

# THONG GUAN INDUSTRIES BERHAD

(Company No. 324203-K)

(Incorporated in Malaysia)

## NOTES TO FINANCIAL STATEMENTS FOR THE TWELVE MONTHS ENDED 31 DECEMBER 2001

### 1. Group's Accounting Policies

There are no changes in the Group's accounting policies and methods of computations used in this quarterly financial statement as compared with the most recent annual financial statements.

### 2. Exceptional Items

There were no exceptional items for the financial periods under review

### 3. Extraordinary Items

There were no extraordinary items for the financial periods under review.

### 4. Taxation

	Individual Quarter		Cumulative Quarter	
	Current Year Quarter	Preceding Year Corresponding Quarter	Current Year To Date	Preceding Year Corresponding Period
	31 Dec. 2001 RM'000	31 Dec. 2000 RM'000	(Three quarters to 31 Dec. 2001) RM'000	(Three quarters to 31 Dec. 2000 RM'000
Income tax				
Current year	173	81	945	2,341
(Over)/Under provision in prior year	(16)	-	(16)	-
	<u>157</u>	<u>81</u>	<u>929</u>	<u>2,341</u>
Deferred tax	-	-	-	-
	<u>157</u>	<u>81</u>	<u>929</u>	<u>2,341</u>

The tax charge provided for the current quarter is in respect of current taxation and is lower than statutory tax rate due to tax incentives available to certain subsidiary companies of the Group.

### 5. Pre-acquisition Profit

There were no pre-acquisition profits for the current financial year.

### 6. Profit on sale of investments and/or properties

There were no profits on sale of investments and/or properties for the current financial year.

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## **NOTES TO FINANCIAL STATEMENTS FOR THE TWELVE MONTHS ENDED 10 DECEMBER 2001 (Cont'd)**

### **7. Quoted Shares**

There were no purchases or disposals of quoted shares for the financial quarter under review.

### **8. Changes in Composition of the Group**

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

### **9. Status of Corporate Proposals**

On 29 January 2001, the Company obtained conditional approval from the Securities Commission in relation to its following proposals:-

- Proposed Bonus Issue of up to 14,850,000 new ordinary shares of RM 1.00 each to be credited as fully paid to the existing shareholder of the Company, on the basis of one (1) new ordinary share of RM 1.00 for every two (2) existing shares held in the Company;
- Proposed Renounceable Rights Issue of up to 29,700,000 new ordinary shares of RM 1.00 each on the basis of one (1) new share for every one (1) existing share held prior to the Proposed Bonus Issue;
- Proposed Amendments to the Bye-Laws of the Thong Guan Industries Berhad Employee Share Option Scheme (ESOS);
- Proposed Transfer of the listing of and quotation for the entire issued and paid-up share capital of the Company from the Second Board to the Main Board of the Kuala Lumpur Stock Exchange (KLSE); and
- The listing of and quotation for all the new shares issued pursuant to the above proposals on the Main Board of the KLSE

On 9 March 2001, the shareholders through an Extraordinary General Meeting approved the first three proposals above and

- The increase in the Authorised Share Capital of the Company from RM 50,000,000 divided into 50,000,000 ordinary shares of RM 1.00 each to RM 500,000,000 divided into 500,000,000 ordinary shares of RM 1.00 each.

On 6 July 2001, Arab-Malaysian Merchant Bank Berhad on behalf of the Company announced that the Company intended to revise its proposed Bonus and Rights Issues to the following:-

- Bonus Issue of up to 22,275,000 new ordinary shares of RM1.00 each on the basis of three (3) new ordinary shares for every four (4) existing ordinary shares held

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## **NOTES TO FINANCIAL STATEMENTS FOR THE TWELVE MONTHS ENDED 31 DECEMBER 2001 (Cont'd)**

- Rights Issue of up to 14,850,000 new ordinary shares of RM1.00 each with up to 14,850,000 free detachable warrants 2001/2006 at an issue price of RM1.00 per ordinary share on the basis of one (1) Rights Share for every two (2) existing ordinary shares held

On 28 September 2001, Arab-Malaysian Merchant Bank Berhad on behalf of the Company announced that the Company intended to abort the Proposed Revised Rights Issue. However, the Company intended to proceed with the Proposed Bonus Issue on the revised basis of up to 37,125,000 new ordinary shares of RM1.00 each on the basis of five (5) new ordinary shares for every four (4) existing ordinary shares held.

On 30 November 2001, Arab-Malaysian Merchant Bank Berhad on behalf of the Company announced that the Company had on 28 November 2001 obtained the Securities Commission's approval on its Proposed Revised Bonus Issue.

On 19 February 2002, the shareholders through an Extraordinary General Meeting had approved the Revised Bonus Issue of five new ordinary shares for every four existing ordinary shares held.

