

QUARTERLY REPORT

Condensed Consolidated Financial Statements For The Financial Period Ended 30 September 2022



Unaudited Condensed Consolidated Statement of Comprehensive Income for the Quarter ended 30 September 2022

	Quarter ended 30 September		30	to date ended) September
Note	2022 RM'000	2021 % RM'000 +/(-)	2022 RM'000	2021 <u>%</u> RM'000 +/(-)
Revenue Cost of sales	6,182,260 (5,414,494)	5,315,802 16.3% (4,488,376)	19,463,076 (16,910,606)	13,391,041 45.3% (11,665,559)
Gross profit	767,766	827,426 -7.2%	2,552,470	1,725,482 47.9%
Other operating income	35,227	14,553	109,437	76,537
Selling and distribution costs Administrative expenses Reversal of impairment/(impairment loss)	(68,988) (225,708)	(66,104) (192,651)	(193,598) (619,255)	(139,219) (564,154)
of financial assets (net)	16,919	(7,247)	2,752	(7,592)
Other operating expenses Commodity (losses)/gains - net	(44,514) (44,397)	(13,919) 73,466	(53,913) (22,656)	(28,609) 97,202
Operating profit	436,305	635,524 -31.3%		1,159,647 53.1%
Fair value changes in Land Lease Agreement ("LLA") liability	(51,354)	(107,036)	(268,344)	(70,439)
Operating profit after LLA 15	384,951	528,488 -27.2%		1,089,208 38.3%
Finance income	9,403	3,309	16,598	13,347
Finance costs	(19,781)	(43,977)	(82,990)	(112,502)
Share of results from associates Share of results from joint ventures	130 10,768	531 19,718	1,134 45,176	978 33,418
Profit before zakat and taxation	385,471	508,069 -24.1%		1,024,449 45.1%
Zakat	(6,045)	(502)	(34,863)	(2,421)
Taxation 16	(162,455)	(106,529)	(512,632)	(270,277)
Profit for the financial period	216,971	401,038 -45.9%	939,316	751,751 25.0%
Profit attributable to:				
- Owners of the Company	241,671	399,393 -39.5%		702,789 40.1%
 Non-controlling interests 	(24,700)	1,645	(45,615)	48,962
Other comprehensive income/(loss)	216,971	401,038 -45.9%	939,316	751,751 25.0%
Actuarial gains/(loss) on defined				
benefit plan	477	(1)	585	319
Fair value changes of financial assets at fair value through other comprehensive income				
("FVOCI")	(12,436)	60	(6,826)	(4,337)
Share of other comprehensive	2.062	120	6 650	(552)
income/(loss) of joint ventures Currency translation differences	3,062 34,205	120 (1,953)	6,659 64,314	(553) 23,566
Cash flow hedges	677	1,090	3,159	4,049
Other comprehensive income/(loss) for				· · · · · · · · · · · · · · · · · · ·
the financial period, net of tax	25,985	(684)	67,891	23,044
Total comprehensive income for the financial period	242,956	400,354 -39.3%	5 1,007,207	774,795 30.0%
Total comprehensive income attributable to:				
 Owners of the Company Non-controlling interests 	270,354 (27,398)	401,402 -32.6% (1,048)	5 1,058,341 (51,134)	726,962 <i>45.6%</i> 47,833
Total comprehensive income for the financial period/year	242,956	400,354 -39.3%		774,795 30.0%
Earnings per share for profit attributable to	<u> </u>	· _ ·		
the Owners of the Company:				
Basic (sen)	6.62	10.95	27.00	19.26

The unaudited Condensed Consolidated Statement of Comprehensive Income should be read in conjunction with the accompanying explanatory notes attached to this quarterly report and the audited financial statements for the financial year ended 31 December 2021.



Unaudited Condensed Consolidated Statement of Financial Position as at 30 September 2022

	Note	Unaudited As at 30 September 2022 RM'000	Audited As at 31 December 2021 RM'000
Non-current assets			
Property, plant and equipment		7,713,476	7,674,392
Right-of-use assets		2,174,055	2,196,084
Investment properties		75,696	81,531
Intangible assets		946,670	948,382
Interests in associates Interests in joint ventures		64,082	65,074
Amount due from ultimate holding company		503,998 14,681	454,714 14,681
Amount due from related company		9,107	9,107
Deposit and other receivables		130,222	137,066
Deferred tax assets		163,908	295,131
Financial assets at fair value through profit or loss	19	6,776	
Financial assets through other comprehensive	-	0,110	
income	19	188,071	201,569
Biological assets		1,167	2,228
-		11,991,909	12,079,959
		11,331,303	12,079,939
Current assets			
Inventories		2,619,988	1,914,403
Receivables		1,518,016	1,346,150
Biological assets		93,429	113,791
Amount due from ultimate holding company		5,805	36,521
Amounts due from joint ventures		80,899	205,274
Amount due from an associate		38	-
Amounts due from related companies		158,077	66,801
Tax recoverable		12,523	12,762
Financial assets at fair value through profit or loss	19	70,667	79,136
Derivative financial assets	18	19,873	3,539
Contract assets		43,814	42,151
Deposits, cash and bank balances		1,595,917	2,031,666
		6,219,046	5,852,194
Assets held for sale		28,041	24,241
		6,247,087	5,876,435
Total assets		18,238,996	17,956,394
Equity			
Equity Share conited		7 020 990	7 020 990
Share capital Treasury shares		7,029,889	7,029,889 (518)
Reserves		- (1,052,417)	(1,608,770)
Equity attributable to owners of the Company		5,977,472	5,420,601
Non-controlling interests		1,702,167	1,765,917
Total equity		7,679,639	7,186,518
. eta. equity		1,010,000	1,100,010



