

TPC PLUS BHD (615330-T)

(Incorporated in Malaysia) CONDENSED CONSOLIDATED STATEMENT OF PROFIT OR LOSS AND COMPREHENSIVE INCOME FOR THE FIRST QUARTER 31 MARCH 2016

The figures have not been audited.

	Note	INDIVIDU CURRENT YEAR QUARTER 31/03/16 RM'000	JAL QUARTER PRECEDING YEAR CORRESPONDING QUARTER 31/03/15 RM'000	CUMULAT CURRENT YEAR TO DATE 31/03/16 RM'000	IVE QUARTER PRECEDING YEAR CORRESPONDING PERIOD 31/03/15 RM'000
CONTINUING OPERATIONS : Revenue		20,860	23,805	20,860	23,805
Operating expenses		(18,757)	(21,038)	(18,757)	(21,038)
Other operating income		109	49	109	49
Profit from operations		2,212	2,816	2,212	2,816
Finance costs		(788)	(984)	(788)	(984)
Profit before taxation	B14	1,424	1,832	1,424	1,832
Taxation	B6	(527)	-	(527)	-
Profit after taxation		897	1,832	897	1,832
Other comprehensive income		-	-	-	-
Total comprehensive income for the period		897	1,832	897	1,832
Profit after taxation attributable to :					
Equityholders of the Company		897	1,832	897	1,832
		897	1,832	897	1,832
Total comprehensive income attributable to :					
Equityholders of the Company		897	1,832	897	1,832
		897	1,832	897	1,832
Earning per share					
- basic (sen) - diluted (sen)	B15(a) B15(b)	0.46 0.43	2.29 2.29	0.46 0.43	2.29 2.29

The Condensed Consolidated Statement of Comprehensive Income should be read in conjunction with the audited financial statements for the year ended 31 December 2015

TPC PLUS BHD (615330-T)



(Incorporated in Malaysia) CONDENSED CONSOLIDATED STATEMENT OF FINANCIAL POSITION AS AT 31 MARCH 2016

The figures have not been audited.

The figures have not been audited.	Note	UNAUDITED AS AT 31/03/16 RM'000	AUDITED AS AT 31/12/15 RM'000
ASSETS			
Non-Current Assets			
Property, plant and equipment		63,529	65,041
		63,529	65,041
Current Assets		·	· · · · · ·
Inventories		938	1,059
Biological assets		13,705	14,029
Trade receivables		5,463	6,005
Other receivables, deposits and prepayments		744	1,350
Amount due from related companies		76	172
Fixed deposits with licensed banks		1,658	1,622
Tax recoverable		, _	6
Cash and bank balances		18,261	3,086
		40,845	27,329
Total Assets		104,374	92,370
EQUITY AND LIABILITIES			
Share capital		46,755	16,000
Share premium		5,245	-
Warrant reserves		19,330	-
Revaluation reserve		4,849	4,849
(Accumulated losses)/Retained profits		(15,925)	3,794
Shareholders' Equity		60,254	24,643
Non-Current Liabilities			
Long term borrowings	B10	15,263	16,917
Deferred tax liabilities		799	311
		16,062	17,228
Current Liabilities			
Trade payables		165	698
Other payables and accruals		1,957	1,933
Amount due to related companies		7,666	27,558
Short term borrowings	B10	16,850	18,441
Bank overdraft		1,379	1,848
Current tax liabilities		41	21
		28,058	50,499
TOTAL LIABILITIES		44,120	67,727
TOTAL EQUITY AND LIABILITIES		104,374	92,370
NET ASSETS PER SHARE (RM)		0.26	0.31

The Condensed Consolidated Statement of Financial Position should be read in conjunction with the audited financial statements for the year ended 31 December 2015



TPC PLUS BHD (615330-T) (Incorporated in Malaysia)

CONDENSED CONSOLIDATED STATEMENT OF CHANGES IN EQUITY FOR THE FIRST QUARTER ENDED 31 MARCH 2016 The figures have not been endited

The figures have not been audited.

