



PPB GROUP BERHAD

BUILDING
enduring BRANDS

ANNUAL REPORT 2011



PPB GROUP'S PASSION IS ABOUT CREATING QUALITY AND RELIABLE PRODUCTS AND SERVICES. THROUGH THE YEARS, THIS ENDURING PASSION HAS MOULDED OUR VALUES AND CRAFTED STRONG BONDS BETWEEN OUR CUSTOMERS, OUR COMMUNITY AND THE COMPANY.



simplifying customers' choices

WE ENDEAVOUR TO MAKE A DIFFERENCE
IN WHAT WE OFFER THROUGH QUALITY
AND RELIABILITY.





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Silos at FFM, Pulau Indah

THE FINANCIALS

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An artist impression of 13 units high-end bungalows on Masera, Bukit Segar, Cheras



GSC, KL Pavilion

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Delivery vans ready to transport "Massimo" bakery products

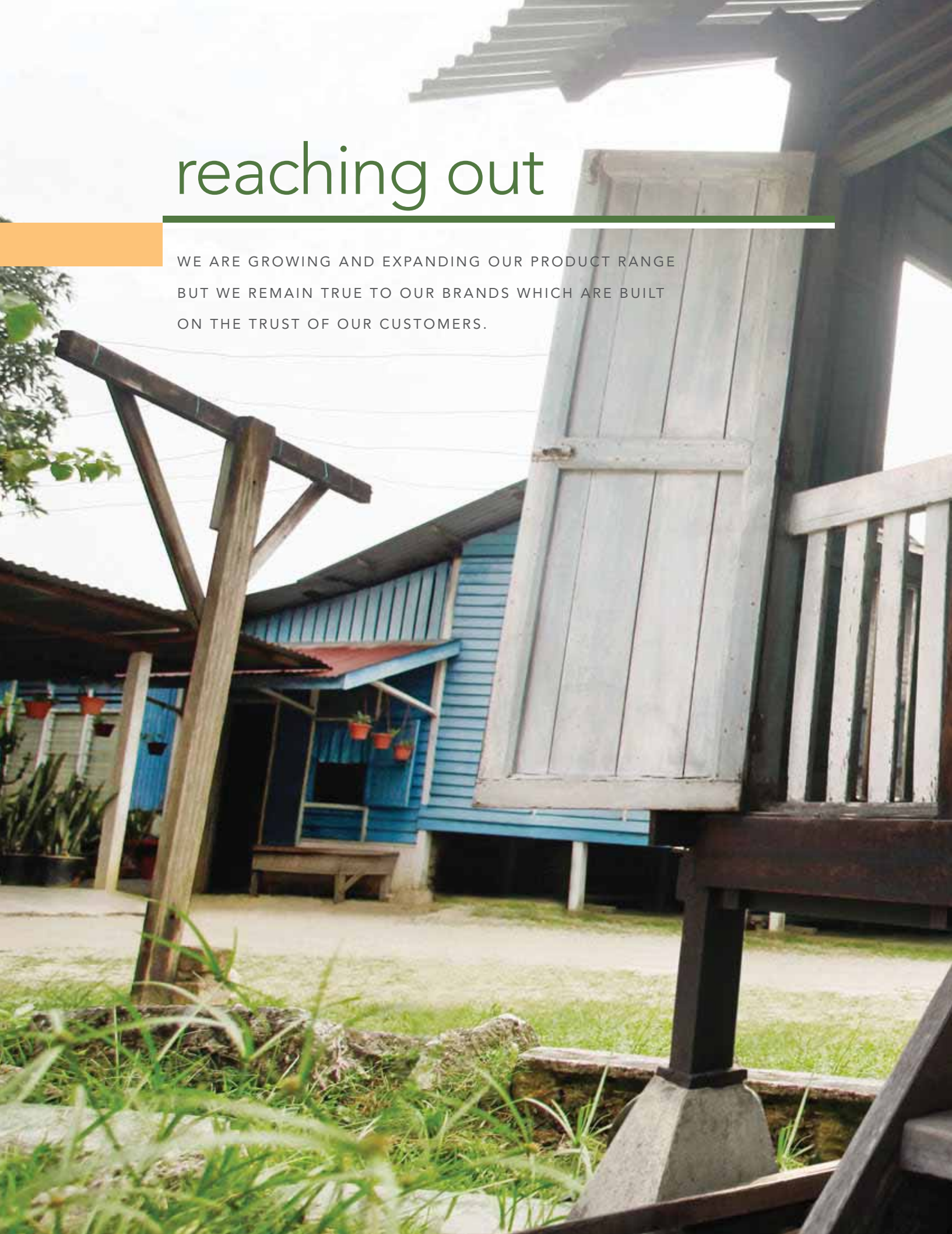


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reaching out

WE ARE GROWING AND EXPANDING OUR PRODUCT RANGE
BUT WE REMAIN TRUE TO OUR BRANDS WHICH ARE BUILT
ON THE TRUST OF OUR CUSTOMERS.





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CHAIRMAN'S STATEMENT

DEAR SHAREHOLDERS,

ON BEHALF OF THE BOARD OF DIRECTORS OF PPB GROUP BERHAD, IT GIVES ME GREAT PLEASURE TO PRESENT THE ANNUAL REPORT AND AUDITED FINANCIAL STATEMENTS OF THE COMPANY AND THE GROUP FOR THE YEAR ENDED 31 DECEMBER 2011.



GROUP RESULTS

PPB Group achieved a robust set of results for the financial year ended 31 December 2011 with revenue improving by 19.2% to RM2.7 billion underpinned by a conducive business environment. Much of the growth was driven by higher grains trading volume and flour sales, improved cinema collections and increased contribution from the environmental engineering, waste management and utilities division.

Profit for the year from continuing operations was marginally lower at RM1.013 billion compared with RM1.070 billion in 2010 as a result of higher raw material costs; fair value adjustments in investments in equities; higher staff cost and lower film distribution profits at the cinemas; and fewer property sales. Wilmar International Limited (Wilmar), an 18.3% associate of PPB, remains the major contributor to Group profits contributing RM790 million for 2011 up from RM678 million in the year before.

Total profit for the year including discontinued operations was significantly lower at RM1.013 billion compared with RM1.909 billion recorded in 2010 which included a gain of RM841 million from the disposal of the Group's sugar-related assets.

Accordingly, profit attributable to shareholders in 2011 reduced to RM980 million from RM1.885 billion which translates to earnings per share of 83 sen compared with 159 sen in the previous year.



CORPORATE EXERCISE

Pursuant to the Memorandum of Understanding entered between FFM Berhad (FFM) and Wilmar on 2 December 2010 for the potential acquisition by Waikari Sdn Bhd (Waikari), a wholly-owned subsidiary of FFM, of 20% equity interest in selected subsidiaries of Wilmar engaged in flour milling in the People's Republic of China (PRC), Waikari has to-date acquired 20% stakes in four companies namely Yihai (Chongqing) Foodstuffs Co., Ltd; Yihai Kerry (Quanzhou) Oils, Grains & Foodstuffs Industries Co., Ltd; Yihai (Zhoukou) Wheat Industries Co., Ltd; and Yihai Kerry (Anyang) Foodstuffs Industries Co., Ltd.

In addition, Waikari has also entered into agreements to acquire 20% in three other companies, specifically Dongguan Yihai Kerry Oils, Grains & Foodstuffs Industries Co., Ltd; Yihai Kerry (Beijing) Oils, Grains & Foodstuffs Industries Co., Ltd; and Yihai Kerry (Shenyang) Oils, Grains & Foodstuffs Industries Co., Ltd which are all pending approval of the relevant PRC authorities.

DIVIDENDS

Corresponding to the positive financial performance, the Board is pleased to recommend a final single tier dividend of 13 sen per share for the financial year ended 31 December 2011. The final dividend is payable on 15 June 2012 subject to shareholders' approval at the forthcoming Annual General Meeting.

Together with the interim single tier dividend of 10 sen per share paid in 2011, the total dividend for the financial year ended 31 December 2011 would be 23 sen per share amounting to RM272.7 million.

CHAIRMAN'S STATEMENT

OVERVIEW OF OPERATIONS

FOOD MANUFACTURING ACTIVITIES

The grains trading, flour and feed milling division of the Group recorded a 30% improvement in revenue to RM1.6 billion generated mainly by higher grains trading volume and flour sales. Profit before tax however was 13% lower due to higher wheat costs coupled with intense local competition. The Indonesian flour mill despite achieving higher flour sales of 34% which increased operating profit, delivered lower results due to a foreign exchange translation loss.

To cater for increasing demand in the overseas market, PT Pundi Kencana, a 51% subsidiary of the Group, is expanding its flour milling capacity by an additional 1000mt per day in Indonesia which is scheduled for completion in the 3rd quarter of 2013. Kerry Flour Mills Ltd, a 43.4% associate of the Group, which currently operates a 400mt per day flour mill in Thailand, has entered into a joint venture to construct a flour mill with a milling capacity of 300mt per day which is scheduled for commissioning in the 3rd quarter of 2013. The Group is also planning for a new 500mt per day flour mill in northern Vietnam under its 51% subsidiary, VFM-Wilmar Flour Mills Company Limited, to complement its existing 400mt per day flour mill situated in Ba Ria Vung Tau Province in the south.

In July 2011, FFM Marketing Sdn Bhd launched the Group's own brand of "Massimo" bread loaves and rolls produced by The Italian Baker Sdn Bhd, a wholly-owned subsidiary of FFM, which was enthusiastically accepted in the Klang Valley. The fully automated RM120 million state-of-the-art baking plant in Pulau Indah has the capacity to produce 10,000 loaves and 24,000 buns per hour. The bakery operation is the latest initiative by the Group to draw upon the strength of our existing core operations to diversify downstream into branded consumer products following our frozen foods processing operations which produce the popular "Marina" and "Seri Murni" sausages, nuggets and other finger foods. The frozen foods division has seen tremendous growth since its inception in 2007 with strong demand from consumers for its innovative products.

MARKETING, DISTRIBUTION AND MANUFACTURING OF CONSUMER PRODUCTS

Reflecting the country's resilient economy, the marketing, distribution and manufacturing of consumer products division registered a 21% increase in profits to RM19.4 million on the back of higher revenue of RM375 million compared with RM369 million recorded in 2010. The better performance was attributable to higher sales and better profit margins. Most major agency products performed in line with expectations which added to the overall improved results.

LIVESTOCK FARMING

Livestock farming performed well to record a 14.6% increase in revenue to RM109 million boosted mainly by higher sales of day-old-chicks and table eggs. Profit was up 58.5% due to better selling prices and profit margins of day-old-chicks despite a 6.3% decline in production.

The new hatchery equipped with single stage incubators capable of hatching 1.75 million chicks per month began operations in June 2011 at Sua Betong.

The livestock farming business remains challenging as additional production is anticipated from major breeders and layer producers in an already oversupplied market compounded by the cyclical nature of the business.



CHAIRMAN'S STATEMENT



ENVIRONMENTAL ENGINEERING, WASTE MANAGEMENT AND UTILITIES

The Group's environmental engineering, waste management and utility business had a successful year to record a 79% increase in profits to RM9.8 million due to more projects with higher returns.

During the year, this division completed the construction of the 100,000m³/day Batu Kitang water treatment plant in Kuching, Sarawak; a waste water treatment plant in Putrajaya with a treatment capacity of 300,000 population equivalent; the intake and pump station for the alternative water supply scheme to KLIA, Sepang with a maximum pumping capacity of 175,000m³/day; and the New Ngoi-ngoi treatment works Phase 1 with a treatment capacity of 150,000m³/day. In addition, the operations and maintenance contract for the waste water treatment plant in Putrajaya will continue until year 2013.

In 2011, Chemquest secured three water projects with a total contract value of approximately RM120 million in Malacca, Johor Bahru and Sarawak.

FILM EXHIBITION AND DISTRIBUTION

The cinema industry in the country remains strong amidst keen competition and the Group's film exhibition and distribution operations under Golden Screen Cinemas Sdn Bhd (GSC) recorded a 12% increase in collections from new screens, stronger performance of existing cinemas and increased revenue from film distribution. Profits were however lower at RM37.4 million in 2011 compared with RM44 million in the previous year due to higher staff cost, film rental rates and film acquisition costs.

For the year under review, GSC opened its second multiplex in Malacca, the 10-screen GSC Aeon Bandaraya Melaka which together with its existing 10-screen multiplex at GSC Dataran Pahlawan, provide an extensive movie selection to cinema goers in this historic state. Upon completion of the renovation at the old wing of the IOI Mall cinema in Puchong, GSC added another screen to this existing cinema making it a 10-screen multiplex.

This will be an especially busy year for GSC as there are seven new cinemas planned for opening in the year. In March 2012, GSC opened its first GSC Lite, a 6-screen multiplex at Star City Mall in Mentakab, Pahang. GSC Lite is GSC's new brand of cinema entertainment which offers movie-goers cinema entertainment in a modest setting at competitive ticket prices without compromising on the effects of the big screens or digital surround sound offered in the other GSC cinemas. This new concept will allow GSC to make accessible cinema entertainment to patrons in the secondary towns or cities. We are scheduled to open the other six multiplexes in strategic locations in Petaling Jaya, Shah Alam, Kuching, Miri, Seremban and Sg Petani.

In its continuous efforts to offer convenient ticketing services, GSC launched its GSC iPhone and GSC Android Applications to allow movie-goers to purchase movie tickets via their mobile phones with payment channels through M2U, Paypal and RHB Bank. Auto-gates have also been installed in GSC's key locations for movie-goers to have direct access into the cinema halls through the automated scanning of barcodes on their mobile phones.

CHAIRMAN'S STATEMENT



PROPERTY INVESTMENT AND DEVELOPMENT

This division recorded a drop in revenue and profits of 12% and 59% respectively for 2011 compared with the year before as there were no new projects launched. In addition, profits were significantly lower in 2011 as 2010 included a one-time gain on investment from disposal of properties.

As part of a restructuring exercise to streamline the Group's property operations, the Company has acquired Cheras Leisure Mall, Cheras Plaza and New World Park from its 100% subsidiary, PPB Hartabina Sdn Bhd. With the transfer of these long-term properties held for investment, PPB Hartabina now focuses on property development; and project and property management.

In the first quarter of 2012, the Group acquired the balance of Cathay Screen Cinemas Sdn Bhd (CSC) shares held by minority shareholders making it a wholly-owned subsidiary of the Group. CSC owns a total of 13 properties comprising mainly old stand-alone cinema sites, shop houses and a parcel of land in Petaling Jaya. Following the said acquisition, the Group will explore developing CSC's properties as well as look for potential new landbank for development for future growth and profitability.

In the same quarter, PPB Hartabina invited priority registrants to preview and purchase 13 units of high-end bungalows at Masera Bukit Segar, Cheras. The response was overwhelming and 9 units were sold during the preview. Twelve units of the semi-detached houses at Taman Tanah Aman in Seberang Prai have also been sold during this period.

CORPORATE SOCIAL RESPONSIBILITY

The Group recognizes that long term business success depends not only on delivering profits to shareholders but also on its ability to balance economic returns with positive and sustainable contributions to society and the environment.

We are committed to pursue this principle in line with our core values, decision-making, operations and products. During the year under review, the Group embarked on various CSR projects which are detailed on pages 37 to 41 of the Annual Report.

On the same note, the statements on corporate governance and internal controls are set out in separate sections in the Annual Report.

PROSPECTS AND CHALLENGES FOR 2012

The global economy is expected to be challenging with the uncertainties in the Eurozone sovereign debt crisis and slower growth in the advanced economies. Amidst the difficult external environment, Malaysia's economy is projected to grow by 4% - 5% in 2012 supported by the strong domestic demand; implementation of the measures announced in the 2012 Budget including the upward revision of public sector wages and the one-off financial assistance to low and middle-income groups; and the activities generated under the Economic Transformation Programme.

The weakened global market coupled with rising fuel costs, volatile commodity markets and foreign exchange rates will present challenges to the Group. Nevertheless, the Group expects to cope well as its operations are mainly located in the ASEAN countries and China where domestic consumption is anticipated to remain healthy. Furthermore, the Group's core businesses being mainly in food operations are likely to be more resilient to economic slowdowns than other activities.

The Group's management actively monitors such challenges in order to implement appropriate measures to facilitate growth and continuation of the Group's businesses. The Group will continue to invest in building new capacity and capability as reflected in our capital commitments to grow its core businesses both domestically and regionally together with downstream activities.

On the whole, the Group is optimistic that PPB Group would be able to generate a satisfactory set of results in 2012.

APPRECIATION

On behalf of the Board of Directors, I wish to thank our shareholders, customers, business associates and other stakeholders for their strong support. A large part of our success for 2011 is attributable to the hard work and commitment of our employees throughout the Group to whom I wish to express my gratitude and thanks.

To my fellow Board members, I wish to extend my sincere appreciation for their invaluable contribution and support.

Datuk Oh Siew Nam
Chairman

30 March 2012



GROUP FINANCIAL HIGHLIGHTS

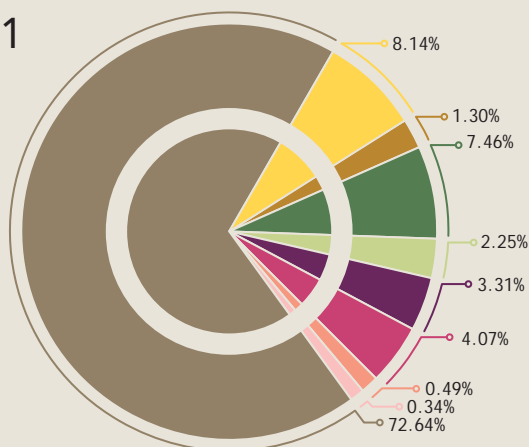
		2011 RM' Million	2010 RM' Million (Restated)	% Change
INCOME STATEMENT				
Revenue		2,710.539	2,274.155	19.2
Profit before tax		1,056.580	1,129.233	-6.4
Profit for the year		1,012.508	1,909.226	-47.0
Profit attributable to owners of the parent		980.372	1,884.949	-48.0
STATEMENT OF FINANCIAL POSITION				
Equity attributable to owners of the parent		14,061.611	13,277.223	5.9
Total equity		14,565.126	13,480.883	8.0
RATIOS				
Return on net assets attributable to owners of the parent	%	6.97	14.20	
Earnings per share	sen	82.70	159.00	-48.0
Interest coverage	times	182.92	238.28	-23.2
Current ratio	times	4.27	4.88	-12.5
Total borrowings/Equity	%	1.77	0.85	>100.0
Long term borrowings/Equity	%	0.31	0.29	6.9
Net assets per share attributable to owners of the parent	RM	11.86	11.20	5.9
Operating cash flow per share	sen	(1.68)	20.60	>(100.0)
PE ratio	times	20.74	19.60 *	5.8
Net dividend per share	sen	23.00	88.00	-73.9
31 December closing price	RM	17.16	17.26	-0.6

* Exclude the one-time gain from disposal of sugar-related assets in 2010.

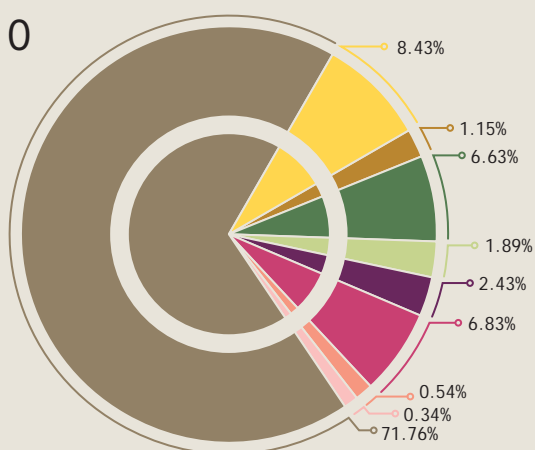
SIMPLIFIED CONSOLIDATED STATEMENTS OF FINANCIAL POSITION

ASSETS

2011



2010



NON-CURRENT ASSETS

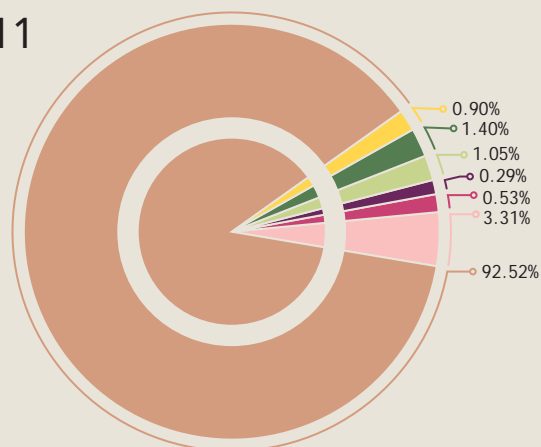
- Property, plant and equipment, investment properties, biological assets, and other intangible assets
- Associates
- Jointly controlled entity
- Goodwill
- Other non-current assets

CURRENT ASSETS

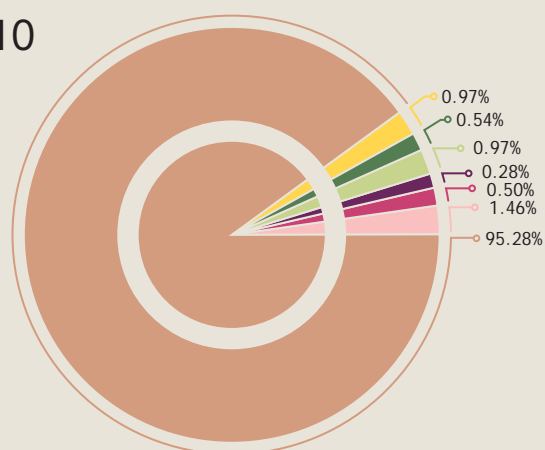
- Inventories, biological assets and other intangible assets
- Trade receivables
- Cash, bank balances and deposits
- Other current assets

EQUITY & LIABILITIES

2011



2010



CURRENT LIABILITIES

- Trade payables
- Short term borrowings
- Other current liabilities

NON-CURRENT LIABILITIES & EQUITY

- Long term borrowings
- Other non-current liabilities
- Equity attributable to owners of the parent
- Non-controlling interests

DIRECTORS' PROFILES



DATUK OH SIEW NAM, 73

Chairman

Non-Independent Executive Director

Member of Remuneration Committee

Date of Appointment

Director - 2 March 1988

Executive Chairman - 1 July 2004

Chairman - 1 February 2008

Qualifications and Experience

- Bachelor of Engineering (Honours) degree in Electrical Engineering from the University of Canterbury, New Zealand.
- Assistant Controller of Telecom Malaysia for 5 years before joining FFM Berhad ("FFM") Group in 1968.
- Managing Director of FFM from 1982 to 2002, and Executive Chairman from 2002 to 2006.
- Board member of Bank Negara Malaysia since 1989.
- Served as a member of the Capital Issues Committee and the National Economic Consultative Council II (MAPEN II).
- Chairman of PPB Oil Palms Berhad from 2004 to 2007.

Other Directorships in Public Companies

Kuok Foundation Berhad

DIRECTORS' PROFILES



TAN GEE SOOI, 67

Managing Director
Non-Independent Executive Director

Date of Appointment

Director - 28 July 2004
Managing Director - 1 February 2008

Qualifications and Experience

- Bachelor of Engineering (Honours) degree in Electrical Engineering from the University of Malaya.
- Held several senior managerial positions in the FFM Berhad ("FFM") Group.
- Managing Director of FFM from 2002 to 2007, and Executive Chairman from 2007 to March 2011.

Other Directorships in Public Companies

Nil



DATO SRI LIANG KIM BANG, 75

Independent Non-Executive Director
Chairman of Audit and Remuneration Committees
Member of Nomination Committee

Date of Appointment

4 January 1995

Qualifications and Experience

- Bachelor of Arts and Bachelor of Arts (Honours) degrees from the University of Malaya, Singapore.
- Postgraduate Course in Public Administration from Cambridge University, England.
- Sarawak State Civil Service (1961-1994). Held various senior positions including Permanent Secretary, Ministry of Communication and Works, Deputy State Financial Secretary and Chairman/Director/Member in several government statutory bodies and government-linked companies. Former State Financial Secretary (1984-1994).