Unaudited Condensed Consolidated Statement of Financial Position as at 30 September 2022 (continued)

		Unaudited	Audited
		As at	As at
		30 September	31 December
	Note	2022	2021
		RM'000	RM'000
Non-current liabilities			
Borrowings	17	907,295	1,033,140
Loans due to ultimate holding company	17	474,475	632,151
LLA liability		3,218,334	3,314,874
Derivative financial liabilities	18	602	3,571
Provision for asset retirement		34,569	41,349
Provision for defined benefit plan		51,934	51,136
Lease liability		308,774	294,581
Deferred tax liabilities		480,101	575,740
Payables		15,196	10,189
		5,491,280	5,956,731
<u>Current liabilities</u> Payables		1,852,623	1,414,444
Loans due to ultimate holding company	17	7,474	2,514
Amount due to ultimate holding company		254,773	276,082
Amounts due to associates		663	351
Amounts due to related companies		8,116	15,970
Borrowings	17	1,894,564	2,330,357
Derivative financial liabilities	18	20,081	3,749
Provision for asset retirement		741	666
Lease liability		29,170	27,518
LLA liability		489,916	489,916
Contract liabilities		183,199	132,340
Current tax liabilities		326,757	119,238
		5,068,077	4,813,145
Total liabilities		10,559,357	10,769,876
Total equity and liabilities		18,238,996	17,956,394
Net assets per share attributable to owners of the Company		1.64	1.49

The unaudited Condensed Consolidated Statement of Financial Position should be read in conjunction with the accompanying explanatory notes attached to this quarterly report and the audited financial statements for the financial year ended 31 December 2021.



Unaudited Condensed Consolidated Statement of Changes in Equity

	Share capital RM'000	Treasury shares RM'000	Foreign exchange reserve RM'000	Re- organisation reserve RM'000	Other reserves RM'000	Retained earnings RM'000	Total RM'000	Non- controlling interests RM'000	Total Equity RM'000
Year to date ended 30 September 2022					·			·	
At 1 January 2022	7,029,889	(518)	54,036	(3,089,497)	67,427	1,359,264	5,420,601	1,765,917	7,186,518
Profit/(loss) for the financial period	-	-	-	-	-	984,931	984,931	(45,615)	939,316
Other comprehensive income/(loss) for the financial period, net of tax: <u>Items that will not be reclassified to profit or</u> loss									
- actuarial gain on defined benefit plan	-	-	-	-	-	585	585	-	585
 fair value changes in financial assets at FVOCI 	-	-	-	-	(6,820)	-	(6,820)	(6)	(6,826)
Items that will be subsequently reclassified to profit or loss									
- currency translation differences	-	-	71,375	-	-	-	71,375	(7,061)	64,314
 share of other comprehensive income of joint ventures 	-	-	6,659	-	-	-	6,659	-	6,659
 cash flow hedge reserves 	-	-	-	-	1,611	-	1,611	1,548	3,159
	-	-	78,034	-	1,611	-	79,645	(5,513)	74,132
Total other comprehensive income/(loss) for the financial period	-	-	78,034	-	(5,209)	985,516	1,058,341	(51,134)	1,007,207
Transactions with owners									
Treasury shares	-	518	-	-	-	-	518		518
Liquidation of a subsidiary	-	-	-	-	-	(64,210)	(64,210)	64,210	-
Dividend paid to non-controlling interests of subsidiaries	-	-	-	-	-	-	-	(76,826)	(76,826)
Dividend paid for the financial year ended 31 December 2021 (final)	-	-	-	-	-	(437,778)	(437,778)	-	(437,778)
Total transactions with owners	-	518	-	-	-	(501,988)	(501,470)	(12,616)	(514,086)
At 30 September 2022	7,029,889	-	132,070	(3,089,497)	62,218	1,842,792	5,977,472	1,702,167	7,679,639



Unaudited Condensed Consolidated Statement of Changes in Equity (continued)

	Share capital RM'000	Treasury shares RM'000	Foreign exchange reserve RM'000	Re- organisation reserve RM'000	Other reserves RM'000	Retained earnings RM'000	Total RM'000	Non- controlling interests RM'000	Total Equity RM'000
Year to date ended 30 September 2021	1	1							
At 1 January 2021	7,029,889	(518)	26,497	(3,089,497)	10,624	284,708	4,261,703	1,838,504	6,100,207
					,				
Profit for the financial period	-	-	-	-	-	702,789	702,789	48,962	751,751
Other comprehensive income/(loss) for the financial period, net of tax: Items that will not be reclassified to profit or loss									
 actuarial gain on defined benefit plan 	-	-	-	-	-	196	196	123	319
 fair value changes in financial assets at FVOCI 	-	-	-	-	(4,187)	-	(4,187)	(150)	(4,337)
Items that will be subsequently reclassified to profit or loss - currency translation differences			26,652				26,652	(3.086)	23,566
- share of other comprehensive loss of joint ventures	-	-	(553)	-	-	-	(553)	(3,086)	(553)
- cash flow hedge reserves	-	-	(555)	-	2,065	-	2,065	- 1,984	4,049
- casil now nedge reserves		-	26,099	-	2,003	-	2,003	(1,102)	27,062
Total other comprehensive income/(loss) for the financial period	-	-	26,099	-	(2,122)	702,985	726,962	47,833	774,795
Transactions with owners									
Dividend paid for the financial year ended 31 December 2020 (final)	-	-	-	-	-	(109,445)	(109,445)	-	(109,445)
Dividend paid to non-controlling interests of subsidiaries	-	-	-	-	-	-	-	(42,364)	(42,364)
Dissolvement of a subsidiary	-	-	-	-	-	-	-	(1,687)	(1,687)
Total transactions with owners	-	-	-	-	-	(109,445)	(109,445)	(44,051)	(153,496)
At 30 September 2021	7,029,889*	(518)	52,596	(3,089,497)	8,502	878,248	4,879,220	1,842,286	6,721,506

* Includes 1 Special Share of RM1.00 held by Minister of Finance (Incorporated).

