



SARAWAK PLANTATION BERHAD

(Incorporated in Malaysia - 451377- P)

INTERIM REPORT FOR 4TH QUARTER ENDED 31 DECEMBER 2012



SARAWAK PLANTATION BERHAD

(Incorporated in Malaysia - 451377- P)

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INTERIM REPORT FOR THE FOURTH QUARTER ENDED 31 DECEMBER 2012
(The figures have not been audited)

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**Condensed Consolidated Statement of Financial Position**
(The figures have not been audited)

	Notes	As At End Of Current Financial Year 31/12/2012 (Unaudited) RM'000	As At End Of Preceding Financial Year 31/12/2011 (Audited) RM'000
ASSETS			
Non-current assets			
Property, plant and equipment		312,394	294,790
Plantation development expenditure		236,786	236,158
Investment property		5,484	5,656
Total non-current assets		554,664	536,604
Current assets			
Other investments	B6	1,742	1,685
Inventories		26,711	29,215
Trade and other receivables		16,811	30,021
Prepayments and other assets		6,266	6,482
Assets classified as held for sale		2,341	949
Current tax recoverable		1,452	133
Short term deposits		123,716	152,445
Cash and bank balances		9,499	6,332
Total current assets		188,538	227,262
TOTAL ASSETS		743,202	763,866

**Condensed Consolidated Statement of Financial Position (continued)**

(The figures have not been audited)

		As At End Of Current Financial Year 31/12/2012 (Unaudited) RM'000	As At End Of Preceding Financial Year 31/12/2011 (Audited) RM'000
EQUITY AND LIABILITIES			
Equity attributable to Owners of the Company			
Share capital	A5	280,000	280,000
Share premium	A5	60,969	60,969
Reserves		227,349	223,177
		<u>568,318</u>	<u>564,146</u>
Non-controlling interests		<u>(1,750)</u>	<u>(252)</u>
Total equity		<u>566,568</u>	<u>563,894</u>
Non-current liabilities			
Deferred tax liabilities		52,505	47,021
Borrowings	B7	35,940	58,900
Total non-current liabilities		<u>88,445</u>	<u>105,921</u>
Current liabilities			
Trade and other payables		55,190	66,006
Borrowings	B7	32,960	22,960
Current tax payable		39	5,085
Total current liabilities		<u>88,189</u>	<u>94,051</u>
Total liabilities		<u>176,634</u>	<u>199,972</u>
TOTAL EQUITY AND LIABILITIES		<u>743,202</u>	<u>763,866</u>
Net assets per share attributable to Owners of the Company (RM)		<u>2.03</u>	<u>2.02</u>

(The Condensed Consolidated Statement of Financial Position should be read in conjunction with the audited financial statements for the year ended 31 December 2011 and the accompanying explanatory notes attached to this report)



Condensed Consolidated Statement of Comprehensive Income
(The figures have not been audited)

	Notes	Individual Quarter (Q4)		Cumulative Quarter (12 Months)	
		Current Year Quarter 31/12/2012 (Unaudited) RM'000	Preceding Year Corresponding Quarter 31/12/2011 (Unaudited) RM'000	Current Year - Period To Date 31/12/2012 (Unaudited) RM'000	Preceding Year - Period To Date 31/12/2011 (Audited) RM'000
Revenue		90,659	111,618	430,170	479,364
Cost of sales		(69,394)	(76,414)	(300,971)	(322,888)
Gross profit		21,265	35,204	129,199	156,476
Other operating income		5,660	2,592	7,030	3,537
Distribution costs		(5,649)	(6,701)	(24,499)	(24,647)
Other operating expenses		(16,179)	(50)	(16,568)	(1,243)
Administrative expenses		(8,386)	(9,119)	(27,870)	(25,210)
Replanting expenditure		(490)	(965)	(2,661)	(4,846)
Results from operating activities		(3,779)	20,961	64,631	104,067
Finance income		1,069	1,148	4,777	4,262
Finance costs		(806)	(1,166)	(3,308)	(4,153)
Net finance income/(cost)		263	(18)	1,469	109
(Loss)/Profit before tax	A14	(3,516)	20,943	66,100	104,176
Income tax expense	B5	(4,255)	(5,674)	(21,492)	(26,947)
(Loss)/Profit for the period		(7,771)	15,269	44,608	77,229
Other comprehensive income, net of tax		-	-	-	-
Total comprehensive (expenses)/ income for the period		(7,771)	15,269	44,608	77,229

**Condensed Consolidated Statement of Comprehensive Income (continued)**

(The figures have not been audited)

	Notes	Individual Quarter (Q4)		Cumulative Quarter (12 Months)	
		Current Year Quarter	Preceding Year Corresponding Quarter	Current Year - Period To Date	Preceding Year - Period To Date
		31/12/2012	31/12/2011	31/12/2012	31/12/2011
		(Unaudited)	(Unaudited)	(Unaudited)	(Audited)
		RM'000	RM'000	RM'000	RM'000
(Loss)/Profit attributable to:					
Owners of the Company		(6,974)	19,022	46,106	81,599
Non-controlling interests		(797)	(3,753)	(1,498)	(4,370)
(Loss)/Profit for the period		(7,771)	15,269	44,608	77,229
Total comprehensive (expenses)/income attributable to:					
Owners of the Company		(6,974)	19,022	46,106	81,599
Non-controlling interests		(797)	(3,753)	(1,498)	(4,370)
Total comprehensive (expenses)/income for the period		(7,771)	15,269	44,608	77,229
Basic earnings per ordinary share attributable to Owners of the Company (sen):					
Basic	B12	(2.49)	6.80	16.49	29.19
Diluted	B12	N/A	N/A	N/A	N/A

(The Condensed Consolidated Statement of Comprehensive Income should be read in conjunction with the audited financial statements for the year ended 31 December 2011 and the accompanying explanatory notes attached to this report)

**Condensed Consolidated Statement of Changes in Equity**

(The figures have not been audited)

