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## 5. INFORMATION ON THE KLR GROUP

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### 5.1 INCORPORATION AND PRINCIPAL ACTIVITIES

KLR was incorporated in Malaysia on 15 April 1975 under the Companies Act, 1965 as a private limited company under the name OSB. OSB changed its name to Kim Loong Resources Sdn Bhd on 15 July 1999. It was subsequently converted into a public limited company and assumed its present name on 2 August 1999.

The Company's principal activities are investment holding and cultivation of oil palm and cocoa. In expanding its business activities, KLR acquired KLPO, KLC and OMSB as part of its restructuring and flotation exercise leading to listing of and quotation for the entire issued and paid-up share capital of KLR on the Main Board of the KLSE.

### 5.2 HISTORY OF KLR GROUP

#### 5.2.1 Plantation Division

SKL, the ultimate holding company of KLR Group, was incorporated in Malaysia on 11 August 1967. The founders, the late Gooi Liak Kuang and Loo Geok Eng, purchased a 1,000-acre old rubber plantation near Ulu Tiram, Johor. They took the bold entrepreneurial step of replanting 100 acres of old rubber trees into oil palm in 1968. At that time, the government had just started to encourage the planting of oil palm. However, apart from some big foreign owned plantations, not many estate owners were willing to switch from the well-established rubber industry to the new oil palm industry with an uncertain future. There were only two palm oil mills in operation within 100 miles radius from the estate. Marketing of the oil palm fruit faced a high risk of poor returns. After struggling with unfavourable conditions for several years, prospects of the oil palm industry began to brighten from 1972 to 1978 with more mills being established and the market for palm oil expanded in third world countries. SKL continued to replant the old rubber fields into oil palm under the management of the founders and by their children when they later returned from their studies in Canada.

By 1978, the shareholders of SKL consisted of the founders, the late Gooi Liak Kuang, Loo Geok Eng and their children. SKL continues to be under the sole ownership of the Gooi family. All members of the family who are also directors of SKL have been well exposed to the oil palm plantation business over the past 20 years.

In 1981, SKL purchased several parcels of land in Sabah under its wholly owned subsidiaries, SSB, SuESB and Sykt KFS. Cocoa was first planted on the land followed by oil palm in order to diversify the risk. The acreage of plantation land in Sabah increased steadily from 1,000 acres in 1982 to approximately 28,000 acres presently with the following acquisitions:

## 5. INFORMATION ON THE KLR GROUP (Cont'd)

Table 1: Acquisitions of Plantation Land in Sabah

Estate Names	Date of Acquisition	Acreage	Crop
Selokan	24/07/81	300.10	Oil Palm
Suhenson	24/07/81	253.30	Oil Palm / Cocoa
Kong Fen Shin	24/07/81	411.50	Oil Palm / Cocoa
Lokan	27/03/85	602.30	Oil Palm
Okidville	26/02/90	979.16	Oil Palm
Ku Fui Foon	07/09/92	200.30	Oil Palm
Hsiang Garden	16/12/92	849.80	Oil Palm
Sepang Tani	13/08/93	978.00	Oil Palm
Kalpakam	15/07/94	749.70	Oil Palm
Sui Ching Kuan	06/01/95	199.80	Oil Palm
Borplants	06/07/96	234.91	Oil Palm
Desa Kim Loong Plantations	22/04/97	4,000.00	Oil Palm
Okidville Holding	01/05/98	6,850.00	Oil Palm
	21/01/2000	389.00	Oil Palm
Desa Okidville	01/05/98	10,781.00	Oil Palm
Desa Kim Loong Palm Oil	01/05/98	70.00	Oil Palm
<b>Total</b>		<b>27,848.87</b>	

Gooi Seong Chneh and Lee Fook Wing were primarily responsible for the development of the Sabah land from secondary jungle into oil palm plantations.

From 1985, the 1,000 acres estate in Ulu Tiram, Johor was sold to subsidiary companies of SKL, namely Panaromic Housing Development Sdn Bhd, Panaromic Industrial Development Sdn Bhd and Crescendo Development Sdn Bhd, which are involved in the development of housing and industrial estates. Some of these subsidiary companies were subsequently listed on the Main Board of Kuala Lumpur Stock Exchange under a holding company, Crescendo Corporation Berhad ("CCB").

