

**CONDENSED CONSOLIDATED BALANCE SHEET
AS AT 31 MARCH 2009**

	Unaudited as at end of Current Quarter 31.03.2009 RM'000	Audited as at Preceding Financial Year End 31.12.2008 RM'000
Non-current assets		
Property, plant and equipment	534,644	527,463
Plantation development expenditure	990,954	972,413
Prepaid lease payments	957,309	959,199
Investment in associated companies	20,717	20,832
Investment in joint venture	10,624	13,102
Other investments	5,081	4,954
Goodwill on consolidation	91,140	91,140
Deferred tax assets	15,595	12,655
	<u>2,626,064</u>	<u>2,601,758</u>
Current assets		
Inventories	366,178	334,922
Trade and other receivables	398,393	392,197
Assets held for sale	452	454
Tax recoverable	14,400	14,185
Deposits placed with licensed banks	55,077	50,929
Cash and bank balances	32,911	55,197
	<u>867,411</u>	<u>847,884</u>
Current liabilities		
Trade and other payables	236,554	214,281
Amount owing to associated company	20,071	20,186
Borrowings	737,812	702,452
Retirement benefit obligations	575	458
Tax payable	1,694	4,661
	<u>996,706</u>	<u>942,038</u>
Net current (liabilities)/assets	<u>(129,295)</u>	<u>(94,154)</u>
	<u>2,496,769</u>	<u>2,507,604</u>
Share capital	296,471	296,471
Reserves		
Share premium	84,171	84,171
Exchange reserves	26,391	26,967
Capital reserves	5,761	5,761
Retained profits	968,547	960,154
	<u>1,084,870</u>	<u>1,077,053</u>
Equity attributable to equity holders of the Company	1,381,341	1,373,524
Minority interests	359,568	364,257
Total equity	<u>1,740,909</u>	<u>1,737,781</u>
Non-current liabilities		
Borrowings	519,433	532,912
Deferred tax liabilities	230,714	231,198
Retirement benefit obligations	5,713	5,713
	<u>755,860</u>	<u>769,823</u>
	<u>2,496,769</u>	<u>2,507,604</u>
Net assets per share attributable to ordinary equity holders of the Company (RM)	<u>4.66</u>	<u>4.63</u>



**CONDENSED CONSOLIDATED INCOME STATEMENT
FOR THE FINANCIAL PERIOD ENDED 31 MARCH 2009**
(The figures have not been audited)

	Individual Quarter		Cumulative Quarter	
	Current Year Quarter 31.03.2009 RM'000	Preceding Year Corresponding Quarter 31.03.2008 RM'000	Current Year To Date 31.03.2009 RM'000	Preceding Year To Date 31.03.2008 RM'000
Revenue	354,564	435,028	354,564	435,028
Other operating income	53,921	2,761	53,921	2,761
Operating expenses	(385,700)	(345,408)	(385,700)	(345,408)
Profit from operations	22,785	92,381	22,785	92,381
Finance costs	(11,522)	(10,591)	(11,522)	(10,591)
Share of results of Joint Venture	(2,477)	-	(2,477)	-
Profit before taxation	8,786	81,790	8,786	81,790
Taxation	(5,047)	(24,590)	(5,047)	(24,590)
Profit for the period	3,739	57,200	3,739	57,200
Profit for the period attributable to:-				
Equity holders of the Company	8,393	37,815	8,393	37,815
Minority interests	(4,654)	19,385	(4,654)	19,385
	3,739	57,200	3,739	57,200
Earnings per share attributable to equity holders of the Company:-				
Basic (sen)	2.61	13.39	2.61	13.39

**CONDENSED CONSOLIDATED STATEMENT OF CHANGES IN EQUITY
FOR THE FINANCIAL PERIOD ENDED 31 MARCH 2009**
(The figures have not been audited)