Other Directorships in Public Companies

Cahaya Mata Sarawak Berhad

DIRECTORS' PROFILES



YM RAJA DATO' SERI ABDUL AZIZ BIN RAJA SALIM, 73

Independent Non-Executive Director
Chairman of Nomination Committee
Member of Audit Committee

Date of Appointment

12 May 2003

Qualifications and Experience

- Fellow of the Chartered Association of Certified Accountants, United Kingdom.
- Fellow of the Chartered Institute of Management Accountants, United Kingdom.
- Member of the Malaysian Institute of Accountants.
- Honorary Fellow of the Malaysian Institute of Taxation.
- Former Director-General of Inland Revenue, Malaysia.
- Former Accountant-General of Malaysia.

Other Directorships in Public Companies

Jerneh Asia Berhad
K & N Kenanga Holdings Berhad
Kenanga Investment Bank Berhad
Kenanga Fund Management Berhad
Gamuda Berhad
Panasonic Manufacturing Malaysia Berhad
Southern Steel Berhad
Hong Leong Industries Berhad



LIM SOON HUAT, 47

Non-Independent Non-Executive Director
Member of Nomination and Remuneration Committees

Date of Appointment

29 May 2008

Qualifications and Experience

- Bachelor of Science (Honours) degree in Statistics from Universiti Kebangsaan Malaysia.
- Has more than 15 years financial and corporate management experience with the Kuok Group of companies in Singapore, Thailand, Hong Kong and China.
- Currently oversees the Kuok Group's investments and operations in Indonesia which include flour milling, sugar cane plantations, sugar milling and hotels.

Other Directorships in Public Companies

Nil

DIRECTORS' PROFILES



DATO' CAPT. AHMAD SUFIAN @ QURNAIN BIN ABDUL RASHID, 62

Independent Non-Executive Director
Member of Audit Committee

Date of Appointment

22 June 2009

Qualifications and Experience

- Qualified as a Master Mariner with a Masters Foreign-going Certificate of Competency from the United Kingdom (UK) in 1974.
- Obtained a Diploma in Applied International Management from the Swedish Institute of Management in 1984.
- Attended the Advanced Management Program at Harvard University in 1993.
- Fellow of the Chartered Institute of Logistics and Transport and the Institut Kelautan Malaysia.
- Has over 40 years experience in the international maritime industry.

Other Directorships in Public Companies

WCT Berhad
Malaysian Bulk Carriers Berhad
Alam Maritim Resources Berhad
GD Express Carrier Berhad

NOTES

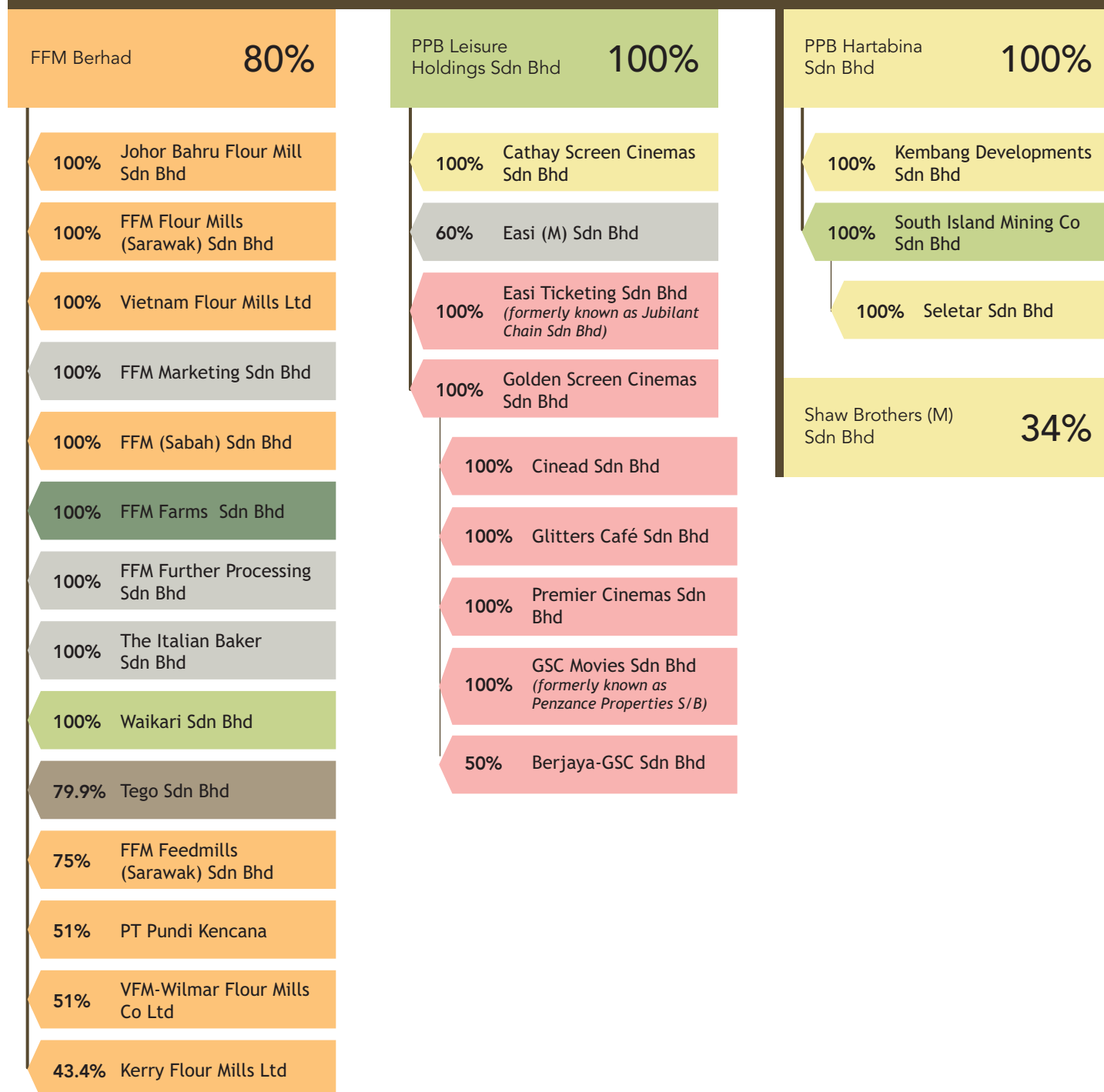
1. *All the Directors are Malaysians.*
2. *None of the Directors has any family relationship with any other Director and/or major shareholder of the Company, nor any conflict of interest with the Company.*
3. *None of the Directors has any convictions for any offences other than traffic offences within the past ten years.*

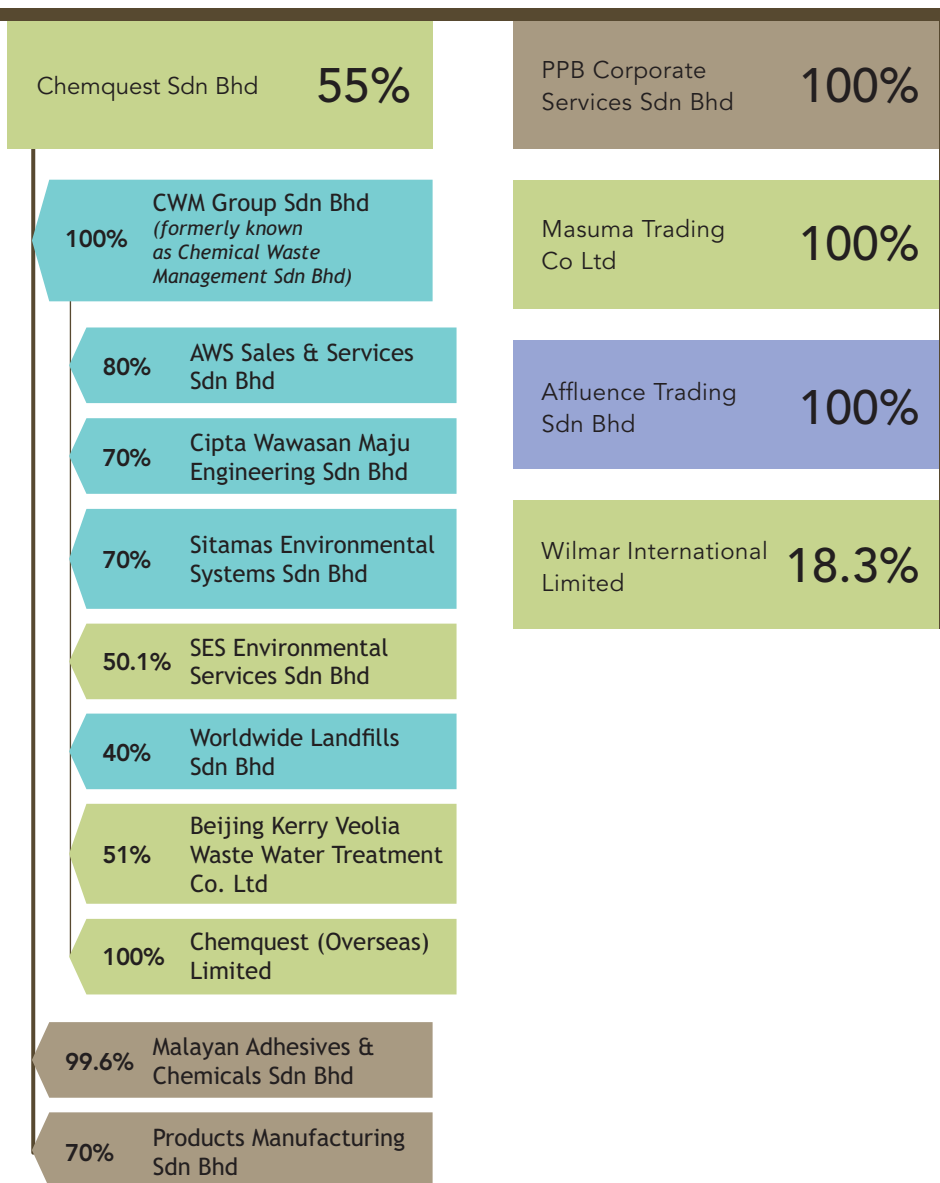
CORPORATE STRUCTURE

as at 31 March 2012



PPB GROUP BERHAD





This chart features the main operating companies and does not include dormant and inactive companies.

Percentages shown indicate the Group's direct equity interest held.



CORPORATE INFORMATION

BOARD OF DIRECTORS

Datuk Oh Siew Nam
Chairman

Tan Gee Sooi
Managing Director

Dato Sri Liang Kim Bang
Independent Non-Executive Director

YM Raja Dato' Seri Abdul Aziz bin Raja Salim
Independent Non-Executive Director

Lim Soon Huat
Non-Independent Non-Executive Director

Dato' Capt. Ahmad Sufian @ Qurnain bin Abdul Rashid
Independent Non-Executive Director

AUDIT COMMITTEE

Dato Sri Liang Kim Bang
Chairman

YM Raja Dato' Seri Abdul Aziz bin Raja Salim

Dato' Capt. Ahmad Sufian @ Qurnain bin Abdul Rashid

NOMINATION COMMITTEE

YM Raja Dato' Seri Abdul Aziz bin Raja Salim
Chairman

Dato Sri Liang Kim Bang

Lim Soon Huat

REMUNERATION COMMITTEE

Dato Sri Liang Kim Bang
Chairman

Datuk Oh Siew Nam

Lim Soon Huat

COMPANY SECRETARY

Mah Teck Keong

REGISTERED OFFICE

17th Floor Wisma ACE Jerneh
38 Jalan Sultan Ismail
50250 Kuala Lumpur
Telephone : 03-2117 0888
Facsimile : 03-2117 0999
Website : www.ppbgroup.com

PRINCIPAL BANKERS

Malayan Banking Berhad
CIMB Bank Berhad
Hong Leong Bank Berhad
HSBC Amanah Malaysia Berhad

AUDITORS

Mazars
7th Floor South Block
Wisma Selangor Dredging
142-A Jalan Ampang
50450 Kuala Lumpur

REGISTRARS

PPB Corporate Services Sdn Bhd
17th Floor Wisma ACE Jerneh
38 Jalan Sultan Ismail
50250 Kuala Lumpur
Telephone : 03-2117 0888
Facsimile : 03-2117 0999

STOCK EXCHANGE LISTING

Bursa Malaysia Securities Berhad
(Main Market)
Sector : Consumer Products
Stock Name : PPB
Stock Number : 4065
ISIN : MYL406500008
Reuters Code : PEPT.KL

PPB GROUP'S CORPORATE EVENTS AND INVESTOR RELATIONS ACTIVITIES IN 2011

3 March 2011

A Press and Analyst Briefing was held to review the financial results for the year ended 31 December 2010 and other matters.

14 March 2011

Release of e-Investor Update for the 4th Quarter ended 31 December 2010.

19 May 2011

The 42nd Annual General Meeting (AGM) of PPB was held to receive the audited financial statements for the year ended 31 December 2010 and approve other related AGM matters.

3 June 2011

Release of e-Investor Update for the 1st Quarter ended 31 March 2011.

26 August 2011

A Press and Analyst Briefing was held to review the financial results for the six months ended 30 June 2011 and other matters.

5 September 2011

Release of e-Investor Update for the 2nd Quarter ended 30 June 2011.

18 October 2011

A directors' training session was held and topics included Financial Reporting Standards; sustainability of corporations; a briefing on the FFM Berhad bakery; and common offences committed by directors under Companies Act 1965.

5 December 2011

Release of e-Investor Update for the 3rd Quarter ended 30 September 2011.

FINANCIAL CALENDAR

FINANCIAL YEAR FROM 1 JANUARY 2011 TO 31 DECEMBER 2011

RESULTS

1st Quarter ended 31 March 2011	Announced on	24 May 2011
2nd Quarter ended 30 June 2011	Announced on	23 August 2011
3rd Quarter ended 30 September 2011	Announced on	22 November 2011
4th Quarter ended 31 December 2011	Announced on	29 February 2012

DIVIDENDS

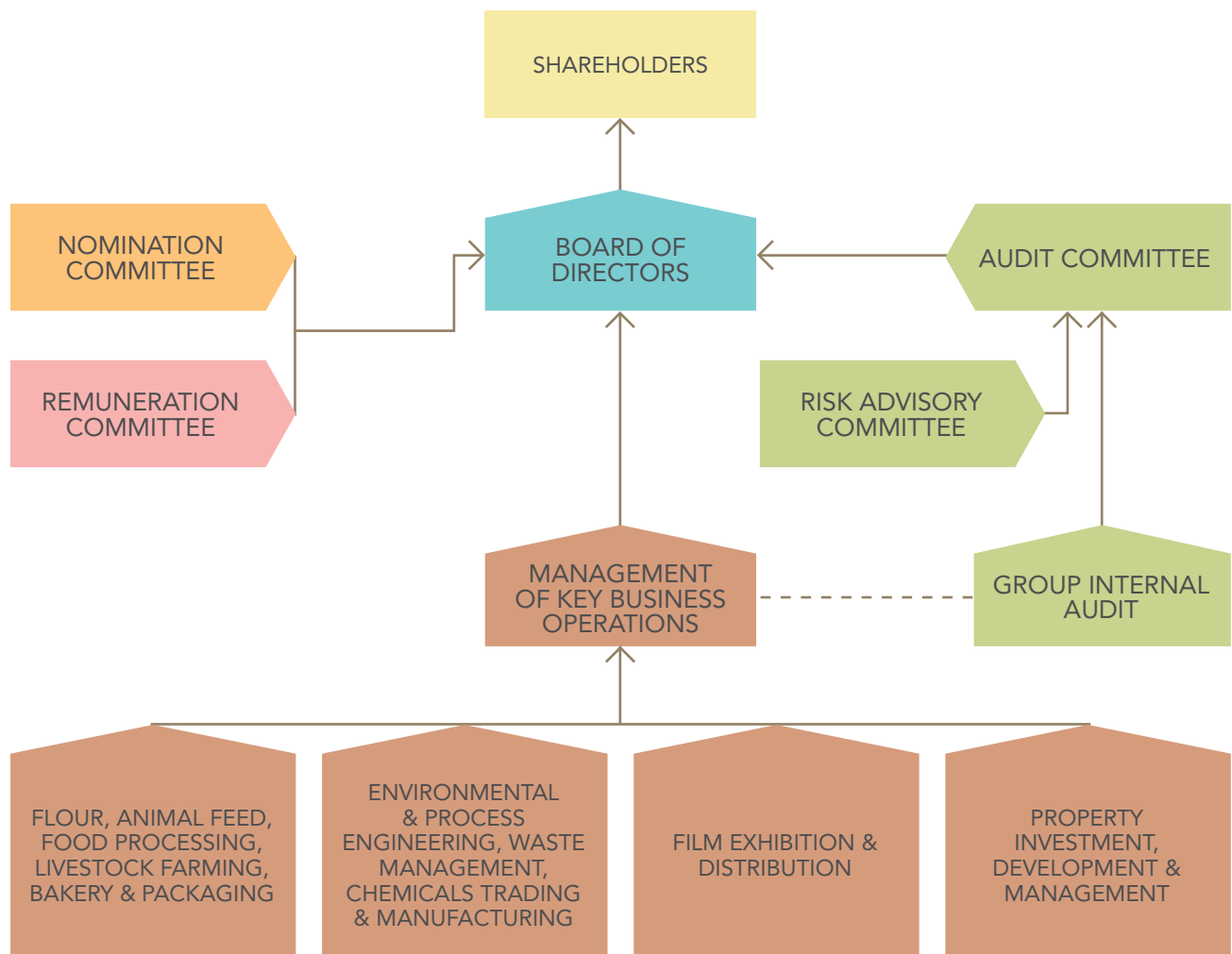
Interim Single Tier Dividend of 10 sen per share	Declared on	23 August 2011
	Entitlement Date on	13 September 2011
	Paid on	28 September 2011
Proposed Final Single Tier Dividend of 13 sen per share	Announced on	29 February 2012
	Entitlement Date on	29 May 2012
	Payable on	15 June 2012

CORPORATE GOVERNANCE STATEMENT

The Board of Directors of PPB Group Berhad is committed to maintaining a high standard of corporate governance and ensuring that effective self-regulatory controls exist throughout PPB and its subsidiaries ("the Group") to safeguard the Group's assets. The Board especially recognizes that good corporate governance encompasses four key areas; namely transparency, accountability, integrity and corporate performance.

This statement describes the manner in which PPB Group has applied the principles of good governance and the extent of compliance with the best practices set out in the Malaysian Code on Corporate Governance ("the Code") throughout the financial year.

CORPORATE GOVERNANCE STRUCTURE



CORPORATE GOVERNANCE STATEMENT

BOARD OF DIRECTORS

BOARD RESPONSIBILITY

The Board is fully responsible for the effective control of PPB Group. This includes responsibility for determining the Group's strategic direction, financial performance, allocation of resources, principal risks and implementing appropriate steps to manage these risks, ensuring the systems of internal control are in place and are effective; and the investor relations programme.

The Board has delegated specific responsibilities to four committees; namely the Audit, Nomination, Remuneration and Risk Advisory Committees, which operate within approved terms of reference. These committees have authority to examine particular issues and report to the Board with their recommendations. The ultimate responsibility for the final decision on all matters, however, lies with the entire Board.

There is a clear division of responsibilities in the Company. The Chairman represents the Board to shareholders and together with the Board, reviews and approves the strategic objectives and policies of the Group. The Chairman also ensures that management proposals are deliberated by Directors, executive and non-executive alike, as well as examined taking into account the interests of shareholders and other stakeholders and the communities in which the Group conducts its businesses. The Managing Director is responsible for overseeing the operations and development of the businesses as well as coordinating and implementing corporate strategies adopted by the Board. The non-executive Directors of calibre and experience provide the necessary balance of power and authority to the Board. The independent non-executive Directors provide unbiased and independent views to safeguard the interest of minority shareholders.

COMPOSITION OF THE BOARD

There are presently six Directors on the Board comprising two executive Directors and four non-executive Directors, of whom three are independent. The number of independent directors is in compliance with the Main Market Listing Requirements of Bursa Malaysia Securities Berhad ("Bursa Securities") which requires at least one third of the Board to comprise independent directors.

Collectively, the Directors bring to the Board a wide range of business, financial and technical experience for the effective management of the Group's diversified businesses. The Directors' profiles are presented on pages 16 to 19 of this Annual Report.

The Board has appointed Dato' Sri Liang Kim Bang as the Senior Independent Non-executive Director of the Board to whom concerns of the Group may be conveyed.

The Board is satisfied that the current Board composition fairly reflects the investment of minority shareholders in the Company.

BOARD MEETINGS

The Board meets at least four times a year, with additional meetings held when decisions on urgent matters are required between scheduled meetings.

CORPORATE GOVERNANCE STATEMENT

During the financial year ended 31 December 2011, the Board met four times and the record of the attendance of each Director is set out below:-

Name of Director	Attendance	% of attendance
Datuk Oh Siew Nam	4	100
Tan Gee Sooi	4	100
Dato' Sri Liang Kim Bang	4	100
YM Raja Dato' Seri Abdul Aziz bin Raja Salim	3	75
Lim Soon Huat	4	100
Dato' Capt. Ahmad Sufian @ Qurnain bin Abdul Rashid	4	100
Cheang Kwan Chow (retired on 19 May 2011)	1	100

SUPPLY OF INFORMATION

The Chairman plays a key role to ensure that all Directors have full and timely access to information. Directors are provided with an agenda and a set of board papers issued in sufficient time prior to Board meetings to ensure that the Directors can appreciate the issues deliberated and where necessary, to obtain further explanation. The Board papers include updates on financial, operational and corporate developments of the Group. At each Board Meeting, Directors are briefed on the Group's activities and operations by the chief executives of the principal subsidiaries.

In exercising their duties, Directors have access to information within the Company and to the advice and services of the Company Secretary. If necessary, Directors can seek professional opinion and advice from external consultants including investment bankers, valuers and financial advisers.

In addition, there is a schedule of matters reserved specifically for the Board's decision, including amongst others, the overall Group strategy and direction, approval of financial results, corporate plans and budgets, acquisitions and disposals of assets that are material to the Group, major investments and capital expenditures. This ensures that the governance of the Group is in the Board's hands.

APPOINTMENTS TO THE BOARD

The Nomination Committee comprises three non-executive Directors and they are YM Raja Dato' Seri Abdul Aziz bin Raja Salim (Chairman), Dato' Sri Liang Kim Bang and Mr Lim Soon Huat.

The Committee assists the Board in the following:-

- Recommend to the Board, candidates for all directorships to be filled by the shareholders or the Board.
- Regularly review the required mix of skills, experience and other qualities of the Directors, including core competencies which non-executive Directors should bring to the Board.
- Review the Board structure, size and composition and make relevant recommendations to the Board including Directors to fill the seats on board committees.
- Assess the effectiveness of the Board as a whole, the committees of the Board and the contribution of the Directors.

Decisions on appointments are made by the Board after considering recommendations by the Committee. During the financial year ended 31 December 2011, the Nomination Committee held one meeting.

CORPORATE GOVERNANCE STATEMENT

DIRECTORS' TRAINING

There is a familiarisation programme for new Board members including, where appropriate, visits to the Group's businesses and meetings with senior management to facilitate their understanding of the Group's businesses and operations.

The Directors continually attend educational or training courses and seminars to keep abreast with market and regulatory developments. An in-house directors' training session was held during the financial year ended 31 December 2011, which included the following topics:-

Seminar Topic	No. of hours
Financial Reporting Standards	1½
Sustainability of corporations	1¼
A briefing on the FFM Berhad bakery	½
Common offences committed by directors under the Companies Act 1965	1¾

RE-ELECTION OF DIRECTORS

In accordance with the Company's Articles of Association, Directors who are appointed by the Board shall be subject to election by shareholders at the next annual general meeting ("AGM") following their appointment. The Articles also provide that at least one third of the Board including the Managing Director shall be subject to re-election annually and each Director shall stand for re-election at least once every three years.

DIRECTORS' REMUNERATION

i. Remuneration Policy

The remuneration of Directors is determined at levels which enable the Company to attract and retain Directors with the relevant experience and expertise to manage the Group successfully. In the case of executive Directors, their remuneration is structured to link rewards to corporate and individual performance. For the non-executive Directors, the level of remuneration reflects the experience and level of responsibility undertaken by them.

ii. Remuneration Procedure

The Remuneration Committee comprising a majority of non-executive Directors, recommends to the Board the remuneration of the executive Directors and it is the ultimate responsibility of the entire Board to approve the remuneration of these Directors. The members of this Committee are Dato' Sri Liang Kim Bang (Chairman), Datuk Oh Siew Nam and Mr Lim Soon Huat.