In 1992, SKL acquired two parcels of oil palm estate of 1,875 acres in Kota Tinggi, Johor under KLPSB. One parcel of land of 843 acres was subsequently sold to Ambok Resorts Development Sdn Bhd, a wholly owned subsidiary of CCB. The other parcel of 1,032 acres is still being operated as an oil palm plantation. However, it will not be included in the Restructuring and Listing Scheme because it has been zoned by the Johor State Authority as a resort area.

Recently, in order to rationalize its operations, SKL went through a series of restructuring exercises. Under the restructuring scheme, SKL transferred the whole of its plantation operations in Sabah to OSB in 1997. As a result, LDSB, SSB, SuESB and Sykt KFS became the wholly owned subsidiaries of OSB. OSB purchased Ku Fui Foon, Hsiang Garden and Sepang Tani from KLPSB, whilst Kalpakam, Sui Ching Kuan and Borplants were purchased from SKL. In total, OSB owned approximately 5,759 acres in Sandakan, Sabah.

In 1998, OSB entered into a joint venture with Korporasi Pembangunan Desa ("KPD") of the Sabah State Government to develop a 4,000-acre plantation land in Telupid, Sandakan under its subsidiary, DKLPSB, in which OSB owns 70% of the shares and KPD 30%.

KLC and OHSB were set up in 1998 under SKL for the purpose of acquiring 17,731 acres of plantation lands in Sook, Keningau. Under OHSB, two joint-venture companies, DOSB and DKLPO, were formed for the purpose of undertaking the plantation and oil mill operations in a joint venture with Desa Cattle (S) Sdn Bhd.

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**5. INFORMATION ON THE KLR GROUP (Cont'd)**

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In January 2000, OHSB acquired 389 acres of plantation land in Sook, Keningau, which is located near the abovementioned 17,731 acres.

**5.2.2 Mill Division**

The Gooi family comprised of the late Gooi Liak Kuang, Loo Geok Eng and their children, together with some friends, incorporated KLPO in 1977. The shareholdings and the Board of Directors have not changed significantly since the company commenced operation in 1982. A 30 metric tonnes ("MT") FFB per hour palm oil mill was constructed on the land belonging to SKL at Ulu Tiram, Johor between 1980-1981. It was immediately profitable in the first year of operation. A subsidiary company, SESB was incorporated in 1982 to undertake palm kernel crushing in order to fully utilise the excess power generated by the palm oil mill. The palm oil milling capacity was expanded to 45 MT FFB per hour in 1991. Over the years, KLPO has built up a good reputation as a competitive and financially strong company.

Environmental issues arose in 1993 when the lands surrounding the mill were fully developed into housing estates and the residents complained about the smoke and dust emitted. KLPO incorporated another subsidiary, KLPOM, in 1993 with the intention of relocating the mill.

KLPOM started with three shareholders namely, KLPO, KPFB Holdings Sdn Bhd, (a subsidiary of FELCRA), and Unibase Manufacturing Sdn Bhd ("UMSB") (currently known as OMSB), an investment holding company owned by members of the Gooi family. KLPOM purchased a piece of land measuring 60 acres near Kota Tinggi, Johor. Construction of a new mill began in October 1995 after all the necessary approvals from the various government authorities were received and the new mill started operation in July 1996. The land is suitable as it has a sloping terrain with a river running through it to supply water to the mill. The land is next to the highway connecting Johor Bahru to the East Coast States of Pahang, Terengganu and Kelantan. It is surrounded by a large area of oil palm plantations and smallholders. It is also near to the large population center of Kota Tinggi, but sufficiently far away so as not to risk being surrounded by housing development in the near future. KPFB Holdings Sdn Bhd was required under the joint venture agreement to supply 10,000 MT FFB per month to KLPOM. However, they were unable to achieve the target and agreed to sell their shareholdings to KLPO and UMSB in October 1997. UMSB changed its name to OMSB on 17 July 1999.

KLPOM began operation with a capacity of 60 MT FFB per hour. Expansion to 100 MT FFB per hour commenced almost immediately thereafter and KLPO ceased its milling operations. SESB's operation also underwent an expansion from 120 MT PK per day to 240 MT PK per day in 1997.

One strong factor that enables the mill to operate at a very high throughput is the availability of spare machinery within the two processing lines. In KLPOM, at any one time, at least one line with capacity of 60 MT FFB per hour will be operational. KLPOM has also invested a large amount of money in implementing the most up-to-date effluent treatment system. KLPOM was the first palm oil mill to utilize sequential batch reactor to treat the digested effluent in order to meet the limits set by the Department of Environment for discharge of treated effluent into rivercourse.