	-----> Attributable to Equity Holders of the Company <-----								
	Share Capital RM'000	Non-Distributable			Distributable		Total RM'000	Minority Interests RM'000	Total Equity RM'000
		Share Premium RM'000	Capital reserves RM'000	Exchange Reserves RM'000	Capital Reserves RM'000	Retained Profits RM'000			
At 1 January 2009	296,471	84,171	3,684	26,967	2,077	960,154	1,373,524	364,257	1,737,781
Exchange differences on translation, representing net gain not recognised in the income statement	-	-	-	(576)	-	-	(576)	(35)	(611)
Net gain recognised directly in equity	-	-	-	(576)	-	-	(576)	(35)	(611)
Profit for the period	-	-	-	-	-	8,393	8,393	(4,654)	3,739
Total recognised income and expenses for the period	-	-	-	-	-	8,393	8,393	(4,654)	3,739
At 31 March 2009	296,471	84,171	3,684	26,391	2,077	968,547	1,381,341	359,568	1,740,909
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	-	-	-	1,196	-	-	1,196	-	1,196
Net gain/(loss) recognised directly in equity	-	-	-	1,196	-	-	1,196	-	1,196
Profit for the period	-	-	-	-	-	37,815	37,815	19,385	57,200
Total recognised income and expenses for the period	-	-	-	1,196	-	37,815	39,011	19,385	58,396
Acquisition of subsidiary Company	-	-	-	-	-	-	-	5,153	5,153
At 31 March 2008	296,471	84,171	3,684	28,835	2,077	887,693	1,302,931	328,914	1,631,845



**CONDENSED CONSOLIDATED CASH FLOW STATEMENT
FOR THE FINANCIAL PERIOD ENDED 31 MARCH 2009**

(The figures have not been audited)

	Current Year To Date 31.03.2009 RM'000	Preceding Year To Date 31.03.2008 RM'000
CASH FLOWS FROM OPERATING ACTIVITIES		
Profit before taxation	8,786	81,790
Adjustments for:		
Non-cash items	26,103	21,607
Non-operating items	<u>(155)</u>	<u>4,958</u>
Operating profit before changes in working capital	34,734	108,355
Net change in current assets	<u>(37,452)</u>	<u>(14,427)</u>
Net change in current liabilities	21,927	9,122
Interest, retirement benefit and tax paid	<u>(13,959)</u>	<u>(19,314)</u>
Net cash flows from operating activities	<u>5,250</u>	<u>83,736</u>
CASH FLOWS FROM INVESTING ACTIVITIES		
Equity investments	-	(255,305)
Other investments	<u>(45,272)</u>	<u>(22,773)</u>
Net cash flows used in investing activities	<u>(45,272)</u>	<u>(278,078)</u>
CASH FLOWS FROM FINANCING ACTIVITIES		
Bank borrowings	22,202	160,659
Net cash flows from financing activities	<u>22,202</u>	<u>160,659</u>
NET DECREASE IN CASH AND CASH EQUIVALENTS	(17,820)	(33,683)
CASH AND CASH EQUIVALENTS AT BEGINNING OF PERIOD	99,812	141,306
CASH AND CASH EQUIVALENTS AT END OF PERIOD	<u>81,992</u>	<u>107,623</u>
Cash and cash equivalents at the end of the financial year comprise the following:-		
Deposits placed with licensed banks (excluding deposits pledged)	49,081	71,314
Cash and bank balances	32,911	36,309
	<u>81,992</u>	<u>107,623</u>



A. NOTES TO THE INTERIM FINANCIAL REPORT

1. Basis of Preparation

The interim financial report is unaudited and has been prepared in accordance with Financial Reporting Standard ("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 2008.

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 financial year ended 31 December 2008.

The following FRSs and Issues Committee ("IC") Interpretation were in issue but not yet effective and have not been adopted by the Group :-

FRS 4	Construction Contracts
FRS 7	Financial Instruments: Disclosures
FRS 8	Operating segments
FRS 139	Financial Instruments: Recognition and Measurement
IC Interpretation 9	Reassessment of Embedded Derivatives
IC Interpretation 10	Interim Financial Reporting and Impairment

FRS 4 is not applicable to the Group's operations. The Group is exempted from disclosing the possible impact, if any, to the financial statement upon first adoption of FRS 139. The other FRSs and IC Interpretation are not expected to have significant impact on the financial statements of the Group upon their initial adoption except for changes in disclosures arising from the adoption of FRS 7 and FRS 8.



