
Net gain recognised directly in equity	-	-	-	(240)	-	-	(240)	-	(240)
Profit for the period		-	-	-	-	128,020	128,020	61,607	189,627
Total recognised income and expenses for the period	-	-	-	-	-	128,020	127,780	61,607	189,387
Acquisition of subsidiary Company Dividend	-	-	-	-	-	(50,459)	(50,459)	5,153 (7,105)	5,153 (57,564)
At 30 September 2008	296,471	84,171	3,684	27,399	2,077	927,439	1,341,241	364,031	1,705,272
At 1 January 2007	296,471	84,171	3,684	22,505	2,077	749,842	1,158,750	248,987	1,407,737
Exchange differences on translation	-	-	-	(4,223)	-	-	(4,223)	(8)	(4,231)
Gain/(loss) on dilution of interest in subsidiaries	-	-	-	-	-	-	-	-	-
Net gain/(loss) recognised directly in equity	-	-	-	(4,223)	-	-	(4,223)	(8)	(4,231)
Profit for the period		-		-	-	73,416	73,416	24,913	98,329
Total recognised income and expenses for the period	-	-	-	(4,223)	-	73,416	69,193	24,905	94,098
Disposal of Investment in subsidiaries	-	-	-	8,841	-	-	8,841	(1,625)	7,216
Dividend	-	-	-	-	-	(47,613)	(47,613)	-	(47,613)
At 30 September 2007	296,471	84,171	3,684	27,123	2,077	775,645	1,189,171	272,267	1,461,438

(The Condensed Consolidated Statement of Changes in Equity should be read in conjunction with the Annual Financial Report for the financial year ended 31 December 2007)



# CONDENSED CONSOLIDATED CASH FLOW STATEMENT FOR THE FINANCIAL PERIOD ENDED 30 SEPTEMBER 2008

(The figures have not been audited)

	Current Year To Date 30.9.2008 RM'000	Preceding Year To Date 30.9.2007 RM'000
CASH FLOWS FROM OPERATING ACTIVITIES		
Profit before taxation	268,546	137,672
Adjustments for:	0.4.400	<b>70.100</b>
Non-cash items	84,198	79,429
Non-operating items	15,117	29,523
Operating profit before changes in working capital	367,861	246,624
Net change in current assets	(132,227)	(54,324)
Net change in current liabilities	98,553	14,432
Interest, retirement benefit and tax paid	(58,453)	(62,985)
Net cash flows from operating activities	275,734	143,747
CASH FLOWS FROM INVESTING ACTIVITIES		
Equity investments	(255,472)	17,488
Other investments	(135,020)	(88,401)
Net cash flows used in investing activities	(390,492)	(70,913)
CASH FLOWS FROM FINANCING ACTIVITIES		
Bank borrowings	153,779	(111,604)
Dividend paid	(48,904)	(47,613)
Increase in deposits pledged with licensed banks	57	(41)
Net cash flows (used in)/from financing activities	104,932	(159,258)
NET DECREASE IN CASH AND CASH EQUIVALENTS	(9,826)	(86,424)
CASH AND CASH EQUIVALENTS AT BEGINNING OF PERIOD	141,306	170,181
EFFECT OF EXCHANGE RATE CHANGES	-	(606)
CASH AND CASH EQUIVALENTS AT END OF PERIOD	131,480	83,151
Cash and cash equivalents at the end of the financial year comprise the following:-		
Deposits placed with licensed banks (excluding deposits pledged)	107,665	37,051
Cash and bank balances	23,815	46,100
Cash and Dain Daidhces	23,013	40,100
	131,480	83,151

(The Condensed Consolidated Cash Flow Statement should be read in conjunction with the Annual Financial Report for the financial year ended 31 December 2007)



#### A. NOTES TO THE INTERIM FINANCIAL REPORT

### 1. Basis of Preparation

The interim financial report is unaudited and has been prepared in accordance with FRS 134 "Interim Financial Reporting" and Chapter 9, Part K of the Listing Requirements of Bursa Malaysia Securities Berhad ("Bursa Securities").

The interim financial report should be read in conjunction with the audited financial statements of the Group for the financial year ended 31 December 2007.