The determination of the remuneration of the non-executive Directors is a matter for the Board as a whole subject to approval of shareholders at the AGM. The Directors are not involved in the approval of their own remuneration package. During the financial year ended 31 December 2011, the Remuneration Committee held two meetings.

CORPORATE GOVERNANCE STATEMENT

iii. Remuneration Package

The details of the Directors' remuneration on a Group basis for the financial year ended 31 December 2011 are as follows:-

All figures in RM'000	Executive Directors	Non-executive Directors
Salary	1,680	30
Fees	22	262
Meeting allowance	1	23
Gratuity	-	200
Bonus	4,500	-
Benefits-in-kind	37	-
Employees Provident Fund	880	4
Total	7,120	519

The aggregate remuneration of Directors analysed into the appropriate bands of RM50,000 are as follows:-

	Executive Directors	Non-executive Directors
RM50,001 - RM100,000	-	4
RM250,001 - RM300,000	-	1
RM3,050,001 - RM3,100,000	1	-
RM4,000,000 - RM4,050,000	1	-

Note : Successive bands of RM50,000 are not shown entirely as they are not represented.

INVESTOR RELATIONS

The Company has an Investor Relations Policy which provides a framework for the Board, management and relevant staff to communicate effectively with PPB's shareholders, investors, other stakeholders and the public generally.

The policy deals with the following:-

- Basic Communication Principles - clarity and reliability of information, its openness, timeliness and consistency;
- Responsible Parties - those who have custody of the various elements of the policy and are responsible for implementation;
- Authorised Spokespersons - those who may speak for the Company and specific areas of responsibility for communication;
- Confidential Information - expressing the need to obtain appropriate undertakings from third parties to whom confidential information is given;
- Publication Procedures - covering media releases, results announcements, annual reports, e-reports, the company website etc and also detailing those responsible;
- Events - all events and presentations involving investors, analysts and the media, their conduct, supporting materials and those responsible. The events include general meetings of shareholders, one-on-one meetings and media interviews; and
- Others - including outlook and profit warnings, dealings with information leaks, crisis procedures and insider dealings in PPB shares.

CORPORATE GOVERNANCE STATEMENT

INVESTOR RELATIONS PROGRAMME

The Company has an active investor relations programme directed at both individual and institutional investors. The Company's investor relations mission is to maintain an ongoing awareness of the Company's performance among its shareholders, media and the investment community. The Company's investor relations programme focuses on transparency of disclosure and the timely dissemination of information.

i. Sources of Information

The principal sources of information disseminated by the Company during the year include:-

- PPB's annual report which aims to give readers a comprehensive picture of PPB Group's businesses and performance for the financial year under review.
- Quarterly Investor Updates designed as e-newsletters are posted at its corporate website for viewing by shareholders and the investment community. The Investor Update contains financial results, reports and articles on the Group's operations as well as significant events during the quarter under review.
- The Investor Handbook published annually provides shareholders and the investment community an overview of the Group's operations and serves as a convenient reference guide.
- News releases to announce financial results and important events relating to the Group via the local media and the company website.
- The Company's website, www.ppbgroup.com where information on the Group, its businesses, financial data, annual reports, Investor Handbook and Investor Updates can be easily downloaded.

ii. Direct Meetings

PPB's policy is to maintain an active dialogue with its shareholders with the objective of giving shareholders a clear picture of the Company's performance. This is provided at the Company's annual general meetings where shareholders can express their views or raise questions in relation to the Group's financial performance and business operations. Members of the Board as well as the auditors of the Company are present to answer questions raised at the meeting.

The Company conducts analyst briefings twice a year after the half-yearly and final results are released to Bursa Securities to provide regular dialogues between the Company's senior management and the investment community. Media conferences are also held together with these briefings for consistent dissemination of information to the public. On these occasions, the Managing Director of PPB and chief executives of the principal subsidiaries are present to address questions on the Group's businesses.

At other times, the Company makes every attempt to meet requests for meetings or information by the investment community.

While the Company endeavours to provide as much information as practicable to shareholders and the investment community, it is always mindful of the legal and regulatory framework governing the release of material and price-sensitive information.

CORPORATE GOVERNANCE STATEMENT

iii. Queries and Feedback

PPB welcomes inquiries and feedback from shareholders and the investment community. The Corporate Affairs Department of the Company provides investors with a channel of communication through which they can provide feedback to the Company.

Queries and concerns regarding PPB Group may be conveyed to the following persons:-

1. Dato' Sri Liang Kim Bang, Senior Independent Non-executive Director

Telephone number : 03-21170888

Facsimile number : 03-21170999

2. Koh Mei Lee, Senior Manager (Corporate Affairs)

Telephone number : 03-21170800

Facsimile number : 03-21170998

E-mail address : corporateaffairs@ppb.com.my

ACCOUNTABILITY AND AUDIT

FINANCIAL REPORTING

In presenting the annual financial statements and quarterly announcement of results to shareholders, the Directors are committed to present a balanced and fair assessment of PPB Group's position and prospects. The Audit Committee assists in reviewing the information disclosed to ensure accuracy and adequacy.

A statement by the Directors of their responsibilities in preparing the financial statements is set out on page 51 of this Annual Report.

RELATIONSHIP WITH AUDITORS

The Board maintains a formal and transparent professional relationship with the external auditors through the Audit Committee. The Audit Committee meets with the auditors without the presence of management twice a year.

The report of the Audit Committee is set out on pages 32 to 34 of this Annual Report.

INTERNAL CONTROL

The Statement on Internal Control set out on pages 35 and 36 of this Annual Report provides an overview of the state of internal controls within PPB Group.

Datuk Oh Siew Nam
Chairman

Dato' Sri Liang Kim Bang
Independent Non-executive Director

Kuala Lumpur
29 February 2012

AUDIT COMMITTEE REPORT

COMPOSITION

The members of the Audit Committee ("AC") during the financial year ended 31 December 2011 comprised the following Directors:-

Name of AC member	Membership	Directorship
Dato Sri Liang Kim Bang	Chairman	Independent Non-Executive
YM Raja Dato' Seri Abdul Aziz bin Raja Salim	Member	Independent Non-Executive
Dato' Capt. Ahmad Sufian @ Qurnain bin Abdul Rashid	Member	Independent Non-Executive

TERMS OF REFERENCE

The AC terms of reference are summarised as follows:-

- review the following and report the same to the Board of Directors of the Company:-
 - with the external auditors, the audit plan, their evaluation of the system of internal control and their audit report;
 - the assistance given by the employees of the Company to the external auditors;
 - the adequacy of the scope, functions, performance, competency and resources of the internal audit function and that it has the necessary authority to carry out its work;
 - the internal audit programme, processes including any investigation undertaken and whether or not appropriate action is taken on the recommendations of the internal audit function;
 - the quarterly results and year-end financial statements, prior to approval by the Board of Directors.
 - any related party transaction and conflict of interest situation that may arise within the Company or Group including any transaction, procedure or course of conduct that raises questions of management integrity;
 - any letter of resignation from the external auditors of the Company; and
 - whether there is reason to believe that the Company's external auditors are not suitable for re-appointment;
- recommend the nomination of a person(s) as external auditors, consider the external auditors' fee and any questions of dismissal;
- discuss any problems and reservations arising from the interim and final audits, including reviewing the external auditors' management letter and management's response, and any matter the auditor may wish to discuss (in the absence of management where necessary);
- approve any appointment or termination of senior internal audit staff members, take cognisance of resignations of internal audit staff members and provide the resigning staff member an opportunity to submit his/her reasons for resigning.

AUDIT COMMITTEE REPORT

MEETINGS

The number of meetings of the AC held during the financial year ended 31 December 2011 and details of attendance of each committee member are as follows:-

Name of AC member	No. of Audit Committee Meetings	
	Held	Attended
Dato Sri Liang Kim Bang	4	4
YM Raja Dato' Seri Abdul Aziz bin Raja Salim	4	4
Dato' Capt. Ahmad Sufian @ Qurnain Bin Abdul Rashid	4	4

TRAINING

During the financial year ended 31 December 2011, the members of the AC attended an in-house Directors' training session which included the following topics:-

1. Financial Reporting Standards
2. Sustainability of corporations
3. Common offences under the Companies Act 1965.

ACTIVITIES

During the financial year ended 31 December 2011, the AC performed the duties specified in its terms of reference. In performing its duties, the AC inter-alia:-

1. reviewed with Mazars, the external auditors, the audit plan, the audit report, their evaluation of the system of internal control and the assistance given by the Group's officers to them;
2. reviewed with the internal auditors their audit reports, approved their audit plan, scope and audit approach including assessing their performance, competency and adequacy of their resources;
3. reviewed the Group's and the Company's quarterly results and annual financial statements prior to submission to the Board of Directors;
4. reviewed the Audit Committee Report and Statement on Internal Control for inclusion in the Annual Report;
5. reviewed half-yearly reports on the Group's top risks and management action plans to manage the risks;
6. reviewed related party transactions within the Group; and
7. recommended the nomination of Mazars for re-appointment as external auditors.

AUDIT COMMITTEE REPORT

INTERNAL AUDIT FUNCTION

The internal audit function of PPB and its subsidiaries (the Group) is performed in-house by staff of the PPB Internal Audit Department ("PPBIAD"). PPBIAD reports directly to the AC and is independent of the activities they audit.

The total cost incurred by PPBIAD on the internal audit function of the Group for the financial year ended 31 December 2011 was RM1.35 million.

ACTIVITIES OF THE INTERNAL AUDIT DEPARTMENT

The activities of PPBIAD are guided by its Remit and the annual audit plan approved by the AC.

During the financial year ended 31 December 2011, PPBIAD reviewed the adequacy and integrity of the Group's systems of internal control covering both financial as well as non-financial controls. The effectiveness of the Group's enterprise risk management system was also evaluated. The audits focused on key controls to manage risks, safeguard assets, secure the accuracy and reliability of records, comply with policies, procedures, laws and regulations and promote efficiency of operations.

Dato Sri Liang Kim Bang
Chairman
(Independent Non-Executive Director)

29 February 2012

STATEMENT ON INTERNAL CONTROL

The Board acknowledges its responsibility for establishing an efficient and effective system of internal control covering not only financial controls but also controls relating to operational, compliance and risk management to safeguard shareholders' investments and the Group's assets. There is an on-going review process by the Board to ensure the adequacy and integrity of the system. Such a system is designed to manage rather than eliminate the risk of failure. Accordingly, the system can only provide reasonable and not absolute assurance against the occurrence of any material misstatement, loss or fraud.

The key elements of the Group's system of internal control are summarized as follows:-

1. Control environment

The Board considers the integrity of staff at all levels to be of utmost importance, and this is pursued through comprehensive recruitment, appraisal and reward programmes. There is an effective Group organisation structure within which business activities are planned, controlled and monitored.

The Group's culture and values, and the standard of conduct and discipline it expects from its employees have been communicated to them via the employee handbook or letters of appointment.

2. Risk management

The Board has established a formal group-wide enterprise risk management system covering the Group's core business activities to identify, evaluate, monitor and manage significant business risks faced by the Group.

This process has been in place throughout the year and is regularly reviewed by the Audit Committee for its adequacy and effectiveness and reported accordingly to the Board.

The key features of the Group's risk management framework are:-

- A formal risk policy and guideline have been established and approved by the Board and communicated to employees throughout the Group;
- A risk reporting structure which outlines the lines of reporting and responsibilities of the Board, Audit Committee, Risk Advisory Committee and the various subsidiary risk committees, has been established and approved;
- The group-wide risk assessment process includes identifying the key risks, potential impact and likelihood of those risks occurring, the control effectiveness and adopting the appropriate action plans to mitigate those risks to the desired level;
- The Risk Advisory Committee provides reports on the risk profile of the Group to the Audit Committee for review, and the Audit Committee reports on the significant risks and controls available to mitigate those risks to the Board for its consideration;
- The appointment of a Chief Risk Officer at the holding company and risk officers at the subsidiaries to ensure leadership, direction and coordination of the group-wide application of risk management; and
- On-going risk management education and training is provided at management and staff levels.

3. Control activities

The Board has put in place a system to ensure that there are adequate risk management, financial and operational policies and procedures and rules relating to the delegation and segregation of duties.

There are comprehensive budgets, requiring board approval, which are reviewed and revised on a regular basis, with performance monitored against them and explanations sought for significant variances.

STATEMENT ON INTERNAL CONTROL

4. Information and communication

There is a system of financial reporting to the Board, based on quarterly results and annual budgets. Key risks and operational performance indicators are continuously monitored and reported to the Board.

5. Monitoring

Monitoring of the Group's significant business risks is embedded within the Group's risk management process described in item 2 above. A control self-assessment system is also in place for management to monitor critical and routine risk areas under their jurisdiction using an internal control checklist.

The effectiveness of the Group's risk management, internal control and governance processes is monitored by the Audit Committee, which receives regular reports including recommendations for improvement from the internal auditors. Formal procedures are in place for correction of weaknesses identified in these reports.

There were no material internal control failures nor have any of the reported weaknesses resulted in material losses or contingencies during the financial year.

The Group's system of internal control applies principally to PPB Group Berhad and its subsidiaries. Associated companies have been excluded because the Group does not have full management and control over them.

29 February 2012

CORPORATE SOCIAL RESPONSIBILITY STATEMENT

Corporate social responsibility (CSR) has always been part of PPB Group's values, guiding us in decision-making and operations. It is important for us to achieve business success in ways that honour our ethical principles and demonstrate respect for people and the planet. In today's competitive business environment, our efforts have evolved and taken on a progressively strategic approach, and it helps us manage and create worth for the Company.

The sustainability and long-term success of PPB Group depend on our access to resources and the strength of relationships developed with key stakeholders - our workforce, business partners, shareholders and the regulators. In addition, it is our Company's firm belief that to continue to make economic returns, we should be an integral part of our community and support it through various initiatives. Our history of continuous improvement in our operations through new technology to minimize harm to the environment, also contributes to our Company's competitiveness in the marketplace.



PPB staff trip to Kuching, Sarawak

CORPORATE SOCIAL RESPONSIBILITY STATEMENT

COMMITMENT

- We are committed to pursue and practise CSR by ensuring that our operations and business practices are managed responsibly and efficiently with high standards of transparency, accountability and integrity in increasingly complex environments.
- We believe that it is our duty to contribute and engage with the communities in which we operate and society at large. Through our educational initiatives and community projects, we hope to develop relationships with and enhance the quality of life of these communities.



Celebrating Chinese New Year with the senior citizens of Lovely Nursing Centre



Gifts for underprivileged children

- We help create sustainable economic growth by building human and institutional capacity. Our workforce is encouraged to reach their full potential through training, career development and promotion from within wherever possible.
- We are conscious that the planet belongs not to us, but to future generations, and hence we make every effort to ensure that our operations and services are in accordance with appropriate industry standards and best practices, thus minimizing harm to the environment.
- We provide a safe workplace and recognize the importance for our workforce to feel proud and inspired to work for the Group.

HIGHLIGHTS OF 2011 CSR ACTIVITIES



Eagle Cup VII Judo Championship held at Cheras Leisuremall, Kuala Lumpur

Project Sole

FOR THE COMMUNITY

PPB established an endowment fund known as the "PPB-KF Welfare Fund for Perlis" in 2010. The Fund which amounts to RM10.0 million is managed by Kuok Foundation Berhad, and is to be utilized to benefit the underprivileged and poor in the state of Perlis and to improve their welfare. In 2011, the Fund launched the "Educare Project" and gave away school uniforms, shoes, socks and school bags complete with stationery sets to over 600 poor school children from Perlis.

Each year, PPB Group celebrates the main festivals with underprivileged groups by organizing lunches and trips to provide them encouragement and awareness that they are not forgotten during such festivals. Apart from the festival celebrations, PPB continued with the second year of its "Project Sole" whereby school shoes, socks and whitener were given to all students from five (5) schools in Jinjang, Kuala Lumpur, namely, SRJK © Jinjang Utara, SRJK © Jinjang Selatan, SRJK © Jinjang Tengah (1), SRJK © Jinjang Tengah (2) and SK La Salle (2) Jinjang.

To encourage reading amongst children, PPB donated storybooks and Ladybird Keyword Reading Scheme to three (3) non-governmental organizations, namely SEMOA Ministry in Bukit Beruntung centre, Dignity for Children Foundation and Grace Community Services (GCS) in Batu Arang. PPB also assisted in setting up a mini library which serves about 250 orang asli children at Bukit Beruntung by providing book shelves, cabinets, tables and curtains.

Not forgetting the poor on the streets, PPB participated in a Feeding and Clothing Programme managed by GCS for street people in the Jalan Masjid India area, Kuala Lumpur by taking over the feeding sessions on four (4) Sundays and giving away new clothing and toiletries.

CORPORATE SOCIAL RESPONSIBILITY STATEMENT

PPB embarked in a new project known as "Project Single Parent" whereby PPB provided in-kind contribution to poor single mothers with the aim of assisting them to earn a living independently. PPB assisted two (2) mothers in the food business. Madam Chia Siew Ngor's mixed rice business improved with the contribution of food warmers, 3-burner stove, and a 10-litre rice cooker from PPB as she was able to serve warm food to her customers. PPB helped Madam Jenny to kick-start a new stall selling Indian snacks by equipping her with what she needed to start a stall. Birthright, a place for unwed mothers, had their garden beautifully landscaped and also an area cleared for planting vegetables and herbs under the same Project.



Top: Movie outing to celebrate Christmas

Left: Madam Chia, a recipient of PPB's Project Single Parent

The Group donated products manufactured by FFM Group and Products Manufacturing Sdn Bhd to various welfare homes throughout the year, which helped relieve their homes' expenses.

Cheras LeisureMall, the shopping mall owned by PPB, was the venue sponsor of the Eagle Cup VII Judo Championship for the eighth consecutive year with the aim of raising the awareness of this sport amongst the community at large, as well as to enable young participants to showcase their skills and encourage children to participate in more healthy activities.

In support of the arts, PPB Group jointly organised film festivals with various foreign embassies to hold the Japan Film Festival, European Union Film Festival, Latin American Film Festival, Argentina Film Festival, Hong Kong Film Festival, French Film Festival and others to expose and increase public awareness of the arts and cultures of other countries. In addition, free movie screenings were organised for senior citizens at GSC cinemas to show appreciation and encourage senior citizens to maintain an active and varied lifestyle.

FOR THE WORKPLACE

To provide a rewarding and supportive working environment for its 3,500 employees, the Group encourages continual professional and personal development of staff through various training programmes, workshops and seminars. During the year, a free health screening for PPB Group staff under the National Kidney Foundation Early Detection and Prevention Saves Lives Programme was organised. Sports activities within and outside the workplace were held to promote healthier living and the Group also encourages more interaction amongst employees through company trips and dinners during the year.

CORPORATE SOCIAL RESPONSIBILITY STATEMENT

FOR THE ENVIRONMENT

Every effort is made to ensure that the Group's operations produce as little environmental impact as is consistent with its business needs. PPB Group is focused on optimizing recycling and reducing energy use in its operations. Employees have developed a culture of reducing paper and electricity usage, reuse waste plastic materials as well as adopt a paperless system for selected processes. A recycling drive for old clothes, shoes, books and other recyclable items was carried out during the last quarter of 2011.

The Annual Report and Investor Handbook of PPB are published in CD-format. Besides that, PPB has ceased distribution of its quarterly Investor Updates in hard copy and shareholders are encouraged to view the quarterly publication from PPB's website.

FOR THE MARKETPLACE

Recognizing the need to keep stakeholders abreast of the Group's activities, quarterly Investor Updates and an annual Investor Handbook are published to enable investors to have a better understanding and assessment of the future and direction of the Group. PPB's company website provides easy access to information on the Group's financials and operations with an email link for stakeholders to provide feedback and make enquiries. All of PPB Group's operations encourage active consideration of customer feedback and suggestions.

The cinema operations are committed to provide disabled-friendly facilities in all new cinemas including hydraulic lifts and easily accessible space in the halls for customers in wheelchairs.



Feeding Programme for street people



"Educare Project" under the PPB-KF Welfare Fund for Perlis

ADDITIONAL COMPLIANCE INFORMATION

In compliance with the Bursa Malaysia Securities Berhad Listing Requirements, the following additional information is provided :-

1. Non-audit Fees

The amount of non-audit fees paid to the external auditors of PPB and its subsidiaries ("PPB Group") for the financial year ended 31 December 2011 were as follows :-

Name of Auditor	Fees (RM)	Purpose
Mazars Taxation Services Sdn Bhd	287,850	Tax advisory services
KPMG Tax Services Sdn Bhd	39,220	Tax advisory services
Chin & Co	500	Tax advisory services

2. Material Contracts

There was no material contract entered into by PPB Group involving its Directors' and major shareholders' interests either still subsisting at the end of the financial year ended 31 December 2011 or entered into since the end of the previous financial year.

3. Recurrent Related Party Transactions of a Revenue or Trading Nature ("RRPT")

The RRPTs entered into by PPB Group during the financial year ended 31 December 2011 were as follows :

RELATED PARTY

The related party was PGEO Group Sdn Bhd ("PGSB"), which became a major shareholder of FFM Berhad ("FFM") after it acquired a 20% direct interest on 8 March 2011. FFM is an 80%-subsidiary of PPB.

ADDITIONAL COMPLIANCE INFORMATION

Nature of transactions undertaken by PPB and/or its subsidiaries	Transacting party	Year 2011 Actual	Nature of relationship with PGSB
		RM'000	
Purchase of cooking oil, soyabean, doughfat, crude palm oil and soyabean meal from PGSB Group			
FFM Group	PGSB Group	132,617	PGSB is a major shareholder of FFM.
Sale of polypropylene woven bags and flexible intermediate bulk containers to PGSB Group			
Tego Sdn Bhd	PGSB Group	3,071	PGSB is a major shareholder of FFM.
Rental of land and buildings and provision of related services (viz canteen rental, elevation services and security services) to/from PGEO			
FFM Group	PGEO Edible Oils Sdn Bhd ("PGEO")	3,691	PGEO is a wholly-owned subsidiary of PGSB.
Purchase of crude palm oil from Sapi			
FFM (Sabah) Sdn Bhd	Sapi Plantations Sdn Bhd ("Sapi")	3,155	Sapi is a wholly-owned subsidiary of PPB Oil Palms Berhad, a person connected to PGSB.
Charter hire of vessels from RSI			
FFM Group	Raffles Shipping International Pte Ltd ("RSI")	91,561	RSI is a 100%-owned subsidiary of Wilmar International Limited ("Wilmar"), a person connected to PGSB.
Sale of flour and pollard to Wilmar Group			
PT Pundi Kencana	Wilmar Group	3,237	Wilmar is a person connected to PGSB.



THE FINANCIALS

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meeting
expectations

WE CREATE EXPERIENCES WHICH ARE
WHOLESOME AND ALL-ENCOMPASSING
THROUGH SERVICE EXCELLENCE.

5-YEAR GROUP FINANCIAL STATISTICS

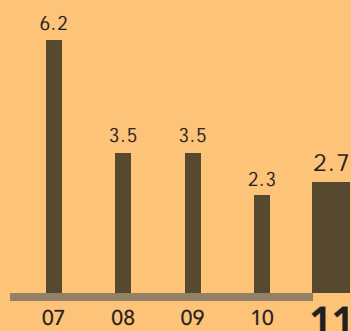
Year Ended 31 December		2007	2008	2009	2010	2011
Revenue	<i>RM Million</i>	6,207.762	3,527.026	3,460.744	2,274.155	2,710.539
Share of net profits less losses of associates	<i>RM Million</i>	307.760	937.942	1,231.922	772.053	814.620
Profit before tax	<i>RM Million</i>	763.477	1,400.642	1,732.477	1,129.233^	1,056.580
Profit for the year	<i>RM Million</i>	7,002.512	1,293.424	1,629.039	1,909.226^	1,012.508
Net dividend for the year	<i>RM Million</i>	262.588	816.572	865.415	1,043.240	272.665
Issued share capital	<i>RM Million</i>	1,185.500	1,185.500	1,185.500	1,185.500	1,185.500
Equity attributable to owners of the parent	<i>RM Million</i>	11,429.765	12,232.791	14,086.542	13,277.223^	14,061.611
Total equity and liabilities	<i>RM Million</i>	11,984.045	13,216.245	15,066.960	13,935.463^	15,199.156
Earnings per share	<i>Sen</i>	588.19	108.52	136.31	159.00	82.70
FTSE Bursa KLCI Quotes						
Year high	<i>RM</i>	11.10	12.20	16.18	19.58	18.00
Year low	<i>RM</i>	5.20	6.85	9.30	15.04	15.16
Year close	<i>RM</i>	11.00	9.30	15.96	17.26	17.16
No. of shareholders		11,327	10,540	9,828	10,135	9,537

^ Comparative figures in 2010 have been restated to conform with the adoption of the IC Interpretation 12 - Service Concession Arrangements during the year.