3. Seasonal or Cyclical Factors

The operations of the Group are not affected by any seasonal or cyclical factors other than the plantation operations, which are 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.

5. Changes in Estimates

There was no 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 RM50 million raised from the issuance of Murabahah Commercial Papers/Medium Term Notes by Tradewinds Plantation Berhad ("TPB") to part-finance the development of the Group's plantations and for working capital requirement.

7. Dividends Paid

There was no dividend paid during the current quarter.

8. Segmental Reporting

Current Year To Date	Manufacturing & Trading	Plantation	Others	Total
	RM'000	RM'000	RM'000	RM'000
Revenue				
External sales	207,436	147,463	(335)	354,564
Results				
Segment results	21,598	6,875	(4,194)	24,280
Unallocated income				394
Unallocated expenses				(1,888)
Profit from operations				22,786
Finance costs				(11,522)
Share of results of Joint Venture				(2,477)
Profit before taxation				8,786
Taxation				(5,047)
Profit for the period				3,739

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 quarter.

11. Capital Commitments

The amount of capital commitments not provided for in the interim financial statements as at 31 March 2009 were as follows:-

	RM'000
Property, plant and equipment	
- Approved and contracted for	110,148
- Approved and not contracted for	282,322
	392,470

12. Contingent Liability and Contingent Asset

The contingent liability as at 31 March 2009 was as follows:-

	RM'000
Corporate guarantee for credit facilities granted to third parties under "Skim Industri Pertanian"	9
	9

There was no contingent asset as at 31 March 2009.



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

1. Review of Performance

For the quarter under review, the Group's revenue decreased to RM354.6 million from RM435.0 million as compared to the corresponding quarter last year. The decrease in revenue was mainly due to the decline in crude palm oil and palm kernel selling prices during the quarter under review. The decrease in revenue coupled with higher operating expenses and share of loss in a jointly controlled entity had resulted in a significant decrease in profit before tax by RM73.0 million during the current quarter as compared to profit before tax of RM81.8 million for the same quarter last year.

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

	Quarter Reported On RM'000	Immediate Preceding Quarter RM'000	Decrease RM'000
Profit before taxation	<u>8,786</u>	<u>24,907</u>	<u>16,121</u>

The Group recorded significant decrease in profit before taxation of RM16.1 million as compared to profit before taxation of RM24.9 million in the immediate preceding quarter. The substantial decrease in profit was mainly due to lower production of fresh fruit bunches, which is a norm in the industry in the early part of the year and share of loss in a jointly controlled entity.



3. Prospects

In view of the global economic slowdown and the lower prices of oil palm products, the business environment of the Plantation Division for the financial year ending 31 December 2009 is expected to be challenging.

The Manufacturing and Trading Division is also experiencing thinning margins for the financial year ending 2009 as a result of increasing costs.

Nevertheless, the Board of Directors expect the results for the financial year ending 31 December 2009 to improve in the remaining periods of the current financial year on the back of the prevailing prices of palm products coupled with the forecast increase in production in the remaining quarters.

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	8,463	8,463
Deferred tax	(3,416)	(3,416)
	<u>5,047</u>	<u>5,047</u>

The Group recorded a higher effective tax rate as compared with the statutory income tax rate of 25% mainly due to benefits from tax losses that are yet to be recognised in certain loss making subsidiaries.

6. Sale of Unquoted Investments and/or Properties

There was no sale of unquoted investments and/or properties during the current quarter.



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

(a) There was no purchase or disposal of quoted securities.