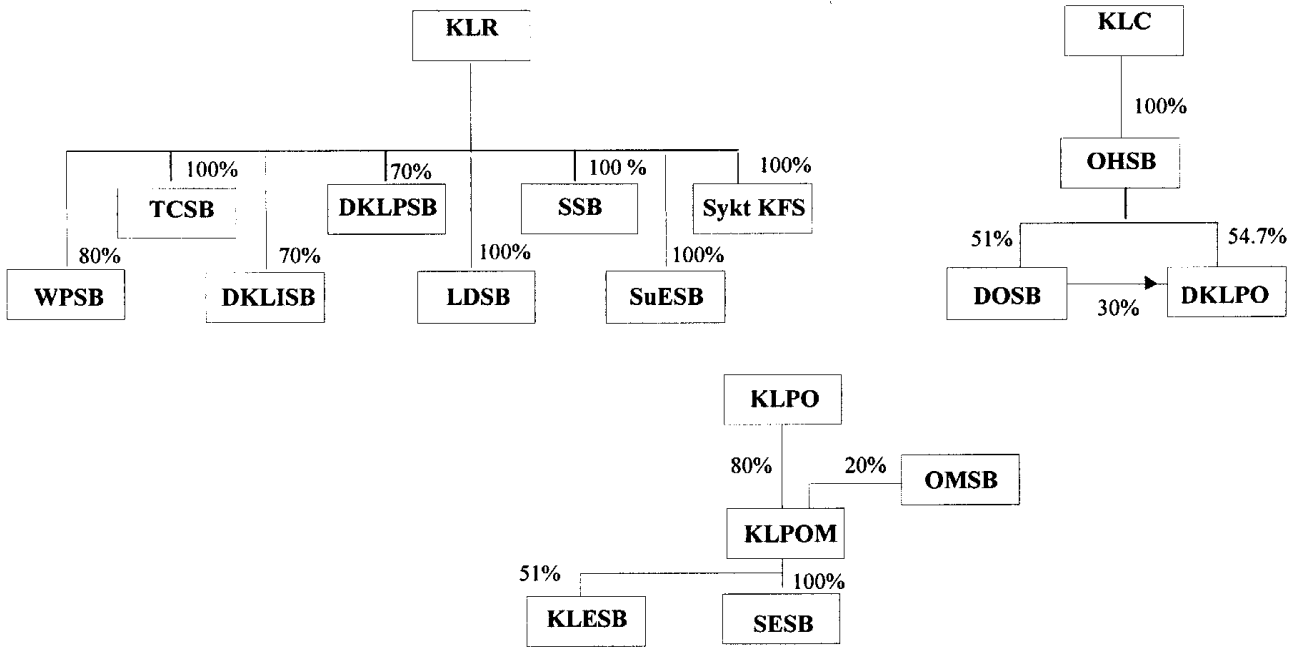
As can be seen from the above history on the plantation and milling operations, the ultimate holding company, SKL, and its directors have a lot of experience in the oil palm plantation and milling businesses. This experience and expertise will definitely contribute to the continued growth and profitability of the KLR Group of companies.