	Attributable to Owners of the Company										
	Notes	Non-distributable					Distributable			Non-controlling interests RM'000	Total equity RM'000
		Number of shares '000	Nominal value RM'000	Share premium RM'000	Equity reserve RM'000	Treasury shares RM'000	Retained earnings RM'000	Total RM'000			
									Issued and paid up ordinary shares of RM1.00 each		
At 1 January 2012		280,000	280,000	60,969	493	(1,223)	223,907	564,146	(252)	563,894	
Total comprehensive income for the period		-	-	-	-	-	46,106	46,106	(1,498)	44,608	
Less: Second interim, single tier exempt dividend in respect of the financial year ended 31 December 2011	B11(a)	-	-	-	-	-	(27,956)	(27,956)	-	(27,956)	
Less: First interim, single tier exempt dividend in respect of the financial year ended 31 December 2012	B11(b)	-	-	-	-	-	(13,978)	(13,978)	-	(13,978)	
As at 31 December 2012		280,000	280,000	60,969	493	(1,223)	228,079	568,318	(1,750)	566,568	

(The Condensed Consolidated Statement of Changes in Equity should be read in conjunction with the audited financial statements for the year ended 31 December 2011 and the accompanying explanatory notes attached to this report)



Condensed Consolidated Statement of Changes in Equity

(The figures have been audited)

	Attributable to Owners of the Company										
	Notes	Non-distributable					Distributable			Non-controlling interests RM'000	Total equity RM'000
		Number of shares '000	Nominal value RM'000	Share premium RM'000	Equity reserve RM'000	Treasury shares RM'000	Retained earnings RM'000	Total RM'000			
									Issued and paid up ordinary shares of RM1.00 each		
At 1 January 2011	280,000	280,000	60,969	493	(1,223)	169,706	509,945	4,118	514,063		
Total comprehensive income for the period	-	-	-	-	-	81,599	81,599	(4,370)	77,229		
Less: Second interim, single tier exempt dividend in respect of the financial year ended 31 December 2010	-	-	-	-	-	(9,785)	(9,785)	-	(9,785)		
Less: First interim, single tier exempt dividend in respect of the financial year ended 31 December 2011	-	-	-	-	-	(17,613)	(17,613)		(17,613)		
As at 31 December 2011	280,000	280,000	60,969	493	(1,223)	223,907	564,146	(252)	563,894		

(The Condensed Consolidated Statement of Changes in Equity should be read in conjunction with the audited financial statements for the year ended 31 December 2011 and the accompanying explanatory notes attached to this report)



Condensed Consolidated Statement of Cash Flows
(The figures have not been audited)

	Cumulative Quarter (12 Months)	
	Current Year - Period To Date 31/12/2012 (Unaudited) RM'000	Preceding Year - Period To Date 31/12/2011 (Audited) RM'000
Cash flows from operating activities		
Profit before tax	66,100	104,176
<i>Adjustments for:</i>		
Amortisation of investment property	172	172
Change in fair value of other investments	(6)	175
Depreciation of plantation development expenditure	221	221
Depreciation of property, plant and equipment	19,142	19,194
Dividend income from other investments	(17)	(19)
Gain on disposal of other investments	(17)	(12)
Impairment loss/(Reversal of impairment loss) on:		
- property, plant and equipment	(159)	(1,294)
- plantation development expenditure	16,179	(767)
- trade and other receivables	-	165
Finance income	(4,777)	(4,262)
Finance cost	3,308	4,153
Inventories written off	159	228
Property, plant and equipment written off	640	251
Plantation development expenditure written off	-	203
Operating profit before changes in working capital	100,945	122,584
Change in inventories	2,358	(10,167)
Change in trade and other receivables, prepayments and other assets	12,403	1,969
Change in trade and other payables	(30,202)	6,588
Cash generated from operations	85,504	120,974
Income tax refunded	-	88
Income tax paid	(22,370)	(17,910)
Interest paid	(3,654)	(4,153)
Interest received	4,451	4,186
Net cash from operating activities	63,931	103,185



Condensed Consolidated Statement of Cash Flows (continued)
(The figures have not been audited)

	Cumulative Quarter (12 Months)	
	Current Year - Period To Date 31/12/2012 (Unaudited) RM'000	Preceding Year - Period To Date 31/12/2011 (Audited) RM'000
Cash flows from investing activities		
Acquisition of property, plant and equipment	(22,462)	(19,096)
Net movement of fixed deposits with maturities of more than three months	1,320	1,761
Plantation development expenditure (net of depreciation of property, plant and equipment capitalised)	(14,615)	(10,372)
Proceeds from disposal of property, plant and equipment	2,478	-
Net cash used in investing activities	(33,279)	(27,707)
Cash flows from financing activities		
Drawdown of borrowing	10,000	-
Repayment of borrowings	(22,960)	(7,960)
Dividends paid to Owners of the Company	(41,934)	(27,397)
Net cash used in financing activities	(54,894)	(35,357)
Net (decrease)/increase in cash and cash equivalents	(24,242)	40,121
Cash and cash equivalents as at 1 January	153,099	112,978
Cash and cash equivalents as at 31 December	128,857	153,099
Represented by:		
Short term deposits	123,716	152,445
Cash and bank balances	9,499	6,332
	133,215	158,777
Less:		
Fixed Deposits pledged*	(716)	(716)
Fixed Deposits with maturities exceeding three months	(3,642)	(4,962)
Cash and cash equivalents	128,857	153,099

* Amounts pledged to licensed bank to secure bank guarantee facilities.

(The Condensed Consolidated Statement of Cash Flow should be read in conjunction with the audited financial statements for the year ended 31 December 2011 and the accompanying notes attached to this report)

**Part A – Explanatory Notes Pursuant to Financial Reporting Standards (“FRS”) 134****A1. Basis of preparation****1. Statement of compliance**

The condensed consolidated interim financial statements of the Group are unaudited and have been prepared in accordance with the requirements of 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 condensed consolidated financial statements should be read in conjunction with the audited financial statements of the Group for the year ended 31 December 2011.