5-YEAR GROUP FINANCIAL STATISTICS

2.7

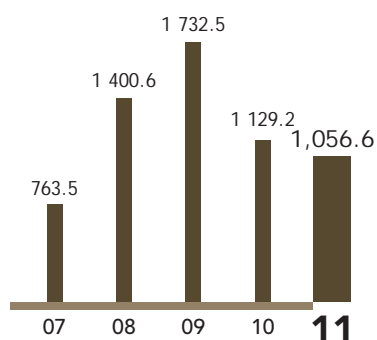
RM Billion



REVENUE

1,056.6

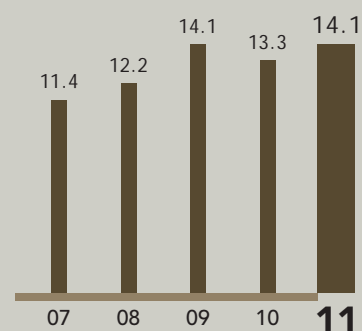
RM Million



PROFIT BEFORE TAX

14.1

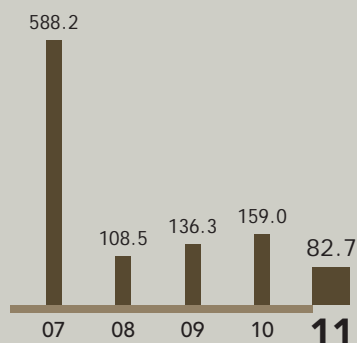
RM Billion



EQUITY ATTRIBUTABLE TO OWNERS OF THE PARENT

82.7

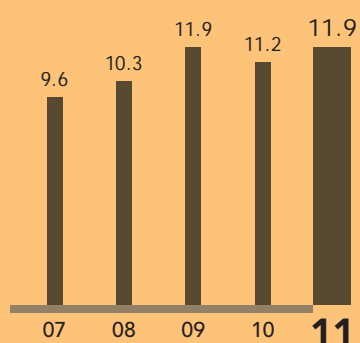
Sen



EARNINGS PER SHARE

11.9

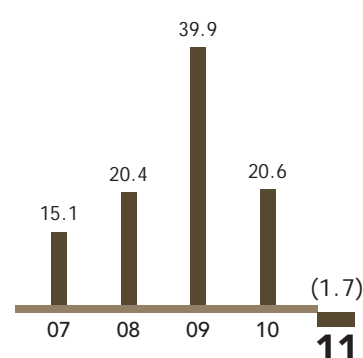
RM



NET ASSETS PER SHARE ATTRIBUTABLE TO OWNERS OF THE PARENT

(1.7)

Sen

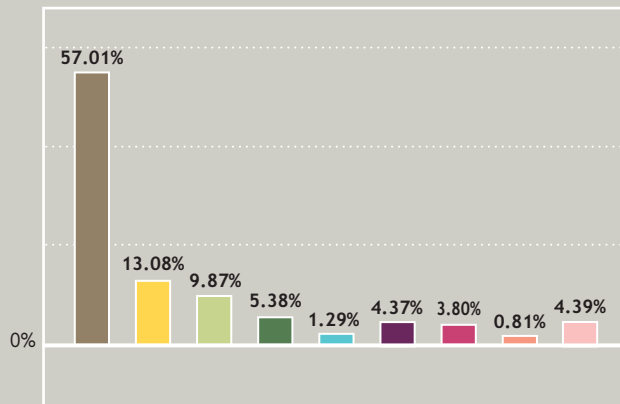


OPERATING CASH FLOW PER SHARE

SEGMENTAL ANALYSIS

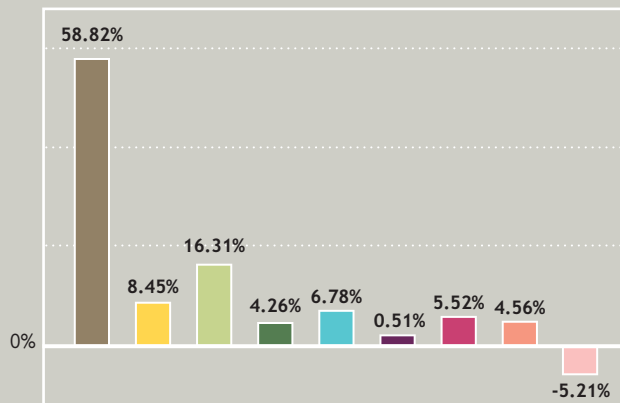
REVENUE

RM2.711
BILLION



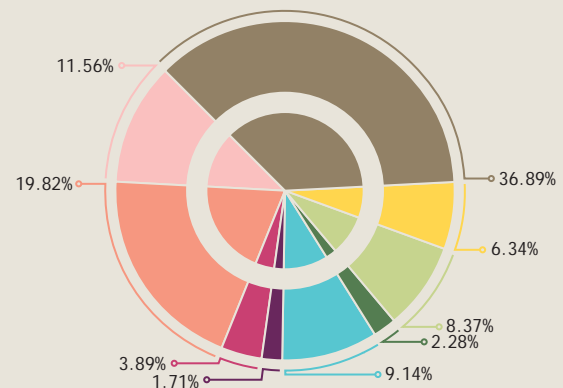
PROFITS

RM228.4
MILLION



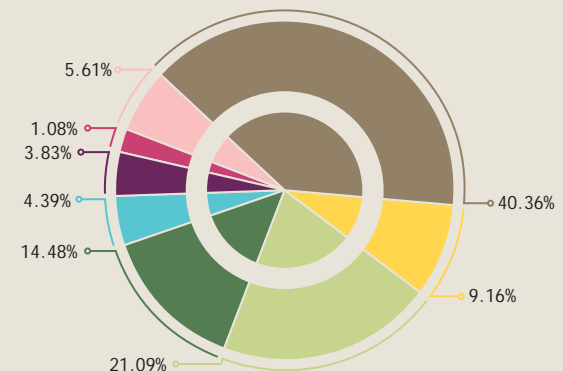
ASSETS

RM3.019
BILLION



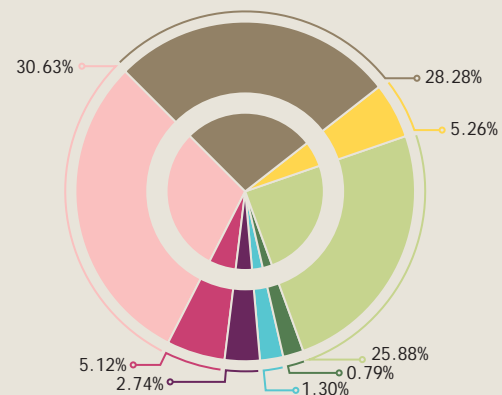
LIABILITIES

RM292.1
MILLION



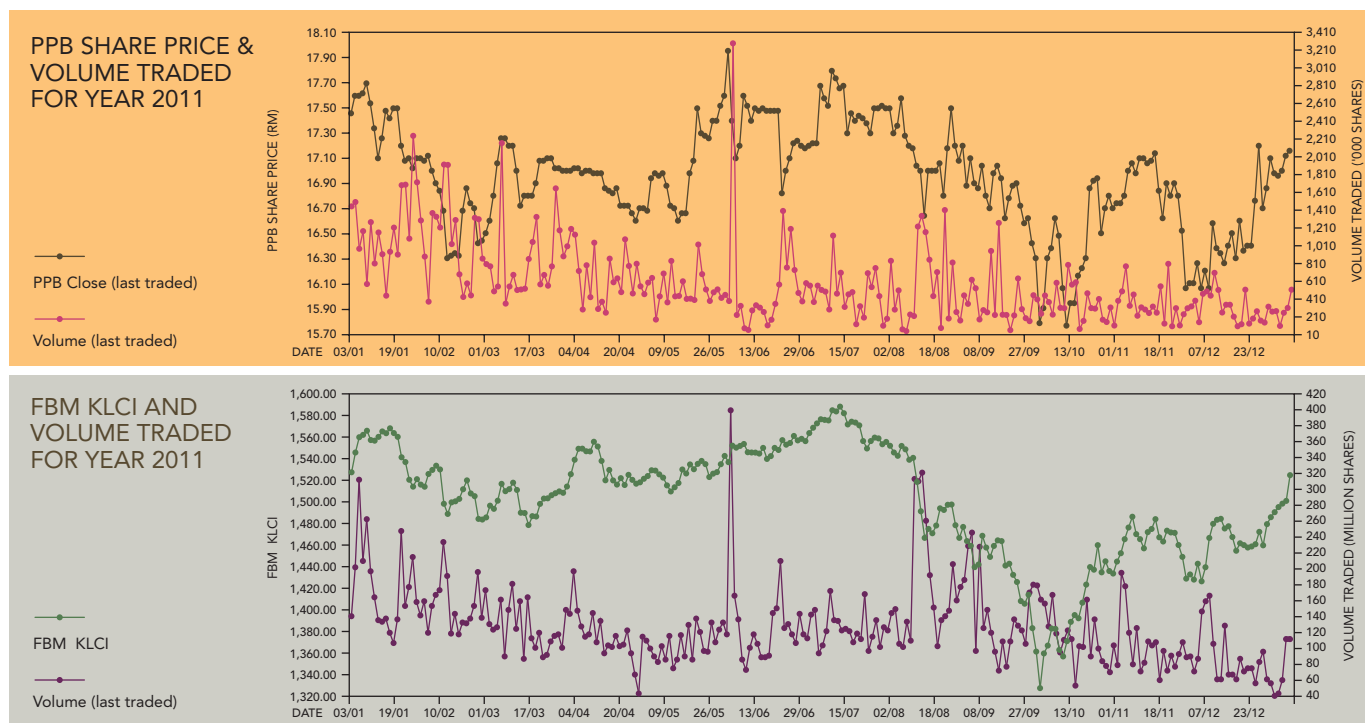
CAPITAL EXPENDITURE

RM139.6
MILLION



- Grains trading, flour & feed milling
- Marketing, distribution & manufacturing of consumer products
- Film exhibition & distribution
- Environmental engineering, waste management & utilities
- Property investment & development
- Chemicals trading & manufacturing
- Livestock farming
- Investments in equities
- Other operations

SHARE PERFORMANCE CHART



INFORMATION ON FTSE BURSA MALAYSIA KUALA LUMPUR COMPOSITE INDEX (FBM KLCI) AND PPB'S SHARE PRICE

The FBM KLCI closed 0.8% higher in 2011 (2010 : 19.3%) at 1,530.7. Domestic equity prices rose in the first half of 2011 on strong fundamentals. However, the upward trend was periodically interrupted by negative sentiments following unexpected geopolitical tensions and natural disasters in other regions. The disruption to the supply chain caused by these events proved, however, to be temporary, and the FBM KLCI recovered, recording an increase of 4% in the first half of 2011. In June, the FBM KLCI was upgraded from the Secondary Emerging Markets to Advanced Emerging Markets series for the FTSE Global Equity Index Series. The upgrade provided further support to the FBM KLCI as it recorded a new closing high of 1,594.7 on 8 July 2011.

In the second half of the year, domestic equity prices were affected by concerns regarding developments in advanced economies. The US debt-ceiling crisis led to a downgrade in its sovereign rating, a first in history, which triggered a spike in global risk aversion and a large sell-off in global equities. This was followed by a further deterioration in the sovereign

debt crisis in Europe which added downward pressure on equities. Increased investor uncertainty arising from these developments was reflected in the higher volatility of FBM KLCI returns in the second half of the year relative to the first half. The FBM KLCI bottomed in late-September before it tracked a slow recovery as investors reacted positively to measures taken in advanced economies to stabilize markets. Overall, the FBM KLCI declined by 3.1% in the second half of 2011. For the first three quarters of the year, equity prices were supported by finance-related stocks as favourable domestic conditions continued to support growth in this sector. The last quarter of the year saw stocks of plantation companies experiencing a boost due to improving global commodity prices. The high turnover in the FBM KLCI reflected sustained interest in the domestic equity market. Continued Government efforts to liberalise certain sectors and divest its stakes in government-linked companies (GLC) further supported interest in the domestic equity market.

[Source: Bank Negara Malaysia, Annual Report 2011]

PPB's share price closed marginally lower at RM17.16 as compared with the closing price of RM17.26 in 2010 and accordingly, market capitalization of PPB shares decreased to RM20.352 billion from RM20.470 billion.

PPB Share Price Closing	2011 RM	2010 RM	Change %
Year High	18.00	19.58	(8.07)
Year Low	15.16	15.04	0.08
Year Close	17.16	17.26	(0.06)
Market Capitalisation	20.352 billion	20.470 billion	(0.06)

ADDITIONAL FINANCIAL INFORMATION

GROUP CASH FLOWS

Net cash used in operating activities was RM19.9 million compared with RM244.2 million net cash generated in 2010 mainly due to increase in inventory levels as well as higher inventory costs.

Net cash generated from investing activities reduced significantly to RM44.6 million from RM1.6 billion in 2010, which comprised mainly the RM1.1 billion proceeds from the disposal of the Group's sugar-related businesses in 2010. The reduction is also attributable to the much lower dividends received from associates during the year of RM170.9 million compared with RM417.0 million in 2010.

Net cash generated from financing activities was RM185.0 million. This was partly contributed by the issuance of 55,781,250 shares in FFM to PGEO Group Sdn Bhd for an amount of RM378.7 million and the drawdown of RM133.0 million bankers' acceptance and short term bank loans facilities by FFM Group. The lower dividend payments of RM331.9 million to the Group's shareholders in 2011 also resulted in the higher level of net cash generated from financing activities.

GROUP BANK BORROWINGS

As at 31 December 2011, the Group's borrowings were higher at RM257.9 million compared with RM114.3 million in 2010, of which 77% amounting to RM197.4 million were bills payable and trade facilities, with the balance of 23% amounting to RM60.5 million being made up of :-

- a. Current portion of long term loans, revolving credits, overdraft and hire purchase liabilities totaling RM15.8 million, repayable within 12 months; and
- b. Long term bank loans and hire purchase liabilities totaling RM44.7 million, repayable within 7 years.

Most of the Group's borrowings were unsecured and were based on floating rates of interest ranging from 1.35% to 9.20% per annum during the year. The Group's exposure to foreign currency borrowings was RM220.1 million of which about 96% was USD denominated.

GROUP CAPITAL EXPENDITURE

Total capital expenditure incurred during the year amounted to RM146.8 million and the major items were as follows:-

- FFM Group spent RM45.4 million to expand its existing and new flourmills in Indonesia; RM3.7 million to upgrade the flourmill facilities in Vietnam; RM2.5 million on wholemeal flour production facilities in Pulau Indah; RM33.4 million on its bakery project; RM7.6 million to acquire 20% equity interest in a flourmill in Chongqing, China; and RM7.1 million for a new hatchery building and two units of double-storey poultry houses in Sua Betong.
- PPB Leisure Group spent RM24.2 million to purchase 3D projectors, replace cinema equipment, furniture and fittings; and RM12.5 million on the outfitting of the new cinema at AEON Bandar Malacca.
- Chemquest Group spent RM2.9 million on the purchase of machinery, waste equipment and motor vehicles; and RM2.6 million on a new warehouse in Shah Alam.
- PPB Hartabina Sdn Bhd spent RM0.4 million on the renovation of pre-war shoplots in Penang.

DIRECTORS' RESPONSIBILITY STATEMENT

In preparing the annual financial statements of the Group and of the Company, the Directors are collectively responsible to ensure that these financial statements have been prepared to give a true and fair view of the state of affairs of the Group and Company at the end of the financial year and of the results and cash flows of the Group and Company for the financial year in accordance with the applicable Financial Reporting Standards in Malaysia, the provisions of the Companies Act 1965 and the Main Market Listing Requirements of Bursa Malaysia Securities Berhad.

In preparing the financial statements for the year ended 31 December 2011 set out on pages 60 to 179 of this Annual Report, the Directors have applied appropriate accounting policies on a consistent basis and made judgments and estimates that are fair and reasonable.

The Directors have responsibility for ensuring that proper accounting records are kept which disclose with reasonable accuracy financial information for preparation of the financial statements.

The Directors have overall responsibilities for taking such steps as are reasonably open to them to safeguard the assets of the Group and to prevent and detect fraud and other irregularities.

This statement is made in accordance with a resolution of the Board of Directors dated 30 March 2012.

DIRECTORS' REPORT

The Directors are pleased to submit their report together with the audited financial statements of the Group and of the Company for the financial year ended 31 December 2011.

PRINCIPAL ACTIVITIES

The Company was engaged in property investment and investment holding during the financial year.

The principal activities of the subsidiaries during the financial year were grains trading, flour and animal feed milling; marketing, distribution and manufacturing of consumer products; film exhibition and distribution; environmental engineering, waste management and utilities; property investment and development; chemicals trading and manufacturing; livestock farming; investment in equities; packaging; and shipping.

There have been no significant changes in the nature of these activities during the financial year.

RESULTS

	Group RM'000	Company RM'000
Profit for the year	<u>1,012,508</u>	<u>959,393</u>
Attributable to:		
Owners of the parent	980,372	959,393
Non-controlling interests	<u>32,136</u>	<u>-</u>
	<u>1,012,508</u>	<u>959,393</u>

DIVIDENDS

The dividends paid by the Company since the end of the previous financial year were as follows:

	RM'000
In respect of the financial year ended 31 December 2010 as disclosed in the Directors' report of that year:	
Final single tier dividend of 18 sen per share paid on 10 June 2011	213,390
In respect of the financial year ended 31 December 2011:	
Interim single tier dividend of 10 sen per share paid on 28 September 2011	<u>118,550</u>
	<u>331,940</u>

DIRECTORS' REPORT

The Directors have recommended a final single tier dividend of 13 sen per share in respect of the financial year ended 31 December 2011 for shareholders' approval at the forthcoming Annual General Meeting ("AGM").

Together with the interim single tier dividend already paid, the total dividends paid and payable for the financial year ended 31 December 2011 would be 23 sen per share.

RESERVES AND PROVISIONS

There were no material transfers to and from reserves and provisions during the financial year except as disclosed in the consolidated statement of changes in equity on pages 64 and 65.

SHARES AND DEBENTURES

There were no changes in the issued and paid-up capital of the Company during the financial year.

The Company did not issue any debentures during the financial year.

DIRECTORS

The Board of Directors since the date of the last report are as follows:

Datuk Oh Siew Nam	<i>(Chairman)</i>
Tan Gee Sooi	<i>(Managing Director)</i>
Dato Sri Liang Kim Bang	
YM Raja Dato' Seri Abdul Aziz bin Raja Salim	
Lim Soon Huat	
Dato' Capt. Ahmad Sufian @ Qurnain bin Abdul Rashid	
Cheang Kwan Chow	<i>(Retired on 19 May 2011)</i>

In accordance with Article 107 of the Company's Articles of Association, Mr Lim Soon Huat retires by rotation at the forthcoming AGM and being eligible, offers himself for re-election.

Datuk Oh Siew Nam, Dato Sri Liang Kim Bang and YM Raja Dato' Seri Abdul Aziz bin Raja Salim, being over seventy years of age, retire in accordance with Section 129 of the Companies Act 1965 (the "Act") at the forthcoming AGM and offer themselves for re-appointment pursuant to Section 129(6) of the Act to hold office until the conclusion of the following AGM.

DIRECTORS' REPORT

DIRECTORS' INTERESTS IN SHARES

According to the register of Directors' shareholdings, the interests of Directors who held office at the end of the financial year in shares of the Company and its related corporations were as follows:

Interest in the Company

*No. of ordinary shares of RM1 each
registered in the name of Director*

	As at			As at
Name of Director	1.1.11	Bought	Sold	31.12.11
Datuk Oh Siew Nam	120,666	-	-	120,666

*No. of ordinary shares of RM1 each
in which Directors are deemed to have interest*

	As at			As at
Name of Director	1.1.11	Bought	Sold	31.12.11
Datuk Oh Siew Nam	1,204,498	-	-	1,204,498
Tan Gee Sooi	585,236	-	-	585,236

Interest in subsidiary - Tego Sdn Bhd

*No. of ordinary shares of RM1 each
registered in the name of Director*

	As at			As at
Name of Director	1.1.11	Bought	Sold	31.12.11
Tan Gee Sooi	37,500	-	-	37,500

*No. of ordinary shares of RM1 each
in which Director is deemed to have interest*

	As at			As at
Name of Director	1.1.11	Bought	Sold	31.12.11
Datuk Oh Siew Nam	18,000	-	-	18,000

DIRECTORS' REPORT

Interest in holding company - Kuok Brothers Sdn Berhad

*No. of ordinary shares of RM1 each
registered in the name of Director*

Name of Director	As at	Bought	Sold	As at
	1.1.11			31.12.11
Tan Gee Sooi	1,240,000	-	-	1,240,000

*No. of ordinary shares of RM1 each
in which Directors are deemed to have interest*

Name of Director	As at	Bought	Sold	As at
	1.1.11			31.12.11
Datuk Oh Siew Nam	4,966,667	-	-	4,966,667
Tan Gee Sooi	163,333	-	-	163,333

Interest in subsidiary of holding company - Coralbid (M) Sdn Bhd

*No. of ordinary shares of RM1 each
in which Director is deemed to have interest*

Name of Director	As at	Bought	Sold	As at
	1.1.11			31.12.11
Datuk Oh Siew Nam	100,000	-	-	100,000

The other Directors holding office at 31 December 2011 did not have any interest in the ordinary shares of the Company and its related corporations during the financial year.

DIRECTORS' INTERESTS IN CONTRACTS, BENEFITS AND EMOLUMENTS

Neither at the end of the financial year, nor at any time during the financial year, did there subsist any arrangement to which the Company was a party whereby the Directors might acquire benefits by means of the acquisition of shares in, or debentures of the Company or any other body corporate.

DIRECTORS' REPORT

Since the end of the previous financial year, no Director of the Company has received or become entitled to receive any benefit (other than a benefit included in the aggregate amount of emoluments received or due and receivable by the Directors as shown in the financial statements or the fixed salary of a full-time employee of the Company) by reason of a contract made by the Company or a related corporation with the Director or with a firm of which the Director is a member, or with a company in which the Director has a substantial financial interest required to be disclosed by Section 169(8) of the Companies Act 1965.

INFORMATION ON THE FINANCIAL STATEMENTS

- (a) Before the Group's and the Company's income statement and statement of financial position were prepared, the Directors took reasonable steps:
 - (i) to ascertain that proper action had been taken in relation to the writing off of bad debts and the making of allowance for doubtful debts, and have satisfied themselves that all known bad debts had been written off and that adequate allowance had been made for doubtful debts; and
 - (ii) to ensure that any current assets which were unlikely to realise in the ordinary course of business their value as shown in the accounting records of the Group and of the Company had been written down to an amount which they might be expected so to realise.
- (b) At the date of this report, the Directors are not aware of any circumstances which would render:
 - (i) the amount written off for bad debts or the amount of the allowance for doubtful debts in the financial statements of the Group and of the Company inadequate to any substantial extent; or
 - (ii) the values attributed to current assets in the financial statements of the Group and of the Company misleading.
- (c) At the date of this report, the Directors are not aware of any circumstances which have arisen which would render adherence to the existing method of valuation of assets or liabilities of the Group and of the Company misleading or inappropriate.
- (d) At the date of this report, there does not exist:
 - (i) any charge on the assets of the Group and of the Company which has arisen since the end of the financial year which secures the liabilities of any other person; or
 - (ii) any contingent liability which has arisen in the Group or in the Company since the end of the financial year.

OTHER STATUTORY INFORMATION

At the date of this report, the Directors are not aware of any circumstances not otherwise dealt with in this report or the financial statements of the Group and of the Company, which would render any amount stated in the respective financial statements misleading.

In the opinion of the Directors:

- (a) the results of the operations of the Group and of the Company for the financial year were not substantially affected by any item, transaction or event of a material and unusual nature;
- (b) no item, transaction or event of a material and unusual nature has arisen in the interval between the end of the financial year and the date of this report which is likely to affect substantially the results of the operations of the Group or of the Company for the financial year in which this report is made; and
- (c) no contingent or other liability has become enforceable, or is likely to become enforceable, within the succeeding period of twelve months after the end of the financial year which will or may affect the ability of the Group and of the Company to meet their obligations as and when they fall due.