	Share Capital RM'000	Share Premium RM'000	Revaluation Reserve RM'000	Warrant Reserve RM'000	Retained Profits/ (Accumulated Losses) RM'000	Total Equity RM'000
At 1 January 2016	16,000	-	4,849	-	3,794	24,643
Right issue with warrants	24,000	-	-	20,616	(20,616)	24,000
Issuance of settlement shares	6,755	5,245	-	-	-	12,000
Share issuance expenses	-	-	-	(1,286)	-	(1,286)
Total comprehensive income for the period	-	-	-	-	897	897
At 31 MARCH 2016	46,755	5,245	4,849	19,330	(15,925)	60,254

CONDENSED CONSOLIDATED STATEMENT OF CHANGES IN EQUITY THE FIRST QUARTER ENDED 31 MARCH 2015

	Share Capital RM'000	Share Premium RM'000	Revaluation Reserve RM'000	Warrant Reserve RM'000	Accumulated Losses RM'000	Total Equity RM'000
At 1 January 2015	40,000	5,740	4,849	-	(29,780)	20,809
Total comprehensive income for the period	-	-	-	-	1,832	1,832
At 31 March 2015	40,000	5,740	4,849	_	(27,948)	22,641

TPC PLUS BHD (615330-T)



(Incorporated in Malaysia)

CONDENSED CONSOLIDATED STATEMENT OF CASH FLOW FOR THE FIRST QUARTER ENDED 31 MARCH 2016 The figures have not been audited.

	Period Ended 31/03/16 RM'000	Period Ended 31/03/15 RM'000
CASH FLOW (FOR)/FROM OPERATING ACTIVITIES		
Profit before taxation	1,424	1,832
Adjustments for :		
Depreciation of property, plant and equipment	1,706	1,764
Interest expense	788	984
Interest income	(99)	(33)
Operating profit before working capital changes	3,819	4,547
Net change in inventories	121	(357)
Net change in biological assets	324	(65)
Net change in trade and other receivables	640	646
Net change in trade and other payables	(8,401)	(319)
Cash (for)/from operations	(3,497)	4,452
Tax paid	(13)	-
Net cash (for)/from operating activities	(3,510)	4,452
CASH FLOW FROM/(FOR) INVESTING ACTIVITIES Interest received Iecrease in fixed deposit pledged	99 (36) (102)	33 (33)
Acquisition of property, plant and equipment	(193)	(582)
Net cash from/(for) investing activities	(130)	(582)
CASH FLOW FROM/(FOR) FINANCING ACTIVITIES		
Interest paid	(788)	(984)
Proceeds from issue of right shares with warrants	24,000	-
Payment of regularisation plan expenses	(682)	-
Repayment of short term borrowings	(1,500)	(500)
Drawdown of hire purchase liabilities	217	-
Repayment of hire purchase liabilities	(575)	(560)
Repayment of term loans	(1,388)	(1,384)
Net cash from/(for) financing activities	19,284	(3,428)
Net changes in cash and cash equivalents	15,644	442
Cash and cash equivalents at beginning of the financial period	1,238	(1,501)
Cash and cash equivalents at end of the period	16,882	(1,059)

The Condensed Consolidated Statement of Cash Flow should be read in conjunction with the audited financial statements for the year ended 31 December 2015





A. Selected explanatory notes pursuant to FRS 134 Interim Financial Reporting

A1. Basis of preparation

The financial statements are unaudited and have been prepared in compliance with FRS 134 – Interim Financial Reporting and Paragraph 9.22 and Appendix 9B of the Main Market Listing Requirements of Bursa Malaysia Securities Berhad.

The financial statements should be read in conjunction with the Audited Financial Statements of the Group for the year ended 31 December 2015.

These explanatory information attached to the financial statements 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 period ended 31 December 2015.

A2. Changes in Accounting Policies

The significant accounting policies adopted are consistent with those of the audited financial statements for the financial year ended 31 December 2015, except for the adoption of the following new FRSs, Amendments to FRSs, and IC Interpretations that are effective for the Group from 1 January 2016 :-

FRSs and IC Interpretations (Including the Consequential Amendments)

Amendments to FRS 11 : Accounting for Acquisition of Interest in Joint Operations

Amendments to FRS 10, FRS 12 and FRS 128(2011) : Investment Entities-Applying the Consolidation Exception

Amendments to FRS 101 : Presentation of Financial Statements-Disclosure Initiative

Amendments to FRS 116 and FRS 138 : Clarification of Acceptable Methods of Depreciation and Amortisation

Amendments to FRS 127(2011) : Equity Method in Separate Financial Statements

Annual Improvements to FRSs 2012-2014 Cycle

The above accounting standards and interpretations (including the consequential amendments) do not have any material impact on the Group's financial statements.