2. Significant accounting policies**2.1 Adoption of new/revised Standards, Amendments and Interpretations**

The accounting policies and methods of computation used in the preparation of the consolidated interim financial statements of the Group are consistent with those used in the preparation of the last audited financial statements of the Group for the financial year ended 31 December 2011 except for the adoption of the following new/revised FRS standards, amendments and interpretations:

Standard / Amendment / Interpretation	Effective date
Amendments to IC Interpretation 14, <i>Prepayments of a Minimum Funding Requirement</i>	1 July 2011
IC Interpretation 19, <i>Extinguishing Financial Liabilities with Equity Instruments</i>	1 July 2011
FRS 124, <i>Related Party Disclosures</i> (revised)	1 January 2012
Amendments to FRS 1, <i>First-time Adoption of Financial Reporting Standards – Severe Hyperinflation and Removal of Fixed Dates for First time Adopters</i>	1 January 2012
Amendments to FRS 7, <i>Financial Instruments: Disclosures – Transfers of Financial Assets</i>	1 January 2012
Amendments to FRS 112, <i>Income Taxes – Deferred Tax: Recovery of Underlying Assets</i>	1 January 2012

IC Interpretation 19 provides guidance on accounting for debt for equity swaps. Equity instruments issued to a creditor to extinguish all or a part of a financial liability would be “consideration paid” in accordance with paragraph 41 of FRS 139. The equity instruments would be measured initially at the fair value of those equity instruments unless that fair value cannot be reliably measured, in which case the equity instruments should be measured to reflect the fair value of the financial liability extinguished. Any difference between the carrying amount of the financial liability and the initial measurement of the equity instruments would be recognised as a gain or loss in profit or loss.

The revised FRS 124 simplifies the definition of related party, clarifies its intended meaning and eliminates inconsistencies from the definition. The changes from current practice among others include a partial exemption from disclosures for government-related entities. It requires disclosure of related party transactions between government-related entities only if the transactions are individually or collectively significant.

Prior to the issuance of the revised FRS 124, no disclosure is required in the financial statements of state-controlled entities of transactions with other state-controlled entities. The partial exemption from disclosures for government-related activities as permitted in the revised FRS 124 is intended to put users on notice that such related party transactions have occurred and to give an indication of their extent.

**Part A – Explanatory Notes Pursuant to FRS 134****A1. Basis of preparation (continued)****2. Significant accounting policies (continued)****2.1 Adoption of new/revised Standards, Amendments and Interpretations (continued)**

The Group and the Company have not applied the following new/revised FRS standards, amendments and interpretations that have been issued by the Malaysian Accounting Standards Board (MASB) but are effective only for annual periods beginning on or after the respective dates indicated herein:

Standard / Amendment / Interpretation	Effective date
Amendments to FRS 101, <i>Presentation of Financial Statements – Presentation of Items of Other Comprehensive Income</i>	1 July 2012
FRS 10, <i>Consolidated Financial Statements</i>	1 January 2013
FRS 11, <i>Joint Arrangements</i>	1 January 2013
FRS 12, <i>Disclosure of Interests in Other Entities</i>	1 January 2013
FRS 13, <i>Fair Value Measurement</i>	1 January 2013
FRS 119, <i>Employee Benefits</i> (2011)	1 January 2013
FRS 127, <i>Separate Financial statements</i> (2011)	1 January 2013
FRS 128, <i>Investments in Associates and Joint Ventures</i> (2011)	1 January 2013
IC Interpretation 20, <i>Stripping Costs in the Production Phase of a Surface Mine</i>	1 January 2013
Amendments to FRS 7, <i>Financial Instruments: Presentation – Offsetting Financial Assets and Financial Liabilities</i>	1 January 2013
Amendments to FRS 132, <i>Financial Instruments: Presentation – Offsetting Financial Assets and Financial Liabilities</i>	1 January 2014
FRS 9, <i>Financial Instruments</i> (2009)	1 January 2015
FRS 9, <i>Financial Instruments</i> (2010)	1 January 2015
Amendments to FRS 7, <i>Financial Instruments: Disclosures – Mandatory Date of FRS 9 and Transition Disclosures</i>	1 January 2015

The initial application of a standard, an amendment or an interpretation, which is to be applied prospectively or which requires extended disclosures, is not expected to have any material financial impacts on the financial statements for the current and prior periods upon its first adoption.

2.2 Malaysian Financial Reporting Standards

MASB in furtherance of its objective of converging the accounting framework for entities other than private entities in Malaysia with International Financial Reporting Standards (“IFRS”), announced on 19 November 2011 the issuance of Malaysian Financial Reporting Standards (“MFRS”). Entities other than private entities shall apply the MFRS framework for annual periods beginning on or after 1 January 2012, with the exception of entities subject to the application of MFRS 141, *Agriculture* and/or IC Interpretation 15, *Agreements for the Construction of Real Estate*.



Part A – Explanatory Notes Pursuant to FRS 134

A1. Basis of preparation (continued)

2. Significant accounting policies (continued)

2.2 Malaysian Financial Reporting Standards (continued)

An entity subject to the application of MFRS 141 and/or IC Interpretation 15 and the entity that consolidates or equity accounts or proportionately consolidates the first - mentioned entity (herein referred to as transitioning entities or “TE”), may continue to apply Financial Reporting Standard (“FRS”) as their financial reporting framework for annual reporting periods beginning on or after 1 January 2012. These entities were required, however, in accordance with MASB’s announcement on 19 November 2011, to comply with the MFRS framework for annual periods beginning on or after 1 January 2013.

On 30 June 2012, MASB made a further announcement to allow transitioning entities to defer the adoption of the MFRS for another year. MFRS will therefore be mandated for all companies for annual periods beginning on or after 1 January 2014.

Accordingly, the financial statements of the Group are/will be prepared in compliance with FRS for the years ending 31 December 2012 and 31 December 2013. They will be prepared in compliance with MFRS from the financial year beginning on 1 January 2014.

On 31 July 2012, MASB issued the following standards and amendments which are equivalent to the International Financial Reporting Standards (IFRSs) as issued by the International Accounting Standards Board (IASB):

Malaysian Financial Reporting Standards (MFRSs)

- Amendments to MFRSs contained in the document entitled “*Annual Improvements 2009–2011 Cycle*”
- *Consolidated Financial Statements, Joint Arrangements and Disclosure of Interests in Other Entities: Transition Guidance* (Amendments to MFRS 10, MFRS 11 and MFRS 12)
- MFRS 3 *Business Combinations* (IFRS 3 *Business Combinations* issued by IASB in March 2004)
- MFRS 127 *Consolidated and Separate Financial Statements* (IAS 27 *Consolidated and Separate Financial Statements* revised by IASB in December 2003)

Financial Reporting Standards (FRSs)

- Amendments to FRSs contained in the document entitled “*Improvements to FRSs (2012)*”
- *Consolidated Financial Statements, Joint Arrangements and Disclosure of Interests in Other Entities: Transition Guidance* (Amendments to FRS 10, FRS 11 and FRS 12)

The amendments to MFRSs are applicable to all Entities Other Than Private Entities while the amendments to FRSs are applicable to TE that have elected to continue applying FRSs in 2012 and 2013.

