# **TSH RESOURCES BERHAD** (49548-D)

(Incorporated in Malaysia)

# EXPLANATORY NOTES FOR CONDENSED CONSOLIDATED INTERIM FINANCIAL STATEMENTS FOR THE FINANCIAL QUARTER / YEAR ENDED 31 DECEMBER 2010

#### PART A – EXPLANATORY NOTES PURSUANT TO FRS 134

# 1. Basis of preparation

The condensed consolidated interim financial statements have been prepared in accordance with the requirements of FRS 134: Interim Financial Reporting and Paragraph 9.22 of the Main Market Listing Requirements of Bursa Malaysia Securities Berhad ("Bursa Securities") and should be read in conjunction with the Group's audited financial statement for the financial year ended 31 December 2009.

These explanatory notes attached to the condensed consolidated interim financial statements provide an explanation of events and transactions that significant to the understanding of the changes in the financial position and performance of the Group since the financial year ended 31 December 2009.

# 2. Significant accounting policies

The significant accounting policies adopted are consistent with those of the audited financial statements for the year ended 31 December 2009 except for the following Financial Reporting Standards (FRSs), Amendments to FRSs and Interpretations with effect from 1 January 2010.

#### FRSs, Amendments to FRSs and Interpretations

FRS 7	Financial Instruments Disclosures
FRS 8	Operating Segments
FRS 101	Presentation of Financial Statement (Revised 2009)
FRS 123	Borrowing Costs
FRS 139	Financial Instruments : Disclosures
Amendment to FRS 1	First Time Adoption of Financial Reporting Standards
Amendment to FRS 2	Share-based Payment – Vesting Conditions and
	Cancellations
Amendment to FRS 7	Financial Instruments: Disclosures
Amendment to FRS 8	Operating Segments
Amendment to FRS 107	Statement of Cash Flows
Amendment to FRS 108	Accounting policies, Changes in Accounting estimates and
	Errors
Amendment to FRS 110	Events after the Reporting Period
Amendment to FRS 116	Property, Plant and Equipment

# 2. Significant accounting policies (cont'd)

#### FRSs, Amendments to FRSs and Interpretations (cont'd)

Leases
Revenue
Employee Benefits
Accounting for Government grants and Disclosures
of Government Assistance
Borrowing Costs
Investments in Associates
Financial Instruments: Presentation
Interim Financial Reporting
Impairment of Assets
Financial Instruments: Recognition and
Measurement
Investment Property
Reassessment of Embedded Derivatives
Interim Financial Reporting and Impairment
FRS 2 - Group and Treasury Shares Transactions

Other than for the application of FRS 8, FRS 101, FRS 117 and FRS 139, the application of the above FRSs, Amendments to FRSs and Interpretation did not result in any significant changes in the accounting policies and presentation of the financial results of the Group.

# i. FRS 8: Operating Segments

The Group's segmental reporting had been presented based on the internal reporting to chief operating decision maker who makes decisions on the allocation of resources and assesses the performance of the reportable segments. This Standard only affects the presentation and disclosure aspects and has no impact on the financial position and results of the Group.

# ii. FRS 101: Presentation of Financial Statements

The Consolidated Statement of Changes in Equity will reflect details of transactions with owners and non-owners. All non-owner changes in equity are presented as a single line labeled as total comprehensive income. Comparative information have been re-presented so that it is also in conformity with the revised standard. This Standard only affects the presentation and disclosures aspects and has no impact on the financial position and results of the Group.

#### iii. Amendment to FRS 117: Leases

The amendment clarifies the classification of lease of land and requires entities with existing leases of land and buildings to reassess the classification of land as finance or operating lease. Leasehold land which in substance is a finance lease will be reclassified to Property, Plant and Equipment. The adoption of this amendment will result in a change in accounting policy which will be applied retrospectively in accordance with the transitional provisions. The reclassification of leasehold land from prepaid land lease payments to Property, Plant and equipment has been accounted for retrospectively and certain comparatives as at 31 December 2009 have been restated as follows:

# 2. Significant accounting policies (cont'd)

#### FRSs, Amendments to FRSs and Interpretations (cont'd)

# iii. Amendment to FRS 117: Leases (cont'd)

Restated	Previously stated RM'000	Adjustment RM'000	Restated RM'000
Non-current Assets			
Property, Plant & Equipment	527,199	72,066	599,265
Prepaid Lease Payment	191,760	(72,066)	119,694

# iv. FRS 139: Financial Instruments, Recognition and Measurement

The Standard sets out the new requirements for the recognition and measurement of financial instrument.