The Malaysian Accounting Standards Board ("MASB") has issued a new MASB approved accounting framework, the Malaysian Financial Reporting Standards ("MFRSs"), that are to be applied by all entities other than private entities; with the exception of entities that are within the scope of MFRS 141 (Agriculture) and IC Interpretation 15 (Agreements for Construction of Real Estate), including its parent, significant investor and venture (herein called "transitioning entities").





A2. Changes in Accounting Policies ("Continued")

As further announced by MASB on 28 October 2015, the transitioning entities are allowed to defer the adoption of MFRSs to annual periods beginning on or after 1 January 2018.

Accordingly, as a transitioning entity as defined above the Group has chosen to defer the adoption of MFRSs and will only prepare its first set of MFRS financial statements for the financial year ending 31 December 2018. The Group is currently assessing the possible financial impacts that may arise from the adoption of MFRSs and the process is still ongoing.

A3. Auditors' report

The auditors' report on the financial statements for the year ended 31 December 2015 was not subjected to any audit qualifications.

A4. Seasonal and Cyclical Factors

The business operations of the Group was not significantly affected by any unusual seasonal or cyclical factors.

A5. Unusual Items Due to Their Nature, Size or Incidence

There were no unusual items affecting assets, liabilities, equity, net income, or cash flows of the Group that were unusual because of their nature, size, or incidence.

A6. Changes in Estimates

There were no material changes in estimates of the amounts reported in the current interim period of the current financial year.

A7. Debt and Equity Securities

There were no issuances, cancellations, repurchases, resale or repayments of debt and equity securities during the current quarter except for those under corporate proposal as disclosed in Note B9.

A8. Dividends Paid

There were no dividends paid during the current quarter under review.

A9. Segmental Information

There was no segmental analysis for the period under review as the Company is principally involved in poultry farming for the production of eggs for sale, which is predominantly carried out in Malaysia.





A10. Valuations of Property, Plant and Equipment

There were no valuations carried out on property, plant and equipment of the Group during period under review.

A11. Material Subsequent Events

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

A12. Changes in the Composition of the Group

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

A13. Capital Commitment

As at 31 March 2016, the Group has not incurred or known to be incurred any material commitment for capital expenditure that has not been provided for which, upon becoming due or enforceable, may have a material impact on the financial results/position or the business of the Group.

A14. Change in Contingent Liabilities

Changes in material contingent liabilities of the Group and Company since 31 December 2015 were as follows:

	Group		Com	ipany
	31.03.2016 RM'000	31.03.2015 RM'000	31.03.2016 RM'000	31.03.2015 RM'000
Guarantees granted by the Company to third parties for credit facilities extended to subsidiaries	Nil	Nil	46,739	46,997
Outstanding guarantees granted by the Company to third parties for credit facilities extended to subsidiaries	Nil	Nil	28,487	38,906





B – Selected explanatory notes pursuant to Part A of Appendix 9B of the Listing Requirements of Bursa Malaysia Securities Berhad

B1. Performance Review

	Current Quarter 31/03/16	Cumulative Quarter 31/03/16
Revenue	RM'000 20,860	RM'000 20,860
Profit before tax	1,424	1,424

The Group achieved a total revenue of RM20.860 million for the current year quarter ended 31 March 2016, which represents 12.37% decrease over that of RM23.805 million for the corresponding quarter ended 31 March 2015. The lower revenue was the result of lower average egg selling prices despite the increase in egg production and volume of eggs sold.

As the result of lower revenue recorded, the Group registered a pretax profit of RM1.424 million for the current year to date as compared to a pretax profit of RM1.832 million in the corresponding quarter last year.

B2. Comparison with the Preceding Quarter's Results

	Individua	I Period		
	Current Quarter	Immediate Preceding		
	31/03/16	Quarter 31/12/15	Varian	ce
	RM'000	RM'000	RM'000	%
Revenue	20,860	22,564	(1,704)	(7.55)
Profit before taxation	1,424	742	682	91.91

The Group's revenue was RM20.860 million for the current quarter ended 31 March 2016 as compared to RM22.564 million in the immediate preceding quarter, indicating a decrease of approximately 7.55%.