### 2. Changes in Accounting Policies

The accounting policies and methods of computation adopted for the interim financial statements are consistent with those adopted by the Group in the audited financial statements for the year ended 31 December 2007 except for the adoption of the following revised Financial Reporting Standards ("FRS"):-

FRS 107	Cash Flow Statements
FRS 111	Construction Contracts
FRS 112	Income Taxes
FRS 118	Revenue
Amendment to FRS 121	The Effects of Changes in Foreign Exchange Rates – Net Investment in a Foreign Operation
FRS 120	Accounting for Government Grants and Disclosure of Government Assistance
FRS 134	Interim Financial Reporting
FRS 137	Provisions, Contingent Liabilities and Contingent Assets

The adoption of FRS 107, 112, 118, Amendment to FRS 121, FRS 134 and FRS 137 does not have any significant financial impact to the Group. FRS 111 and FRS 120 are not applicable to the Group's operations.



### 3. Seasonal or Cyclical Factors

The operations of the Group are not affected by any seasonal or cyclical factors other than the plantation operation, which is affected by the fluctuating commodity prices and seasonal production of fresh fruit bunches.

#### 4. Unusual Items

There was no unusual item for the current quarter and financial year to date.

### 5. Changes in Estimates

There was no change in estimates of amounts reported in prior quarters of the current financial year or change in estimates of amounts reported in prior financial year that has a material effect in the current quarter.

### 6. Changes in Debt and Equity Securities

There has been no issuance, repurchase and repayment of debt and equity securities during the current financial year to date other than the RM190 million raised from the issuance of Murabahah Commercial Papers/Medium Term Notes by TPB to part-finance the subscription of 100,000,000 new ordinary shares of RM1 each in Kongsi Meriah (M) Sdn Bhd at a total subscription price of RM268.0 million.



## 7. Dividends Paid

Dividend paid during the current financial year to date are as follows:-

Ordinary shares:	Current Year To Date RM'000	Preceding Year Corresponding Period RM'000
Final dividend of 13 sen per share less 26% income tax (2007: 12 sen per share less 27% income tax) proposed in previous year, paid in current year	28,520	25,971
Interim dividend for current year of 10 sen per share less 26% income tax (2007: 10 sen per share less 28% income tax)	21,939	21,642
	50,459	47,613



## 8. Segmental Reporting

Current Year To Date	Manufacturing & Trading RM'000	Plantation RM'000	Others RM'000	Total RM'000
Revenue				
External sales	657,768	728,883	121	1,386,772
Results				
Segment results	47,938	255,097	9,362	312,397
Unallocated income				2,941
Unallocated expenses				(12,520)
Profit from operations			_	302,818
Finance costs				(35,666)
Share of results of				
Joint Venture				1,394
Profit before taxation			_	268,546
Taxation				(78,919)
Profit for the period			<u>-</u>	189,627



### 9. Material Subsequent Events

There was no material event subsequent to the end of the current quarter.

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

There was no change in the composition of the Group during the current financial year other than the following:-

(a) On 30 April 2007, Tradewinds Plantation Berhad (TPB) entered into a conditional Subscription Agreement for the proposed subscription of 100,000,000 new ordinary shares of RM1.00 each in Tradewinds Corridor Sdn Bhd ("TCSB") (formerly known as Kongsi Meriah (M) Sdn Bhd) at a total subscription price of RM268 million. The proposed subscription was completed on 18 March 2008 and thereafter TCSB became a 99.9% subsidiary of the Company.

The subscription does not have a material effect on the results of the Group for the current financial year to date.

The details of net assets acquired are as follows:-

	Acquiree's carrying amount RM'000	Fair value RM'000
Prepaid lease payments for land	277,344	277,344
Other receivable	6	6
Bank balances	179	179
Other payables	(9,529)	(9,529)
Total net assets/Total cost of acquisition	268,000	268,000

(b) On 7 December 2007, Amalan Penaga (M) Sdn Bhd, a wholly-owned subsidiary of the TPB, entered into an agreement to acquire 70% equity interest in Usaha Wawasan Sdn. Bhd. ("UWSB") comprising 700,000 ordinary shares of RM1 each for a cash consideration of RM15,882,428. The acquisition was completed on 31 January 2008.

The acquisition does not have a material effect on the results of the Group for the current financial year to date.