(b) Investments in quoted securities as at the reporting period were as follows:-

	RM'000
(i) at cost	37,155
(ii) at carrying value	4,973
(iii) at market value	10,699

8. (a) Status of Corporate Proposals

Except as disclosed below, there was no corporate proposal announced but not completed as at 27 May 2009, being the latest practicable date:-

The merger exercise between the plantation subsidiaries of Tradewinds (M) Berhad and Johore Tenggara Oil Palm Berhad 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 of the Group, which have been complied with except for:-

No.	Property	Beneficial owner	Condition and extension of time	Status of compliance
	PT No. 803, Mukim of Hulu Jabur, District of Kemaman, Terengganu (181.41 ha, part of oil palm plantation known as Ladang Bukit Sah)	Uni-Agro Plantations (Terengganu) Sdn Bhd ("Uni-Agro")	<p>The company is to obtain the approval for the change of express conditions, from "Tanaman Buah-buahan", to those suitable for the current use of the land, which is currently planted with oil palm.</p> <p>The SC had vide its letter dated 22 December 2008 approved the Company's application for extension of time for compliance is up to 31 December 2010 to comply with the outstanding condition.</p> <p>The approval of the SC is conditional upon the following:-</p> <p>I) The Company is to announce the status of compliance to Bursa Malaysia Securities Berhad every 6 months; and</p> <p>II) The Company or CIMB Investment Bank Berhad is to inform the SC of the status of compliance once the announcement has been made to Bursa Malaysia Securities Berhad.</p>	<p>Application for the change of express conditions was submitted to the Pejabat Pengarah Tanah dan Galian Terengganu ("PPTGT") on 24 October 2004.</p> <p>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 is completed.</p> <p>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.</p> <p>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.</p> <p>Subsequently, Uni-Agro had on 14 July 2008 submitted a letter of appeal to Pejabat Tanah Kemaman followed by another letter on 6 January 2009. No response was received from Pejabat Tanah Kemaman as at 15 May 2009, being the latest practicable date.</p>

(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
<u>Long Term Borrowings</u>	
Secured term loans	384,945
Unsecured term loan	65,000
Sukuk Ijarah	210,000
Less: Current portion of long term borrowings	(140,512)
	<u>519,433</u>
<u>Short Term Borrowings</u>	
Secured	
- Revolving credit	104,000
- Murabahah Commercial Paper/Medium Term Notes	150,000
	254,000
Unsecured	
- Revolving credit	170,500
- Bankers' acceptance	172,800
	343,300
Current portion of long term borrowings	140,512
	<u>737,812</u>
Total	<u>1,257,245</u>

All the above borrowings are denominated in Ringgit Malaysia.



10. Off Balance Sheet Financial Instruments

As at 27 May 2009, being the latest practicable date, the Group has the following crude palm oil ("CPO") swap contract:-

	Notional Amount RM'000	Effective Period
CPO Floating to Fixed Swap	16,000	May 2009 to December 2009

This CPO swap contract was entered into with the objective of managing and hedging the exposure of the Group's revenue and cash flows against adverse price movements of CPO.

The associated credit risk is minimal as this contract was entered into with a reputable bank. Gains or losses arising from this contract are deferred until the settlement dates of such transactions, at which time they are included in the measurement of such transactions.

11. Material Litigation

There was no material litigation as at 27 May 2009, being the latest practicable date.

12. Dividend

The Board of Directors does not recommend any dividend for the quarter ended 31 March 2009.



13. Earnings Per Share

(a) Basic earnings per share

The earnings per share is calculated after taking into consideration of 100 million new ordinary shares arising from the mandatory conversion on the maturity date of Tradewinds Plantation Berhad's 160,000,000 ICULS ("TPB ICULS") of RM1.00 each issued on 28 February 2006.

Net profit for the financial year attributable to equity holders of the Company used in computing the earnings per share has been adjusted as follows:

	Current Year To Date RM'000	Prior Year To Date RM'000
Profit attributable to equity holders of the Company	8,393	37,815
Effect of assumed conversion of TPB ICULS	(656)	1,871
Profit attributable to equity holders of the Company including assumed conversion of TPB ICULS	7,737	39,686

The Group's weighted average number of ordinary shares in issue during the financial year is 296,470,484 (2007: 296,470,484).

- (b) There is no diluted earnings per share as the Company does not have any potential dilutive ordinary shares to be issued at the end of the quarter.

BY ORDER OF THE BOARD

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

Kuala Lumpur
 27 May 2009