The unaudited Condensed Consolidated Statement of Changes in Equity should be read in conjunction with the accompanying explanatory notes attached to this quarterly report and the audited financial statements for the financial year ended 31 December 2021.



Unaudited Condensed Consolidated Statement of Cash Flows

	30 Sept	
	2022	2021
	RM'000	RM'000
CASH FLOWS FROM OPERATING ACTIVITIES		
Profit for the financial period	939,316	751,751
Adjustments for non-cash items	1,386,616	884,962
Operating profit before working capital changes	2,325,932	1,636,713
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Changes in working capital	(334,724)	(589,930)
Cash generated from operations	1,991,208	1,046,783
Interest received	16,598	13,347
Taxation paid, net	(254,774)	(59,013)
Zakat paid	(34,863)	(2,421)
Retirement benefits paid	(1,512)	(2, 121)
Net cash generated from operating activities	1,716,657	998,692
CASH FLOWS FROM INVESTING ACTIVITIES	(400.004)	(005 70 ()
Purchase of property, plant and equipment	(480,831)	(365,701)
Purchase of intangible asset	(4,993)	(1,635)
Proceeds from liquidation of a joint venture	-	1,519
Proceeds from disposal of property, plant and equipment	1,562	788
Proceed from disposal of financial assets at fair value through profit or loss Additions of financial assets at FVOCI	152,010	- (2, 22,4)
Additions of financial assets at fair value through profit or loss (net)	(2,067) (162,326)	(3,234)
Dividend received from financial assets FVOCI	(102,320)	
Dividend received from an associate	2,126	1,570
Dividend received from joint ventures	3,502	2,986
Net cash used in investing activities	(490,906)	(363,707)
CASH FLOWS FROM FINANCING ACTIVITIES		
Drawdown of borrowings	4,511,241	4,948,079
Repayment of borrowings	(5,073,704)	(5,039,157)
Repayment of LLA liability	(364,884)	(290,139)
Dividend paid to shareholders	(437,778)	(109,445)
Dividend paid to non-controlling interest	(76,826)	(42,364)
Finance costs paid	(105,194)	(130,819)
Repayment of loan due to ultimate shareholder	(150,000)	(71,323)
Payments of lease liabilities Increase in restricted cash	(20,880)	(23,277)
	(3,216)	(72,766)
Net cash used in financing activities	(1,721,241)	(831,211)
Net decrease in cash and cash equivalents	(495,490)	(196,226)
Effect of foreign exchange rate changes	56,525	11,224
Cash and cash equivalents at beginning of the financial period	1,967,191	1,665,457
Cash and cash equivalents at end of the financial period	1,528,226	1,480,455
	4 505 047	4 040 050
Deposits, cash and bank balances	1,595,917	1,616,958
Less: Restricted cash	(67,691)	(136,503)
Cash and cash equivalents at end of the financial period	1,528,226	1,480,455

Year to date ended

The unaudited Condensed Consolidated Statement of Cash Flows should be read in conjunction with the accompanying explanatory notes attached to this quarterly report and the audited financial statements for the financial year ended 31 December 2021.



Explanatory Notes on the Quarterly Report – 30 September 2022

This interim financial information of FGV Holdings Berhad ('FGV' or 'Group') is prepared in accordance with the requirements of paragraph 9.22 of the Main Market Listing Requirements of Bursa Malaysia Securities Berhad and complies with the requirements of the Malaysian Financial Reporting Standard ('MFRS') No. 134 – Interim Financial Reporting.

The Unaudited Condensed Consolidated Interim Financial Information should be read in conjunction with FGV audited financial statements for the financial year ended 31 December 2021. These explanatory notes attached to the Unaudited Condensed Consolidated Interim Financial Information provide an explanation of events and transactions that are significant to an understanding of the changes in the financial position and performance of the Group since the financial year ended 31 December 2021.

1. Basis of Preparation

The financial statements of the Group have been prepared in accordance with the Malaysian Financial Reporting Standards ("MFRS"), International Financial Reporting Standards ("IFRS") and the requirements of the Companies Act 2016 in Malaysia.

The accounting policies and presentation adopted for this Unaudited Condensed Consolidated Interim Financial Information are mainly consistent with those of the Group's audited financial statements for the financial year ended 31 December 2021.

(i) Amendments to existing standards and other accounting pronouncements that are not expected to have any significant impact on the financial statements of the Group:

Effective annual periods beginning on or after 1 January 2022

- Amendments to MFRS 116 'Proceeds before intended use'
- Amendments to MFRS 3 'Reference to Conceptual Framework'
- Annual improvements to MFRS 1 'Subsidiary as First-time Adopter'
- Annual improvements to Illustrative Example Accompanying MFRS 16 Leases 'Lease Incentives'
- Annual improvements to MFRS 141 'Taxation in Fair Value Measurements'
- Annual Improvements to MFRS 9 'Fees in the 10% test for derecognition of financial liabilities'
- Amendments to MFRS 137 'Onerous Contracts Cost of Fulfilling a Contract'

The effective accounting pronouncements have been adopted by the Group.