The details of net assets acquired are as follows:-

	Acquiree's carrying amount RM'000	Fair value RM'000
Prepaid lease payments for land Other payables Deferred tax liabilities	22,593 (38) (5,379)	22,593 (38) (5,379)
Total net assets	17,176	17,176
Less: Minority interest		(5,153)
Group's share of net assets Goodwill on consolidation		12,023 3,859
Total cost of acquisition		15,882

(c) On 29 April 2008, TPB entered into a conditional Share Sale Agreement with CB Industrial Product Holding Berhad ("CBIP") to acquire 50% equity interest in Pride Palm Oil Mill Sdn Bhd ("PPOM") comprising 50,000 ordinary shares of RM1 each at a cash consideration of RM50,000 ("Proposed PPOM Acquisition"). The paid-up capital of PPOM will eventually be raised to RM20 million, which will be subscribed equally by CBIP and TPB.

TPB and CBIP have agreed to utilise PPOM as the 50:50 joint venture vehicle to acquire Solar Green Sdn Bhd ("SGSB") and to take over SGSB's oil palm cultivation and palm oil production operations ("Proposed SGSB Acquisition"). With regard to the Proposed SGSB Acquisition, PPOM has on 17 March 2008, entered into a conditional Share Sale Agreement with Tradewinds Resources Sdn Bhd (a subsidiary of TPB) to acquire the entire interest in SGSB comprising 16,250,004 ordinary shares of RM1 each for a cash consideration of RM10.

Both the Proposed PPOM Acquisition and the Proposed SGSB Acquisition were completed on 1 August 2008.



## 11. Capital Commitments

The amount of capital commitments not provided for in the interim financial statements as at 30 September 2008 are as follows:-

as at 30 September 2008 are as follows:-	RM'000
Property, plant and equipment	
- Approved and contracted for	109,960
- Approved and not contracted for	207,520
Share of capital commitment of	
Jointly controlled entity	12,723
	330,203

## 12. Contingent Liabilities and Contingent Assets

The contingent liabilities as at 30 September 2008 are as follows:-

	RM'000
Corporate guarantee for credit facilities granted to	139
third parties under "Skim Industri Pertanian"	

There are no contingent asset as at 30 September 2008.



# B. ADDITIONAL INFORMATION REQUIRED BY THE LISTING REQUIREMENTS OF BURSA SECURITIES

#### 1. Review of Performance

For the current quarter under review, the Group achieved revenue of RM515.8 million representing an increase of RM64.3 million as recorded in the corresponding period last year. The increase in revenue during the quarter under review was mainly due to the higher CPO and PK selling prices that was achieved by the Plantation Division.

The Group's profit before taxation increased by RM1.3 million to RM100.6 million for the current quarter as compared to RM99.3 million as recorded in the preceding year's corresponding quarter.

# 2. Material Changes in Profit Before Taxation for the Quarter Reported as Compared with the Immediate Preceding Quarter

	Quarter Reported	Immediate Preceding	
	On RM'000	Quarter RM'000	Increase RM'000
Profit before taxation	100,624	86,132	14,492

During the current quarter under review, the Group recorded an increase of RM14.5 million in profit before taxation as compared to the immediate preceding quarter. The increase in profit before taxation was mainly contributed by both the Plantation and Manufacturing Divisions.



### 3. Prospects

The financial performance of the Plantation Division in 2008 is expected to be better than 2007 based on the prevailing average prices of palm products and the expected increase in plantation yields.

The Manufacturing and Trading Division is expected to be facing a more challenging year as compared to last year in view of the current economic situation resulting in lower selling prices and higher freight charges affecting the sugar refining and trading business globally.

The Directors however expect the performance of the Group for the financial year ending 31 December 2008 to be better than 2007, based on the expected better performance of the Plantation Division.

#### 4. Variance on Forecast Profit/Shortfall in Profit Guarantee

Not applicable.

#### 5. Taxation

Taxation comprises:-

	Current Year Quarter RM'000	Current Year To Date RM'000
Income tax	21,811	51,437
Deferred tax	9,438	27,482
	31,249	78,919

The taxation charge of the Group for the current quarter and financial year to date reflects an effective tax rate which is higher than the statutory income tax rate mainly due to unrecognized tax losses of certain subsidiary companies which are not available for group relief.

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

There was no sale of unquoted investments during the current quarter and financial year to date.