Other than the above, there were no material corporate proposals that have been announced but not completed as at the date of this announcement.

### **10. Seasonal or Cyclical Factors**

The Group has traditionally performed better during the second half of the financial year as sales will pick up for the year end festive season

### **11. Equity Structure**

For the financial year under review, 146,000 new shares were issued pursuant to the Company's Employee Share Option Scheme (ESOS).

Other than the above, there were no issuance and repayment of debt and equity stocks, stock buy-backs, stock cancellations, stocks held as treasury stocks and resale of treasury stocks for the current financial year.

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## NOTES TO FINANCIAL STATEMENTS FOR THE TWELVE MONTHS ENDED 31 DECEMBER 2001 (Cont'd)

### 12. Group Borrowings

31 December 2001

	RM'000
Long term borrowings, secured	
<i>Analysis of repayment</i>	
Between 1 - 2 years	3,690
Between 2 - 5 years	7,184
Above 5 years	-
	<hr/>
	10,874
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Short term borrowings	
<i>Secured</i>	
Bank overdrafts	4,954
Short term loans	4,776
Other borrowings	1,782
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	11,512
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<i>Unsecured</i>	
Bank overdrafts	22
Short term loans	-
Other borrowings	2,615
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	2,637
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### 13. Contingent Liabilities

	RM'000
Bills discounted	1,330

The bills discounted are secured by fixed charges over certain fixed assets of the subsidiary company for which the facility is granted.

The Company has also issued corporate guarantee for banking facilities to its subsidiary companies and to its trade suppliers for the purchase of raw materials by its subsidiary companies amounting to RM 78.9 million and RM 9.5 million respectively.

Other than the above, there were no contingent liabilities pending at the date of this report.

### 14. Off Balance Sheet Financial Instruments

The Group does not envisage any material financial instruments with off balance sheet risk as at 18 February 2002, the latest practicable date which is not earlier than 7 days from the date of the issuance of his quarterly report.

## 15. Material Litigation

Neither Thong Guan Industries Berhad nor any of its subsidiary companies are engaged in any material litigation, either as plaintiff or defendant and the Director are not aware of any proceedings pending or threatened against the Company or any of its subsidiary companies or of any facts likely to give rise to any proceedings which might materially affect the position or business of the Company or any of its subsidiary companies, financially or otherwise.

## 16. Segmental Reporting

*Financial data by industry segment  
for the Group*

	Turnover RM'000	Profit Before Taxation RM'000	Gross Assets Employed RM'000
Manufacturing	99,519	6,783	100,838
Trading	40,638	2,195	28,896
Investment Holding	-	(245)	5,742
	<u>140,157</u>	<u>8,733</u>	<u>137,476</u>

## 17. Material Change in the Profit Before Taxation compared to the results of the preceding quarter

The Group registered a higher turnover of RM 37.1 million during the current quarter compared to the preceding quarter of RM 36.9 million whilst pre-tax profit was also higher at RM 1.6 million compared to the preceding quarter of RM 1.5 million. The higher pre-tax profit was attributable mainly to the higher turnover achieved during the current quarter.

## 18. Review of Performance of the Company and its Principal Subsidiaries

The Group's pre-tax profit decreased by 40.3% to RM 8.7 million while turnover grew by 5.2% to RM 140.2 million for the twelve months ended 31 December 2001 as compares to the corresponding period in 2000. The substantial decrease in profit compared to the corresponding period in 2000 is mainly due to the depreciation of the currency in which the Group export to such as the Japanese Yen, Australian Dollar, Singapore Dollar, Thai Baht, etc. which squeezed margin in Ringgit terms, the higher competition experienced during the current year and higher operating cost.

## 19. Prospects for the Current Financial Year

The Group has grown to be one of the largest producer of pallet stretch film in Asia and a leader in the plastic packaging industry in the region. The Board of Directors believes the Group has considerable strength, experience and resilience to propel it through the current challenging period and continue to be generate profit for the next financial year. Baring any unforeseen circumstances, the Board is hopeful that the Group will be able to maintain its profitability.

## 20. Variance of Actual Profit from Forecast Profit

Not relevant

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## **NOTES TO FINANCIAL STATEMENTS FOR TWELVE MONTHS ENDED 31 DECEMBER 2001 (Cont'd)**

### **21. Dividend**

The Board of Directors has proposed a final tax exempt dividend of 5 sen per share for the financial year ended 31 December 2001, subject to members' approval. The proposed dividend will be paid on a date to be announced later.

**By Order of the Board**

**Lam Voon Kean (MIA 4793)**  
**Company Secretary**

**DATED THIS 19 FEBRUARY 2002**