A financial instrument is recognized in the financial statements when, and only when, the Group becomes a party to the contractual provisions of the instrument. A financial instrument is recognized initially, at its fair value.

Subsequent measurement of those instruments at the balance sheet date reflects the designation of the financial instruments. Except for those financial instruments measured at fair value through profit and loss, the Group determines the classification at initial recognition and re-evaluates this designation at each year end.

#### **Financial Assets/Liabilities**

# a. Financial Assets/Liabilities at fair value through profit and loss.

Fair value through profit and loss category comprises financial assets/liabilities that are held for trading including derivatives or specifically designated into these categories upon initial recognition.

#### b. Loans and receivables

Prior to 1 January 2010, loans and receivables were stated at gross receivables less provision for doubtful debts. Under FRS 139, loans and receivables are initially measured at fair value and subsequently at amortised cost using effective interest rate method. Gains and losses arising from the derecognition of the loans and receivables, amortization and impairment losses are recognized in the income statement.

# c. Available for sale (AFS)

Prior to 1 January 2010, AFS financial assets such as investments were accounted for at cost less impairment losses or at the lower of cost and market value. Under FRS 139, AFS financial asset is measured at fair value initially and subsequently with unrealized gains or losses recognized as other comprehensive income in the AFS reserve until the investment is derecognized or impaired. Other AFS financial asset is measured at cost if the unquoted equity instrument is not carried at fair value because its fair value cannot be reliably measured.

# 2. Significant accounting policies (cont'd)

#### FRSs, Amendments to FRSs and Interpretations (cont'd)

#### d. Derivatives Financial Instruments

Prior to adoption of FRS 139, derivative contracts are recognized in the financial statements on settlement date. With the adoption of FRS 139, derivative contracts are now required to be initially recognized at fair value on the date the contract is entered into and subsequently at fair value at each period ending. Any gains and losses arising from changes in fair value on derivatives that do not qualify for hedge accounting are recognized in income statement, however, where derivatives are designated as hedge instrument which are accounted for in accordance with hedge accounting requirements as described in the hedge accounting policy as detailed below.

# e. Hedge accounting

#### Fair value hedge

A fair value hedge is a hedge of the exposure to changes in fair value of a recognized asset or liability or an unrecognized firm commitment, or an identified portion of such as asset, liability or firm commitment, that is attributable to a particular risk and could affect the profit and loss.

In a fair value hedge, the gain or loss from remeasuring the hedging instrument at fair value is recognized in profit or loss. The gain or loss on the hedged item attributable to the hedged risk is adjusted to the carrying amount of the hedged item and recognized in profit or loss.

#### **Impact on opening balances**

In accordance with the transitional provisions of FRS 139, the above changes are applied prospectively and the comparatives as at 31 December 2009 are not restated. Instead, the changes have been accounted for by restating the following opening balances in the balance sheet as at 1 January 2010.

	Previously stated	Effect of FRS	As restated
	RM'000	139 RM'000	RM'000
Assets			
Investment in jointly controlled			
entities	46,668	(33)	46,635
Other investments	17,536	(17,536)	-
Marketable securities	70	(70)	-
AFS investments	=	17,606	17,606
Inventories	232,650	(12,000)	220,650
Derivative assets	-	208	208
Liabilities			
Deferred tax liabilities	74,004	3	74,007
Derivative liabilities	-	3,003	3,003
Equity			
Reserves	521,262	(14,833)	506,429
Minority interest	87,103	3	87,106

# 3. Auditors' report on preceding annual financial statements

The auditors' report on the financial statements for the year ended 31 December 2009 was not qualified.

# 4. Comments on seasonal or cyclical factors

The effects of seasonal or cyclical fluctuations, if any, are explained under Paragraphs 1 and 2 of Part B i.e. Explanatory Notes pursuant to Appendix 9B of the Main Market Listing Requirements of Bursa Securities below.