(ii) Accounting pronouncements that are not yet effective and have not been early adopted by the Group:

Effective annual periods beginning on or after 1 January 2023

- Amendments to MFRS 101 'Classification of liabilities as current and non-current'
- Amendments to MFRS 101, MFRS Practice Statement 2 and MFRS 108 on disclosure of accounting policies and definition of accounting estimates
- Amendments to MFRS 112 'Deferred Tax related to Assets and Liabilities arising from a Single Transaction'

The accounting pronouncements that are not yet effective are not expected to have any significant impact on the financial statements of the Group.

2. Seasonal or Cyclical Factors

Global sales of oils and fats products follow a similar pattern where sales increases ahead of festivities due to increased consumer demand. In addition, the harvest of fresh fruit bunches ("FFB") at palm oil plantations tends to increase in the second half of the financial year as a result of the rainfall pattern in Malaysia, which leads to a greater supply of CPO and PK during the second half of the financial year as FFB is immediately processed following its harvest.

Sales of refined oils and sugar products in Malaysia typically increase slightly during the months leading up to major holidays and festivals in Malaysia, especially Hari Raya and Chinese New Year, due to increased consumer demand for cooking oil and refined sugar.



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

There were no other material or unusual items affecting FGV's assets, liabilities, equity, net income or cash flows during the financial period under review.

4. Material Changes in Estimates

There were no other material changes in the estimates of amounts reported in the prior interim period of the current financial year or the interim period of the previous financial year that have a material effect on the results for the current quarter under review.

5. Debt and Equity Securities

There were no issuances, cancellations, repurchases, resale and repayments of debt and equity securities during the financial period under review.

6. Dividends

Interim dividend of 4.0 sen per share on 3,648,151,500 ordinary shares under the single-tier system totaling RM145.93 million was paid on 29 September 2022.



7. Segment Information (continued)

The segment information provided to the Group's Chief Operating Decision Maker which is defined as Group Management Committee for the reportable segments of FGV for the financial period is as follows:

		Plantation RM'000	Sugar RM'000	Logistics and Others RM'000	Corporate HQ and Elimination RM'000	Total RM'000
Year to date ended 30 September 2022						
Total segment revenue Less : Inter-segment revenue		24,825,283 (7,550,029)	2,031,665 (146,610)	537,200 (259,324)	217,765 (192,874)	27,611,913 (8,148,837)
Revenue from external customers		17,275,254	1,885,055	277,876	24,891	19,463,076
Finance income Finance costs Depreciation and amortisation		11,807 (23,862) (418,950)	2,225 (22,714) (60,770)	2,013 (2,082) (52,305)	553 (34,332) (12,057)	16,598 (82,990) (544,082)
Fair value changes in LLA liability Reversal of impairment of/(Impairment of): - financial assets - non-financials assets		(268,344) 7,689 (13,873)	2,392	(7,329)	- -	(268,344) 2,752 (13,873)
Share of results of joint ventures Share of results of associates		45,176 2,433	-	-	- (1,299)	45,176 1,134
Profit/(loss) before zakat and taxation for the financial period		1,570,097	(130,688)	74,071	(26,669)	1,486,811
Disaggregation of the Group's revenue is as follows:	Timing of revenue recognition					
Sales of Palm Products Oils Sales of Sugar	At a point in time At a point in time At a point in	14,350,011 -	- 1,885,055	-	-	14,350,011 1,885,055
Others	time/over time	2,925,243	-	277,876	24,891	3,228,010
		17,275,254	1,885,055	277,876	24,891	19,463,076



7. Segment Information (continued)

The segment information provided to the Group's Chief Operating Decision Maker which is defined as Group Management Committee for the reportable segments of FGV for the financial period is as follows: (continued)

					Corporate HQ	
		Plantation	Sugar	Logistics and Others	and Elimination	Total
		RM'000	RM'000	RM'000	RM'000	RM'000
Year to date ended 30 September 2021	-					
Total segment revenue]	17,103,370	1,686,361	461,282	209,268	19,460,281
Less : Inter-segment revenue		(5,589,672)	(68,745)	(218,868)	(191,955)	(6,069,240)
Revenue from external customers		11,513,698	1,617,616	242,414	17,313	13,391,041
	r					
Finance income		7,202	1,647	3,225	1,273	13,347
Finance costs		(37,703)	(39,458)	(2,549)	(32,792)	(112,502)
Depreciation and amortisation		(419,373)	(68,621)	(62,433)	(11,268)	(561,695)
Fair value changes in LLA liability		(70,439)	-	-	-	(70,439)
(Impairment of)/reversal of impairment of:		(0.070)		(1.10.1)		(= = = = =)
- financial assets		(9,079)	2,668	(1,181)	-	(7,592)
- non-financials assets		(7,675)	5,129	-	-	(2,546)
Share of results of joint ventures		33,148	-	-	270	33,418
Share of results of associates	L	2,364	-	-	(1,386)	978
Profit/(loss) before zakat and taxation						
for the financial period	-	902,823	91,910	52,750	(23,034)	1,024,449
	Timing of					
Disaggregation of the Group's revenue	revenue					
is as follows:	recognition					
Sales of Palm Products Oils	At a point in time	9,406,305	-	-	-	9,406,305
Sales of Sugar	At a point in time	-	1,617,616	-	-	1,617,616
	At a point in time/					
Others	over time	2,107,393	-	242,414	17,313	2,367,120
		11,513,698	1,617,616	242,414	17,313	13,391,041



8. Capital Commitments

	As at 30 September 2022 RM'000	As at 31 December 2021 RM'000
Capital expenditure approved and contracted for:	268,990	124,368
- Property, plant and equipment	268,990	124,368