The MFRS Framework is fully IFRS compliant and the key differences between FRSs and MFRSs are that in the former; (a) FRS 201₂₀₀₄ *Property Development Activities* will continue to be the extant standard for accounting for property development activities and not IC 15; and (b) there is no equivalent standard to MFRS 141. To limit the gap to only these two standards, pronouncements issued by the IASB are issued for both the MFRS and FRS frameworks.

A2. Seasonality or Cyclicity of Interim Operations

The Group’s performance is affected by the cropping pattern of fresh fruit bunches (“FFB”) which normally reaches its peak in the second half of the year, that will be reflected accordingly in the crude palm oil (“CPO”) and palm kernel (“PK”) production of the Group. The performance is also affected by the prices of CPO and PK which are determined by global supply and demand situation for edible oils and fats.

**Part A – Explanatory Notes Pursuant to FRS 134****A3. Unusual Items Affecting Assets, Liabilities, Equity, Net income or Cash Flow**

There were no items affecting assets, liabilities, equity, net income, or cash flows which were unusual in nature, size or incidence during the current financial period, except for impairment loss on plantation development expenditure of RM16.2 million (included in other operating expenses)(see Note A8) and full compensation received in respect of insurance claims recognised as other income amounting RM2.4 million.

A4. Material Changes in Estimates

There were no changes in the estimates of amounts reported in prior financial years and preceding interim periods which have a material effect in the current interim financial period.

A5. Issuances, Cancellations, Repurchases, Resale and Repayments of Debt and Equity Securities

There were no issuances, cancellations, repurchases, resale and repayments of debt and equity in the current interim financial period.

A6. Dividends Paid

	Cumulative Quarter (12 Months)	
	Current Year - Period To Date 31/12/2012 RM'000	Preceding Year - Period To Date 31/12/2011 RM'000
Second interim, single tier exempt dividend in respect of the financial year ended 31 December 2010		
- 3.5 sen per ordinary share	-	9,785
First interim, single tier exempt dividend in respect of the financial year ended 31 December 2011		
- 6.3 sen per ordinary share	-	17,613
Second interim, single tier exempt dividend in respect of the financial year ended 31 December 2011		
- 10 sen per ordinary share	27,956	-
First interim, single tier exempt dividend in respect of the financial year ended 31 December 2012		
- 5 sen per ordinary share	13,978	-
	41,934	27,398

A7. Segment Information

The Group's business segments mainly comprise the following three major business segments:-

(i) Investment holding

Investment holding company

(ii) Oil palm operations

Cultivation of oil palm and processing of fresh fruit bunches

(iii) Management services and rental

Provision of management service and rental of investment properties

Part A – Explanatory Notes Pursuant to FRS 134

A7. Segment Information (continued)

Individual Quarter (Q4)

	Investment holding RM'000	Oil palm operations RM'000	Management services /Rental RM'000	Consolidated RM'000
31/12/2012				
Revenue				
Segment revenue	5,000	90,354	1,079	96,433
Inter-segment revenue	(5,000)	-	(774)	(5,774)
External revenue	-	90,354	305	90,659
Cost of sales				
Segment cost of sales	-	(68,935)	(522)	(69,457)
Inter-segment cost of sales	-	18	45	63
External cost of sales	-	(68,917)	(477)	(69,394)
Gross profit/(loss)	-	21,437	(172)	21,265

Individual Quarter (Q4)

	Investment holding RM'000	Oil palm operations RM'000	Management services /Rental RM'000	Consolidated RM'000
31/12/2011				
Revenue				
Segment revenue	14,000	111,261	961	126,222
Inter-segment revenue	(14,000)	-	(604)	(14,604)
External revenue	-	111,261	357	111,618
Cost of sales				
Segment cost of sales	-	(75,605)	(906)	(76,511)
Inter-segment cost of sales	-	22	75	97
External cost of sales	-	(75,583)	(831)	(76,414)
Gross profit/(loss)	-	35,678	(474)	35,204



Part A – Explanatory Notes Pursuant to FRS 134

A7. Segment Information (continued)

Cumulative Quarter (12 Months)

	Investment holding RM'000	Oil palm operations RM'000	Management services /Rental RM'000	Consolidated RM'000
31/12/2012				
Revenue				
Segment revenue	38,500	428,688	4,539	471,727
Inter-segment revenue	(38,500)	-	(3,057)	(41,557)
External revenue	-	428,688	1,482	430,170
Cost of sales				
Segment cost of sales	-	(298,807)	(2,417)	(301,224)
Inter-segment cost of sales	-	73	180	253
External cost of sales	-	(298,734)	(2,237)	(300,971)
Gross profit/(loss)	-	129,954	(755)	129,199

Cumulative Quarter (12 Months)

	Investment holding RM'000	Oil palm operations RM'000	Management services /Rental RM'000	Consolidated RM'000
312/12/2011				
Revenue				
Segment revenue	62,000	478,500	3,349	543,849
Inter-segment revenue	(62,000)	-	(2,485)	(64,485)
External revenue	-	478,500	864	479,364
Cost of sales				
Segment cost of sales	-	(320,769)	(2,574)	(323,343)
Inter-segment cost of sales	-	82	373	455
External cost of sales	-	(320,687)	(2,201)	(322,888)
Gross profit/(loss)	-	157,813	(1,337)	156,476



Part A – Explanatory Notes Pursuant to FRS 134

A7. Segment Information (continued)

Segment assets and liabilities

	As At End Of Current Financial Period 31/12/2012
Segment assets:	
Oil palm operations	636,849
Investment holding	385,052
Management services and rental	42,799
Total	<u>1,064,700</u>
Elimination	<u>(321,498)</u>
Total assets	<u>743,202</u>
	As At End Of Current Financial Period 31/12/2012
Segment liabilities:	
Oil palm operations	189,610
Investment holding	1,501
Management services and rental	13,133
Total	<u>204,244</u>
Elimination	<u>(27,610)</u>
Total liabilities	<u>176,634</u>

A8. Impairment of Assets

During the interim quarter under review, the Group has recognised a total impairment loss of RM16.2 million, comprising plantation development expenditure relating to teak and NCR joint venture project of RM15.4 million and RM0.8 million, respectively (see Note A3).