5. INFORMATION ON THE KLR GROUP (Cont'd)

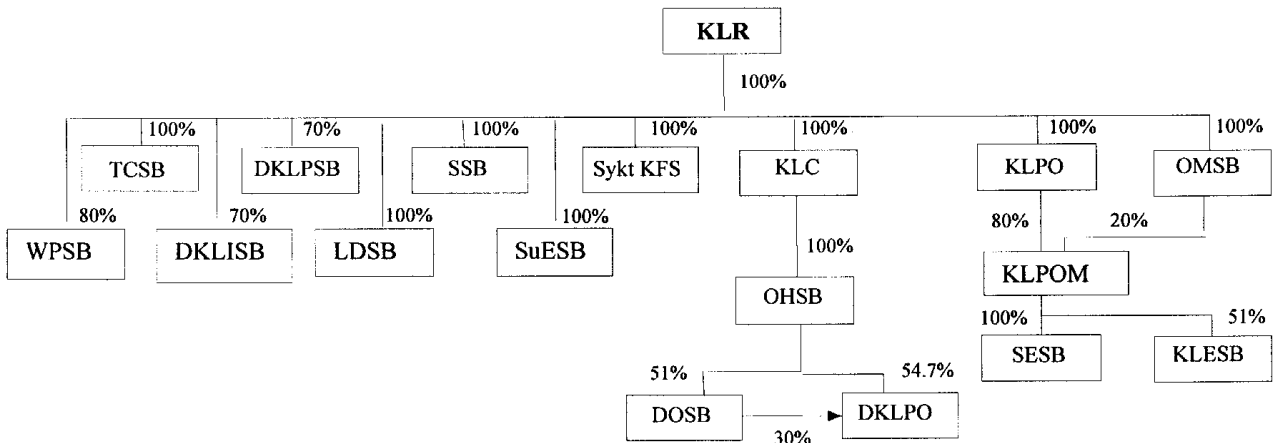
5.3 BUSINESS OVERVIEW

5.3.1 Group Structure

Before the Restructuring and Listing Scheme

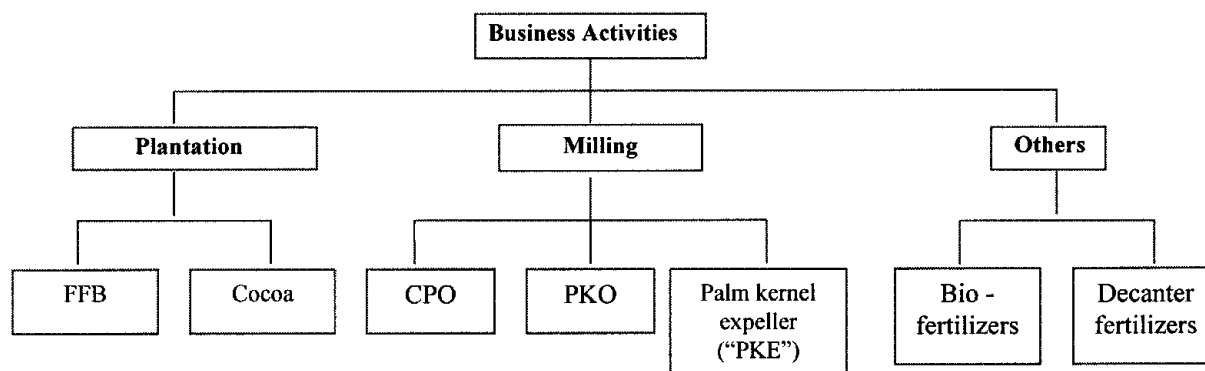


After the Restructuring and Listing Scheme



## 5. INFORMATION ON THE KLR GROUP (Cont'd)

### 5.3.2 Principal Activities And Products



The principal activities of KLR Group can be broadly classified into two main operations, i.e. plantation and milling operations as detailed below:

#### (i) Plantation Operations

The plantation arms of KLR Group consists of KLR, DKLPSB, OHSB and DOSB. Under the plantation division, there are a total of five (5) estates or locations, two (2) in Labuk-Sugut and Kinabatangan, Sabah, namely Lokan Division and Main Division, one in Telupid, Sabah, namely Desa Kim Loong Plantations and two (2) in Sook, Keningau (Okidville Holdings and Desa Okidville). Except for Desa Kim Loong Plantations and two (2) estates in Keningau, all the other estates are presently being harvested. The FFB harvested from the estates are sold to Ladang Palm Oil Mill and Atlantica Palm Oil Mill for processing. The company is able to sell its FFB at favourable prices due to the relatively high number of mills located near the estates.

**Table 2: Age of Palm Trees in Various Estates Within KLR Group**

Year of Planting	Age of Trees (Year)	KLR		DKLPSB [Telupid] (Acres)	OHSB [Sook, Keningau] (Acres)	DOSB [Sook, Keningau] (Acres)	Total Acreage	
		[Main Div., S'kan] (Acres)	[Lokan Div., S'kan] (Acres)				(Acres)	(%)
1985	16	381	-	-	-	-	381	1.39
1986	15	-	690	-	-	-	690	2.51
1987	14	-	-	-	-	-	-	-
1988	13	-	-	-	-	-	-	-
1989	12	-	-	-	-	-	-	-
1990	11	-	230	-	-	-	230	0.84
1991	10	-	-	-	-	-	-	-
1992	9	-	698	-	-	-	698	2.54
1993	8	85	1,056	-	-	-	1,141	4.16
1994	7	-	-	-	-	-	-	-
1995	6	-	786	-	-	-	786	2.86
1996	5	378	747	-	-	-	1,125	4.10
1997	4	-	30	-	-	-	30	0.11
1998	3	-	-	-	-	-	-	-
1999	2	-	-	1,900	1,400	350	3,650	13.30
2000	< 1	-	-	*1,900	*5,469	*9,950	*17,319	63.11
Plantable Land		844	4,237	3,800	6,869	10,300	26,050	94.92
Infrastructures (roads, quarters etc)		86	157	200	370	581	1,394	5.08
Gross Oil Palm Land		930	4,394	4,000	7,239	10,881	27,444	100.00
Cocoa planting		435	-	-	-	-	435	
Gross Land		1,365	4,394	4,000	7,239	10,881	27,879	