9. Significant Related Party Transactions

- (I) Related party transactions for the financial year ended 30 September 2022 and 30 September 2021 are as follows:
 - (a) <u>Sales of goods and services</u>

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	2022 RM'000	2021 RM'000
(i) Transactions with joint ventures		
Sales of CPO by FGV Trading Sdn. Bhd. ("FGVT") to FGV Iffco Sdn. Bhd. Group ("FISB Group")	583,621	355,366
Sales of Crude Palm Kernel Oil ("CPKO"), Refined Bleached Deodorised Palm Kernel Oil ("RBDPKO") and Palm Kernel Fatty Acid Distillate ("PKFAD") by FGV Kernel Products Sdn. Bhd. ("FKPSB") to FISB Group	286,163	150,024
Sales of CPO by FGVT and FGV Palm Industries Sdn. Bhd. ("FGVPI") to MAPAK Edible Oil Pvt. Ltd. ("MAPAK")	173,796	187,177
(ii) Transactions with Federal Land Development Authority ("FELDA") and its subsidiaries		
Sales of fertiliser by FGV Fertiliser Sdn. Bhd. ("FGVFSB")	279,988	164,926
IT services rendered by FGV Prodata Systems Sdn. Bhd ("Prodata")	27,418	22,483
Security services rendered by FGV Security Services Sdn. Bhd ("FSSSB")	16,974	16,314



(c)

Explanatory Notes on the Quarterly Report – 30 September 2022 (continued)

9. Significant Related Party Transactions (continued)

- (i) Related party transactions for the financial year ended 30 September 2022 and 30 September 2021 are as follows: (continued)
 - (b) Purchase of goods and services

	Year to da 30 Sept	
	2022	2021
	RM'000	RM'000
Transactions with FELDA and its subsidiaries:		
LLA liability paid/payable by FGV Plantations (Malaysia) Sdn. Bhd. ("FGVPM")	364,884	290,139
Interest expense charged by FELDA	23,424	31,163
Compensation (paid)/received by FGVPM	-	15,343
Purchase of cup lump by FGV Rubber Industries Sdn. Bhd. ("FRISB")	35,446	111,377
Purchase of FFB by FGVT	5,332,546	3,569,738
Transactions with Government related entities		
Transactions between subsidiaries and other government agencies:		
Cooking oil subsidy received from Kementerian Perdagangan Dalam Negeri dan Hal Ehwal Pengguna	335,378	120,710
Windfall tax paid/payable to Royal Malaysian Custom Department	195,402	117,892
CESS payment to Malaysia Palm Oil Board	32,502	30,593

10. Effect of Significant Changes in the Composition of FGV

There were no changes in the composition of the Group for the current financial period under review.



11. Contingent Liabilities and Material Litigation

(i) On 18 May 2021, FGV Prodata System Sdn. Bhd. ("Prodata" or "the 1st Defendant") an indirect subsidiary of the Company, was served with a sealed Writ of Summons dated 12 May 2021 ("the Writ") by VDSL Technology Sdn. Bhd. ("VDSL" or "the Plaintiff").

The Plaintiff claimed for compensation and damages amounting RM170,707,600 due to the 1st Defendant and FELDA's ("2nd Defendant") alleged breaches on various arrangements agreed upon by the parties with regard to the Felda Broadband Initiative Project.

On 1 November 2021, VDSL has filed amended statement of claim and case management was held on the same day for the main suit, Prodata's application for security cost and VDSL's application for protective order. Pursuant to the hearing on 19 January 2022, the Judge directed the case be fixed for mediation for parties to explore and discuss a possible amicable settlement; while the court proceedings to continue to run its course.

On 11 May 2022, the Mediator acknowledged that the mediation was unsuccessful. No further mediation is fixed. On 25 November 2022, the judge did not make any decision on VDSL's protective order application and Felda's discovery application. The Judge suggested to the parties to discuss and mutually agreed on the arrangements in respect of both applications.

The Judge then adjourned the matter to 9 December 2022 for parties to update the Judge on the outcome of the discussion.

Based on legal opinion, there is a fair chance of Prodata succeeding in defending the claim from VDSL.

(ii) On 12 February 2019, all Defendants to the suit filed by the Company on 23 November 2018 against its former members of the Board of Directors and former employees on the acquisition of APL ("Company suit") had filed their respective Defences except for one, who was directed by the High Court to file his Defence on or before 4 March 2019.

On 11 February 2019, certain Defendants to the Company suit had filed a counterclaim ("the Counterclaim") against the Company and the previous members of the Board of Directors of the Company ("Counterclaim Defendants"). The Counterclaim seeks reliefs, jointly and severally, against the Company and the Counterclaim Defendants for declaration that the Company and the Counterclaim Defendants were liable for the loss of RM514 million (in the Company's suit) and for any damages, general damages and interest at 5% per annum to be indemnified by the Company and Counterclaim Defendants.

On 8 November 2019, the Counterclaim Defendants filed an application to strike out the Counterclaim. The High Court after hearing both parties, had struck out the Counterclaim and dismissed the 10th to 14th Defendants' claim with costs. The High Court also directed the Defendants to file and serve their Amended Defence and has fixed the Company's action for case management on 13 January 2020. On 13 January 2020, the Solicitors of 8th Defendant updated the Court that they had filed an application to amend their Defence.

On 6 September 2021, the Court of Appeal heard and allowed the 10th to 14th Defendants' appeal and reversed the decision of the High Court. The Company filed an application for leave to appeal to the Federal Court ('Leave Application").

The Court had on 8 June 2022 informed that the case would be transferred to NCvC 12. The Court has fixed a case management on 6 October 2022 for new direction from the Judge.