However, the Group delivered its pretax profit of RM1.424 million for the current quarter against the pretax profit of RM0.742 million in the preceding quarter. The improved pretax profit for the current quarter was mainly the result of several improvement actions taken on operations to reduce costs.





B3. Commentary on Current Year Prospect

Directors remain cautious of sustaining the performance of the Group for the coming financial quarter on the back of increasing competition intensity and volatile economic condition. Directors will continue to adopt prudent approach in its new investment and implement any possible cost reduction strategies to strengthen and enhance the performance of the Group.

B4. Profit Forecast or Profit Guarantee

The Group did not publish any profit forecast or issue any profit guarantee during the reporting year.

B5. Statement by Directors

The Group did not issue any profit forecast or projection in a public document in the current quarter or prior financial period.

B6. Taxation

Income tax comprises the following:

	Individu	al Period	Cumulati	ve period
	Current period	Preceding year	Current year-to-	Preceding year-
	quarter	corresponding	date	to-date
		quarter	(3 months)	(3 months)
	31/03/16	31/03/15	31/03/16	31/03/15
	RM'000	RM'000	RM'000	RM'000
In respect of the financial period Malaysian income tax	(39)	-	(39)	-
Deferred tax liabilities:	(488)	-	(488)	-
Total	(527)	-	(527)	-

B7. Landed Properties

There was no disposal of any landed properties for the current financial year.

B8. Quoted Investment

There were no purchases or sales of quoted securities for the current financial year.





B9. Status of Corporate Proposal and Utilisation of Proceeds

On 28 February 2014, it was announced that the Company had been classified as an affected listed issuer under Practice Note 17 of the Bursa Malaysia Securities Berhad's Main Market Listing Requirement ("the MMLR"), whereby the auditors of the Company has expressed an emphasis of matter on the Company's ability to continue as a going concern in its audited statement for FYE 31 December 2012. In addition, the Company's shareholders equity of RM16.04 million is less than 50% of its issued and paid up capital of RM40.00 million based on its unaudited financial statement for FYE 31 December 2013. Accordingly, the Company is required to inter alia submit a regularisation plan to the relevant authority within 12 months from the date of such announcement.

On 19 June 2014, IPS had on behalf of the board announced that the Company proposed to undertake the following:

- (i) reduction of the share premium account of TPC of RM5,739,995 pursuant to Sections 60(2) and 64(1) of the Act;
- (ii) reduction of the issued and paid up share capital of TPC pursuant to Section 64(1) of the Act involving the cancellation of RM0.30 of the par value of every existing ordinary share of RM0.50 each in TPC;
- (iii) amendments to the relevant clause and article of the M&A of TPC to facilitate the change in par value of the existing ordinary shares from RM0.50 to RM0.20 arising from the Proposed Par Value Reduction; and
- (iv) renounceable rights issue of 120,000,000 Rights Shares together with 80,000,000 Warrants at an indicative issue price of RM0.20 per Rights Share on the basis of three (3) Rights Shares for every two (2) TPC Shares held after the Share Premium Reduction and Par Value Reduction, and two (2) free Warrants for every three (3) Rights Shares subscribed, on an entitlement date to be determined later.

On 11 September 2014, the application in relation to the Previous Proposed Regularisation Plan together with the listing application for the new securities proposed to be issued had been submitted to Bursa Securities.

Subsequently, IPS had, on 17 February 2015, announced that the Company proposed to revise the Previous Proposed Regularisation Plan by undertaking an additional proposal vide the proposed settlement of an amount owing by TPCA, a wholly-owned subsidiary of TPC, to HLRB amounting to RM12,000,000 via the issuance of up to 60,000,000 Settlement Shares to HLRB as consideration at an issue price to be determined and announced at a later date by the Company after the Proposed Rights Issue with Warrants.

The remaining proposals of the Proposed Regularisation Plan, namely, the Proposed Share Premium Reduction, Proposed Par Value Reduction, Proposed M&A Amendment and Proposed Rights Issue with Warrants remain unchanged.