SIGNIFICANT EVENTS DURING THE YEAR

On 8 March 2011, FFM Berhad ("FFM") issued 55,781,250 new ordinary shares of RM1 each in FFM to PGEO Group Sdn Bhd ("PGEO") pursuant to a subscription agreement between FFM and PGEO dated 2 December 2010, for a total subscription amount of RM378 million. Following the issue of shares, FFM is now an 80%-subsidiary of the Company.

On 2 December 2010, FFM entered into a memorandum of understanding with Wilmar International Limited ("Wilmar") for the proposed acquisition by Waikari Sdn Bhd, a wholly-owned subsidiary of FFM, of 20% equity interest in selected subsidiaries of Wilmar in the People's Republic of China.

During the year, Waikari entered into the respective agreements for the proposed acquisition of/subscription for 20% equity interest in the following entities:

1. Yihai Kerry (Quanzhou) Oils, Grains & Foodstuffs Industries Co., Ltd
2. Yihai Kerry (Anyang) Foodstuffs Industries Co., Ltd
3. Yihai (Chongqing) Foodstuffs Co., Ltd
4. Yihai (Zhoukou) Wheat Industries Co., Ltd
5. Yihai Kerry (Beijing) Oils, Grains & Foodstuffs Industries Co., Ltd
6. Yihai Kerry (Shenyang) Oils, Grains & Foodstuffs Industries Co., Ltd
7. Dongguan Yihai Kerry Oils, Grains & Foodstuffs Industries Co., Ltd

DIRECTORS' REPORT

The acquisition of/subscription for 20% equity interest in entities 1 to 4 above have been completed whilst the remaining proposed acquisitions/subscriptions are pending authorities approvals.

SUBSEQUENT EVENTS

On 15 February 2012, Glowland Limited ("Glowland"), a wholly-owned subsidiary of FFM, entered into a members' contract with Siteki Investments Pte Ltd ("Siteki"), an indirect 100%-owned subsidiary of Wilmar, under which Glowland and Siteki would contribute 51% and 49% respectively to the charter capital of VFM-Wilmar Flour Mills Company Limited for a proposed wheat flour mill project in Vietnam.

ULTIMATE HOLDING COMPANY

The Directors regard Kuok Brothers Sdn Berhad, a company incorporated in Malaysia, as the ultimate holding company.

AUDITORS

The auditors, Mazars, have indicated their willingness to continue in office.

On behalf of the Board

DATUK OH SIEW NAM

Chairman

TAN GEE SOOI

Managing Director

Kuala Lumpur

30 March 2012

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CONSOLIDATED INCOME STATEMENT

for the year ended 31 December 2011

	<i>Note</i>	2011 RM'000	2010 RM'000 (Restated)
Continuing operations			
Revenue	3	2,710,539	2,274,036
Cost of sales	4	(2,308,447)	(1,800,136)
Gross profit		402,092	473,900
Other income		98,839	111,755
Distribution costs		(96,500)	(79,649)
Administrative expenses		(119,614)	(126,583)
Other expenses		(41,613)	(24,876)
Share of net profits less losses of associates		814,620	772,053
Share of profits of jointly controlled entity		4,564	9,645
Finance costs	5	(5,808)	(4,759)
Profit before tax	6	1,056,580	1,131,486
Income tax expense	7	(44,072)	(61,001)
Profit for the year from continuing operations		1,012,508	1,070,485
Discontinued operations			
Profit for the year from discontinued operations, net of tax	8	-	838,741
Profit for the year		1,012,508	1,909,226
Attributable to:			
Owners of the parent		980,372	1,884,949
Non-controlling interests		32,136	24,277
		1,012,508	1,909,226
Basic earnings per share attributable to owners of the parent (sen)			
- Profit from continuing operations	9	82.7	88.3
- Profit from discontinued operations	9	-	70.7
		82.7	159.0

*Notes to and forming part of the financial statements are set out on pages 74 to 175
Auditors' Report - Pages 179 to 181*

CONSOLIDATED STATEMENT OF COMPREHENSIVE INCOME

for the year ended 31 December 2011

	2011 RM'000	2010 RM'000 (Restated)
Profit for the year	1,012,508	1,909,226
<u>Other comprehensive income/(loss), net of tax</u>		
Exchange differences on translation of foreign operations:		
- Gains/(Losses) arising during the year	283,305	(1,077,910)
- Reclassification adjustments to profit or loss		
- on disposal of an associate	-	(1,389)
- on liquidation of a subsidiary	-	2,785
Fair value of available-for-sale financial assets:		
- (Losses)/Gains arising during the year	(351,625)	34,574
- Reclassification adjustments to profit or loss upon disposal	(857)	(94)
Fair value adjustments arising from acquisition of additional shares in an existing subsidiary	-	1,630
Share of associates' other comprehensive income/(loss)	104,953	(25,048)
Total comprehensive income	<u>1,048,284</u>	<u>843,774</u>
Attributable to:		
Owners of the parent	1,012,315	821,861
Non-controlling interests	35,969	21,913
	<u>1,048,284</u>	<u>843,774</u>

Notes to and forming part of the financial statements are set out on pages 74 to 175

Auditors' Report - Pages 179 to 181

CONSOLIDATED STATEMENT OF FINANCIAL POSITION

as at 31 December 2011

	Note	2011 RM'000	2010 RM'000 (Restated)
ASSETS			
Non-current assets			
Property, plant and equipment	10	1,017,844	957,177
Investment properties	11	214,695	212,649
Biological assets	12	2,600	2,743
Land held for property development	13	11,870	11,484
Goodwill	14	74,617	74,617
Other intangible assets	15	1,398	1,503
Investments in associates	17	11,040,554	10,000,272
Investment in jointly controlled entity	18	51,669	47,287
Other investments	19	598,567	936,126
Deferred tax assets	20	7,557	4,366
Total non-current assets		13,021,371	12,248,224
Current assets			
Inventories	22	474,159	316,738
Biological assets	12	16,860	14,525
Other intangible assets	15	12,013	6,723
Property development costs	23	43,736	35,385
Gross amount due from customers	24	21,890	31,956
Trade receivables	25	341,888	263,967
Other receivables, deposits and prepayments		69,762	50,497
Amounts due from associates	26	26,462	23,408
Derivative financial assets	27	2,696	271
Current tax assets		24,391	10,366
Deposits	28	1,048,645	863,862
Cash and bank balances	29	85,877	59,820
		2,168,379	1,677,518
Non-current assets classified as held for sale	30	9,406	9,721
Total current assets		2,177,785	1,687,239
TOTAL ASSETS		15,199,156	13,935,463

CONSOLIDATED STATEMENT OF FINANCIAL POSITION

as at 31 December 2011

	Note	2011 RM'000	2010 RM'000 (Restated)
EQUITY AND LIABILITIES			
Equity			
Share capital	31	1,185,500	1,185,500
Share premium		6,715	6,715
Other non-distributable reserves	32	(41,978)	(96,916)
Retained earnings		12,911,374	12,181,924
Equity attributable to owners of the parent		14,061,611	13,277,223
Non-controlling interests		503,515	203,660
Total equity		14,565,126	13,480,883
Non-current liabilities			
Long term bank borrowings	33	44,727	39,129
Hire purchase liabilities	34	26	38
Deferred tax liabilities	35	79,800	69,637
Total non-current liabilities		124,553	108,804
Current liabilities			
Gross amount due to customers	24	17,386	7,762
Trade payables	36	137,068	134,869
Other payables and accruals	37	132,705	113,001
Amounts due to associates	26	822	38
Derivative financial liabilities	27	4,264	467
Hire purchase liabilities	34	14	11
Short term borrowings	38	211,537	74,871
Bank overdrafts	39	1,599	211
Current tax liabilities		4,082	14,546
Total current liabilities		509,477	345,776
Total liabilities		634,030	454,580
TOTAL EQUITY AND LIABILITIES		15,199,156	13,935,463

Notes to and forming part of the financial statements are set out on pages 74 to 175

Auditors' Report - Pages 179 to 181

CONSOLIDATED STATEMENT OF CHANGES IN EQUITY

for the year ended 31 December 2011

		←----- Attributable to owners of the parent --			
		←----- Non-distributable--			
				Revaluation	Exchange
		Share	Share	Reserve	Translation
		Capital	Premium		Reserve
Note		RM'000	RM'000	RM'000	RM'000
At 1 January 2010					
	As previously stated	1,185,500	6,715	60,230	20,818
	Effects of adopting IC Interpretation 12	-	-	-	(59)
	Restated	1,185,500	6,715	60,230	20,759
	Other comprehensive income	-	-	1,613	(971,611)
	Profit for the year	-	-	-	-
	Total comprehensive income	-	-	1,613	(971,611)
	Dilution of interest in an associate	40	-	-	(421)
	Transfer of reserves	41	-	(445)	-
	Dividends paid to shareholders of the Company	42	-	-	-
	Dividends paid to non-controlling interests of subsidiaries	-	-	-	-
	Acquisition of additional shares in an existing subsidiary	43(b)	-	-	-
	At 31 December 2010	1,185,500	6,715	61,398	(951,273)
	Other comprehensive income	-	-	-	321,272
	Profit for the year	-	-	-	-
	Total comprehensive income	-	-	-	321,272
	Dilution of interest in a subsidiary	40	-	-	-
	Dilution of interest in an associate	40	-	-	(157)
	Transfer of reserves	41	-	(456)	-
	Dividends paid to shareholders of the Company	42	-	-	-
	Dividends paid to non-controlling interests of subsidiaries	-	-	-	-
	Acquisition of additional shares in an existing subsidiary	43(b)	-	-	-
	Issue of shares to non-controlling interests	-	-	-	-
	At 31 December 2011	1,185,500	6,715	60,942	(630,158)

Notes to and forming part of the financial statements are set out on pages 74 to 175

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CONSOLIDATED STATEMENT OF CHANGES IN EQUITY

for the year ended 31 December 2011

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Fair Value Reserve RM'000	Hedge Reserve RM'000	Capital Reserve RM'000	Retained Earnings RM'000	Total RM'000	Non-controlling Interests RM'000	Total Equity RM'000
484,454	96,648	294,561	11,937,616	14,086,542	172,817	14,259,359
-	-	-	2,130	2,071	12,697	14,768
484,454	96,648	294,561	11,939,746	14,088,613	185,514	14,274,127
34,383	(127,839)	366	-	(1,063,088)	(2,364)	(1,065,452)
-	-	-	1,884,949	1,884,949	24,277	1,909,226
34,383	(127,839)	366	1,884,949	821,861	21,913	843,774
-	-	-	3,160	2,739	-	2,739
-	-	10,386	(9,941)	-	-	-
-	-	-	(1,635,990)	(1,635,990)	-	(1,635,990)
-	-	-	-	-	(2,226)	(2,226)
-	-	-	-	-	(1,541)	(1,541)
518,837	(31,191)	305,313	12,181,924	13,277,223	203,660	13,480,883
(352,518)	63,215	(26)	-	31,943	3,833	35,776
-	-	-	980,372	980,372	32,136	1,012,508
(352,518)	63,215	(26)	980,372	1,012,315	35,969	1,048,284
-	-	-	101,701	101,701	276,418	378,119
-	17	1,657	2,473	3,990	-	3,990
-	-	21,934	(21,478)	-	-	-
-	-	-	(331,940)	(331,940)	-	(331,940)
-	-	-	-	-	(12,657)	(12,657)
-	-	-	(1,678)	(1,678)	(471)	(2,149)
-	-	-	-	-	596	596
166,319	32,041	328,878	12,911,374	14,061,611	503,515	14,565,126

CONSOLIDATED STATEMENT OF CASH FLOWS

for the year ended 31 December 2011

	<i>Note</i>	2011 RM'000	2010 RM'000 (Restated)
CASH FLOWS FROM OPERATING ACTIVITIES			
Profit before tax			
Continuing operations		1,056,580	1,131,486
Discontinued operations	8	-	838,741
		<u>1,056,580</u>	<u>1,970,227</u>
Adjustments for non-cash items:			
Amortisation and depreciation		94,428	78,468
Bad and doubtful debts		4,417	2,468
Property, plant and equipment, investment properties and other intangible assets written off		455	409
Impairment of investment properties written back		(34)	(34)
Goodwill written off		2	-
Profit on disposal of property, plant and equipment and investment properties		(237)	(23,168)
Profit on disposal of sugar-related assets		-	(840,994)
Profit on disposal of a subsidiary		-	(10,675)
Deficit arising from liquidation of subsidiaries	46	-	2,828
Deficit arising from liquidation of an associate		9	-
Fair value loss/(gain) on financial assets at fair value through profit or loss		10,520	(16,283)
Gain on disposal of available-for-sale financial assets		(857)	(94)
Loss on disposal of financial assets at fair value through profit or loss		1,617	-
Share of net profits less losses of associates		(814,620)	(772,053)
Share of profits of jointly controlled entity		(4,564)	(9,645)
Inventories written off		-	71
Inventories written down		6,649	-
Unrealised foreign exchange losses/(gains)		2,831	(2,959)
Unrealised loss on fair value of derivative financial instruments		1,353	185
Loss on recognition of loans and receivables		-	721
Interest expense		5,808	4,759
Dividend income		(23,137)	(42,550)
Interest income		(31,855)	(33,771)
Rental income		(3,797)	(3,348)
Operating profit before working capital changes		<u>305,568</u>	<u>304,562</u>

CONSOLIDATED STATEMENT OF CASH FLOWS

for the year ended 31 December 2011

	Note	2011 RM'000	2010 RM'000 (Restated)
Adjustments for working capital changes:			
Land and development expenditure		(8,738)	(4,808)
Inventories, biological assets and other intangible assets		(185,266)	48,226
Gross amounts due from/to customers		19,690	(25,653)
Receivables		(87,908)	(46,301)
Payables		(1,825)	14,385
Cash generated from operations		41,521	290,411
Tax paid		(61,426)	(46,191)
Net cash (used in)/generated from operating activities		(19,905)	244,220
CASH FLOWS FROM INVESTING ACTIVITIES			
Acquisition of shares in a new subsidiary	43(a)	(2)	(2)
Acquisition of additional equity interest in an existing subsidiary	43(b)	(2,149)	(3,712)
Surplus from liquidation of subsidiaries		-	46
Surplus from liquidation of an associate		28	-
Acquisition of equity interest in an associate		(7,662)	(2,205)
Proceeds from disposal of a subsidiary		-	25,563
(Advances to)/Repayment from associates		(2,350)	9,129
Purchase of other investments		(29,656)	(1,214)
Proceeds from disposal of other investments		3,695	234
Purchase of property, plant and equipment	45	(146,849)	(126,221)
Purchase of investment properties, biological assets and other intangible assets		(4,731)	(5,951)
Proceeds from disposal of property, plant and equipment and investment properties		1,713	39,669
Proceeds from disposal of sugar-related assets	8(b)	-	1,083,081
Return of capital from an associate		-	4,781
Return of capital from jointly controlled entity		3,458	3,474
Dividends received from a former subsidiary		-	86,997
Dividends received from associates		170,946	417,028
Dividends received from a former associate		-	7,838
Dividends received from other investments		22,778	27,604
Interest received		31,610	34,375
Rental received		3,797	3,348
Net cash generated from investing activities		44,626	1,603,862

CONSOLIDATED STATEMENT OF CASH FLOWS

for the year ended 31 December 2011

	2011 RM'000	2010 RM'000 (Restated)
CASH FLOWS FROM FINANCING ACTIVITIES		
Shares issued to non-controlling interests of subsidiaries	378,715	-
Revolving credits, banker's acceptance and short term loans	133,017	38,588
Bank term loans	7,248	(39,141)
Payment of hire purchase liabilities	(9)	(83)
Repayment to associates	-	(6)
Advances from/(Repayment to) a non-controlling interest of a subsidiary	15,987	(4,586)
Interest paid	(5,372)	(5,126)
Dividends paid to owners of the parent	(331,940)	(1,635,990)
Dividends paid to non-controlling interests of subsidiaries	(12,657)	(2,226)
Net cash generated from/(used in) financing activities	184,989	(1,648,570)
NET INCREASE IN CASH AND CASH EQUIVALENTS	209,710	199,512
CASH AND CASH EQUIVALENTS BROUGHT FORWARD	923,471	731,010
EFFECTS OF EXCHANGE RATE CHANGES	(258)	(7,051)
CASH AND CASH EQUIVALENTS CARRIED FORWARD	1,132,923	923,471
Represented by:		
Cash and bank balances	85,877	59,820
Deposits	1,048,645	863,862
Bank overdrafts	(1,599)	(211)
	1,132,923	923,471

*Notes to and forming part of the financial statements are set out on pages 74 to 175
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INCOME STATEMENT

for the year ended 31 December 2011

		2011 RM'000	2010 RM'000
Continuing operations			
Revenue	3	969,850	348,907
Cost of sales	4	(6,528)	(2,905)
Gross profit		963,322	346,002
Other income		22,333	42,830
Administrative expenses		(18,210)	(33,676)
Profit before tax	6	967,445	355,156
Income tax expense	7	(8,052)	1,861
Profit for the year from continuing operations		959,393	357,017
Discontinued operations			
Profit for the year from discontinued operations, net of tax	8	-	1,199,553
Profit for the year		959,393	1,556,570

STATEMENT OF COMPREHENSIVE INCOME

for the year ended 31 December 2011

	2011 RM'000	2010 RM'000
Profit for the year	959,393	1,556,570
<u>Other comprehensive income, net of tax</u>		
Fair value of available-for-sale financial assets:		
- (Losses)/Gains arising during the year	(350,103)	18,402
- Reclassification adjustments to profit or loss upon disposal	(134)	-
Total comprehensive income	609,156	1,574,972

Notes to and forming part of the financial statements are set out on pages 74 to 175
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STATEMENT OF FINANCIAL POSITION

as at 31 December 2011

	Note	2011 RM'000	2010 RM'000
ASSETS			
Non-current assets			
Property, plant and equipment	10	1,918	1,766
Investment properties	11	301,839	64,401
Investments in subsidiaries	16	1,417,269	1,330,782
Investments in associates	17	8,741,222	8,729,487
Other investments	19	559,562	718,304
Amounts due from subsidiaries	21	52,010	53,100
Total non-current assets		11,073,820	10,897,840
Current assets			
Trade receivables	25	244	55
Other receivables, deposits and prepayments		1,189	1,967
Amounts due from subsidiaries	21	4,458	28,170
Amounts due from associates	26	3,839	3,657
Deposits	28	468,320	341,663
Cash and bank balances	29	5,405	1,396
		483,455	376,908
Non-current assets classified as held for sale	30	397	712
Total current assets		483,852	377,620
TOTAL ASSETS		11,557,672	11,275,460
EQUITY AND LIABILITIES			
Equity			
Share capital	31	1,185,500	1,185,500
Share premium		6,715	6,715
Fair value reserve		(169,947)	180,290
Retained earnings		10,523,462	9,896,009
Total equity		11,545,730	11,268,514
Non-current liability			
Deferred tax liabilities	35	2,631	134
Current liabilities			
Other payables and accruals	37	8,508	6,654
Amounts due to subsidiaries	21	153	3
Bank overdrafts	39	564	-
Current tax liabilities		86	155
Total current liabilities		9,311	6,812
Total liabilities		11,942	6,946
TOTAL EQUITY AND LIABILITIES		11,557,672	11,275,460

Notes to and forming part of the financial statements are set out on pages 74 to 175

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STATEMENT OF CHANGES IN EQUITY

for the year ended 31 December 2011

	<i>Note</i>	Share Capital RM'000	Share Premium RM'000	Fair Value Reserve RM'000	Retained Earnings RM'000	Total RM'000
At 1 January 2010		1,185,500	6,715	161,888	9,975,429	11,329,532
Other comprehensive income		-	-	18,402	-	18,402
Profit for the year		-	-	-	1,556,570	1,556,570
Total comprehensive income		-	-	18,402	1,556,570	1,574,972
Dividends	42	-	-	-	(1,635,990)	(1,635,990)
At 31 December 2010		1,185,500	6,715	180,290	9,896,009	11,268,514
Other comprehensive income		-	-	(350,237)	-	(350,237)
Profit for the year		-	-	-	959,393	959,393
Total comprehensive income		-	-	(350,237)	959,393	609,156
Dividends	42	-	-	-	(331,940)	(331,940)
At 31 December 2011		1,185,500	6,715	(169,947)	10,523,462	11,545,730

Notes to and forming part of the financial statements are set out on pages 74 to 175
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STATEMENT OF CASH FLOWS

for the year ended 31 December 2011

	Note	2011 RM'000	2010 RM'000
CASH FLOWS FROM OPERATING ACTIVITIES			
Profit before tax			
Continuing operations		967,445	355,156
Discontinued operations	8	-	1,199,553
		<u>967,445</u>	<u>1,554,709</u>
Adjustments for non-cash items:			
Amortisation and depreciation		2,369	951
Property, plant and equipment written off		4	-
Profit on disposal of sugar-related assets		-	(1,201,806)
Profit on disposal of property, plant and equipment		-	(21)
Profit on disposal of investment property		(291)	(16,116)
Bad and doubtful debts		-	102
Gain on derecognition of available-for-sale financial assets		(134)	-
Unrealised foreign exchange (gain)/loss		(2)	1
Loss on recognition of loans and receivables		99	179
Dividend income		(959,978)	(346,200)
Interest income		(21,221)	(26,040)
Rental income		-	(2)
Operating loss before working capital changes		<u>(11,709)</u>	<u>(34,243)</u>
Adjustments for working capital changes:			
Inventories and biological assets		-	1,808
Receivables		434	9,013
Payables		1,857	(1,314)
Cash used in operations		<u>(9,418)</u>	<u>(24,736)</u>
Tax paid		(3,379)	(472)
Net cash used in operating activities		<u>(12,797)</u>	<u>(25,208)</u>
CASH FLOWS FROM INVESTING ACTIVITIES			
Purchase of property, plant and equipment	45	(554)	(1,527)
Purchase of investment properties		(239,806)	(1,535)
Proceeds from disposal of property, plant and equipment		77,716	28,127
Proceeds from sale of sugar-related assets		-	1,226,443
Proceeds from disposal of a subsidiary		200	-
Proceeds from sale of investments		10,147	-

STATEMENT OF CASH FLOWS

for the year ended 31 December 2011

	2011 RM'000	2010 RM'000
Acquisition of shares in a subsidiary	-	(4)
Acquisition of shares in an associate	(11,735)	-
Purchase of other investments	(28,607)	-
Subscription for rights issue of subsidiaries	(86,793)	-
Repayment from subsidiaries	25,969	8,963
Advance to an associate	(25)	-
Dividends received from subsidiaries	530,639	66,244
Dividends received from a former subsidiary	-	86,997
Dividends received from associates	156,655	239,399
Dividends received from a former associate	-	7,838
Dividends received from other investments	20,935	23,491
Interest received	19,946	26,466
Rental received	-	2
Net cash generated from investing activities	474,687	1,710,904
CASH FLOWS FROM FINANCING ACTIVITIES		
Advances from subsidiaries	150	-
Repayment to associates	-	(6)
Dividends paid	(331,940)	(1,635,990)
Net cash used in financing activities	(331,790)	(1,635,996)
NET INCREASE IN CASH AND CASH EQUIVALENTS	130,100	49,700
CASH AND CASH EQUIVALENTS BROUGHT FORWARD	343,059	293,361
EFFECTS OF EXCHANGE RATE CHANGES	2	(2)
CASH AND CASH EQUIVALENTS CARRIED FORWARD	473,161	343,059
Represented by:		
Cash and bank balances	5,405	1,396
Deposits	468,320	341,663
Bank overdrafts	(564)	-
	473,161	343,059

Notes to and forming part of the financial statements are set out on pages 74 to 175
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NOTES TO THE FINANCIAL STATEMENTS

31 December 2011

1. GENERAL

The Company is a public-listed company limited by way of shares incorporated in Malaysia under the Companies Act 1965. The Company is domiciled in Malaysia.

2. SIGNIFICANT ACCOUNTING POLICIES

2.1 Basis of preparation

The financial statements comply with applicable approved Financial Reporting Standards (“FRS”) issued by the Malaysian Accounting Standards Board (“MASB”) and with the provisions of the Companies Act 1965.

The measurement bases applied in the preparation of the financial statements include cost, recoverable value, realisable value, revalued amount and fair value. Estimates are used in measuring these values.