The Federal Court heard and did not allow the Plaintiff's application for Leave to Appeal and therefore, the Main Action and the Counterclaim will proceed to trial in the High Court. The High Court has fixed new trial dates on 9 to 11 January 2023.

The remaining claims are not material to be disclosed in the financial statements and deemed remote by the Directors.



FGV HOLDINGS BERHAD

Explanatory Notes on the Quarterly Report – 30 September 2022 (continued)

12. Review of Group Performance

	Quarter ended 30 September				Quarter ended 30 June		Year to date ended 30 September		
	2022	2021	%		2022	%	2022	2021	%
	RM'000	RM'000	+/(-)		RM'000	+/(-)	RM'000	RM'000	+/(-)
Revenue	6,182,260	5,315,802	16.3		7,427,055	(16.8)	19,463,076	13,391,041	45.3
Plantation	431,413	481,191	(10.3)		620,816	(30.5)	1,570,097	902,823	73.9
Sugar	(71,032)	18,182	>(100)		(28,876)	>100	(130,688)	91,910	>(100)
Logistics and Others	38,133	20,866	82.8		14,017	>100	74,071	52,750	40.4
Sector results	398,514	520,239	(23.4)		605,957	(34.2)	1,513,480	1,047,483	44.5
Corporate HQ and elimination	(13,043)	(12,170)			(5,680)		(26,669)	(23,034)	
Profit before zakat and taxation	385,471	508,069	(24.1)		600,277	(35.8)	1,486,811	1,024,449	45.1
Zakat	(6,045)	(502)			(27,661)		(34,863)	(2,421)	
Taxation	(162,455)	(106,529)			(216,851)		(512,632)	(270,277)	
Profit for the financial period	216,971	401,038	(45.9)	_	355,765	(39.0)	939,316	751,751	25.0
Profit attributable to:									
Owners of the Company	241,671	399,393	(39.5)		374,024	(35.4)	984,931	702,789	40.1
Non-controlling interests	(24,700)	1,645	-		(18,259)	. ,	(45,615)	48,962	
Profit for the financial period	216,971	401,038	(45.9)	_	355,765	(39.0)	939,316	751,751	25.0



12. Review of Group Performance (continued)

(A) Current Quarter Ended 30 September 2022 against Previous Year's Corresponding Quarter Ended 30 September 2021

Overall

The revenue of the Group rose by 16% to RM6.18 billion on the back of higher average CPO price realised in current quarter. The Group's profit before zakat and taxation decreased to RM385.47 million for the current quarter compared to RM508.07 million in the corresponding quarter of the previous year mainly attributed to losses incurred in Sugar Sector in current quarter.

(a) Plantation Sector

Profit in Plantation Sector decreased by 10% to RM431.41 million from RM481.19 million in corresponding quarter of the previous year primarily due to fair value loss in biological assets of RM38.02 million (3Q21: gain of RM16.40 million), lower margin in rubber business and impairment loss of rubber plantation of RM20.5 million. The Sector's result was also brought down by the decrease in share of results in joint ventures from RM19.72 million in previous year's corresponding quarter to RM10.77 million

The decrease in profit was partially cushioned by higher average CPO price realised of RM4,830 per MT compared to RM3,798 per MT in previous year's corresponding quarter coupled with better margin in oleochemicals and higher volume in packed products under downstream business. The fair value charge on LLA was lower at RM51.35 million in current quarter under review, compared to RM107.04 million in corresponding quarter of the previous year.

Operationally, FFB production reduced to 1.08 million MT from 1.12 million MT, while yield decreased to 3.93 MT per hectare in current quarter. OER achieved in current quarter was 20.36%, lower from 20.74% registered in corresponding quarter of the previous year.

(b) Sugar Sector

Sugar Sector reported a loss of RM71.03 million compared to RM18.18 million profit in corresponding quarter of the previous year. The Sector was dragged down by high input costs mainly for raw sugar, freight, natural gas and weakening of Ringgit Malaysia despite increase in overall average selling price in the current quarter.

(c) Logistics and Others Sector

Logistic and Others Sector reported a higher profit of RM38.13 million compared to RM20.87 million reported in the corresponding quarter of the previous year. This was mainly attributable to higher profit in Logistic division which reported an increase in profit by 37% compared to the corresponding quarter of the previous year mainly due to increase in handling rate and higher throughput and tonnage carried in current quarter.

Others Sector also registered a profit compared to loss in corresponding quarter of the previous year. The growth was driven by higher revenue contributed from hajj packages under travel business in current quarter.



12. Review of Group Performance (continued)

(B) Current Financial Period Ended 30 September 2022 against the Previous Financial Period Ended 30 September 2021

Overall

The revenue of the Group increased significantly by 45% to RM19.46 billion compared to previous corresponding financial period while the profit before zakat and taxation of the Group strengthened from RM1.02 billion reported in previous financial period to RM1.49 billion for the financial period under review. The improved performance of the Group was largely contributed by Plantation and Logistic Sector but was partially affected by losses incurred in Sugar Sector.

(a) **Plantation Sector**

The profit in Plantation Sector jumped to RM1,570.10 million for the financial period ended 30 September 2022 from RM902.82 million recorded in previous financial corresponding period. This was mainly attributable to the higher average CPO price realised of RM4,989 per mt against RM3,475 per mt registered in previous corresponding financial period coupled with higher sales volume by 21%.

The better performance was also contributed by the improved margin in downstream and fertiliser businesses while share of profit from joint ventures improved to RM45.18 million from RM33.15 million registered in previous corresponding financial period.

The Sector's profit was brought down by higher fair value charge on LLA of RM268.34 million compared to RM70.44 million registered in previous year and fair value loss for biological assets of RM20.17 million against RM63.73 million fair value gain registered in previous corresponding financial period.