\* Planting in progress/To be planted

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**5. INFORMATION ON THE KLR GROUP (Cont'd)**

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*Notes:-*

*Main Division consists of Selokan Estate, Suhenson Estate, Kong Fen Shin Estate, Ku Fui Foon Estate and Sui Ching Kuan Estate.*

*Lokan Division consists of Lokan Estate, Okidville Estate, Hsiang Garden Estate, Sepang Tani Estate, Borplants Estate and Kalpakam Estate.*

*Sook Division consists of Okidville Holdings Estate, Desa Okidville Estate and Desa Kim Loong Palm Oil Estate.*

**(ii) Milling Operations**

The milling operation is under the purview of KLPO division. This division is made up of three companies: KLPO, KLPOM and SESB. The operations of these three companies are located in Kota Tinggi, Johor.

Basically, the process in palm oil milling can be broadly classified into 5 stages:

- (a) Steam sterilization of FFB;
- (b) Stripping of sterilized fruits from the bunches;
- (c) Digestion of stripped fruits;
- (d) Pressing for oil from mesocarp; and
- (e) Clarification of oil from impurities.

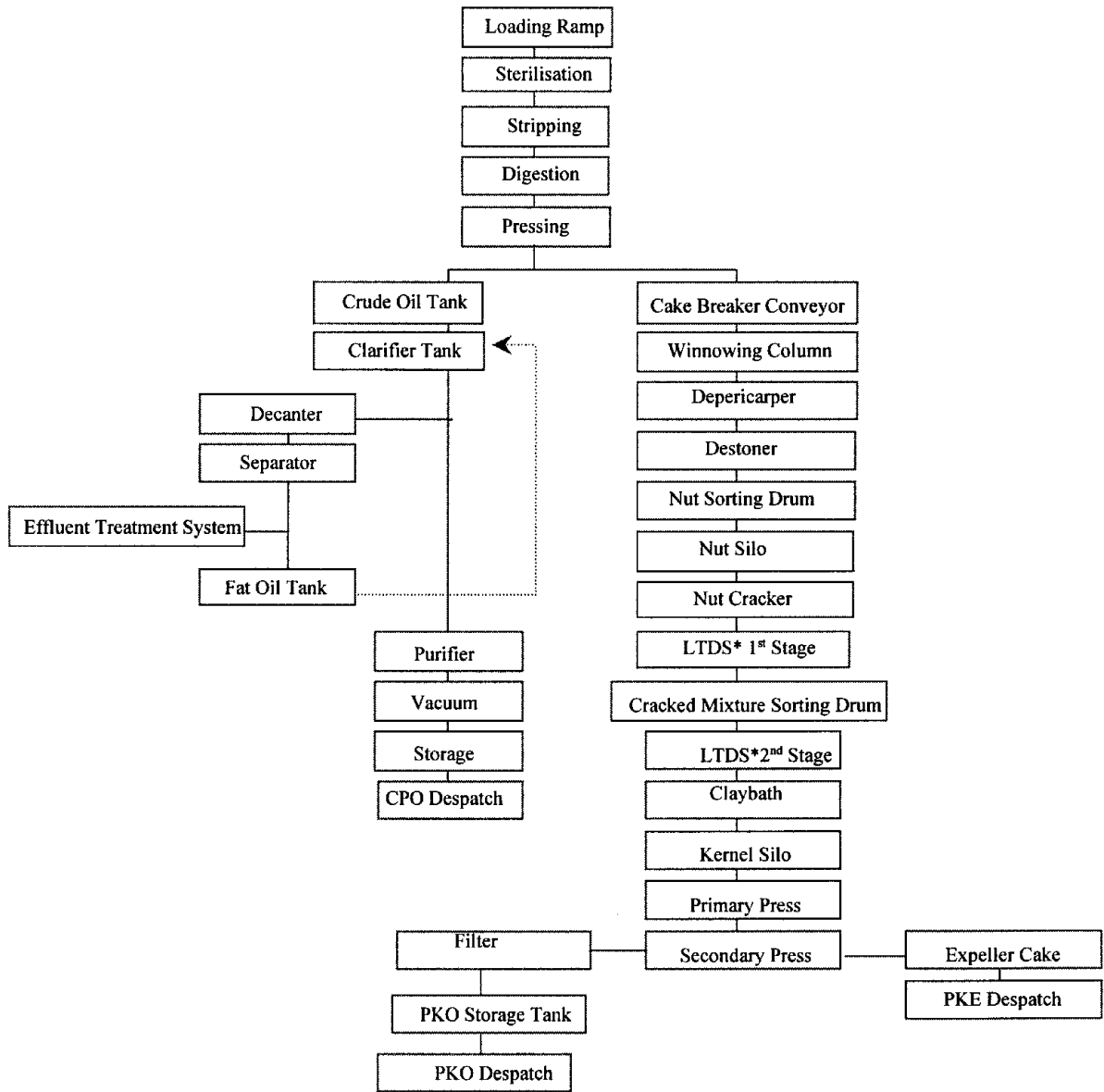
The process operations and product flows at the mill and kernel crushing plant are set out in Section 5.3.3.