The financial statements are presented in Ringgit Malaysia (“RM”), which is also the Company’s functional currency. Unless otherwise indicated, the amounts in these financial statements have been rounded to the nearest thousand.

2.2 Changes in accounting policies

The significant accounting policies adopted by the Group and the Company are consistent with those of the previous financial year except for the adoption of the following revised FRSs, Amendments to FRSs and Issues Committee Interpretations (“IC Interpretations”), effective from financial periods beginning on or after:

1 July 2010

FRS 3	Business Combinations (revised)
FRS 127	Consolidated and Separate Financial Statements (revised)
Amendments to FRS 5	Non-current Assets Held for Sale and Discontinued Operations
Amendments to FRS 138	Intangible Assets
Amendments to IC Interpretation 9	Reassessment of Embedded Derivatives
IC Interpretation 12	Service Concession Arrangements
IC Interpretation 17	Distributions of Non-cash Assets to Owners

NOTES TO THE FINANCIAL STATEMENTS

1 January 2011

Amendments to FRS 3	Business Combinations
Amendments to FRS 7	Financial Instruments: Disclosures
Amendments to FRS 101	Presentation of Financial Statements
Amendments to FRS 121	The Effects of Changes in Foreign Exchange Rates
Amendments to FRS 128	Investments in Associates
Amendments to FRS 131	Interests in Joint Ventures
Amendments to FRS 132	Financial Instruments: Presentation
Amendments to FRS 134	Interim Financial Reporting
Amendments to FRS 139	Financial Instruments: Recognition and Measurement
IC Interpretation 4	Determining whether an Arrangement Contains a Lease

The adoption of the above revised FRSs, Amendments to FRSs and IC Interpretations did not have significant financial impact on the Group and the Company except for the following:

FRS 3 - Business Combinations (revised)

The revised *FRS 3* introduces the option to measure the non-controlling interests in a business combination either at fair value or at the non-controlling interests' proportionate share of identifiable assets acquired. Goodwill on acquisition will be measured as the difference between the aggregate of fair value of consideration transferred, any non-controlling interests in the acquiree and the fair value at the acquisition date of any previously held equity interest in the acquiree (if acquired via "piecemeal acquisition"), and the net identifiable assets acquired. Any bargain purchase (i.e. "negative goodwill") will be recognised directly in the income statement. Any consideration transferred is to be measured at fair value as of the acquisition date. All acquisition-related costs are expensed off in the income statement.

FRS 127 - Consolidated and Separate Financial Statements (revised)

The revised *FRS 127* requires that total comprehensive income must be proportionately allocated to the non-controlling interest, even if the non-controlling interests are in deficit position. Change in ownership interest which does not result in a loss of control is accounted for within equity. Where the change in ownership interest results in loss of control, any remaining interest in the former subsidiary is remeasured at fair value and a gain or loss is recognised in the income statement.

NOTES TO THE FINANCIAL STATEMENTS

The changes in the revised *FRS 3* and *FRS 127* will be applied prospectively and only affect future acquisitions or loss of control of subsidiaries and transactions with non-controlling interests.

IC Interpretation 12 - Service Concession Arrangements

IC Interpretation 12 applies to service concession operators and prescribes how to account for the obligations undertaken and rights received in concession arrangements. The operator shall recognise a financial asset to the extent that it has an unconditional contractual right to receive cash or an intangible asset to the extent that it receives a right (a licence) to charge users of the public service.

The Group has an indirect investment in a jointly controlled entity that is engaged in service concession arrangements. Upon adoption of *IC Interpretation 12*, the jointly controlled entity has applied the interpretation retrospectively and the comparative figures have been restated in note 56.

2.3 Standards issued that are not yet effective

The Group and the Company have not applied the following new/revised FRSs, Amendments to FRSs and IC Interpretation that have been issued by MASB and relevant to their operations but are not yet effective:

New/Revised FRSs, Amendments to FRSs and IC Interpretation		Effective for financial periods beginning on or after
FRS 124	Related Party Disclosures (revised)	1 January 2012
Amendments to FRS 7	Disclosures - Transfers of Financial Assets	1 January 2012
IC Interpretation 19	Extinguishing Financial Liabilities with Equity Instruments	1 July 2011
FRS 9	Financial Instruments	1 January 2013
FRS 10	Consolidated Financial Statements	1 January 2013
FRS 11	Joint Arrangements	1 January 2013
FRS 12	Disclosure of Interests in Other Entities	1 January 2013
FRS 13	Fair Value Measurement	1 January 2013
FRS 119	Employee Benefits (revised)	1 January 2013
FRS 127	Separate Financial Statements	1 January 2013

NOTES TO THE FINANCIAL STATEMENTS

New/Revised FRSs, Amendments to FRSs and IC Interpretation		Effective for financial periods beginning on or after
FRS 128	Investment in Associates and Joint Ventures	1 January 2013
Amendments to FRS 101	Presentation of Items of Other Comprehensive Income	1 July 2012
Amendments to FRS 132	Offsetting Financial Assets and Financial Liabilities	1 January 2014

The above revised FRS, Amendments to FRS and IC Interpretation that are effective for financial periods on or after 1 July 2011 and 1 January 2012 are not expected to have any significant financial impact on the Group and the Company upon their initial application.

Malaysian Financial Reporting Standards (“MFRS”)

On 19 November 2011, the MASB issued a new MASB approved accounting framework, the MFRS. The MFRS is to be applied by all Entities Other Than Private Entities for annual periods beginning on or after 1 January 2012, with the exception of entities subject to the application of *MFRS 141 Agriculture* (“MFRS 141”) and *IC Interpretation 15 Agreements for Construction of Real Estate* (“IC 15”), including its parent, significant investor and venturer (herein referred to as “Transitioning Entities”). Transitioning Entities are allowed to defer adoption of the new MFRS for an additional one year, i.e. to annual periods beginning on or after 1 January 2013, after which the MFRS will become mandatory.

The Group falls within the definition of Transitioning Entities and has opted to defer adoption of the new MFRS to 1 January 2013. Accordingly, the Group will be required to prepare its first MFRS financial statements for the year ending 31 December 2013. In presenting its first MFRS financial statements, the Group will quantify the financial effects of the differences between the current FRS and MFRS. The majority of the adjustments required on transition will be made, retrospectively, against opening retained earnings.

Accordingly, the consolidated financial performance and financial position as disclosed in these financial statements for the year ended 31 December 2011 could be different if prepared under the MFRS.

NOTES TO THE FINANCIAL STATEMENTS

2.4 Significant accounting estimates and judgements

The preparation of financial statements requires management to exercise judgement in the process of applying the accounting policies. It also requires the use of accounting estimates and assumptions that affect reported amounts of assets and liabilities and disclosures of contingent assets and liabilities at the end of the reporting period, and reported amounts of income and expenses during the financial year.

Although these estimates are based on management's best knowledge of current events and actions, historical experience and various other factors, including expectations of future events that are believed to be reasonable under the circumstances, actual results may ultimately differ from these estimates.

The estimates and underlying assumptions are reviewed on an ongoing basis. Revisions to accounting estimates are recognised in the period in which the estimate is revised and in any future periods affected.

Critical judgement made in applying accounting policies

The following are judgements made by management in the process of applying the Group's accounting policies that have the most significant effect on the amounts recognised in the financial statements:

Classification of investment properties and owner-occupied properties

The Group determines whether a property qualifies as an investment property, and has developed certain criteria based on *FRS 140 Investment Property* in making that judgement.

In making its judgement, the Group considers whether a property generates cash flows largely independently of other assets held by the Group. Owner-occupied properties generate cash flows that are attributable not only to the property, but also to other assets used in the production and supply process.

Some properties comprise a portion that is held to earn rental or for capital appreciation and another portion that is held for use in the production or supply of goods and services or for administrative purposes. If these portions could be sold separately (or leased out separately under a finance lease), the Group accounts for the portions separately.

NOTES TO THE FINANCIAL STATEMENTS

If the portions could not be sold separately, the property is accounted for as an investment property only if an insignificant portion is held for use in the production or supply of goods and services or for administrative purposes.

Judgement is made on an individual property basis to determine whether ancillary services are so significant that a property does not qualify as an investment property.

Revenue recognition of property development activities and engineering contracts

The Group recognises property development and engineering contracts revenue and expenses based on the percentage of completion method. The stage of completion of the property development activities and engineering contracts is measured in accordance with the accounting policies set out in notes 2.12 and 2.16.

Significant judgement is required in determining the percentage of completion, the extent of the development project and contract costs incurred, the estimated total revenue and total costs and the recoverability of the development project and contract. In making these judgements, management relies on past experience and the work of specialists.

Allowance for doubtful debts

The collectibility of receivables is assessed on an on-going basis. An allowance for doubtful debts is made for any account considered to be doubtful of collection.

The allowance for doubtful debts is made based on a review of outstanding accounts as at the end of the reporting period. A considerable amount of judgement is required in assessing the ultimate realisation of these receivables, including the creditworthiness and past collection history of each customer. If the financial condition of customers were to deteriorate, resulting in an impairment of their ability to make payments, additional allowances may be required. The carrying amount of the Group's and Company's trade receivables at the end of the reporting period are disclosed in notes 25 and 26.

Deferred tax assets

Deferred tax assets are recognised for deductible temporary differences and unutilised tax losses to the extent that it is probable that taxable profit will be available in future against which the deductible temporary differences and tax losses can be utilised.

NOTES TO THE FINANCIAL STATEMENTS

Significant management judgement is required to determine the amount of deferred tax assets that can be recognised, based on the likely timing and level of future taxable profits together with future tax planning strategies. The carrying amount of the Group's deferred tax assets at the end of the reporting period is disclosed in note 20.

Key sources of estimation uncertainty

The key assumptions concerning the future and other key sources associated with estimation uncertainty at the end of the reporting period that have significant risk of causing material adjustments to the carrying amount of assets and liabilities within the next financial year are discussed below:

Depreciation of property, plant and equipment and investment properties

Property, plant and equipment and investment properties are depreciated on a straight-line basis to write off their costs to their residual values over their estimated useful lives. Management estimates the useful lives of these assets to be between 2 to 50 years for property, plant and equipment and between 10 to 50 years for investment properties, except for leasehold land which is over the remaining period of the lease.

Changes in the expected level of usage, physical wear and tear and technological development could impact the economic useful lives and residual values of these assets, and therefore future depreciation charges may be revised. The carrying amount of the Group's and Company's property, plant and equipment and investment properties at the end of the reporting period are disclosed in notes 10 and 11.

Impairment loss and write down of inventories

Inventories are stated at the lower of cost and net realisable value. The Group estimates the net realisable value of inventories based on an assessment of expected selling prices.

Inventories are reviewed on a regular basis and the Group will make an impairment loss for excess or obsolete inventories based primarily on historical trends and management estimates of expected and future product demand and related pricing.

Demand levels, technological advances and pricing competition could change from time to time. If such factors result in an adverse effect on the Group's products, the Group might be required to reduce the value of its inventories and additional impairment losses for slow-moving inventories may be required. The carrying amount of the Group's inventories are disclosed in note 22.

NOTES TO THE FINANCIAL STATEMENTS

Impairment of goodwill

The Group performs a goodwill impairment test annually, or more frequently if events or changes in circumstances indicate that the carrying value may be impaired. This requires an estimation of the value in use of the cash-generating units to which the goodwill is allocated.

Estimating value in use requires management to make an estimate of the expected future cash flows from the cash-generating unit and also to choose a suitable discount rate in order to calculate the present value of those cash flows. The carrying amount of the Group's goodwill is disclosed in note 14.

Impairment of investments in subsidiaries, associates and jointly controlled entities

Investments in subsidiaries, associates and jointly controlled entities are assessed at the end of each reporting period to determine whether there is any indication of impairment. If such an indication exists, an estimation of their recoverable amount is required.

Estimating the recoverable amount requires management to make an estimate of the expected future cash flows from the subsidiaries, associates and jointly controlled entities and also choose a suitable discount rate in order to calculate the present value of those cash flows. The carrying amounts of the Group's investments in subsidiaries, associates and jointly controlled entities at the end of the reporting period are disclosed in notes 16, 17 and 18.

2.5 Subsidiaries

A subsidiary is an entity controlled by the Group. Control exists when the Group has the power, directly or indirectly, to govern the financial and operating policies of an entity so as to obtain benefits from its activities. The existence and effect of potential voting rights that are currently exercisable or convertible, are considered when assessing whether the Group has the power to govern the financial and operating policies of another entity.

In the Company's separate financial statements, investments in subsidiaries are stated at cost less impairment losses, unless the investment is classified as held for sale.

On disposal, the difference between the net disposal proceeds and the carrying amount of the subsidiary disposed of is taken to the income statement.

NOTES TO THE FINANCIAL STATEMENTS

2.6 Basis of consolidation

The consolidated financial statements incorporate the financial statements of the Company and of all its subsidiaries made up to the end of the financial year. The consolidated financial statements are prepared using uniform accounting policies for like transactions in similar circumstances.

All intra-group balances, transactions, income and expenses are eliminated in full on consolidation and the consolidated financial statements reflect external transactions only.

All subsidiaries are consolidated on the acquisition method of accounting from the date of acquisition, being the date on which the Group obtains control, and continue to be consolidated until the date such control ceases.

Under the acquisition method of accounting, the cost of an acquisition is measured as the aggregate of the fair values of the assets acquired, liabilities assumed and equity instruments issued at the date of exchange. Any consideration transferred is to be measured at fair value as of the acquisition date. Non-controlling interests that are present ownership interests and entitle their holders to a proportionate share of the entity's net assets in the event of liquidation may be initially measured either at fair value or at the non-controlling interests' proportionate share of the recognised amounts of the acquiree's identifiable net assets. The choice of measurement basis is made on a transaction-by-transaction basis. Other types of non-controlling interests are measured at fair value or, when applicable, on the basis specified in another FRS. All the acquisition-related costs are expensed off to the income statement.

Goodwill on acquisition is measured as the difference between the aggregate of the fair value of the consideration transferred, any non-controlling interests in the acquiree and the fair value at the acquisition date of any previously held equity interest in the acquiree (if acquired via "piecemeal acquisition"), and the net identifiable assets acquired. Any bargain purchase (i.e. "negative goodwill") will be recognised directly in the income statement. Goodwill is accounted for in accordance with the accounting policy set out in note 2.22.1.

Non-controlling interests represent the equity in subsidiaries that are not attributable, directly or indirectly, to owners of the Company. Total comprehensive income is attributed to non-controlling interests even if this results in the non-controlling interests having a deficit position.

NOTES TO THE FINANCIAL STATEMENTS

Change in ownership interest which does not result in a loss of control is accounted for within equity. Where the changes in ownership interest results in loss of control, any remaining interest in the former subsidiary is remeasured at fair value and a gain or loss is recognised in the income statement.

2.7 Associates

An associate is an entity in which the Group has significant influence and that is neither a subsidiary nor an interest in a joint venture. Significant influence is the power to participate in the financial and operating policy decisions of the investee, but not control or joint control over those policies. The existence and effect of potential voting rights that are currently exercisable or convertible are considered when assessing whether the Group has significant influence.

In the Company's separate financial statements, investments in associates are stated at cost less impairment losses, unless the investment is classified as held for sale.

On disposal, the difference between the net disposal proceeds and the carrying amount of the associate disposed of is taken to the income statement.

Investments in associates are accounted for in the consolidated financial statements using the equity method of accounting less any impairment losses, unless it is classified as held for sale or included in a disposal group that is classified as held for sale. Under the equity method, investments in associates are initially recognised at cost and adjusted thereafter for post-acquisition changes in the Group's share of net assets of the associates.

The Group's share of net profits or losses and changes recognised in the other comprehensive income of the associates are recognised in the consolidated income statement and consolidated statement of comprehensive income, respectively.

An investment in an associate is accounted for using the equity method from the date on which the Group obtains significant influence until the date the Group ceases to have significant influence over the associate.

NOTES TO THE FINANCIAL STATEMENTS

Goodwill relating to an associate is included in the carrying value of the investment and is not reviewed for impairment separately. Instead, the entire carrying amount of the investment is reviewed for impairment in accordance with the accounting policy set out in note 2.22.1.

Discount on acquisition is excluded from the carrying amount of the investment and is instead included as income in the determination of the Group's share of the associate's profit or loss in the period in which the investment is acquired.

Unrealised gains on transactions between the Group and its associates are eliminated to the extent of the Group's interest in the associates. Unrealised losses are also eliminated unless the transaction provides evidence of impairment of the asset transferred.

When the Group's share of losses exceeds its interest in an equity accounted associate, the carrying amount of that interest including any long-term investments is reduced to nil, and the recognition of further losses is discontinued except to the extent that the Group has an obligation or has made payments on behalf of the associate.

The results and reserves of associates are accounted for in the consolidated financial statements based on audited/unaudited financial statements made up to the end of the financial year and prepared using accounting policies that conform to those used by the Group for like transactions in similar circumstances.

2.8 Jointly controlled entities

The Group has an interest in a joint venture which is a jointly controlled entity. A joint venture is a contractual arrangement whereby two or more parties undertake an economic activity that is subject to joint control. A jointly controlled entity is a joint venture that involves the establishment of a separate entity in which each venturer has an interest.

Investments in jointly controlled entities are accounted for in the consolidated financial statements using the equity method of accounting as described in note 2.7.

NOTES TO THE FINANCIAL STATEMENTS

In the Company's separate financial statements, investments in jointly controlled entities are stated at cost less impairment losses, unless the investment is classified as held for sale.

On disposal, the difference between the net disposal proceeds and the carrying amount of the jointly controlled entities disposed of is taken to the income statement.

2.9 Property, plant and equipment

Measurement basis

Property, plant and equipment are stated at cost less accumulated depreciation and impairment losses, if any.

The cost of property, plant and equipment includes expenditure that is directly attributable to the acquisition of an asset. Dismantlement, removal or restoration costs are included as part of the cost of property, plant and equipment if the obligation for dismantlement, removal or restoration is contracted as a consequence of acquiring or using the asset.

Subsequent costs are included in the asset's carrying amount when it is probable that future economic benefits associated with the asset will flow to the Group and the cost of the asset can be measured reliably. The carrying amount of the replaced part is derecognised. All other repairs and maintenance are charged to the income statement during the financial year in which they are incurred.

Property, plant and equipment are derecognised upon disposal or when no future economic benefits are expected from their use or disposal. On disposal, the difference between the net disposal proceeds and the carrying amount is recognised in the income statement.

Depreciation

Freehold land and capital work-in-progress are not depreciated.

Depreciation is calculated to write off the depreciable amount of other property, plant and equipment on a straight-line basis over their estimated useful lives. The depreciable amount is determined after deducting residual value from cost.

NOTES TO THE FINANCIAL STATEMENTS

The principal annual rates used for this purpose are:

Land and buildings	2% - 5%	or over the remaining period of lease
Plant, machinery and equipment	5% - 50%	
Motor vehicles	10% - 25%	
Furniture, fittings, office and other equipment	5% - 50%	
Vessel	25 years	

The residual values, useful lives and depreciation methods are reviewed, and adjusted if appropriate, at the end of each reporting period.

2.10 Investment properties

Investment properties are properties held to earn rental income or for capital appreciation or both rather than for use in the production or supply of goods and services or for administrative purposes, or sale in the ordinary course of business.

Measurement basis

Investment properties are stated at cost less accumulated depreciation and impairment losses, if any.

The cost of investment properties includes expenditure that is directly attributable to the acquisition of the asset.

Subsequent costs are included in the asset's carrying amount when it is probable that future economic benefits associated with the asset will flow to the Group and the cost of the asset can be measured reliably. The carrying amount of the replaced part is derecognised. All other repairs and maintenance are charged to the income statement during the financial year in which they are incurred.

Investment properties are derecognised upon disposal or when they are permanently withdrawn from use and no future economic benefits are expected from their disposal. On disposal, the difference between the net disposal proceeds and the carrying amount is recognised in the income statement.

NOTES TO THE FINANCIAL STATEMENTS

Depreciation

Freehold land is not depreciated.

Depreciation is calculated to write off the depreciable amount of other investment properties on a straight-line basis over their estimated useful lives. Depreciable amount is determined after deducting the residual value from the cost of the investment property.

The principal annual rates used for this purpose are:

Freehold buildings	2%			
Leasehold land and buildings	2%	-	10%	or over the remaining period of lease

The residual values, useful lives and depreciation methods are reviewed, and adjusted if appropriate, at the end of each reporting period.

2.11 Biological assets

Biological assets comprise primarily livestock and oil palms.

2.11.1 Livestock

Livestock comprises broilers, pullets and layers parent stock and hatchable eggs. Livestock is valued at the lower of amortised cost and net realisable value.

Cost includes the cost of the parent stock plus all attributable costs including overheads incurred in nursing the parent stock to the point of laying, and such cost is then amortised over its estimated economic life ranging from 21 days to 18 months. Accordingly, it is classified as a current asset.

Net realisable value is defined as the aggregate income expected to be generated from total day-old chicks and eggs to be produced and proceeds from the disposal of the ex-broiler parent stock less expenses expected to be incurred to maintain the parent stock up to its disposal.

NOTES TO THE FINANCIAL STATEMENTS

2.11.2 Oil palms

The Group's plantation assets are mainly situated on freehold land. New planting and replanting expenditure incurred on land clearing and upkeep of palms up to the point of harvesting are capitalised and are amortised on a straight-line basis over their estimated useful lives. Management estimates the useful lives of the oil palms to be 25 years. Accordingly, they are classified as non-current assets.

2.12 Development properties

Development properties are classified under two categories i.e. land held for property development and property development costs.

Land held for property development is defined as land on which development is not expected to be completed within the normal operating cycle. Usually, no significant development work would have been undertaken on these lands. Accordingly, land held for property development is classified as a non-current asset on the statement of financial position and is stated at cost plus incidental expenditure incurred to put the land in a condition ready for development.

Land on which development has commenced and is expected to be completed within the normal operating cycle is included in property development costs. Property development costs comprise all costs that are directly attributable to development activities or that can be allocated on a reasonable basis to such activities.

Where the outcome of a development activity can be reasonably estimated, revenue and expenses are recognised on the percentage of completion method. The stage of completion is determined by the proportion that costs incurred to-date bear to estimated total costs. In applying this method of determining stage of completion, only those costs that reflect actual development work performed are included as costs incurred.

Where the outcome of a development activity cannot be reasonably estimated, revenue is recognised only to the extent of property development costs incurred that is probable will be recoverable, and the property development costs on the development units sold shall be recognised as an expense in the period in which they are incurred.

NOTES TO THE FINANCIAL STATEMENTS

When it is probable that total costs will exceed revenue, the foreseeable loss is immediately recognised in the income statement irrespective whether development work has commenced, or of the stage of completion of development activity, or of the amounts of profits expected to arise on other unrelated development projects.

The excess of revenue recognised in the income statement over billings to purchasers of properties is recognised as accrued billings under current assets.

The excess of billings to purchasers of properties over revenue recognised in the income statement is recognised as progress billings under current liabilities.

2.13 Leases

A lease is an agreement whereby the lessor conveys to the lessee in return for a payment or series of payments the rights to use an asset for an agreed period of time.

2.13.1 Finance lease

A finance lease is a lease that transfers substantially all the risks and rewards incidental to ownership of an asset. Title may or may not eventually be transferred.

Property, plant and equipment acquired by way of finance leases are stated at amounts equal to the lower of their fair values and the present value of minimum lease payments at the inception of the leases, less accumulated depreciation and any impairment losses.

In calculating the present value of the minimum lease payments, the discount rate is the interest rate implicit in the lease, if this is determinable; if not, the Group's incremental borrowing rate is used.

NOTES TO THE FINANCIAL STATEMENTS

2.13.2 Operating lease

An operating lease is a lease other than a finance lease.

Operating lease income or operating lease rental expenses are credited or charged to the income statement on a straight-line basis over the period of the lease.

2.14 Intangible assets

Intangible assets comprise primarily goodwill, computer software and film rights.

2.14.1 Goodwill

Goodwill represents the excess of the cost of acquisition over the Group's interest in the net fair value of the identifiable assets, liabilities and contingent liabilities of the acquiree.

After initial recognition, goodwill is measured at cost less accumulated impairment losses, if any. Goodwill is reviewed for impairment, annually or more frequently if events or changes in circumstances indicate that the carrying values may be impaired.

2.14.2 Computer software and film rights

Measurement basis

Computer software and film rights acquired by the Group are stated at cost less accumulated amortisation and impairment losses, if any.