FFB production decreased marginally to 2.86 million MT from 2.92 million MT, thus led to lower yield of 10.44 mt per hectare. OER achieved was higher at 20.43% compared to 20.35% registered in the previous period.

(b) Sugar Sector

Sugar Sector registered a loss of RM130.69 million compared to RM91.91 million profit in previous corresponding financial period. The Sector suffered an erosion in margin mainly attributable to high input costs for raw sugar, freight, natural gas and weakening of Ringgit Malaysia despite increase in overall average selling price.

(c) Logistic and Others Sector

Logistic and Others Sector recorded 40% increase in profit to RM74.07 million from RM52.75 million registered in previous financial period. Profit from Logistic division increased by 37% attributed to the higher throughput and handling rate while Others division incurred losses due to net impairment loss recognised in its receivables of RM6.72 million.



13. Material Changes in the Quarterly Results Compared to Preceding Quarter

<u>Overall</u>

The revenue of the Group declined by 17% to RM6.18 billion while the profit before zakat and taxation for the Group decreased by 36% to RM385.47 million compared to RM600.28 million registered in preceding quarter. The decrease in profit was affected by lower average CPO price realised in current quarter and higher losses registered in Sugar Sector compared to preceding quarter.

(a) **Plantation Sector**

Profit in Plantation Sector decreased by 31% to RM431.41 million compared to RM620.82 million in preceding quarter mainly attributable to lower average CPO price realised of RM4,830 per MT compared to RM5,254 per MT in preceding quarter.

Operationally, FFB production increased to 1.08 million MT from 0.96 million MT in preceding quarter, hence yield also improved to 3.93 MT per hectare from 3.50 MT per hectare. OER achieved was lower at 20.36% in current quarter compared to 20.63% registered in preceding quarter.

(b) Sugar Sector

Sugar Sector continued to report a loss of RM71.03 million in current quarter compared to RM28.88 million in preceding quarter mainly attributed to high input costs for freight, natural gas and weakening of Ringgit Malaysia despite higher overall sales volume and average selling price.

(c) Logistics and Others Sector

Logistic and Others Sector recorded a higher profit of RM38.13 million compared to profit of RM14.02 million in preceding quarter. This was underpinned by higher profit in Logistic division by 34% and absence of impairment loss of receivables which was recognised in preceding quarter of RM7.13 million.



14. Variance of Actual Profit from Profit Forecast or Profit Guarantee

Not applicable as there was no profit forecast or profit guarantee issued.

15. Operating profit after LLA

	Year to date ended 30 September		
	2022	2021	
	RM'000	RM'000	
Included in operating profit after LLA are:			
Depreciation of property, plant and equipment	486,562	500,945	
Depreciation of right-of-use assets	43,526	40,075	
Depreciation of investment properties	5,835	9,194	
Property, plant and equipment written off	1,228	5,096	
Amortisation of intangible assets	8,159	11,481	
Impairment loss on property, plant and equipment - net	29,152	2,546	
Reversal of impairment on right-of-use assets	(179)	-	
Reversal of impairment on asset held for sale	(15,100)	-	
Net unrealised foreign exchange gain	(25,991)	(5,107)	

16. Taxation

	Quarter Ended 30 September			Year to date Ended 30 September	
	2022	2021		2022	2021
	RM'000	RM'000		RM'000	RM'000
Malaysian income tax					
Current financial period/year	(164,363)	(137,429)		(473,944)	(226,132)
Prior financial period/year	11,410	-		11,410	-
Foreign income tax					
Current financial period/year	(4,940)	(7,159)		(14,514)	(7,626)
Deferred tax	(4,562)	38,059		(35,584)	(36,519)
	(162,455)	(106,529)		(512,632)	(270,277)

The effective tax rate for the financial period ended 30 September 2022 is 35%, higher than the Malaysian income tax rate of 24% due to impact of "Cukai Makmur" of approximately RM107.0 million and certain expenses which are not allowable and deferred tax assets not recognised on losses in certain subsidiaries.



17. Borrowings

	As at 30 September 2022					
	Long term		Short term		Total borrowings	
	Foreign	RM'000	Foreign RM'000		Foreign	RM'000
	currency	Equivalent	currency	Equivalent	currency	Equivalent
Secured						
Islamic term loans	-	428,951	-	141,726	-	570,677
Islamic short term trade	-	12,242	-	-	-	12,242
financing						
Short term trade financing						
 United States Dollar 	-	-	5,659	26,223	5,659	26,223
- Thai Baht	-	-	46,000	5,646	46,000	5,646
<u>Unsecured</u>						
Loan due to to ultimate						
holding company	-	474,475	-	7,474	-	4891,949
Sukuk	-	447,943	-	50,000	-	497,943
Islamic short term						
trade financing	-	-	-	1,217,955	-	1,217,955
Short term trade financing						
- Ringgit Malaysia	-	-	-	360,334	-	360,334
- United States Dollar	-	-	20,000	92,680	20,000	92,680
Hire purchase	-	18,159	-	-	-	18,159
Total borrowings		1,381,770		1,902,038		3,283,808

Exchanges rates applied as at 30 September 2022United States Dollar4.6340Thai Baht12.2739

As at 30 September 2022, certain short term trade financing is secured over certain property, plant and equipment, benefits of an insurance covering finished goods, and guaranteed by some of the Directors and/or shareholders of certain subsidiary companies. Islamic term loans are secured against a leasehold land, debenture and certain bank balances of the Group.