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5. INFORMATION ON THE KLR GROUP (Cont'd)

5.3.3 Palm Oil Mill Process

The process operations and product flows at the mill and kernel crushing plant are as follows:-



\* *Light Tenera Dust Separator – a process to separate the kernel from the dust and shells.*

5.3.4 Principal Products

The main products of the KLR Group are FFB, CPO and PKO.

## 5. INFORMATION ON THE KLR GROUP *(Cont'd)*

### 5.3.5 Principal Licences

The principal licences for the plantation and milling divisions, which are renewable, are as follows:-

Company	Authority	Licence	Type	Tenure
KLPOM	Department of Environment, Johor	012877	To regulate palm oil mill effluent treatment	2 years to 31/6/2002
KLPOM	Malaysian Palm Oil Board ("MPOB")	008473-504000	To operate a palm oil mill, purchase of FFB and sale of palm oil products	3 years to 31/5/2003
SESB	MPOB	002813-405000	To operate a kernal crushing plant, purchase of palm kernel and sale of palm kernel products	1 year to 31/7/2001
KLR	Malaysian Cocoa Board	010179-51992S	To process wet cocoa bean	5 years to 30/6/2004
KLR	MPOB	011257-702000	To sell and transport FFB	1 year to 11/09/2001

### 5.3.6 Market Share/Ranking

Presently, KLR owns approximately 28,000 acres of oil palm estates. Approximately 80% of these estates are still immature as of today. The Group is looking into acquiring more oil palm estates in the future to expand its land banks for oil palm plantation.

In 1998, the production of CPO in Malaysia and in the state of Johor was 8,319,700 MT and 2,021,300 MT respectively (Source: PORLA Homepage). The Group's mill in Kota Tinggi (under KLPOM) produced 76,307 MT of CPO in 1998, which represented 0.92% and 3.78% of the CPO production in the country and in the state of Johor respectively. Nevertheless, KLPOM's CPO production of 76,307 MT in 1998 was the second largest for a single mill in Malaysia for the year. In 1998, KLPOM's mill was ranked number 1 in the category of commercial mill (Source: PORLA Certificate to KLR dated 23 June 1999). KLPOM mill was the largest in Peninsula Malaysia in 1999 (Source: MPOB's Certificate to KLR dated 24 August 2000).

### 5.3.7 New Ventures

The KLR Group has started to venture into profitable businesses such as:-

- (i) harnessing the empty bunches for power generation (presently this is for internal consumption only);
- (ii) bio-fertilizer from the waste of the fruit bunches after the oil has been extracted from the FFB (presently it is still under R&D for internal use. However, the Group intends to commercialize the bio-fertilizer after the R&D is completed);
- (iii) decanter solid fertilizer from the waste from the milling division. This fertilizer is presently sold to outsiders and it is making profits for the Group; and
- (iv) distilled water from the steam generated from the power generation process. This is still under R&D and awaiting approval from the Ministry of Health for public consumption. The Group intends to commercialise the distilled water in the future.



## 5. INFORMATION ON THE KLR GROUP *(Cont'd)*

### 5.3.8 Principal Markets

The CPO and PKO products from the milling operations are sold to local refineries, which are within 50 kilometres radius from the mill. FFB produced from the Main Estate and Lokan Estate are sold to local millers, which are within the radius of 30 kilometres from the estates. Details of the major customers for KLR products are set out in Section 5.8 of this Prospectus.

