

JOHORE TENGGARA OIL PALM BHD (Co. No. 17867-T)

(Incorporated in Malaysia)

NOTES TO INTERIM FINANCIAL REPORTING

BURSA MALAYSIA LISTING REQUIREMENTS

1. Review of performance

For the third quarter ended 30 September 2005, the Group recorded a revenue of RM35.6 million as compared to RM23.1 million registered in the corresponding period of the previous financial year. Profit before taxation achieved for the current quarter was RM1.3 million as compared to loss of RM69.5 million registered for the corresponding period of the previous financial year. The significant variance of profit before tax was due to the impairment in the value of certain properties recognized in the third quarter last year of RM78.2 million, arising out of a Group-wide valuation exercise undertaken in relation to the Proposed Merger between JTOP and the plantation subsidiaries of Tradewinds (M) Berhad.

2. Comparison of results with the preceding quarter's

The profit before tax for the quarter under review of RM1.3 million improved from the immediate preceding quarter's profit before tax of RM0.5 million. The increase arose principally out of higher turnover achieved in the current quarter as a result of increased production of palm products.

3. Prospects for the current financial year

The Directors are of the opinion that the Group's operating results for the current financial year could be lower than the preceding year's results due principally to the weaker palm oil prices and also the significant increase in operating expenses.

4. Variance of actual profit from forecast profit

The Group has not issued any profit forecast in a public document for the year under review.

5. Taxation

| | Current Year Quarter 30.9.2005 RM'000 | Current Year To date 30.9.2005 RM'000 |
|---------------------|--|--|
| Current tax expense | 984 | (2,453) |
| Deferred tax | 201 | 604 |
| | <u>1,185</u> | <u>(1,849)</u> |

There was a positive tax expense in the third quarter under review due to a reversal of overpayments of tax in the first and second quarter of the year. The tax amounts paid were based on the estimated tax payable (ETP) submitted to the Inland Revenue Board in December 2004. The actual profit performance achieved was however lower than the ETP, hence the need for the reversal of tax to reflect a fairer tax position of the Group for the period under review.

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The effective tax rate of the Group for the current year to date was higher than the statutory tax rate as the Group's net profit before tax was inclusive of losses before tax of some companies within the Group. However the average effective tax rate for the tax paying companies, at 27%, was lower than the statutory tax rate of 28%.

6. Unquoted securities and / or properties

There is no sale of unquoted investments and/or properties for the financial quarter under review.

7. Quoted securities

(a) Summary of purchases and sales of quoted investments:-

| | <u>Individual Quarter</u> | | <u>Cumulative Quarter</u> | |
|---------------------------------|--|--|--|---|
| | Current Year Quarter 30.9.2005 <u>RM'000</u> | Preceding Year Corresponding Quarter 30.9.2004 <u>RM'000</u> | Current Year To Date 30.9.2005 <u>RM'000</u> | Preceding Year Corresponding Period 30.9.2004 <u>RM'000</u> |
| Total purchases | - | - | - | - |
| Total sale proceeds | 1 | 57 | 36 | 57 |
| Total profit/(loss) on disposal | (4) | 7 | (1) | 7 |

(b) Summary of details of all investments

| | <u>30/9/2005</u> <u>RM'000</u> | <u>31/12/2004</u> <u>RM'000</u> |
|--|-----------------------------------|------------------------------------|
| Total investments at cost | 6,654 | 6,945 |
| Total investments at carrying value / book value (after provision for diminution in value) | 4,426 | 5,105 |
| Total investments at market value at end of reporting period | 4,426 | 5,105 |

8. Status of corporate proposals

Our advisor, Commerce International Merchant Bankers Berhad ("CIMB"), had on 25 May 2004, made an announcement to Bursa Malaysia on the proposed merger of JTOP and the plantation subsidiaries of Tradewinds (M) Bhd. ("Tradewinds").