A9. Material Events Subsequent to the End of the Interim Period

There were no material events subsequent to the end of the current interim financial period that have not been reflected in the financial statements for the current interim financial period.

A10. Changes in the Composition of the Group

As at 31 December 2012, there were no changes in the composition of the Group arising from business combinations, acquisition or disposal of subsidiary companies and long-term investments, restructurings and discontinued operations.

A11. Changes in Contingent Liabilities and Contingent Assets

As at 31 December 2012, there were no material contingent liabilities or contingent assets, which upon being enforced might have a material impact on the financial position or business of the Group.

	At 31/12/2012 RM'000
As at that date, the Company has contingent liability as follows:	
Corporate guarantees granted for banking facilities of subsidiaries	<u>137,000</u>



Part A – Explanatory Notes Pursuant to FRS 134

A12. Capital Expenditure Commitments

As at 31 December 2012, there were no material capital commitments for capital expenditure, contracted for or known to be contracted for by the Group which might have a material impact on the financial position or business of the Group except as disclosed below:

	At 31/12/2012
	RM'000
Capital Expenditure	
Authorised and contracted for	43,545
Authorised and not contracted for	147,354
	<u>190,899</u>
Analysed as follows:	
Property, plant and equipment	145,350
Plantation development expenditure	45,549
	<u>190,899</u>

A13. Significant Related Party Transactions

The significant related party transactions during the financial period as set out below represent significant transactions with companies having common directorship or in which a Director or person connected to a Director has interests; or with a corporate shareholder of the Company.

	Cumulative Quarter (12 Months)	
	Current Year - Period To Date 31/12/2012 RM'000	Preceding Year - Period To Date 31/12/2011 RM'000
a. Sarawak Land Development Board ("SLDB")		
- Receipts of proceeds from sales of fresh fruit bunches on behalf of SLDB*	1,808	1,982
- Payment of expenses on behalf of SLDB*	(799)	(981)
- Management fee in relation to the management of the Plantation of SLDB	(78)	-
b. KUB Sepadu Sdn. Bhd.		
- Purchase of fresh fruit bunches	3,079	-
c. Danawa Resources Sdn. Bhd.		
- Acquisition of hardware and software	47	7
d. Intuitive Systems Sdn. Bhd.		
- Acquisition of Estate Management System	95	525
	<u>95</u>	<u>525</u>

* In the course of the management of the plantation of SLDB by a subsidiary.

The Directors are of the opinion that all the transactions above have been entered into in the normal course of business and they are effected on terms not materially different from those obtainable in transactions with unrelated parties.



Part A – Explanatory Notes Pursuant to FRS 134

A14. Comprehensive Income Disclosures

	Individual Quarter (Q4)		Cumulative Quarter(12 Months)	
	Current Year Quarter 31/12/2012 RM'000	Preceding Year Corresponding Quarter 31/12/2011 RM'000	Current Year - Period To Date 31/12/2012 RM'000	Preceding Year - Period To Date 31/12/2011 RM'000
(Loss)/Profit before tax arrived at after charging:				
Depreciation of plantation development expenditure	55	221	221	221
Amortisation of investment property	43	43	172	172
Depreciation of property, plant and equipment	4,927	4,976	19,142	19,194
Change in fair value of other investments	-	-	-	175
Inventory written off	29	140	159	228
Plantation development expenditure written off	-	-	-	203
Property, plant and equipment written off	470	25	640	251
Impairment loss on plantation development expenditure	16,179	-	16,179	-
Impairment loss on trade and other receivables	-	86	-	165
Finance cost	806	1,166	3,308	4,153
(Loss)/Profit before tax arrived at after crediting:				
Dividend income from other investments	(25)	5	17	19
Gain on disposal of other investments	2	1	17	12
Change in fair value of other investments	(4)	-	6	-
Reversal of impairment loss on				
- property, plant and equipment	-	1,294	159	1,294
- plantation development expenditure	-	767	-	767
Other operating income	5,660	2,592	7,030	3,537
Finance income	1,069	1,148	4,777	4,262

Other items not applicable to the Group are foreign exchange gain or loss and gain and loss on derivatives.



Part B – Explanatory Notes Pursuant to Part A of Appendix 9B of the Listing Requirements of Bursa Malaysia Securities Berhad

B1. Review of Performance

Quarter 4, 2012 vs Quarter 4, 2011

The Group recorded revenue of RM90.7 million in the current quarter under review compared with RM111.6 million reported in the corresponding period of the preceding year. The Group recorded a loss before tax of RM3.5 million for the current quarter under review as compared to a profit before tax of RM20.9 million for the corresponding period of the preceding year. This loss was principally due to impairment loss of RM16.2 million recognised on plantation development expenditure (see Note A8), lower realised average selling prices of CPO and PK, partially offsetted by higher sales volumes of CPO and PK recorded during the current interim quarter under review.

The performance of the respective major business segments of the Group are as follows:

Oil palm operations

For the current quarter under review, oil palm operations segment contributed 99.7% of the Group revenue of RM90.7 million.

The revenue of the oil palm operations decreased by RM20.9 million to RM90.4 million in current quarter under review compared with RM111.3 million reported in the corresponding period of the preceding year. The decrease was principally attributed to the effect of lower realised average selling prices, partially offsetted by higher sales volumes of CPO and PK.

The realised average selling prices of CPO and PK decreased by approximately 24.4% and 37.6% respectively for the current quarter under review in tandem with the global vegetable oil price trends.

The sales volumes of CPO and PK have increased by approximately 11.5% and 2.7% for the current quarter under review as compared to the corresponding period of the preceding year.

In line with the decrease in revenue, the gross profit for the oil palm operations decreased by RM14.3 million for the current quarter under review.