### 5.3.9 Availability of raw materials

#### ◆ Seeds Suppliers (for the Plantation Division): -

As mentioned earlier in Section 4(f) of this Prospectus, in order to avoid over-reliance on one source, germinated seeds are purchased from four different reputable companies, namely Bakasawit (Golden Hope), Applied Agricultural Research (Boustead and KL Kepong), Pamol (Unilever) and Chemara (Guthrie).

OHSB and DOSB have set up their own nurseries to grow seedlings from germinated seeds for at least nine months before transplanting them into the field. Strict culling of poorly grown and abnormal seedlings is practised to ensure all the Group's plantations are planted with high yielding palms.

#### ◆ FFB Suppliers (for the Mill Division): -

Mill division purchases FFB from nearby smallholders and plantations as well as dealers. The mill maintains a strict control over the quality of FFB received to ensure a high extraction rate. As the mill division has built up long term relationship with FFB suppliers for the past 19 years, sourcing for FFB does not pose any problem to the division.

Based on the above, it can be seen that the mill division is not overly reliant on one single party to obtain its FFB supplies. Besides, the KLR Group is trying to be less dependent by expanding its oil palm plantation acreage.

### 5.3.10 Quality control procedures

KLR Group has taken the following measures to ensure quality products:-

- (i) to despatch the FFB crop harvested from the oil palm plantation to the palm oil mill on the same day;
- (ii) to minimise the palm oil mill downtime so as to clear all the FFB crop on the ramp on the same day to reduce the free fatty acid ("FFA") of the CPO produced; and
- (iii) to ensure fresh kernel from the palm oil mill is immediately crushed to minimise the FFA of PKO.

KLR has also set up its own nurseries to grow high yielding Tenera (DxP) seedlings for its own use. This project is to ensure all the Group's plantations are planted with good quality planting materials which will produce high yields in future.

### 5.3.11 Interruption/Disruption in Business

The Group did not experience any disruption in business having significant effect on its operations for the twelve (12) months prior to the date of this Prospectus. Regular periods of poor weather or long holidays are taken into account in management planning and their disruptive effects are minimized as much as possible.

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**5. INFORMATION ON THE KLR GROUP (Cont'd)**

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**5.3.12 Research and Development**

The amount of waste (those with very low or no economic value presently) produced/generated from the palm oil industry during the course of its crop production in the plantation and milling processes in the oil mills is tremendous. Some of this waste has already found its way into the local and overseas markets in the form of value-added by-products, such as medium density fibreboard and chipboard from empty fruit bunches and furniture from oil palm trunk, as well as PKE used by the animal feed mills locally and overseas. Nevertheless, with appropriate technological know-how, oil palm waste can be further combined or processed to make by-products of value.

The KLR Group currently focuses on R&D to utilise the waste produced from the processing of oil palm FFB by converting them into the following marketable products, namely decanter fertilizer and bio-fertilizer.

(i) Decanter fertilizer

The production of decanter fertilizer requires a decanter and dryer which costs approximately RM250,000 to recover solid waste from the effluent discharge. This decanter fertilizer is currently sold to a few local fertilizer manufacturers for further processing into fertilizer used in vegetable farms. Currently, the production capacity is 300MT per month. The Group is presently focusing on R&D to produce various types of blended fertilizers for the consumer market by mixing decanter fertilizer with bio-fertilizer and other chemical fertilizers according to customers' requirements.

(ii) Bio-fertilizer

The bio-fertilizer project is undertaken by KLESB, a joint venture vehicle between KLPOM, Gentle Merge Sdn Bhd and Urokote Technology (Malaysia) Sdn Bhd for the production and sale of compost fertilizer. To date, KLR Group has spent approximately RM500,000 for R&D including the cost to set up the site and purchase of the necessary machinery to produce the compost. This project is headed by two agricultural consultants from Gentle Merge Sdn Bhd. Support is provided by the Assistant Mill Manager and mill workers. The expected production capacity for the first phase is 200MT per month. The research currently focuses on the following aspects:-

- (a) the quality and forms of the compost fertilizer;
- (b) the various formulations to meet customers' requirements; and
- (c) the feasibility of large scale mechanised application of fortified compost fertilizer in oil palm estates.

Market development is currently underway with the joint effort of the partners, Gentle Merge Sdn Bhd and Urokote Technology (Malaysia) Sdn Bhd, to market small quantities of bio-fertilizer as well as implement various promotional efforts to introduce the products to the market.