# 5. Unusual items due to their nature, size of incidence

There were no unusual items affecting assets, liabilities, equity, net income, or cash flows during the financial year ended 31 December 2010.

#### 6. Changes in estimates

There were no changes in estimates that have had a material impact in the current quarter results.

# 7. Debt and equity securities

There were no issuances, cancellations, repurchases, resale and repayments of debt and equity securities except for the following:

#### **Treasury shares**

A total of 1,000 ordinary shares were repurchased from the open market for a total considerations of RM2,640 for the current financial quarter. The cumulative shares bought back are currently held as treasury shares.

The number of treasury shares held as at 31 December 2010 is as follows:

	No. of shares	Amount (RM)
Balance as at 30 September 2010	4,598,100	5,355,963
Add: Purchase of treasury shares	1,000	2,640
	4,599,100	5,358,603
Less : Sale of treasury shares	-	-
Balance as at 31 December 2010	4,599,100	5,358,603

The movement of the issued and fully paid-up ordinary shares of the Company during the quarter ended 31 December 2010 are as follows:

Particulars	Par value (RM)	No. of shares	Cumulative number of shares
Balance as at 1 October 2010	0.50	-	414,433,263
Exercise of ESOS <sup>1</sup>	0.50	97,000	414,530,263

<sup>&</sup>lt;sup>1</sup>Exercise price of ESOS is at RM1.24, RM1.33, RM1.35, RM1.49 and RM1.69.

# 8. Dividends paid

There were no dividends paid in respect of the quarter ended 31 December 2010.

# 9. Segmental information

# i) Business segments

Cumulative Quarter ended 31 December 2010

Cumulative Quarter ended 31 December 2010				DCI 2010
	Palm & Bio- Integration RM'000	Wood product manufacturing & forestation RM'000	Cocoa manufacturing RM'000	Consolidated RM'000
SEGMENT REVENUE	757,657	67,396	84,607	909,660
SEGMENT RESULTS	122,783	(4,438)	12,714	131,059
Unallocated expenses Finance costs Share of profit of an associate Share of profit of jointly controlled entities Profit before taxation Income taxes Cumulative profit up to 31 December 2010				(15,637) (24,338) 1,451 14,183 106,718 (14,981) 91,737
OTHER INFORMATION				
SEGMENTS ASSETS Investment in jointly controlled entities Investment in associate Unallocated assets Consolidated total assets	1,237,073	290,384	122,425	1,649,882 60,817 59,137 102,437 1,872,273
SEGMENT LIABILITIES Unallocated liabilities Consolidated total liabilities	780,184	51,842	71,776	903,802 121,991 1,025,793

# 9. Segmental information (cont'd)

# ii) Geographical segments

	Total revenue from external customers RM'000	Segment Assets RM'000
Malaysia	622,940	1,212,147
Europe	56,643	19,251
United States of America	36,585	5,004
Indonesia	150,931	634,619
Middle East	17,537	-
South West Pacific	5,922	-
Others	19,102	1,252
Total	909,660	1,872,273

#### 10. Carrying amount of revalued assets

Valuations of land, buildings and plantations of the Group have been brought forward without amendment from the financial statements for the year ended 31 December 2009. The land, buildings and plantations of the Group were valued by the Directors in 1993 and 1998 based on professional appraisals by independent valuers using open market values on an existing use basis.

#### 11. Changes in composition of the Group

- (a) On 26 May 2010, the Company had entered into a Share Sale Agreement to acquire 100 ordinary shares of USD1.00 each, representing 100% equity interest in Mildura Investment Pte Ltd ("Mildura") from Portvest Pte Ltd ("the Vendor") for a purchase consideration of USD4,950,132 (approximately RM15,828,047).
- (b) On 12 May 2010, the Company subscribed renounceable right issue of 33,750,000 ordinary shares of RM1.00 each in Innoprise Plantations Berhad, on the basis of 3 new ordinary shares for every 1 existing share held after share consolidation at an issue price of RM1.00 each for a total consideration of RM33,750,000. Subsequently on 11 August 2010, the Company disposed of 1,090,001 shares for a total consideration of RM1,090,001. Following the disposal, the Company holds 23% equity interest in Innoprise Plantations Berhad comprising 43,909,999 ordinary shares of RM1.00 each.
- (c) On 3 November 2010, the Company had acquired a company known as GlobeFlex Advisory Sdn Bhd ("GlobeFlex") comprising two subscribers' shares of RM1.00 each for a total consideration of RM2.00. GlobeFlex has an authorized share capital of RM100,000 divided into 100,000 ordinary shares of RM1.00 each and an issued and paid-up share capital of RM2.00 comprising 2 ordinary shares of RM1.00 each. With the completion of the acquisition, GlobeFlex becomes a wholly-owned subsidiary of TSH Resources Berhad.
- (d) On 19 November 2010, the Company had acquired a company known as TSH Sukuk Musyarakah Sdn Bhd ("TSHSM") at a purchase consideration of RM2.00. The authorised and issued paid-up capital of TSHSM is RM2.00 comprising 2 shares with nominal value of RM1.00 each.