Twelve months ended 31 December 2012 vs Twelve months ended 31 December 2011

The Group recorded revenue of RM430.2 million in current financial year ended 31 December 2012 compared with RM479.4 million reported in the preceding year. Similarly, the Group's profit before tax of RM66.1 million for current financial year was also lower by RM38.1 million compared to RM104.2 million for the preceding year, principally due to impairment loss of RM16.2 million and lower realised average selling prices of CPO and PK, partially offsetted by higher sales volumes of CPO and PK.

The performance of the respective major business segments of the Group are as follows:

Oil palm operations

For the twelve months ended 31 December 2012, oil palm operations segment contributed 99.7% of the Group recorded revenue of RM430.2 million.

The revenue of the oil palm operations decreased by RM49.8 million to RM428.7 million in the current financial year compared with RM478.5 million reported in the preceding year. This was principally attributed to the effect of impairment loss of RM16.2 million, lower realised average selling prices of CPO and PK, partially offsetted by higher sales volume of CPO and PK.

The realised average selling prices of CPO and PK decreased by approximately 11.8% and 30.8% respectively for the current financial year in tandem with global vegetable oil prices trends.



Part B – Explanatory Notes Pursuant to Part A of Appendix 9B of the Listing Requirements of Bursa Malaysia Securities Berhad

B1. Review of Performance (continued)

The sales volumes of CPO and PK have increased by approximately 5.2% and 7.6% respectively for the current financial year compared to the preceding year.

In line with the decrease in revenue, the gross profit for the oil palm operations decreased by RM27.9 million for the current financial year.

Other segments

Other segments' results are insignificant to the Group.

B2. Material Changes in Profit Before Tax for the Current Quarter as compared with the Immediate Preceding Quarter

For the quarter under review, the Group recorded a loss before tax of RM3.5 million as compared to a profit before tax of RM25.9 million in the preceding quarter. The loss before income tax was principally attributed to the effect of impairment loss of RM16.2 million and lower realised average selling prices of CPO and PK, partially offset by higher sales volume of CPO and PK.

The realised average selling prices of CPO and PK decreased by approximately 25.2% and 31.6% respectively, whereas the CPO and PK sales volumes were higher approximately by 1.1% and 16% respectively.

B3. Prospects for the Next Financial Year

The performance of the Group is largely dependent on the production, operation efficiency and prices of CPO and PK.

The Directors are of the opinion that the Group will continue to perform well for the next financial year subject to a stable market for crude oil and global oils and fats.

B4. Profit Forecast or Profit Guarantee

The disclosure requirement for explanatory notes for the variance of actual profit after income tax expense and non-controlling interests and forecast profit after income tax expense and non-controlling interests is not applicable as the Group did not issue any profit forecast or profit guarantee for the financial year.

B5. Income Tax Expense

	Individual Quarter (Q4)		Cumulative Quarter(12 Months)	
	Current Year Quarter 31/12/2012 RM'000	Preceding Year Corresponding Quarter 31/12/2011 RM'000	Current Year - Period To Date 31/12/2012 RM'000	Preceding Year - Period To Date 31/12/2011 RM'000
Current income tax expense	746	4,215	16,008	20,392
Deferred tax expense	3,509	1,459	5,484	6,555
	<u>4,255</u>	<u>5,674</u>	<u>21,492</u>	<u>26,947</u>

The Group's effective tax rate for the financial period ended 31 December 2012 is higher than the statutory tax rate due incurrence of certain expenses that are not deductible for tax.



Part B – Explanatory Notes Pursuant to Part A of Appendix 9B of the Listing Requirements of Bursa Malaysia Securities Berhad

B6. Quoted Investments

There was no material purchase or disposal of quoted securities for the current financial period.

The investments in quoted securities as at 31 December 2012 are as follows:

Quoted in Malaysia

	At 31/12/2012
	RM'000
<u>Current</u>	
Financial assets at fair value through profit or loss	1,742
	<u>1,742</u>
<u>Represented by:</u>	
At fair value	1,742
	<u>1,742</u>

B7. Loans and Borrowings

	At 31/12/2012
	RM'000
<u>Current</u>	
Revolving Credit - secured	10,000
Term loans - secured	20,000
- unsecured	2,960
	<u>32,960</u>
<u>Non-current</u>	
Term loans - secured	30,000
- unsecured	5,940
	<u>35,940</u>
Total loans and borrowings	<u>68,900</u>



Part B – Explanatory Notes Pursuant to Part A of Appendix 9B of the Listing Requirements of Bursa Malaysia Securities Berhad

B7. Loans and Borrowings (continued)

Loans and Borrowings of the Group comprise:

(a) Secured facilities

Term loan

This term loan is secured by way of the Company's corporate guarantee and a first charge over certain land and buildings of a subsidiary. The loan is for a tenure of 5 years and to repayable in 13 quarterly installments. The first quarterly installment commenced on 25 November 2011, 24 months from the date of first drawdown (25 November 2009).

The effective interest rate of this term loan is 4.78% per annum.

Revolving Credit

This revolving credit is secured by way of the Company's corporate guarantee and a first charge over certain land and buildings of a subsidiary. The subsidiary may repay all or part of the revolving credit at the end of the relevant Rollover Period. The first drawdown was made on 11 July 2012.

The effective interest rate of this term loan is 4.58% per annum.

(b) Unsecured facility

Term loan

This term loan is supported by way of the Company's corporate guarantee. The loan is for a tenure of 7 years from the date of full drawdown in March 2009 and is repayable by 27 quarterly installments commencing 1 July 2009.

The effective interest rate of the term loan is 4.91% per annum.

The above borrowings are denominated in Ringgit Malaysia.

B8. Corporate Proposals

Status of Corporate Proposals Announced

There was no corporate proposal being announced during the current interim financial period.

B9. Gains/Losses from Fair Value Changes of Financial Liabilities

There were no gains/losses arising from fair value changes of financial liabilities during the current interim financial period.