Besides the in-house R&D and that conducted by the plantation industry, the KLR Group has also benefited, directly and indirectly, from the various promotional activities and incentives introduced by the Malaysian Government that include extensive research undertaken by various government agencies to ensure competitiveness of the industry, improve quality of palm oil produced and introduce new uses and applications of palm oil as set out in Section 5.7.5 of this Prospectus.

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### 5.3.13 Employees

As at 10 October 2000, the KLR Group had a total workforce of 1,240 employees, out of which 338 employees are employed by KLR.

The breakdown of the employees is as follows:-

Category	Malaysian	Foreigners	TOTAL
1. Management and Professional	10	-	10
2. Technical and Supervision	84	11	95
3. Clerical and Other Related Parties	77	9	86
4. Plantation and mill workers:			
(a) Skilled	183	100	283
(b) Unskilled	164	602	766
<b>TOTAL</b>	<b>518</b>	<b>722</b>	<b>1,240</b>

None of the employees belongs to any union. The relationship between the management and employees is excellent and the majority of the supervisory and management staff have been with the Group for more than ten (10) years.

### 5.3.14 Key achievement

In 1998, the Group's mill in Kota Tinggi, Johor (under KLPOM) was ranked second among all the mills and ranked first in the category of commercial mills in Malaysia in terms of its CPO production per mill (*Source: PORLA Certificate to KLR dated 23 June 1999*). A commercial mill is one whose FFB are mainly out-sourced from third parties. KLPO mill was the largest in Peninsula Malaysia in 1999 (*Source : MPOB's Certificate to KLR dated 24 August 2000*).

### 5.3.15 Distribution Network

As mentioned earlier in Section 5.3.8 of this Prospectus, all the palm products from the KLR Group are sold to local refineries and mills. KLR Group has built up long term relationships with these refineries and mills. The lengths of relationship between KLR Group and its major customers are set out in Section 5.8.

### 5.3.16 Operating Capacities and Output

The annual FFB harvests for the past five (5) financial years/period by the KLR Group are as follows:-

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Table 3: Production of FFB in Various Estates Within KLR Group

	Units	Year ended	13 months	Year ended 31 January		
		31 December	ended 31	1998	1999	2000
		1995	January			
			1997			
<b>FFB Production</b>						
Lokan Division	MT	10,188	15,419	21,294	17,634	37,418
Main Division	MT	4,402	5,098	4,580	3,482	7,059
Total	MT	14,590	20,517	25,874	21,116	44,477
<b>Matured Plantation Acreage</b>						
Lokan Division	acres	1,618	2,674	2,674	3,460	4,237
Main Division	acres	381	466	466	466	844
Total		1,999	3,140	3,140	3,926	5,081
<b>Yield Per Matured Acre</b>	MT	7.30	6.53	8.24	5.38	8.75
<b>Yield Per Matured Hectare</b>	MT	18.04	16.14	20.36	13.29	21.62
Notes: (1) The above estates were transferred from SKL and KLPSB to KLR in Oct'97						
(2) The financial year changed from 31 December to 31 January in 1997 onwards						

The annual CPO, PK, PKO and PKE productions for the past five (5) financial years/period are as follows:

Table 4: FFB Intake and CPO, PK, PKO and PKE Production by KLPO and its subsidiaries

		Year ended	13 months	Year ended 31 January		
		31 December	ended 31	1998	1999	2000
		1995	January			
			1997			
<b>FFB intake</b>						
Internal / related companies	(MT)	15,131	10,837	28,979	12,743	15,358
Third party	(MT)	226,479	253,507	307,404	404,306	424,297
	(MT)	241,610	264,344	336,383	417,049	439,655
Internal / related companies.	(%)	6.26	4.10	8.61	3.06	3.49
Third party	(%)	93.74	95.90	91.39	96.94	96.51
	(%)	100.00	100.00	100.00	100.00	100.00
<b>Production</b>						
CPO	(MT)	46,129	48,776	63,384	78,211	79,778
Extraction rate	(%)	19.09	18.45	18.84	18.75	18.15
PK	(MT)	16,769	17,255	22,114	29,545	31,028
Extraction rate	(%)	6.94	6.53	6.57	7.08	7.06
PKO	(MT)	7,192	7,416	9,338	12,671	13,287
Extraction rate	(%)	42.89	42.98	42.23	42.89	43.36
PKE	(MT)	9,954	11,333	14,122	17,050	17,113
Extraction rate	(%)	59.36	65.68	63.86	57.71	55.84