# 11. Changes in composition of the Group (cont'd)

(e) On 13 December 2010, the Company, via its wholly-owned subsidiary, GlobeFlex Advisory Sdn Bhd ("GlobeFlex") had entered into a Share Sale Agreement to acquire 90% equity interest, representing 450 shares of Rp1,000,000 each in PT Karya Unggulan Cemerlang ("KUC") at a total purchase price of Rps450,000,000 (approximately RM157,500). Concurrently, GlobeFlex had subscribed additional 1,800 shares of Rp1,000,000 each, proportionate to its existing shareholding in KUC at the total subscription price of Rps1,800,000,000 (approximately RM630,000) pursuant to the increase in KUC's paid-up capital in compliance with the Penanaman Modal Asing status imposed by Badan Koordinasi Penanaman Modal, Indonesia.

# 12. Discontinued operation

There was no discontinued operation during the quarter ended 31 December 2010.

# 13. Capital commitments

The amount of commitments for capital expenditure as at 31 December 2010 is as follows:

	As at	As at
	31.12.2010	31.12.2009
	RM'000	RM'000
Approved and contracted for	22,007	70,857
Approved but not contracted for	9,491	4,662
	31,498	75,519

# 14. Changes in contingent liabilities or contingent assets

There was no material change in contingent liabilities or contingent assets since the last annual balance sheet as at 31 December 2009.

# 15. Material related party transactions

Significant transactions between the Group and its jointly controlled entities are as follows:

	12 months ended 31 December 2010 RM'000
Sales of crude palm oil	494,475
Sales of palm kernel	77,325
Purchase of crude palm oil	11,122

# 16. Subsequent events

There were no material subsequent events after the quarter ended 31 December 2010 except the following:

On 11 February 2011, the Company, via its wholly-owned subsidiary, TSH Palm Products Sdn Bhd ("TSHPP") had acquired additional 20% ordinary shares in Eko Pulp & Paper Sdn Bhd ("EPP") from Lanar Bintang Sdn Bhd for a purchase consideration of RM400,000. Following the acquisition, the TSHPP holds 95% of the ordinary shares in EPP.

On 22 February 2011, the Company disposed 1,885,762 shares in Innoprise Plantations Berhad for a total consideration of RM1,885,762. Following the disposal, the Company's equity interest reduced from 23% to 22%, comprising 42,024,237 ordinary shares of RM1.00 each.

# PART B - EXPLANATORY NOTES PURSUANT TO APPENDIX 9B OF THE LISTING REQUIREMENTS OF BURSA SECURITIES

#### 1. Performance review

For the current quarter, the Group recorded an decrease of 12.8% in revenue to RM247.4 million as compared to RM283.9 million in the previous corresponding quarter. For the year ended 31 December 2010, Group revenue was at RM909.7 million compared with RM980.3 million recorded in preceding year corresponding period.

The Group posted a higher profit before taxation of RM44.0 million as compared to RM23.8 million in the previous corresponding quarter. For the year ended 31 December 2010, profit before taxation was RM106.7 million compared with RM85.9 million registered last year.

Overall, the Palm and Bio-Integration business segment's performance improved as a result of higher CPO prices and crop production arises mainly from higher hectarage of mature plantation field in Indonesia. The Cocoa Manufacturing segment also reported a better result due to improved margin. However, the Wood Products segment continues to be affected by its competitive and difficult operating environment especially in Europe and US where consumer sentiments and spending trends remains relatively subdued. The bulk of its sales are export orientated and its results were also affected by the adverse currency movement notably the strength of the Ringgit Malaysia against the Euro and US.