Part B – Explanatory Notes Pursuant to Part A of Appendix 9B of the Listing Requirements of Bursa Malaysia Securities Berhad

B10. Changes in Material Litigation

As at 20 February 2013 (*being the latest practicable date which is not earlier than 7 days from the date of the issue of this quarterly report*), there were no changes to the status of material litigation or arbitration in which the Company and/or any of its subsidiaries were involved either as plaintiff or defendant which has a material effect on the Group's financial position except as disclosed below:

- (a) A subsidiary, Sarawak Plantation Agriculture Development Sdn. Bhd. ("SPAD") sued 15 individuals ("Defendants") and sought injunctive relief against the Defendants for various acts of trespass over its land described as Lot 7 Block 12 Bawan Land District now known as Lot 32 Block 12 Bawan Land District. The financial relief claimed by SPAD are special damages of RM2,836,000, general and unspecified damages and interest thereon at the rate of 8% per annum. SPAD had obtained an injunction restraining the Defendants from entering or trespassing on its land, threatening or harassing its employees or disrupting, obstructing or hindering its work. No defence or counterclaim against SPAD was filed by the Defendants.

The suit has been consolidated with another suit, Kuching High Court Suit No. 22-23-2006-II (TR Landon anak Edieh and 10 others vs. SLDB and 2 others). Subsequently this matter was withdrawn and filed afresh in November 2010.

The Writ of Summons was filed under a new suit number KCH 22-237-2012-III (SPAD vs. TR Landon anak Edieh and 10 others) on 23 November 2010. A Reply to the Defence and Counterclaim was filed on 11 January 2011.

The Defendants filed a Summons in Chambers dated 13 July 2011 to rejoin SLDB, the Superintendent of Lands and Surveys Mukah Division and the State Government of Sarawak as a party to the action. SPAD filed an Affidavit in Opposition dated 26 July 2011. The hearing of this Summons in Chambers is still on going.

On 19 March 2012, SPAD was informed that there was a trial at Sibü before the High Court under Suit No. 21-5-2012-III which involved the same land as in suit number KCH 22-237-2012-III. The Company, through its Advocates sought clarification from the Defendants by obtaining an earlier mention date.

An Order was granted on 16 July 2012 to consolidate Suit No. 21-5-2012-III and Suit No. KCH 22-237-2012-III. The Summons in Chambers to rejoin SLDB, the Superintendent of Lands and Surveys Mukah Division and the State Government of Sarawak as a party to the action has not been heard. The Honourable Court has reserved 01 – 11 October 2013 for trial. Meanwhile the matter will be mentioned again on 26 February 2013.

The Directors, in consultation with the Company's advocates, are of the opinion that SPAD has strong merits in the case.

- (b) In a new suit involving SPAD, a Writ of Summons dated 24 February 2012 was served on SPAD's solicitors on 4 April 2012. The Plaintiffs sued 4 Defendants, the second of whom is SPAD. The Plaintiffs are claiming for several reliefs and orders which include amongst other things, a declaration that the transfer of the land, namely Lot 3 Block 8 Gigis Land District, to the First Defendant and SPAD is illegal, null and void and is of no effect, a declaration that the said land is still held under the Native Customary Rights of the Plaintiffs, an order that SPAD deliver up vacant possession of the said land and their buildings thereon and to remove their machineries and equipments therefrom and damages.

The first mention was on 9 April 2012 and was done via video conference to the Sibü High Court before the Honourable Judge. The Statement of Defence has been filed. On 19 November 2012, the Plaintiffs withdrew their case with no costs and with no liability to file afresh.



Part B – Explanatory Notes Pursuant to Part A of Appendix 9B of the Listing Requirements of Bursa Malaysia Securities Berhad

B10. Changes in Material Litigation (continued)

- (c) In another suit, SPB Pelita Suai Sdn. Bhd. (“SP Suai”) sued 6 individuals (“Defendants”), seeking injunctive and declaratory relief against the Defendants for various acts of trespass over 2 parcels of Native Communal Reserve Land which the Defendants had given consent for development into an oil palm estate. SP Suai also seeks to claim damages.

The matter is now fixed for trial on 20 – 21 May 2013.

The Directors, in consultation with SP Suai’s advocates, are of the opinion that SP Suai has strong merits in the case.

- (d) On 26 June 2012, a subsidiary, Sarawak Plantation Agriculture Development Sdn. Bhd. (“SPAD”) filed a Writ of Summons against a third party (“Defendant”) for damages and other reliefs for breach of contract or alternatively refund of deposits of RM2,600,000 in respect of shares in a company and RM7,200,000 in respect of shares in another company paid by SPAD under Sales and Purchase Agreements (“SPA”) signed in an earlier year.

The Defendant entered appearance and served a Memorandum of Appearance on SPAD on 13 July 2012. The Statement of Defence was served on SPAD on 8 August 2012.

This matter has been consolidated for trial with (e) and (f) below and will be jointly tried with (g) below on 17 – 21 June 2013.

The Directors, in consultation with the Company’s Solicitors are of the opinion that SPAD has strong merits in the case.

- (e) On 26 June 2012, a subsidiary, Sarawak Plantation Agriculture development Sdn. Bhd. (“SPAD” filed a Writ of Summons against a third party (“Defendant”) for damages for breach of contract or alternatively refund of deposits of RM15,400,000 in respect of shares in a company paid by SPAD under a Sales and Purchase Agreements (“SPA”) signed in an earlier year.

The Defendant entered appearance and served a Memorandum of Appearance on SPAD on 13 July 2012. The Statement of Defence was served on SPAD on 8 August 2012.

This matter has been consolidated for trial with (d) above and (f) below and will be jointly tried with (g) below on 17 – 21 June 2013.

The Directors, in consultation with the Company’s Solicitors are of the opinion that SPAD has strong merits in the case.

- (f) On 26 June 2012, a subsidiary, Sarawak Plantation Agriculture development Sdn. Bhd. (“SPAD” filed a Writ of Summons against a third party (“Defendant”) for damages for breach of contract or alternatively refund of deposits RM7,000,000 in respect of shares in a company paid by SPAD under a Sales and Purchase Agreements (“SPA”) signed in an earlier year.

The Defendant entered appearance and served a Memorandum of Appearance on SPAD on 13 July 2012. The Statement of Defence was served on SPAD on 8 August 2012.

This matter has been consolidated for trial with (d) and (e) above and will be jointly tried with (g) below on 17 – 21 June 2013.

The Directors, in consultation with the Company’s Solicitors are of the opinion that SPAD has strong merits in the case.