# 7. Quoted Securities Other Than Securities in Existing Subsidiaries and Associated Company

- (a) The was no purchase and disposal of quoted securities.
- (b) Investments in quoted securities as at the reporting period were as follows:-

		KM.000
(i)	at cost	37,772
(ii)	at carrying value	5,083
(iii)	at market value	7,835

#### 8. (a) Status of Corporate Proposals

The status of corporate proposals announced but not completed as at 27 November 2008, being the latest practicable date, are as follows:-

(a) The merger exercise between the Group's plantation business with Johor Tenggara Oil Palm Berhad (JTOP) Group was completed on 28 February 2006. The approval of the merger exercise by the Securities Commission ("SC") was subject to compliance of certain conditions imposed on the landed properties involved in the merger. The SC had, vide its letter dated 11 January 2008, approved the Company's application for extension of time up to 31 December 2008 to comply with the following outstanding conditions:-



		Beneficial   Condition and			
No.	Property	owner	extension of time	Status of compliance	
	PT No. 803, Mukim of Hulu Jabur, District of Kemaman, Terengganu (181.41 ha of oil palm plantation known as Ladang Bukit Sah)	Uni-Agro Plantations (Trengganu) Sdn Bhd ("Uni-Agro")	The company is to obtain the approval for the change of express conditions, from "Ternakan Air/Tanaman Buahbuahan", to those suitable for the current use of the land, which is currently planted with oil palm.  The SC had vide its letter dated 11 January 2008 approved the Company's application for extension of time for compliance is up to 31 December 2008 to comply with the outstanding condition.	Application for the change of express conditions for PT No. 803 was submitted to the Pejabat Pengarah Tanah dan Galian Terengganu ("PPTGT") on 24 October 2004.  The PPTGT had on 30 June 2005 informed Uni-Agro that its application for the change of express conditions had been postponed until the proposed land acquisition for the East Coast Expressway by the State Government of Terengganu which involves, amongst others, a part of the land held under PT No. 803 is completed.  Uni-Agro had received Borang E, Akta Pengambilan Tanah, 1960 (Seksyen 10) dated 2 September 2007 for the compulsory acquisition of 68.3940 ha out of PT No. 803.  Uni-Agro had on 3 June 2008 received a letter of rejection for the change of express conditions from Pejabat Tanah Kemaman dated 2 January 2008.  Subsequently, Uni-Agro on 14 July 2008 submitted a letter of appeal to Pejabat Tanah Kemaman and is awaiting their decision.	

## (b) Status of Utilisation of Proceeds Raised from Corporate Proposal

There was no corporate proposal involving fund raising.



## 9. Group Borrowings and Debt Securities

Group borrowings as at the end of the reporting period are as follows:-

	RM'000
Long Term Borrowings	
Secured term loans	428,551
Unsecured term loan	65,000
Sukuk Ijarah	210,000
Less: Current portion of long term borrowings	(154,012)
	549,539
Short Term Borrowings	
Secured	
- Revolving credit	56,000
- Murabahah Commercial Paper/Medium Term Notes	190,000
	246,000
Unsecured	
- Revolving credit	126,000
- Bankers' acceptance	96,334
	222,334
Current portion of long term borrowings	154,012
	622,346
Total	1,171,885

### 10. Off Balance Sheet Financial Instruments

There were no off balance sheet financial instruments as at 27 November 2008, being the latest practicable date.



### 11. Changes in Material Litigation

There was no pending material litigation as at 27 November 2008, being the latest practicable date.

#### 12. Dividend

The Board of Directors does not recommend any dividend for the period ended 30 September 2008.

### 13. Earnings Per Share

### (a) Basic earnings per share

The calculation of basic earnings per share for the current year to date is based on the profit for the financial year attributable to equity holders of the Company of RM128,019,875 and the number of ordinary shares outstanding during the current year to date of 296,470,484.

### (b) Diluted earnings per share

Currently, there are potential TPB ordinary shares comprising RM160,000,000 nominal value 10-year 3% irredeemable convertible unsecured loan stocks ("TPB ICULS") that were issued on 28 February 2006. The profit for the period attributable to equity holders of the Company used in computing the diluted earnings per share has been adjusted as follows:-

	Current Year To Date RM'000
Profit attributable to equity holders of the Company	128,020
Effect of assumed conversion of TPB ICULS	6,200
Profit attributable to equity holders of the Company including assumed conversion of TPB ICULS	134,220

As the diluted earnings per share is derived from the assumed conversion of the TPB ICULS, it does not affect the issued share capital of the Company. Thus, the number of ordinary shares used in computing the diluted earnings per share is the same as that used in computing the basic earnings per share.

The amount derived is "anti-dilutive" as at 30 September 2008.



### BY ORDER OF THE BOARD

MOHAMAD AFFENDI BIN YUSOFF (LS007158) SAKINAH BINTI ABDUL KADIR (MAICSA 7000087) Company Secretaries

Kuala Lumpur 26 November 2008