The Sukuk issued by the Company has been reflected as an unsecured borrowing as at 30 September 2022 pending completion of certain conditions subsequent. Upon completion of the conditions subsequent, the Sukuk will be reflected as a secured borrowing.

18. Derivative Financial Instruments

FGV uses forward foreign exchange contracts and commodity contracts to manage its exposure to various financial risks. The outstanding contractual/notional amounts and fair values of these derivatives as at 30 September 2022 are as follows:

	Contractual/	Fair Value		
	Notional Amount	Assets	Liabilities	
	RM'000	RM'000	RM'000	
Non-current				
Islamic profit rate swap	145,883		602	
<u>Current</u>				
Foreign currency forwards	987,810	15,269	19,975	
Palm oil futures	35,715	4,604	-	
Sugar futures	2,686	-	106	
	1,026,211	19,873	20,081	
	1,172,044	19,873	20,683	



19. Fair Value Changes of Financial Instruments

There is no change to the type of derivative financial contracts entered into, cash requirements of the derivatives, risk associated with the derivatives and the risk management objectives and policies to mitigate these risks since the last financial year ended 31 December 2021. The maturity periods of the above derivatives are less than one year. The following table presents the Group's assets and liabilities that are measured at fair value at 30 September 2022.

30 September 2022	Level 1 RM'000	<u>Level 2</u> RM'000	<u>Level 3</u> RM'000	<u>Total</u> RM'000
Assets Financial assets at fair value through profit or loss:				
- Derivatives	4,604	15,269	-	19,873
 Trading securities 	77,443	-	-	77,443
Financial assets at FVOCI	2,948		185,123	188,071
Total assets	84,995	15,269	185,123	285,387
<u>Liabilities</u> Financial liabilities at fair value through profit or loss:				
- LLA liability	-	-	3,708,250	3,708,250
- Derivatives	708	19,975	-	20,683
Total liabilities	708	19,975	3,708,250	3,728,933

The following table presents the changes in Level 3 instruments during the financial year:

	Financial	Financial
	period	year ended
	ended 30	31
	September	December
	2022	2021
	RM'000	RM'000
LLA liability		
1 January	3,804,790	4,213,824
Fair value changes charged to profit or loss	268,344	3,984
Repayment during the financial period/year:		
 Fixed lease payments 	(182,720)	(243,552)
- Share of profits	(182,164)	(169,466)
30 September / December	3,708,250	3,804,790
Financial assets at FVOCI		
1 January	198,594	140,685
Addition	2,067	3,541
Fair value changes	(10,646)	54,499
Currency translation differences	(4,892)	(131)
30 September / December	185,123	198,594



19. Fair Value Changes of Financial Instruments (continued)

Fair value changes for the LLA liability has been measured based on assumptions made on discount rate, crude palm oil prices, fresh fruit bunches prices, palm kernel prices, average yield of fresh fruit bunches, inflation rate, total acreage of planted oil palm and rubber, estate replanting fixed cost and capital expenditure; amongst others, on a periodic basis.

The Group adopted the most recent estimated changes then in arriving at the fair value. The key assumptions incorporating the most recent developments, other parameters such as commodity prices have been updated as at September 2022.

20. Earnings Per Share

	Quarter ended 30 September		Year to date ended 30 September	
	2022	2021	2022	2021
Profit for the financial period attributable to owners of the Company (RM'000)	241,671	399,393	984,931	702,789
Weighted average number of ordinary shares in issue (thousands)	3,648,152	3,648,152	3,648,152	3,648,152
Basic earnings per share (sen)	6.62	10.95	27.00	19.26

21. Status of Corporate Proposals

There was no corporate proposal entered into during the financial period under review.

22. Significant Events

On 6 August 2022, the Board of Directors of the Company announced that FGV Integrated Farming Holdings Sdn Bhd ("FGVIF"), a wholly owned subsidiary, entered into a conditional shareholders' agreement with Baladna for Trading and Investment W.L.L ("BALADNA") (a wholly-owned subsidiary of Baladna Q.P.S.C.), and Touch Group Holdings Sdn Bhd ("TOUCH") to form an incorporated joint venture to carry on the business to develop an integrated dairy farm business in Chuping, Perlis ("Project") ("Proposed Joint Venture").

This Project is aligned with the long-term plan of FGV Group to position FGV Chuping Agro Valley ("FCAV") as one of the leading agro-valley hubs in Malaysia delivering sustainable value for its stakeholder, better living local community, and addressing food security concerns of the country.

23. Material events after reporting period

There were no material events after reporting financial period under review.



24. Prospects

During third quarter of 2022, crude palm oil (CPO) prices have trended lower compared to first half 2022, hovering between RM3,300/MT to RM4,800/MT due to seasonal higher production and Indonesia's ongoing efforts to clear its palm oil inventories, including the current levy-free policy. However, palm oil supplies for the fourth quarter 2022 is expected to remain tight due to adverse weather in Malaysia as well as continued shortage of workers in the estate. As a result, the CPO prices are expected to average around RM4,000/MT in fourth quarter 2022.

FGV will continue to intensify its recruitment of new foreign workers in the coming quarters as labour shortages remain a key risk in plantation operation.

The FGV Sugar Sector anticipates a challenging environment for the remainder of the year due to higher input costs, primarily for raw sugar, freight, natural gas, and the weakening of the Malaysian Ringgit. The Sector continues to focus on improving the efficiency of its operations.

FGV Logistics Sector will continue to find opportunities to diversify and expand its market while enhancing its operational performance.

Barring any unforeseen circumstances, the Board is optimistic that the expected average CPO price for the year will enable the Group to record encouraging financial results for 2022.

By Order of the Board

Azni Ariffin Company Secretary

30 November 2022