The proposed merger, which involves a scheme that requires the creation of a Special Purpose Vehicle, namely Tradewinds Plantation Berhad ("TPB"), formerly known as Jubilant Century Berhad, also involves the following: -

- (i) Proposed acquisitions by TPB from Tradewinds of the issued and paid-up share capital held by Tradewinds in its plantation subsidiaries ("Plantation Subsidiaries") for a total purchase consideration of RM687,124,750 to be satisfied by the issuance of 369,153,315 new ordinary shares of RM1.00 each in TPB ("TPB Shares") at an issue price of RM1.60 per TPB Share and RM96,479,445 nominal value of 10-year 3%

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irredeemable convertible unsecured loan stocks ("ICULS") in TPB ("TPB ICULS") ("Proposed Acquisitions");

- (ii) Proposed exchange of the entire issued and paid-up share capital of JTOP comprising 160,000,000 ordinary shares of RM1.00 each in JTOP ("JTOP Shares") with TPB Shares between TPB and all the existing shareholders of JTOP ("JTOP Existing Shareholders") pursuant to a members' scheme of arrangement under Section 176 of the Companies Act, 1965 ("Companies Act") ("JTOP Scheme") on the basis of 1 new TPB Share for every 1 existing JTOP Share held by the JTOP Existing Shareholders ("Proposed Share Exchange");
- (iii) Proposed assumption by TPB of RM63,520,555 of the net inter-company advances ("Assumed Advances") by Tradewinds to certain Plantation Subsidiaries as at 31 December 2003 through the issuance of RM63,520,555 nominal value of TPB ICULS to Tradewinds ("Proposed Debt Assumption");
- (iv) Proposed transfer of the listing status of JTOP on the Main Board of Bursa Malaysia Securities Berhad (*formerly known as Malaysia Securities Exchange Berhad*) ("Bursa Malaysia") to TPB ("Proposed Transfer of Listing"); and
- (v) Proposed placement of such number of TPB Shares and TPB ICULS at a placement price to be determined later ("Proposed Placement") to meet the minimum public shareholding spread requirement in accordance with the Listing requirements of Bursa Malaysia,

In conjunction with the Proposed Merger, CIMB on behalf of the following parties will also seek the approval of the Securities Commission ("SC") for the following exemptions ("Proposed Exemptions"): -

- (a) Tradewinds, from the obligation to undertake a mandatory general offer for the remaining TPB Shares pursuant to the Proposed Acquisitions; and
- (b) TPB, from the obligation to undertake a mandatory general offer for the remaining ordinary shares of RM1.00 each in Ladang Serasa Sdn Bhd ("Ladang Serasa") pursuant to the Proposed Acquisitions,

The Proposed Acquisitions, Proposed Share Exchange, Proposed Debt Assumption, Proposed Transfer of Listing, Proposed Placement and Proposed Exemptions are inter-conditional.

CIMB announced that the SC had on 21 December 2004, approved the Proposed Exemptions.

The SC's conditional approval on the other proposals of the submission was obtained via its letter dated 10 June 2005, and an announcement made by CIMB on 13 June 2005 to that effect. The SC had also approved, on behalf of the Foreign Investment Committee (FIC), the equity structure of TPB.

The Court Convened Meeting ("CCM") in conjunction with the Scheme of Arrangement for the Proposed Share Exchange, and the EGM, to seek shareholders approval on all the proposals was held on 12 September 2005.

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All the resolutions pertaining to the proposals were passed by the shareholders during the CCM and EGM.

On 12 October 2005, the High Court has sanctioned the Scheme of Arrangement ("Scheme") which involves the following:

- a. The proposed exchange of the entire issued and paid-up ordinary share capital of JTOP with the ordinary shares of RM1.00 each in TPB whereby all the existing shareholders of JTOP (whose names appear in the Register of Members or Record of Depositors of JTOP at the close of business on a date to be determined and announced later), will exchange all their ordinary shares of RM1.00 each in JTOP for new TPB shares on the basis of one (1) new TPB share for every one (1) existing JTOP share held ("Proposed Share Exchange").
- b. As a result of the Proposed Share Exchange, JTOP will become a wholly owned subsidiary of TPB. There will be no change in the issued and paid-up share capital of JTOP. JTOP existing shareholders, through the Proposed Share Exchange, will become shareholders of TPB.