Computer software and film rights are derecognised upon disposal or when no future economic benefits are expected from their use or disposal. On disposal, the difference between the net disposal proceeds and the carrying amount is recognised in the income statement.

NOTES TO THE FINANCIAL STATEMENTS

Amortisation

Amortisation is calculated to write off the depreciable amount of computer software on a straight-line basis over its estimated useful life. The principal annual rate used is 25%.

Film rights are amortised based on the total revenue stream expected to be generated from the different titles and upon the exploitation of the rights.

The amortisation period and the amortisation method are reviewed, and adjusted if appropriate, at the end of each reporting period.

2.15 Financial instruments

A financial instrument is any contract that gives rise to both a financial asset of one enterprise and a financial liability or equity instrument of another enterprise.

2.15.1 Initial recognition and measurement

A financial instrument is recognised in the financial statements when the Company or any of its subsidiaries becomes a party to the contractual provisions of the instrument.

A financial instrument is recognised initially at its fair value plus, in the case of a financial instrument not at fair value through profit or loss, transaction costs that are directly attributable to the acquisition or issue of the financial instrument.

2.15.2 Financial instrument categories and subsequent measurement

Financial assets

Financial assets are classified as either financial assets at fair value through profit or loss, loans and receivables or available-for-sale financial assets, as appropriate. Management determines the classification of the financial assets as set out below upon initial recognition.

NOTES TO THE FINANCIAL STATEMENTS

Regular way purchase or sale of financial assets

A regular way purchase or sale is a purchase or sale of a financial asset under a contract which terms require delivery of the asset within the time frame established generally by regulation or convention in the marketplace concerned.

A regular way purchase or sale of financial assets is recognised and derecognised, as applicable, using settlement date accounting. Settlement date accounting refers to:

- (i) the recognition of an asset on the day it is received by the entity; and
- (ii) derecognition of an asset and recognition of any gain or loss on the day that it is delivered by the entity.

Financial assets at fair value through profit or loss

This category includes financial assets held for trading, including derivatives (except for a derivative that is a designated and effective hedging instrument) and financial assets that are specifically designated into this category upon initial recognition. On initial recognition, these financial assets are measured at fair value.

The subsequent measurement of financial assets in this category is at fair value with changes in fair value recognised as gains or losses in the income statement.

Loans and receivables

This category comprises debt instruments that are not quoted in an active market, trade and other receivables and cash and cash equivalents. They are included in current assets, except for those with maturities longer than 12 months after the reporting period, which are classified as non-current assets.

The subsequent measurement of financial assets in this category is at amortised cost using the effective interest method, less allowance for impairment losses. Any gains or losses arising from impairment and through the amortisation process of loans and receivables are recognised in the income statement.

NOTES TO THE FINANCIAL STATEMENTS

Known bad debts are written off and allowance is made for any receivables considered to be doubtful of collection.

Available-for-sale financial assets

This category comprises investments in equity and debt securities that are not held for trading or designated at fair value through profit or loss.

The subsequent measurement of financial assets in this category is at fair value unless the fair value cannot be measured reliably, in which case they are measured at cost less impairment loss.

Any gains or losses arising from changes in fair value of an investment in this category are recognised in other comprehensive income, except for impairment losses, until the investment is derecognised, at which time the cumulative gain or loss previously reported in other comprehensive income is recognised in the income statement. Interest calculated for a debt instrument using the effective interest method is recognised in the income statement.

All financial assets, except for those measured at fair value through profit or loss, are subject to review for impairment. See note 2.23.

Financial liabilities

Financial liabilities are classified as either financial liabilities at fair value through profit or loss or financial liabilities at amortised cost.

Financial liabilities at fair value through profit or loss comprises financial liabilities that are held for trading, derivatives (except for a designated and effective hedging instrument) and financial liabilities that are specifically designated into this category upon initial recognition. These financial liabilities are subsequently measured at their fair values with the gain or loss recognised in the income statement.

All other financial liabilities are subsequently measured at amortised cost using the effective interest method.

NOTES TO THE FINANCIAL STATEMENTS

2.15.3 Derecognition of financial assets and liabilities

A financial asset or part of it is derecognised when the contractual rights to the cash flows from the financial asset expire or the financial asset is transferred to another party without retaining control or substantially all risks and rewards of the asset.

On derecognition of a financial asset, the difference between the carrying amount and the sum of the consideration received together with any cumulative gain or loss that has been recognised in other comprehensive income is recognised in the income statement.

A financial liability or part of it is derecognised when the obligation specified in the contract is discharged, cancelled or expired.

On derecognition of a financial liability, the difference between the carrying amount and the consideration paid, including any non-cash assets transferred or liabilities assumed, is recognised in the income statement.

2.15.4 Derivative financial instruments and hedging

The Group uses derivative financial instruments such as forward currency contracts, commodity futures and options to hedge its risks associated with foreign currency and commodity price fluctuations.

On initial recognition, these derivative financial instruments are recognised at fair value on the date on which the derivative contracts are entered into, and are subsequently remeasured to their fair value at the end of each reporting period.

Any gains or losses arising from changes in fair value on derivatives that do not qualify for hedge accounting are taken directly to the income statement.

The fair value of forward contracts is determined by reference to current forward exchange rates for contracts with similar maturity profiles. The fair value of commodities futures is determined by reference to current quoted market price for contracts with similar maturity profiles.

NOTES TO THE FINANCIAL STATEMENTS

At the inception of a hedge relationship, the Group formally designates and documents the hedge relationship to which the Group wishes to apply hedge accounting and the risk management objective and strategy for undertaking the hedge. The documentation includes identification of the hedge item or transaction, the hedging instrument, the nature of the risk being hedged and how effectiveness will be measured throughout its duration. Such hedges are expected to offset the changes in fair value or cash flows and are assessed on an ongoing basis to determine that they actually have been highly effective throughout the reporting period for which they were designated.

Cash flow hedge

A cash flow hedge is a hedge of the exposure to variability in cash flows that is either attributable to a particular risk associated with a recognised asset or liability or a highly probable forecast transaction and could affect the profit or loss. For cash flow hedges, the effective portion of the gain or loss on the hedging instrument is recognised in other comprehensive income, while the ineffective portion is recognised in the income statement. Amounts taken to other comprehensive income are transferred to the income statement when the hedged transaction affects profit or loss, such as when a forecast sale or purchase occurs. Where the hedged item is the cost of a non-financial asset or liability, the amounts taken to other comprehensive income are transferred to the initial carrying amount of the non-financial asset or liability. However, loss recognised in other comprehensive income that will not be recovered in one or more future periods is reclassified from other comprehensive income into profit or loss as a reclassification adjustment.

Cash flow hedge accounting is discontinued prospectively when the hedging instrument has expired or is sold, terminated or exercised, the hedge is no longer highly effective, the forecast transaction is no longer expected to occur or the hedge designation is revoked. If the hedge is for a forecast transaction, the cumulative gain or loss on the hedging instrument remains in equity until the forecast transaction occurs. When the forecast transaction is no longer expected to occur, any related cumulative gain or loss recognised in other comprehensive income on the hedging instrument is reclassified from other comprehensive income into profit or loss as a reclassification adjustment.

NOTES TO THE FINANCIAL STATEMENTS

2.16 Engineering contracts

The Group's engineering contracts comprise substantially fixed price contracts and where their outcome can be reasonably estimated, revenue is recognised on the percentage of completion method. The stage of completion is determined by the proportion that costs incurred to-date bear to estimated total costs, and for this purpose, only those costs that reflect actual contract work performed are included as costs incurred.

Where the outcome of an engineering contract cannot be reasonably estimated, revenue is recognised only to the extent of contract costs incurred that are expected to be recoverable. At the same time, all contract costs incurred are recognised as an expense in the period in which they are incurred.

Costs that relate directly to a contract and which are incurred in securing the contract are also included as part of contract costs if they can be separately identified and measured reliably and it is probable that the contract will be obtained.

When it is probable that total costs will exceed total revenue, the foreseeable loss is immediately recognised in the income statement irrespective of whether contract work has commenced or not, or of the stage of completion of contract activity, or of the amounts of profits expected to arise on other unrelated contracts.

At the end of the reporting period, contracts in progress are reflected either as gross amounts due from or due to customers, where a gross amount due from customers is the surplus of (i) costs incurred plus profits recognised under the percentage of completion method over (ii) recognised foreseeable losses plus progress billings. A gross amount due to customers is the surplus of (ii) over (i).

2.17 Inventories

Inventories are stated at the lower of cost and net realisable value. Cost is determined on either the first-in-first-out basis, the weighted average basis or a specific identification method depending on the nature of the inventories. Cost comprises the landed cost of goods purchased, and in the case of work-in-progress and finished goods, includes an appropriate proportion of factory overheads.

NOTES TO THE FINANCIAL STATEMENTS

Net realisable value represents the estimated selling price in the ordinary course of business, less selling and distribution costs and all other estimated costs to completion.

2.18 Non-current assets held for sale and discontinued operations

Non-current assets are classified as held for sale if the carrying amount will be recovered principally through a sale transaction rather than through continuing use. This condition is regarded as met only when the assets (or disposal group) are available for immediate sale in their present condition and the sale is highly probable subject only to terms that are usual and customary.

On initial classification as held for sale, non-current assets are measured at the lower of their carrying amount and fair value less costs to sell.

An impairment loss is recognised for any initial or subsequent write-down of the disposal group to fair value less costs to sell. Subsequent increase in fair value less costs to sell is recognised as a gain in the income statement to the extent of the cumulative impairment loss that has been recognised previously.

A component of the Group's business is classified as a discontinued operation when the operation has been disposed of or meets the criteria to be classified as held for sale, and such operation represents a separate major line of business or geographical area of operations.

2.19 Share capital

Ordinary shares are recorded at nominal value and proceeds received in excess, if any, of the nominal value of shares issued are accounted for as share premium. Both ordinary shares and share premium are classified as equity. Cost incurred directly attributable to the issuance of shares is accounted for as a deduction from share premium, if any, otherwise it is charged to the income statement.

Dividends to shareholders are recognised in equity in the period in which they are declared.

NOTES TO THE FINANCIAL STATEMENTS

2.20 Income recognition

2.20.1 Revenue from sale of goods is measured at the fair value of the consideration receivable and is recognised in the income statement when the significant risks and rewards of ownership have been transferred to the buyer.

2.20.2 Revenue from engineering contracts and the sale of development properties is recognised on the percentage of completion method, where the outcome of the contract can be reliably estimated.

Revenue from engineering contracts represents the proportionate contract value on engineering contracts attributable to the percentage of contract work performed during the financial year.

Revenue from the sale of development properties represents the proportionate sales value of development properties sold attributable to the percentage of development work performed during the financial year.

2.20.3 Revenue from box office collections, filmlet income, sale of film rights and film rental is recognised upon the exhibition of the cinematograph film or filmlet.

2.20.4 Dividend income is recognised when the right to receive payment is established.

2.20.5 Interest income is recognised on a time proportion basis.

2.20.6 Rental income is recognised on a straight-line basis over the specific tenure of the respective leases.

2.20.7 Net voyage income is recognised over the period of the voyage on a pro-rata basis.

2.21 Foreign currencies

2.21.1 Functional currency

Functional currency is the currency of the primary economic environment in which an entity operates.

The financial statements of each entity within the Group are measured using their respective functional currency.

NOTES TO THE FINANCIAL STATEMENTS

2.21.2 Transactions and balances in foreign currencies

Transactions in currencies other than the functional currency (“foreign currencies”) are recorded in the functional currency using the exchange rate ruling at the date of the transactions.

At the end of each reporting period, monetary items denominated in foreign currencies are translated at the rate of exchange ruling at the end of the reporting period.

Exchange differences arising on the settlement of monetary items and the translation of monetary items are included in the income statement for the period.

Exchange differences arising on monetary items that form part of the Group’s net investment in a foreign operation, where that monetary item is denominated in either the functional currency of the reporting entity or the foreign operation, are initially taken directly to the foreign currency reserve within equity until the disposal of the foreign operations, at which time they are recognised in profit or loss as a reclassification adjustment.

Non-monetary items which are measured in terms of historical costs denominated in foreign currencies are translated using the exchange rates ruling at the date of the initial transaction.

Non-monetary items which are measured at fair values denominated in foreign currencies are translated at the foreign exchange rate ruling at the date when the fair value was determined.

When a gain or loss on a non-monetary item is recognised in other comprehensive income, any corresponding exchange gain or loss is recognised in other comprehensive income. When a gain or loss on a non-monetary item is recognised in the income statement, any corresponding exchange gain or loss is recognised in the income statement.

2.21.3 Translation of foreign operations

For consolidation purposes, all assets and liabilities of foreign operations that have a functional currency other than RM (including goodwill and fair value adjustments arising from the acquisition of the foreign operations) are translated at the exchange rates ruling at the end of reporting period, except for goodwill and fair value adjustments arising from business combinations before 1 January 2006 which are translated at exchange rates ruling at the date of acquisition.

NOTES TO THE FINANCIAL STATEMENTS

Income and expense items are translated at exchange rates approximating those ruling on transaction dates.

All exchange differences arising from the translation of the financial statements of foreign operations are dealt with through the exchange translation reserve account within equity. On the disposal of a foreign operation, the cumulative exchange translation reserves relating to that foreign operation are recognised in the income statement as part of the gain or loss on disposal.

2.22 Impairment of non-financial assets

2.22.1 Goodwill

Goodwill is reviewed annually for impairment, or more frequently if events or changes in circumstances indicate that the carrying value may be impaired.

For the purpose of impairment testing, goodwill is allocated to each of the Group's cash-generating units that are expected to benefit from synergies of the business combination.

An impairment loss is recognised in the income statement when the carrying amount of the cash-generating unit, including the goodwill, exceeds the recoverable amount of the cash-generating unit. Recoverable amount of the cash-generating unit is the higher of the cash-generating unit's fair value less cost to sell and its value in use.

The total impairment loss is allocated first to reduce the carrying amount of goodwill allocated to the cash-generating unit and then to the other assets of the cash-generating unit proportionately on the basis of the carrying amount of each asset in the cash-generating unit.

Impairment loss recognised on goodwill is not reversed in the event of an increase in recoverable amount in subsequent periods.

NOTES TO THE FINANCIAL STATEMENTS

2.22.2 Property, plant and equipment, investment properties, biological assets, land held for property development, other intangible assets, and investments in subsidiaries, associates and jointly controlled entities

Property, plant and equipment, investment properties, biological assets, land held for property development, other intangible assets, and investments in subsidiaries, associates and jointly controlled entities are assessed at the end of each reporting period to determine whether there is any indication of impairment.

If such an indication exists, the asset's recoverable amount is estimated. The recoverable amount is the higher of an asset's fair value less cost to sell and its value in use. Value in use is the present value of the future cash flows expected to be derived from the assets. Recoverable amounts are estimated for individual assets or, if it is not possible, for the cash-generating unit to which the asset belongs.

An impairment loss is recognised whenever the carrying amount of an asset or a cash-generating unit exceeds its recoverable amount. Impairment losses are charged to the income statement.

Any reversal of an impairment loss as a result of a subsequent increase in recoverable amount should not exceed the carrying amount that would have been determined (net of amortisation or depreciation, if applicable) had no impairment loss been previously recognised for the asset.

2.23 Impairment of financial assets

All financial assets except for financial assets categorised as fair value through profit or loss, are assessed at the end of each reporting period whether there is any objective evidence of impairment as a result of one or more events having an impact on the estimated future cash flows of the asset. Losses expected as a result of future events, no matter how likely, are not recognised. For an equity instrument, a significant or prolonged decline in the fair value below its cost is an objective evidence of impairment.

NOTES TO THE FINANCIAL STATEMENTS

2.23.1 Assets carried at amortised cost

If there is objective evidence that an impairment loss on financial assets carried at amortised cost has been incurred, the amount of the loss is measured as the difference between the asset's carrying amount and the present value of estimated future cash flows discounted at the financial asset's original effective interest rate. The carrying amount of the asset is reduced through the use of an allowance account. The impairment loss is recognised in the income statement.

When the asset becomes uncollectible, the carrying amount of impaired financial assets is reduced directly or if an amount was charged to the allowance account, the amounts charged to the allowance account are written off against the carrying amount of the financial asset.

If in a subsequent period, the amount of the impairment loss decreases and the decrease can be related objectively to an event occurring after the impairment was recognised, the previously recognised impairment loss is reversed to the extent that the carrying amount of the asset does not exceed its amortised cost at the reversal date. The amount of reversal is recognised in the income statement.

2.23.2 Available-for-sale financial assets

An impairment loss is recognised in the income statement and is measured as the difference between the asset's acquisition cost (net of any principal repayment and amortisation) and its current fair value, less any impairment loss previously recognised. Where a decline in the fair value of an available-for-sale financial asset has been recognised in other comprehensive income, the cumulative loss in equity is reclassified from other comprehensive income to profit or loss as a reclassification adjustment.

An impairment loss in respect of an unquoted equity instrument that is carried at cost is recognised in the income statement and is measured as the difference between the asset's carrying amount and the present value of estimated future cash flows discounted at the current market rate of return for a similar financial asset.

Impairment losses recognised in the income statement for an investment in an equity instrument are not reversed through the income statement.

NOTES TO THE FINANCIAL STATEMENTS

If, in a subsequent period, the fair value of a debt instrument increases and the increase can be objectively related to an event occurring after the impairment loss was recognised in the income statement, the impairment loss is reversed, to the extent that the asset's carrying amount does not exceed what the carrying amount would have been had the impairment not been recognised at the date the impairment is reversed. The amount of the reversal is recognised in the income statement.

2.24 Employee benefits

2.24.1 Short term employee benefits

Wages, salaries, paid annual leave, paid sick leave, bonuses and non-monetary benefits are recognised as an expense in the period in which the associated services are rendered by employees.

2.24.2 Post-employment benefits

The Company and its Malaysian subsidiaries pay monthly contributions to the Employees Provident Fund ("EPF") which is a defined contribution plan.

The legal or constructive obligation of the Company and its Malaysian subsidiaries is limited to the amount that they are required to contribute to the EPF. The contributions to the EPF are charged to the income statement in the period to which they relate.

Some of the Company's foreign subsidiaries make contributions to their respective countries' statutory pension schemes which are recognised as an expense in the income statement as incurred.

2.24.3 Termination benefits

The Group recognises termination benefits payable as a liability and an expense when it is demonstrably committed to terminate the employment of current employees according to a detailed formal plan without a realistic possibility of withdrawal.

NOTES TO THE FINANCIAL STATEMENTS

2.25 Borrowing costs

Borrowing costs incurred on assets under development that take a substantial period of time to complete are capitalised into the carrying value of the assets. Capitalisation of borrowing costs ceases when development is completed or during extended periods when active development is interrupted.

All other borrowing costs are charged to the income statement in the period which they are incurred. The interest component of hire purchase payments is charged to the income statement over the hire purchase period so as to give a constant periodic rate of interest on the remaining tenure of the hire purchase contract.

2.26 Taxation

The tax expense in the income statement represents the aggregate amount of current tax and deferred tax included in the determination of profit or loss for the financial year.

On the statement of financial position, a deferred tax liability is recognised for taxable temporary differences while a deferred tax asset is recognised for deductible temporary differences and unutilised tax losses only to the extent that it is probable that taxable profit will be available in future against which the deductible temporary differences and tax losses can be utilised.

No deferred tax is recognised for temporary differences arising from the initial recognition of:

- (i) goodwill; or
- (ii) an asset or liability which is not a business combination and at the time of the transaction, affects neither accounting profit nor taxable profit.

Deferred tax assets and liabilities are measured based on tax consequences that would follow from the manner in which the asset or liability is expected to be recovered or settled, and based on tax rates enacted or substantively enacted by the end of the reporting period that are expected to apply to the period when the asset is realised or when the liability is settled.

NOTES TO THE FINANCIAL STATEMENTS

Current tax and deferred tax are charged or credited directly to other comprehensive income if the tax relates to items that are credited or charged, whether in the same or a different period, directly to other comprehensive income.

2.27 Cash and cash equivalents

Cash and cash equivalents are cash in hand, short term and highly liquid investments that are readily convertible to known amounts of cash and which are subject to insignificant risk of changes in value.

For the purpose of the statement of cash flows, cash and cash equivalents are presented net of bank overdrafts and exclude deposits pledged to secure banking facilities.

2.28 Segment reporting

Segment reporting in the financial statements is presented on the same basis as that used by management internally for evaluating operating segment performance and in deciding how to allocate resources to each operating segment. Operating segments are distinguishable components of the group that engage in business activities from which they may earn revenues and incur expenses, including revenues and expenses that relate to transactions with any of the Group's other components. An operating segment's results are reviewed regularly by the chief operating decision-maker to decide how to allocate resources to the segment and assess its performance, and for which discrete financial information is available.

Segment revenue, expenses, assets and liabilities are those amounts resulting from operating activities of a segment that are directly attributable to the segment and a relevant portion that can be allocated on a reasonable basis to the segment.

Segment revenue, expenses, assets and liabilities are determined before intra-group balances and intra-group transactions are eliminated as part of the consolidation process, except to the extent that such intra-group balances and transactions are between group entities within a single segment.

NOTES TO THE FINANCIAL STATEMENTS

3. REVENUE

	Group		Company	
	2011	2010	2011	2010
	RM'000	RM'000	RM'000	RM'000
Sales of agricultural produce, food-based products and other goods	2,211,391	1,791,308	-	-
Contract revenue	130,823	117,680	-	-
Sale of development properties	1,199	8,681	-	-
Collections from cinema operations	274,779	243,903	-	-
Rental from leasing of investment properties	33,910	31,293	9,872	2,707
Waste management and other services rendered	35,300	38,621	-	-
Dividend income	23,137	42,550	959,978	346,200
	<u>2,710,539</u>	<u>2,274,036</u>	<u>969,850</u>	<u>348,907</u>

Included in the rental from leasing of investment properties is contingent rental amounting to RM477,113 (2010: RM439,818) for the Group and RM63,371 (2010: Nil) for the Company.