Part B – Explanatory Notes Pursuant to Part A of Appendix 9B of the Listing Requirements of Bursa Malaysia Securities Berhad

B10. Changes in Material Litigation (continued)

- (g) On 29 June 2012, a Writ of Summons was filed against Sarawak Plantation Agriculture Development Sdn. Bhd. (“SPAD”) in the High Court in the respect of the same subject matter as stated above in paragraphs (d), (e) and (f). The Writ of Summons was served on 1 August 2012. SPAD file its Memorandum of Appearance on 13 August 2012.

The Plaintiffs are claiming for damages for alleged breach/repudiation of agreements entered into between the Plaintiffs and SPAD in relation to sale of shares in third party companies by the Plaintiffs. The Statement of Defence has been filed by SPAD.

The matter will be jointly tried with (d), (e) and (f) above on 17 – 21 June 2013.

The Directors, in consultation with the Company’s Solicitors are of the opinion that SPAD has strong merit in the case.

- (h) Sarawak Plantation Agriculture Development Sdn. Bhd.(“SPAD”) faces a charge in the Mukah Sessions Court under Section 16(1) of the Environmental Quality Act 1974. The charge is that SPAD was found to have discharged effluent into watercourse whereby the effluent containing substances in concentration exceeding the stipulated limits under Regulation 12(4) Environmental Quality (Prescribed Premises) (Crude Palm Oil) Regulations 1977, namely:

the concentration of Biochemical Oxygen Demand (BOD), 3 days, 30°C is 144 mg/l, exceeding the limit of 20mg/l and hence contravened Condition No. 2.1.6(i) of the Compliance Schedule No. JPKKS 000645A of the Licence No. 000645 for the period 1 July 2011 to 30 June 2012.

SPAD appeared at the Mukah Sessions Court on 1 November 2012 and entered a not - guilty plea. The matter will be heard again before the Mukah Sessions Court on 21 February 2013.

The Directors, in consultation with the Company’s Solicitors are of the opinion that SPAD has strong merits in the case.

- (i) In a new suit involving SPAD, a writ of Summons dated 25 January 2013, was served on SPAD on 8 February 2013. The Plaintiffs sued 4 Defendants, the second of whom is SPAD. The Plaintiffs are claiming, amongst others, a declaration that the Plaintiffs and/or their ancestors have NCR in or over certain land. The Plaintiffs pleaded that there was no proper extinguishment of the Plaintiffs’ right and neither was there any provision made for compensation and no compensation was ever made by 3rd and 4th Defendant. The Plaintiffs further pleaded that the Provisional Lease issued to SPAD over Lot 6 Bawan Land District was unconstitutional and therefore null and void ab initio. The Plaintiffs claim for damages and a declaration that the 1st Defendant and SPAD or its agents(s) or servants(s) had trespassed and are wrongfully trespassing on the said land and the 1st Defendant and SPAD or its agents(s) or servants(s) to dismantle all its structures and buildings on and to remove all its machineries or equipments from and to vacate the said land therefrom.

The first mention is fixed on 27 March 2013. Intending to defend the Suit vigorously, SPAD will via its Solicitor enter the Memorandum of Appearance on or before 27 February 2013 and thereafter to file in the Defence within 14 days.

The Directors, in consultation with the Company’s Solicitors are of the opinion that SPAD has strong merits in the case.

**Part B – Explanatory Notes Pursuant to Part A of Appendix 9B of the Listing Requirements of Bursa Malaysia Securities Berhad****B11. Dividend Declared**

- (a) On 20 February 2012, the Board of Directors declared a second interim, single tier dividend of 10 sen per share totalling approximately RM28 million, in respect of the financial year ended 31 December 2011, which was paid to shareholders on 29 March 2012.
- (b) On 14 August 2012, the Board of Directors declared a first interim, single tier dividend of 5 sen per share, totalling approximately RM14 million, in respect of the financial year ended 31 December 2012, which was paid to shareholders on 26 September 2012.
- (c) The Board of Directors had declared a second interim, single tier dividend of 5 sen per share, totalling approximately RM14.0 million, in respect of the financial year ended 31 December 2012, payable to shareholders on 28 March 2013. The dividend entitlement date shall be on 14 March 2013.

B12. Earnings per Share

	Individual Quarter (Q4)		Cumulative Quarter (12 Months)	
	Current Year Quarter 31/12/2012 RM'000	Preceding Year Corresponding Quarter 30/12/2011 RM'000	Current Year - Period To Date 31/12/2012 RM'000	Preceding Year - Period To Date 30/12/2011 RM'000
(Loss)/Profit attributable to Owners of the Company(RM)	(6,974)	19,022	46,106	81,599
Weighted average number of ordinary shares in issue (unit)	279,564	279,564	279,564	279,564
Basic earnings per share (sen)	(2.49)	6.80	16.49	29.19
Diluted earnings per share (sen)	N/A	N/A	N/A	N/A

Basic earnings per share

The calculation of basic earnings per share for the interim quarter and financial period is based on the (loss)/profit attributable to Owners of the Company and on the weighted average number of ordinary shares of RM1.00 each in issue less the weighted average number of treasury shares held by the Company.

Diluted earnings per share

The diluted earnings per share for the interim quarter and financial period were not computed as the Company does not have any potentially dilutive ordinary shares as at 31 December 2012.



Part B – Explanatory Notes Pursuant to Part A of Appendix 9B of the Listing Requirements of Bursa Malaysia Securities Berhad

B13. Retained Earnings

The retained earnings of the Group as at 31 December 2012 contain unrealised profits, as disclosed below:

	As At End Current Financial Year 31/12/2012 RM'000	As At End Of Preceding Financial Year 31/12/2011 RM'000
Total retained profits of the Group and its subsidiaries		
Realised	272,641	267,450
Unrealised	(52,554)	(46,846)
	<u>220,087</u>	<u>220,604</u>
Less: Consolidation adjustments	7,992	3,303
Total Group retained profits as per consolidated accounts	<u><u>228,079</u></u>	<u><u>223,907</u></u>

B14. Auditors' Report on Preceding Annual Financial Statements

The auditors' report on the financial statements for the financial year ended 31 December 2011 was unqualified.

B15. Authorised for Issue

The condensed consolidated interim financial statements were authorised for issue by the Board of Directors in accordance with a resolution of the Board on 27 February 2013.

By Order of the Board

Company Secretary
Kuching
27 February 2013