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B9. Status of Corporate Proposal and Utilisation of Proceeds ("Continued")

On 16 March 2015, the application in relation to the Proposed Regularisation Plan together with the listing application for the new securities to be issued had been submitted to Bursa Securities.

On 31 July 2015, IPS had on behalf of the Board announced that Bursa Securities had vide its letter dated 31 July 2015 approved the Regularisation Plan and the following:

- (i) the admission of 80,000,000 Warrants to the Official List of Bursa Securities; and
- (ii) the listing of and quotation for:
 - up to 180,000,000 new TPC Shares to be issued pursuant to the Proposed Rights Issue with Warrants and Proposed Capitalisation;
 - 80,000,000 Warrants to be issued pursuant to the Proposed Rights Issue with Warrants; and
 - 80,000,000 new TPC Shares to be issued pursuant to the exercise of the Warrants;

The Board is pleased to inform that at the Extraordinary General Meeting held on 17 September 2015, the shareholders of TPC had approved the Regularisation Plan, which include, inter-alia, the Right Issue with Warrants. A certified true extract of the resolutions approving the Regularisation Plan which were passed by the shareholders of TPC at the aforesaid EGM, is set out in Appendix I of Abridged Prospectus.

On 13 November 2015, IPS had, on behalf of the Board, announced that the office copy of the sealed order of the High Court of Malaya confirming the reduction of the par value from RM0.50 to RM0.20 had been lodged with the Companies Commission of Malaysia, upon which, the Par Value Reduction had been effected on the same date.

On 18 November 2015, IPS had, on behalf of the Board, announced that the issue price of the Right Shares and the exercise price of the Warrants have been fixed at RM0.20 per Rights Share and RM0.20 per Warrant, respectively.

On 18 November 2015, the Company had entered into an underwriting agreement with IPS where IPS shall underwrite 56,508,959 Right Shares at an issue price of RM0.20 per share (equivalent to approximately RM11.30 million in value). Pursuant thereto, the Right Issue with Warrants is to be undertaken on the full subscription level of 120,000,000 Rights Shares whereby Undertaking has been provided by the Undertaking Shareholder that it will subscribe for its entitlement of 63,491,041 Right Shares and the underwriting has been obtained for 56,508,959 Rights Shares pursuant to the Underwriting Agreement.





B9. Status of Corporate Proposal and Utilisation of Proceeds ("Continued")

On 3 December 2015, IPS had on behalf of the Board, announced that the Entitlement Date for the Right Issue with Warrants has been fixed at 5.00p.m. on 21 December 2015, along with other relevant dates pertaining to the Right Issue with Warrants.

On 21 December 2015, the Company has issued the Abridged Prospectus pertaining to this proposal together with the Notice of Provisional Allotment and Right Subscription Form to the entitled shareholders.

On 14 January 2016, IPS had, on behalf of the Board, announced that as at the close of acceptance, excess application and payment for the Right Shares at 5.00p.m. on 8 January 2016 ("Closing Date"), total valid acceptances and excess applications received for the Right Shares were 161,499,392 Right Shares, representing approximately 134.58% of the Right Shares available for subscription under the Rights Issue with Warrants, which represent an over-subscription rate of 34.58%.

On 22 January 2016, IPS had, on behalf of the Board announced that 120,000,000 Rights Shares and 80,000,000 Warrants issued pursuant to the Rights Issue with Warrants were listed and quoted on the Main Market of Bursa Securities with effect from 9.00a.m. on 22 January 2016 marking the completion of the Rights Issue with Warrants.

On 27 January 2016, IPS had, on behalf of the Board, announced that the Board has resolved to fix the issue price of the Settlement Shares to be issued pursuant to the Capitalisation at RM0.3553 per Settlement Share based on the volume weighted average market price of TPC Shares for the five (5) market days (up to and including 26 January 2016) immediately preceding the price-fixing date for the Settlement Shares. Based on the issue price of RM0.3553, the Company will issue 33,774,275 Settlement Shares to Huat Lai Resources Berhad ("HLRB"). HLRB's shareholding in the Company will increase from 105,818,402 TPC Shares or approximately 52.91% to 139,592,677 TPC Shares or approximately 59.71%.