# 2. Material changes in the profit before taxation for the quarter reported on as compared with the immediate preceding quarter

The Group's revenue of RM247.4 million for the quarter under review was 15.4% higher than the immediate preceding quarter of RM214.3 million. The Group posted a profit before taxation of RM44.0 million as compared to RM27.1 million in the immediate preceding quarter.

The improvement in the results was attributed mainly from the Palm and Bio-Integration segment owing to higher CPO prices and crop production. Cocoa Manufacturing segment also improved with higher revenue. The Wood Products segment recorded lower revenue due to lower business activities during the traditional year end holiday break in Europe.

#### 3. Commentary on the prospects

Wood Products segment is currently operating in a difficult environment with subdued consumer sentiments and spending trends over in Europe where the bulk of its products are exported to. With the current strong Ringgit Malaysia currency against the foreign currencies, the contribution from this segment is not expected to be significant. For the Cocoa Manufacturing segment, performance in the coming months continues to be challenged by the volatile demand and supply of its finished products in the global market.

# 3. Commentary on the prospects (cont'd)

In the Palm and Bio-Integration business segment, palm oil prices are currently trading at reasonably good level bolstered by the continuing demand of the palm oil from China and India. Overall reduction in the palm oil inventory and supply due to the current adverse weather conditions in Malaysia and Indonesia will help to maintain the current palm oil prices in the short term. With the palm oil prices currently supported by strong fundamental, the Group is expected to achieve a satisfactory level of profitability.

# 4. Profit forecast or profit guarantee

The Group is not involved in any profit guarantee arrangement or providing any forecast profit.

# 5. Income Tax Expense

	Year to date	Year to date
	31.12.2010	31.12.2009
	<u>RM'000</u>	<u>RM'000</u>
Current tax:		
Malaysian income tax	8,948	4,032
Foreign tax	7,667	8,089
Over provision in prior year		
Malaysian income tax	(21)	(4,551)
Foreign tax	-	(4)
Deferred tax:		
Relating to origination and reversal of		
temporary differences	(1,423)	(1,685)
Under provision in prior year	(190)	8
	14,981	5,889

The effective tax rate of the Group for the financial year to date is lower than the statutory tax rate due to utilisation of incentives.

#### 6. Sale of unquoted investments and/or properties

There were no sales of unquoted investments and/or other properties during the financial quarter under review.

# 7. Quoted securities

There were no purchases or disposals of quoted securities during the financial quarter under review.

# 8. Corporate Proposals

# a) Status of corporate proposals

As at the date of this report, the status of corporate proposal announced but not completed is as follows:

As announced, the Company had on 7 January 2010 entered into Conditional Share Sale Agreement to acquire 500 ordinary shares of Rp1 million each, representing 100% equity interest in PT Bulungan Citra Agro Persada ("PTBCAP") for a total purchase consideration of USD5.0 million (approximately RM17.0 million based on an exchange rate of USD1.00 for RM3.40) inclusive of liabilities to be assumed ("Proposed Acquisition").

PTBCAP was incorporated in the Republic of Indonesia on 15 February 2005 as a limited liability company established and existing under the Laws of the Republic of Indonesia with an authorized capital of Rp2 billion comprising 2,000 ordinary shares of Rp1 million each of which 500 ordinary shares have been issued and fully paid up.

PTBCAP owns 20,000 hectares of land located at Desa Tanah Kuning, Mangkupadi, Kecamatan Tanjung Palas Timur, Kabupaten Bulungan, Propinsi Kalimantan Timur, Indonesia with "ijin lokasi" and "ijin usaha perkebunan" status of which approximately 1,200 hectares have been planted with oil palm since 2007.

The Proposed Acquisition is subject to the fulfilment of certain conditions precedent, inter-alia, the approval of the Indonesian Investment Co-ordinating Board ("BKPM") for the conversion of PTBCAP into a foreign investment component and fulfilment of the Plasma development programme.

The Proposed Acquisition will increase the Group's oil palm plantation area in Indonesia.

None of the Directors or substantial shareholders of TSH or any person connected to the Directors and substantial shareholders has any interest, direct or indirect, in the Proposed Acquisition.