CIMB is currently preparing the Initial Listing Application of TPB to Bursa Malaysia for approval.

9. Group borrowings

| | <u>30/9/2005</u> | <u>31/12/2004</u> |
|-------------------------------|-------------------------|--------------------------|
| | <u>RM'000</u> | <u>RM'000</u> |
| <u>Short term</u> | | |
| Bank overdraft - unsecured | 987 | 29 |
| Term loans – secured | 0 | 398 |
| Revolving credits – secured | 72,650 | 63,700 |
| Revolving credits – unsecured | 10,000 | 9,970 |
| Hire purchase – secured | 15 | 24 |
| | 83,652 | 74,121 |
| <u>Long term</u> | | |
| Term loans – secured | - | 60 |
| Hire purchase – secured | - | 9 |
| | - | 69 |

10. Financial instruments with off balance sheet risks

There is no financial instrument with off balance sheet risks issued as at the date of this quarterly report.

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11. Material litigation

There is no material litigation involving the Group as at the date of this quarterly report.

12. Dividend

The Board does not recommend any dividend for the quarter ended 30 September 2005.

13. Earnings per share

The basic and diluted earnings per share for the current financial quarter is calculated based on the consolidated profit after tax and minority interest of RM2.8 million divided by the number of ordinary shares in issue during the financial quarter of 160 million shares.

MASB 26 DISCLOSURE REQUIREMENTS

(a) Accounting policies

The quarterly financial statements have been prepared in accordance with MASB 26 Interim Financial Reporting and Chapter 9 part K of the Listing Requirements of Bursa Malaysia. The accounting policies, methods of computation and bases of consolidation used in the preparation of the interim financial statements are consistent with those adopted and used in the preparation of the most recent annual financial statements for the year ended 31 December 2004.

(b) Audit qualification

The annual report of the preceding year did not have any qualification.

(c) Seasonal or cyclical factors

The Group's plantation operations are affected by seasonal crop production, weather conditions and fluctuating commodity prices.

(d) Exceptional item

There is no exceptional item in the financial quarter under review.

(e) Nature and amount of changes in estimates

There is no material change in the nature and amounts in estimates reported in the prior interim period or financial year that has a material effect in the current financial quarter.

(f) Issuances, cancellation, repurchases, resale and repayment of debt and equity securities.

There is no issuance or repayment of debt or equity securities, share buy-back, share cancellation, share held as treasury shares and resale of treasury shares for the current financial year to date.

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(g) Dividends paid

The first and final dividend of 3% for financial year ended 31 December 2004, which was approved by shareholders at the Annual General Meeting on 22 June 2005, was paid on 2 September 2005.

(h) Segmental reporting

No segmental information has been prepared as the Group's principal activity in the current financial period involves predominantly the cultivation, processing and sales of fresh fruit bunches, crude palm oil and palm kernel and is wholly carried out in Malaysia.

(i) Valuation of property, plant and equipment

For the period under review, there is no amendment to the valuation of Property, Plant and Equipment.

(j) Material events subsequent to third financial quarter

There is no material event subsequent to 30 September 2005 that has not been reflected in the quarterly financial statements for the quarter ended 30 September 2005 .

(k) Changes in the composition of the group

There is no change in the composition of the Group during the quarter under review.

(l) Contingent liabilities

| | 30/9/2005 | 31/12/2004 | CHANGE |
|--|------------------|-------------------|---------------|
| | RM'000 | RM'000 | RM'000 |
| Corporate guarantee for credit facilities granted to third parties under "Skim Industri Pertanian" | <u>1,154</u> | <u>1,397</u> | <u>(243)</u> |

By Order of the Board

Mohamad Affendi Bin Yusoff (LS 007158)

Company Secretary

Dated : 17 November 2005