On 4 February 2016, IPS had, on behalf of the Board, announced that 33,774,275 Settlement Shares issued pursuant to the Capitalisation were listed and quoted on the Main Market of Bursa Securities with effect from 9.00a.m. on 4 February 2016, marking the completion of the Regularisation Plan.

Notwithstanding the completion of the Regularisation Plan, TPC remains as a PN17 Company until it is uplifted from its PN17 status which is subject to the following :-

- I. TPC to record a net profit in two (2) consecutive quarterly results immediately after the completion of the implementation of the Regularisation Plan, which will be subject to a limited review by external auditors; and
- II. Approval from Bursa Securities



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B9. Status of Corporate Proposal and Utilisation of Proceeds ("Continued")

A total proceeds of RM24,000,000 was raised upon the completion of the Right Issue with Warrants on 22 January 2016. The proceeds have been utilised in the following manner as at 31 March 2016:

	Utilis	ation (RM'00	0)
	Proposed	Actual	Balance
Purchase of layer and pullet houses and equipment	10,800	-	10,800
Working capital	11,700	6,000	5,700
Expenses in relation to the Regularisation Plan	1,500	1,500	-
	24,000	7,500	16,500

B10. Group Borrowings and Debt Securities

The Group's borrowings as at 31 March 2016 are all denominated in Ringgit Malaysia and are as follows:

	RM'000
Current	
Banker's acceptances - secured	9,000
Bank Overdrafts – secured	1,379
Term Loan – secured	5,553
Hire Purchase	2,297
	18,229
<u>Non-Current</u>	
Term Loan-secured	11,207
Hire Purchase	4,056
	15,263
TOTAL	33,492



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B11. Realised and Unrealised (Accumulated Losses)/Retained Profits

The breakdown of (accumulated losses)/retained profits of the Group as at reporting date, into realised and unrealised is as follow:

	As at 31/03/2016 RM'000	As at 31/12/2015 RM'000
Total (accumulated		
losses)/retained profits of		
Company and its subsidiaries:		
- Realised	(15,578)	3,653
- Unrealised	(799)	(311)
Consolidation adjustments	452	452
Total Group (accumulated losses)/retained profits	(15,925)	3,794

B12. Changes in Material Litigation since the Last Annual Statement of Financial Position

As at the date of this announcement, the Group is not engaged in any material litigation either as plaintiff or defendant and the Directors do not have any knowledge of any proceedings pending or threatened against the Group.

B13. Dividend

The Group has not recommended or declared any dividend during the current quarter and period to date ended 31 March 2016.

B14. Profit before Taxation is Derived after Charging / (Crediting)

Profit before tax is stated after charging / (crediting):-

	Current period quarter 31/03/2016 RM'000	Current year- to-date 31/03/2016 RM'000
Other income including investment income	(109)	(109)
Interest expense	788	788
Depreciation	1,706	1,706

Other than the above items, there were no provision for and write off of inventories, gain or loss on disposal of unquoted investment or properties, gain or loss on derivatives and exceptional items for the current and financial year to date.



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B15. Earnings Per Share ("EPS")

-)		Individu 31.03.16 RM'000	al Quarter 31.03.15 RM'000	Cumulativ 31.03.16 RM'000	ve Quarter 31.03.15 RM'000
a)	Basic Earnings per Share Net profit for the period	897	1,832	897	1,832
	Weighted average number of ordinary shares	193,463	80,000	193,463	80,000
	Basic Earnings per share (sen)	0.46	2.29	0.46	2.29
b)	Diluted Earnings Per Share				
	Net profit for the period	897	1,832	897	1,832
	Weighted average number of ordinary shares	193,463	80,000	193,463	80,000
	Number of shares deemed to have been issued for no consideration – Warrants	13,779	-	13,779	-
	Weighted average number of ordinary shares	207,242	80,000	207,242	80,000
	Diluted earnings per share (sen)	0.43	2.29	0.43	2.29

B16. Cash and cash equivalent at the end of financial year

	RM'000
Cash and bank balances	18,261
Fixed deposits with licensed bank	1,658
Bank Overdraft	(1,379)
	18,540
Less: Fixed deposits pledged	(1,658)
	16,882

BY ORDER OF THE BOARD TPC PLUS BERHAD Dated: 25 MAY 2016