# 9. Group Borrowings and Debt Securities

Comprised:

	As at 31.12.2010 RM'000	As at 31.12.2009 RM'000
Total Group borrowings		
- secured	367,369	365,338
- unsecured	351,959	237,686
Short term borrowings - secured - unsecured	161,349 326,889	105,137 191,484
Long term borrowings		
- secured	206,020	260,201
- unsecured	25,070	46,202

# 9. Group Borrowings and Debt Securities (cont'd)

All borrowings are denominated in Ringgit Malaysia, except for the following loans:

	USD'000	RM'000 Equivalent
PT Laras Internusa	8,760	27,029
PT Sarana Prima Multi Niaga	20,500	63,253
TSH Resources Berhad	9,509	29,340
Jatoba International Pte Ltd	11,375	35,098
Total	50,144	154,720

# 10. Financial instruments

As a result of adoption of FRS 139: Financial instruments, Recognition and Measurement, forward foreign currency contracts and commodity futures contracts which were previously classified as off balance sheet financial instruments have now been recognized in the balance sheet as derivative instruments as follows:

Type of Derivatives	Contract / Notional amount RM'000	Fair Value RM'000
Forward Foreign Exchange Contracts - Less than 1 year	63,773	(469)
Commodity Futures Contracts - Less than 1 year	60,443	(3,561)

The management objectives and policies in respect of the above derivatives and its various risk management are consistent with those adopted during the last financial year ended 31 December 2009.

# 11. Changes in material litigation

The Group is not engaged in any material litigation and is not aware of any proceedings which might materially affect the Group for the current financial period.

# 12. Proposed Dividend

The Company did not declare any interim dividend for the current quarter ended 31 December 2010.

# 13. Earnings per share

# (a) Basic earnings per share

Basic earnings per share amounts are calculated by dividing profit for the period attributable to ordinary shareholders of TSH Resources Berhad by the weighted average number of ordinary shares in issue during the period, excluding treasury shares held by the Company.

	Quarter ended 31 December		YTD ended 31 December	
	2010	2009	2010	2009
Net profit for the period/quarter (RM'000)	44,220	20,474	85,051	72,314
Weighted average number of ordinary shares in issue ('000)	409,601	409,049	409,601	409,049
Basic earnings per ordinary share (sen)	10.80	5.01	20.76	17.68

# (b) Diluted earnings per share

	<u>Quarter ended</u> <u>31 December</u> 2010 2009		<u>YTD ended</u> 31 December 2010 2009	
Net profit for the period/quarter (RM'000)	44,220	20,474	85,051	72,314
Weighted average no. of ordinary shares in issue ('000) Effect of ESOS ('000) Weighted average no. of ordinary shares in issue ('000)	409,601 1,628 411,229	409,049 2,673 411,722	409,601 1,628 411,229	409,049 2,673 411,722
Diluted earnings per ordinary share (sen)	10.75	4.97	20.68	17.56

The diluted earnings per share is calculated by dividing the net profit for the period by the weighted average number of ordinary shares in issue during the period.

The share options was calculated based on the number of shares which would have been acquired at the market price (average annual share price of the Company's share) based on the monetary value of the subscription rights attached to the outstanding share options. No adjustment is made to the net profit attributable to the shareholders for the share options calculation.

# 14. Disclosure of realised and unrealised profits and losses

Total unappropriated profit as at 31 December 2010 and 30 September 2010 is analysed as follows:

	As at end of current quarter 31.12.2010 RM'000	As at end of preceding quarter 30.9.2010 RM'000
Total retained profits of TSHR and its subsidiaries		
- Realised	522,038	504,627
- Unrealised	(63,628)	(56,127)
	458,410	448,500
Total share of retained profits from associated company - Realised - Unrealised	3,710 393	3,689 -
Total share of retained profits from jointly controlled entities		
- Realised	38,714	24,305
- Unrealised	1,684	4,354
	502,911	480,848
Less: Consolidation adjustments	(43,934)	(51,088)
Total group retained profits as per consolidated accounts	458,977	429,760

# 15. Authorisation for Issue

The interim financial statements were authorised for issue by the Board of Directors in accordance with a resolution of the directors on 23 February 2011.