4. COST OF SALES

	Group		Company	
	2011	2010	2011	2010
	RM'000	RM'000	RM'000	RM'000
Raw materials and consumables used	1,338,717	1,039,565	-	-
Finished goods purchased	459,538	313,932	-	-
Employee benefits expense	80,644	75,545	1,164	371
Depreciation and amortisation	67,294	58,920	2,145	733
Cost of film rights and rental	115,812	89,300	-	-
Rental of land and buildings	31,870	30,114	-	-
Others	214,572	192,760	3,219	1,801
	<u>2,308,447</u>	<u>1,800,136</u>	<u>6,528</u>	<u>2,905</u>

5. FINANCE COSTS

	Group	
	2011	2010
	RM'000	RM'000
<i>Interest paid and payable on:</i>		
Banker's acceptance	830	6
Revolving credits	200	239
Bank term loans	4,708	4,383
Bank overdrafts	11	13
Hire purchase	2	1
Others	57	117
	<u>5,808</u>	<u>4,759</u>

NOTES TO THE FINANCIAL STATEMENTS

6. PROFIT BEFORE TAX

	Group		Company	
	2011	2010	2011	2010
	RM'000	RM'000	RM'000	RM'000
<i>Profit before tax is stated after charging:</i>				
Amortisation				
- other intangible assets				
- included in cost of sales	14,838	9,346	-	-
- included in administrative expenses	871	1,113	-	-
Auditors' remuneration				
- current year	763	885	73	73
- underprovision in prior year	20	41	-	10
Bad and doubtful debts	5,381	3,466	-	102
Depreciation				
- property, plant and equipment	73,462	62,946	296	269
- investment properties	5,089	4,891	2,073	682
- biological assets	168	172	-	-
Direct operating expenses on				
- revenue-generating investment properties	18,285	17,183	7,415	3,144
- non-revenue generating investment properties	170	170	3	3
Directors' remuneration				
- Company's directors:				
- fees	284	278	262	265
- other emoluments	7,318	7,756	7,084	6,994
- Subsidiaries' directors:				
- fees	282	376	-	-
- other emoluments	12,790	14,893	-	-
Foreign exchange loss				
- realised	7,000	9,136	-	-
- unrealised	5,161	2,059	-	1
Fair value loss on derivative financial instruments	1,513	210	-	-
Fair value loss on financial assets at fair value through profit and loss	10,520	-	-	-
Loss on disposal of financial assets at fair value through profit and loss	1,617	-	-	-
Loss on disposal of property, plant and equipment	286	44	-	-
Goodwill written off	2	-	-	-
Operating leases				
- minimum lease payments for land and buildings	24,806	24,904	386	442
- minimum lease payments for equipment	891	1,002	-	-
- contingent rent	8,121	6,336	-	-

NOTES TO THE FINANCIAL STATEMENTS

6. PROFIT BEFORE TAX (continued)

	Group		Company	
	2011	2010	2011	2010
	RM'000	RM'000	RM'000	RM'000
Property, plant and equipment written off	451	373	4	-
Investment properties written off	-	34	-	-
Other intangible assets written off	4	2	-	-
Inventories written down	6,649	-	-	-
Inventories written off	-	71	-	-
Deficit arising from liquidation of subsidiaries (see note 46)	-	2,828	-	-
Deficit arising from liquidation of an associate	9	-	-	-
Loss on recognition of loans and receivables	-	721	99	179
<i>and crediting:</i>				
Gross dividends from unquoted subsidiaries in Malaysia	-	-	782,142	68,244
Gross dividends from unquoted former subsidiary in Malaysia	-	6,997	-	6,997
Gross dividends from associates				
- quoted outside Malaysia	-	-	152,385	222,627
- unquoted in Malaysia	-	-	4,271	17,000
Gross dividends from unquoted former associate in Malaysia	-	7,838	-	7,838
Gross dividends from other investments				
- quoted in Malaysia	15,859	21,916	15,194	21,014
- quoted outside Malaysia	7,278	5,799	5,986	2,480
Interest income	31,855	33,771	21,221	26,040
Rental income from investment properties	3,797	3,348	-	2
Allowance for doubtful debts written back	964	998	-	-
Bad debt recovered	1,100	56	-	-
Impairment of investment property written back	34	34	-	-
Foreign exchange gain				
- realised	5,108	4,020	-	-
- unrealised	2,330	5,018	2	-
Fair value gain on financial assets at fair value through profit or loss	-	16,283	-	-
Fair value gain on derivative financial instruments	37,402	1,722	-	-
Gain on derecognition of available-for-sale financial assets	857	94	134	-
Profit on disposal of a subsidiary	-	10,675	-	-
Profit on disposal of				
- property, plant and equipment	232	871	-	21
- investment properties	291	22,341	291	16,116

NOTES TO THE FINANCIAL STATEMENTS

6. PROFIT BEFORE TAX (continued)

Directors' remuneration does not include the estimated monetary value of benefits-in-kind as follows:

	Group		Company	
	2011 RM'000	2010 RM'000	2011 RM'000	2010 RM'000
Company's directors	37	55	37	30
Subsidiaries' directors	211	306	-	-

7. INCOME TAX EXPENSE

	Group		Company	
	2011 RM'000	2010 RM'000	2011 RM'000	2010 RM'000
<u>Continuing operations</u>				
Malaysian taxation based on results for the year				
Current	39,541	59,756	5,164	4,513
Deferred	9,257	(5,350)	2,169	(6,375)
	48,798	54,406	7,333	(1,862)
Foreign taxation				
Current	2,190	3,753	-	-
Deferred	199	1,895	-	-
	51,187	60,054	7,333	(1,862)
(Over)/Underprovision in prior year				
Malaysian taxation				
Current	(5,268)	(1,300)	391	(15)
Deferred	(2,506)	2,247	328	16
Foreign taxation				
Current	659	-	-	-
	44,072	61,001	8,052	(1,861)

The statutory tax rate applicable to the Company remained at 25%.

NOTES TO THE FINANCIAL STATEMENTS

7. INCOME TAX EXPENSE (continued)

The provision for taxation differs from the amount of taxation determined by applying the applicable statutory tax rate to the profit before tax excluding share of results of associates and jointly controlled entity analysed as follows:

	Group		Company	
	2011 RM'000	2010 RM'000	2011 RM'000	2010 RM'000
Accounting profit from:				
- continuing operations	237,396	349,788	967,445	355,156
- discontinued operations	-	838,741	-	1,199,553
	237,396	1,188,529	967,445	1,554,709
Taxation at applicable tax rate	59,898	298,721	241,861	388,677
<i>Tax effect arising from:</i>				
Non-taxable income				
- exempt dividend	(5,426)	(11,676)	(237,749)	(84,318)
- under Section 54A of Income Tax Act 1967	-	(1,588)	-	-
- profit on disposal of				
- subsidiary	-	(210,034)	-	(292,242)
- associates	-	-	-	(5,077)
- land and buildings	(73)	(8,742)	(73)	(7,162)
- fair value gain on financial assets at fair value through profit or loss	-	(4,072)	-	-
- unrealised fair value gain on derivative financial instruments	-	(5)	-	-
- gain on derecognition of available-for-sale financial assets	(214)	(24)	(33)	-
- others	(2,486)	(1,571)	-	(64)
Expenses eligible for double deduction	(228)	(337)	-	-
Non-deductible expenses				
- loss on disposal of financial assets at fair value through profit or loss	404	-	-	-
- unrealised loss on derivative financial instruments	338	-	-	-
- deficit arising from liquidation of subsidiaries	-	707	-	-
- fair value loss on financial assets at fair value through profit or loss	2,630	-	-	-
- loss on disposal of an associate	-	249	-	-
- others	6,208	7,974	1,190	2,051
Utilisation of reinvestment allowance	(10,792)	(5,794)	-	-

NOTES TO THE FINANCIAL STATEMENTS

7. INCOME TAX EXPENSE (continued)

	Group		Company	
	2011 RM'000	2010 RM'000	2011 RM'000	2010 RM'000
Utilisation of previously unrecognised tax losses	-	(4,004)	-	(3,727)
Deferred tax liabilities recognised upon acquisition of assets	-	-	2,137	-
Deferred tax assets not recognised	928	250	-	-
(Over)/Underprovision in prior year	(7,115)	947	719	1
	<u>44,072</u>	<u>61,001</u>	<u>8,052</u>	<u>(1,861)</u>

The Company is on the single tier income tax system; accordingly the entire retained earnings of the Company are available for distribution by way of dividends without incurring additional tax liability.

8. DISCONTINUED OPERATIONS AND DISPOSAL GROUP CLASSIFIED AS HELD FOR SALE

The disposals of Malayan Sugar Manufacturing Company Berhad ("MSM"), Kilang Gula Felde Perlis Sdn Bhd ("KGFP"), sugar cane plantation land in Chuping ("Chuping Land") and Tradewinds (M) Berhad shares were completed in 2010 with profit from the disposals recognised in 2010.

(a) The results of the discontinued operations are as follows:

	Group		Company	
	2011 RM'000	2010 RM'000	2011 RM'000	2010 RM'000
Revenue	-	119	-	119
Cost of sales	-	(2,270)	-	(2,270)
Gross loss	-	(2,151)	-	(2,151)
Other income	-	2	-	2
Administrative expenses	-	(100)	-	(100)
Other expenses	-	(4)	-	(4)
Loss before tax	-	(2,253)	-	(2,253)
Income tax expense	-	-	-	-
Loss after tax from discontinued operations but before profit from disposal of discontinued operations	-	(2,253)	-	(2,253)
Profit from disposal of discontinued operations	-	840,994	-	1,201,806
Profit for the year from discontinued operations	-	<u>838,741</u>	-	<u>1,199,553</u>

NOTES TO THE FINANCIAL STATEMENTS

8. DISCONTINUED OPERATIONS AND DISPOSAL GROUP CLASSIFIED AS HELD FOR SALE (continued)

(b) The analysis of the MSM, KGFP and Chuping Land disposals in 2010 is as follow:

	Group	
	2011	2010
	RM'000	RM'000
Property, plant and equipment	-	185,862
Investment properties	-	13,742
Investments in associates	-	27,306
Inventories	-	266,298
Biological assets (current assets)	-	11,958
Receivables	-	143,919
Derivative financial assets	-	6,034
Cash and cash equivalents	-	143,363
Bank borrowings	-	(126,000)
Payables	-	(179,101)
Current tax liabilities	-	(31,064)
Deferred tax liabilities	-	(12,243)
Share of net assets disposed of	-	450,074
Profit from disposal of discontinued operations	-	840,994
Total sale consideration	-	1,291,068
Less : deposits received in prior year	-	(64,624)
Less : cash and cash equivalents disposed of	-	(143,363)
Net cash inflow during the year	-	1,083,081

9. BASIC EARNINGS PER SHARE ATTRIBUTABLE TO OWNERS OF THE PARENT

The basic earnings per share is calculated by dividing the Group's profit for the year attributable to owners of the parent by the number of ordinary shares in issue during the year.

	Group	
	2011	2010
	RM'000	RM'000
		(Restated)
Attributable to owners of the parent		
- Profit from continuing operations	980,372	1,046,208
- Profit from discontinued operations	-	838,741
	980,372	1,884,949
Number of ordinary shares in issue ('000)	1,185,500	1,185,500
Basic earnings per share attributable to owners of the parent (sen)		
- Profit from continuing operations	82.7	88.3
- Profit from discontinued operations	-	70.7
	82.7	159.0

NOTES TO THE FINANCIAL STATEMENTS

10. PROPERTY, PLANT AND EQUIPMENT

	Freehold land and buildings RM'000	Long leasehold land and buildings RM'000	Short leasehold land and buildings RM'000	Plant, machinery and equipment RM'000	Motor vehicles and vessel RM'000	Furniture, fittings, office and other equipment RM'000	Capital work-in- progress RM'000	Total RM'000
Group								
Cost/Valuation								
At 1.1.2011								
- cost	168,949	222,039	281,529	533,286	89,751	87,080	150,124	1,532,758
- valuation	-	714	9,056	-	-	-	-	9,770
	168,949	222,753	290,585	533,286	89,751	87,080	150,124	1,542,528
Additions	1,491	12,965	31,349	26,849	16,893	12,642	32,698	134,887
Disposals - cost	(94)	-	-	(199)	(1,673)	(218)	-	(2,184)
Exchange differences								
- cost	-	-	607	1,162	2,492	41	120	4,422
Transfer to investment								
properties - cost	-	(4,958)	-	(771)	-	-	-	(5,729)
Write-offs - cost	-	-	-	(2,613)	(377)	(2,945)	-	(5,935)
Reclassifications - cost	16,079	40,240	25,314	91,275	177	372	(173,457)	-
At 31.12.2011	186,425	271,000	347,855	648,989	107,263	96,972	9,485	1,667,989
- cost	186,425	270,286	338,799	648,989	107,263	96,972	9,485	1,658,219
- valuation	-	714	9,056	-	-	-	-	9,770
	186,425	271,000	347,855	648,989	107,263	96,972	9,485	1,667,989

NOTES TO THE FINANCIAL STATEMENTS

10. PROPERTY, PLANT AND EQUIPMENT (continued)

	Freehold land and buildings RM'000	Long leasehold land and buildings RM'000	Short leasehold land and buildings RM'000	Plant, machinery and equipment RM'000	Motor vehicles and vessel RM'000	Furniture, fittings, office and other equipment RM'000	Capital work-in- progress RM'000	Total RM'000
Group								
Accumulated depreciation								
At 1.1.2011								
- cost	48,132	41,555	102,078	284,514	42,431	55,839	-	574,549
- valuation	-	317	9,056	-	-	-	-	9,373
	48,132	41,872	111,134	284,514	42,431	55,839	-	583,922
Charge for the year								
- cost	3,863	5,879	16,383	34,856	5,086	7,391	-	73,458
- valuation	-	4	-	-	-	-	-	4
Disposals - cost	(52)	-	-	(168)	(1,040)	(160)	-	(1,420)
Exchange differences								
- cost	-	-	(96)	294	183	22	-	403
Transfer to investment properties - cost	-	(1,751)	-	(416)	-	-	-	(2,167)
Write-offs - cost	-	-	-	(2,282)	(374)	(2,828)	-	(5,484)
At 31.12.2011	51,943	46,004	127,421	316,798	46,286	60,264	-	648,716
- cost	51,943	45,683	118,365	316,798	46,286	60,264	-	639,339
- valuation	-	321	9,056	-	-	-	-	9,377
	51,943	46,004	127,421	316,798	46,286	60,264	-	648,716
Accumulated impairment losses								
At 1.1.2011/31.12.2011								
- cost	476	-	523	-	-	430	-	1,429
- valuation	-	-	-	-	-	-	-	-
	476	-	523	-	-	430	-	1,429
Net book value at 31.12.2011	134,006	224,996	219,911	332,191	60,977	36,278	9,485	1,017,844
- cost	134,006	224,603	219,911	332,191	60,977	36,278	9,485	1,017,451
- valuation	-	393	-	-	-	-	-	393
	134,006	224,996	219,911	332,191	60,977	36,278	9,485	1,017,844

NOTES TO THE FINANCIAL STATEMENTS

10. PROPERTY, PLANT AND EQUIPMENT (continued)

	Freehold land and buildings RM'000	Long leasehold land and buildings RM'000	Short leasehold land and buildings RM'000	Plant, machinery and equipment RM'000	Motor vehicles and vessel RM'000	Furniture, fittings, office and other equipment RM'000	Capital work-in- progress RM'000	Total RM'000
Group								
Cost/Valuation								
At 1.1.2010								
- cost	178,226	212,713	274,287	527,608	98,977	82,466	82,776	1,457,053
- valuation	-	-	9,770	-	-	-	-	9,770
	178,226	212,713	284,057	527,608	98,977	82,466	82,776	1,466,823
Fair value adjustments*	168	-	-	-	-	-	-	168
Additions	1,912	3,111	18,259	16,430	2,982	7,619	72,649	122,962
Disposals - cost	(7)	(6)	-	(740)	(3,716)	(336)	-	(4,805)
Disposals via disposal of subsidiaries - cost	(11,063)	-	-	(3,220)	(1,261)	(842)	-	(16,386)
Exchange differences								
- cost	-	-	(5,450)	(4,676)	(6,395)	(192)	(87)	(16,800)
Transfer to investment properties - cost	(213)	(1,114)	(2,108)	-	-	-	-	(3,435)
Write-offs - cost	-	-	(1,337)	(1,740)	(836)	(1,991)	-	(5,904)
Reclassified to other intangible assets								
- cost	-	-	-	-	-	(95)	-	(95)
Reclassifications								
- cost	(74)	7,335	(2,122)	(376)	-	451	(5,214)	-
- valuation	-	714	(714)	-	-	-	-	-
At 31.12.2010	168,949	222,753	290,585	533,286	89,751	87,080	150,124	1,542,528
- cost	168,949	222,039	281,529	533,286	89,751	87,080	150,124	1,532,758
- valuation	-	714	9,056	-	-	-	-	9,770
	168,949	222,753	290,585	533,286	89,751	87,080	150,124	1,542,528

* Fair value adjustments made following the acquisition of additional equity interest in an existing subsidiary.

NOTES TO THE FINANCIAL STATEMENTS

10. PROPERTY, PLANT AND EQUIPMENT (continued)

	Freehold land and buildings RM'000	Long leasehold land and buildings RM'000	Short leasehold land and buildings RM'000	Plant, machinery and equipment RM'000	Motor vehicles and vessel RM'000	Furniture, fittings, office and other equipment RM'000	Capital work-in- progress RM'000	Total RM'000
Group								
Accumulated depreciation								
At 1.1.2010								
- cost	46,402	36,044	93,449	260,788	44,817	52,120	-	533,620
- valuation	-	-	9,369	-	-	-	-	9,369
	46,402	36,044	102,818	260,788	44,817	52,120	-	542,989
Charge for the year								
- cost	3,712	5,163	14,172	29,073	4,679	6,143	-	62,942
- valuation	-	4	-	-	-	-	-	4
Disposals - cost	(2)	(6)	-	(727)	(3,201)	(241)	-	(4,177)
Disposals via disposal of subsidiaries - cost	(1,977)	-	-	(2,062)	(698)	(573)	-	(5,310)
Exchange differences - cost	-	-	(1,277)	(644)	(2,330)	(151)	-	(4,402)
Transfer to investment properties - cost	(3)	(475)	(2,100)	-	-	-	-	(2,578)
Write-offs - cost	-	-	(1,337)	(1,559)	(836)	(1,799)	-	(5,531)
Reclassified to other intangible assets - cost	-	-	-	-	-	(15)	-	(15)
Reclassifications - cost	-	829	(829)	(355)	-	355	-	-
- valuation	-	313	(313)	-	-	-	-	-
At 31.12.2010	48,132	41,872	111,134	284,514	42,431	55,839	-	583,922
- cost	48,132	41,555	102,078	284,514	42,431	55,839	-	574,549
- valuation	-	317	9,056	-	-	-	-	9,373
	48,132	41,872	111,134	284,514	42,431	55,839	-	583,922
Accumulated impairment losses								
At 1.1.2010/31.12.2010								
- cost	476	-	523	-	-	430	-	1,429
- valuation	-	-	-	-	-	-	-	-
	476	-	523	-	-	430	-	1,429
Net book value at 31.12.2010	120,341	180,881	178,928	248,772	47,320	30,811	150,124	957,177
- cost	120,341	180,484	178,928	248,772	47,320	30,811	150,124	956,780
- valuation	-	397	-	-	-	-	-	397
	120,341	180,881	178,928	248,772	47,320	30,811	150,124	957,177

NOTES TO THE FINANCIAL STATEMENTS

10. PROPERTY, PLANT AND EQUIPMENT (continued)

Company	Freehold land RM'000	Plant, machinery and equipment RM'000	Motor vehicles RM'000	Furniture, fittings, office and other equipment RM'000	Vessel RM'000	Total RM'000
Cost						
At 1.1.2011	-	121	1,485	1,857	-	3,463
Additions	-	-	-	554	-	554
Additions via dividend-in-specie	-	-	-	-	76,712	76,712
Disposals	-	-	-	(13)	(76,712)	(76,725)
Write-offs	-	-	-	(12)	-	(12)
Transfer to investment properties	-	(121)	-	-	-	(121)
At 31.12.2011	-	-	1,485	2,386	-	3,871
Accumulated depreciation						
At 1.1.2011	-	19	281	1,397	-	1,697
Charge for the year	-	-	98	198	-	296
Disposals	-	-	-	(13)	-	(13)
Write-offs	-	-	-	(8)	-	(8)
Transfer to investment properties	-	(19)	-	-	-	(19)
At 31.12.2011	-	-	379	1,574	-	1,953
Net book value at 31.12.2011	-	-	1,106	812	-	1,918
Cost						
At 1.1.2010	42	120	810	1,768	-	2,740
Additions	-	1	1,255	269	-	1,525
Disposals	-	-	(580)	-	-	(580)
Write-offs	-	-	-	(180)	-	(180)
Transfer to investment properties	(42)	-	-	-	-	(42)
At 31.12.2010	-	121	1,485	1,857	-	3,463
Accumulated depreciation						
At 1.1.2010	-	-	603	1,425	-	2,028
Charge for the year	-	19	98	152	-	269
Disposals	-	-	(420)	-	-	(420)
Write-offs	-	-	-	(180)	-	(180)
At 31.12.2010	-	19	281	1,397	-	1,697
Net book value at 31.12.2010	-	102	1,204	460	-	1,766

Included in the Group's additions to property, plant and equipment during the financial year is capitalised interest expense amounting to RM nil (2010: RM1.014 million).

Included in the Group's property, plant and equipment are motor vehicles acquired under unexpired hire purchase arrangements with net book value amounting to RM3 (2010: RM15,000).

Title deeds to certain freehold land and buildings of the Group with net book value of RM3.047 million (2010: RM3.150 million) have yet to be issued by the relevant authorities.

Property, plant and equipment of the Group with net book value of RM96.659 million (2010: RM89.794 million) has been charged to secure the long term bank loan referred to in note 33.

The property, plant and equipment stated at valuation were revalued by directors based on independent professional valuations carried out in 1982 on the open market value basis. These valuations were for special purposes. It has never been the Group's policy to carry out regular revaluations of its property, plant and equipment. The Group has availed itself of the transitional provisions when the MASB first adopted *IAS 16 Property, Plant and Equipment* in 1998 and accordingly, the carrying amounts of the revalued property, plant and equipment have been retained on the basis of these valuations as though they had never been revalued.

NOTES TO THE FINANCIAL STATEMENTS

11. INVESTMENT PROPERTIES

	Group		Company	
	2011 RM'000	2010 RM'000	2011 RM'000	2010 RM'000
Cost/Valuation				
At 1 January				
- cost	297,752	287,561	69,140	68,275
- valuation	6,410	6,410	-	-
	304,162	293,971	69,140	68,275
Fair value adjustment*	-	2,006	-	-
Additions	3,936	5,510	239,806	1,535
Disposals - cost	-	(7)	-	-
Write-offs - cost	-	(41)	-	-
Transfer from property, plant and equipment - cost	5,729	3,435	121	42
Transfer to assets held for sale - cost	(397)	(712)	(397)	(712)
At 31 December	313,430	304,162	308,670	69,140
- cost	307,020	297,752	308,670	69,140
- valuation	6,410	6,410	-	-
	313,430	304,162	308,670	69,140
Accumulated depreciation				
At 1 January				
- cost	84,186	76,764	717	35
- valuation	327	294	-	-
	84,513	77,058	717	35
Charge for the year				
- cost	5,063	4,858	2,073	682
- valuation	26	33	-	-
Disposals - cost	-	(7)	-	-
Write-offs - cost	-	(7)	-	-
Transfer from property, plant and equipment - cost	2,167	2,578	19	-
At 31 December	91,769	84,513	2,809	717
- cost	91,416	84,186	2,809	717
- valuation	353	327	-	-
	91,769	84,513	2,809	717

NOTES TO THE FINANCIAL STATEMENTS

11. INVESTMENT PROPERTIES (continued)

	Group		Company	
	2011 RM'000	2010 RM'000	2011 RM'000	2010 RM'000
Accumulated impairment losses				
At 1 January				
- cost	7,000	7,034	4,022	4,022
- valuation	-	-	-	-
	<u>7,000</u>	<u>7,034</u>	<u>4,022</u>	<u>4,022</u>
Write back - cost	(34)	(34)	-	-
At 31 December	<u>6,966</u>	<u>7,000</u>	<u>4,022</u>	<u>4,022</u>
- cost	6,966	7,000	4,022	4,022
- valuation	-	-	-	-
	<u>6,966</u>	<u>7,000</u>	<u>4,022</u>	<u>4,022</u>
Net book value at 31 December	<u>214,695</u>	<u>212,649</u>	<u>301,839</u>	<u>64,401</u>
- cost	208,638	206,566	301,839	64,401
- valuation	6,057	6,083	-	-
	<u>214,695</u>	<u>212,649</u>	<u>301,839</u>	<u>64,401</u>
Fair value at 31 December	<u>530,941</u>	<u>450,615</u>	<u>313,750</u>	<u>71,224</u>

* Fair value adjustment made following the acquisition of additional equity interest in an existing subsidiary.

Title deeds to certain investment properties of the Group with net book value of RM8.780 million (2010: RM6.670 million) have yet to be issued by the relevant authorities.

The investment properties stated at valuation previously included in property, plant and equipment were revalued by directors based on independent professional valuations carried out in 1981 on the open market value basis. These valuations were for special purposes. It has never been the Group's policy to carry out regular revaluations of its property, plant and equipment. The Group has availed itself of the transitional provisions when the MASB first adopted *IAS 16 Property, Plant and Equipment* in 1998, and accordingly, the carrying amounts of these revalued investment properties have been retained on the basis of these valuations as though they had never been revalued.

The fair values of these investment properties as at the financial year end were arrived at by reference to market evidence of transaction prices for similar properties and was performed by a registered independent valuer having an appropriate recognised professional qualification and recent experience in the locations and categories of the properties being valued.

NOTES TO THE FINANCIAL STATEMENTS

12. BIOLOGICAL ASSETS

	Group	
	2011 RM'000	2010 RM'000
Plantation Development Expenditure <i>(included under non-current assets)</i>		
Cost		
At 1 January	4,247	4,221
Additions	25	26
At 31 December	<u>4,272</u>	<u>4,247</u>
Accumulated depreciation		
At 1 January	1,504	1,332
Charge for the year	168	172
At 31 December	<u>1,672</u>	<u>1,504</u>
Net book value at 31 December	<u>2,600</u>	<u>2,743</u>
Biological assets <i>(included under current assets)</i>		
Livestock at cost	<u>16,860</u>	<u>14,525</u>

13. LAND HELD FOR PROPERTY DEVELOPMENT

	Freehold land RM'000	Leasehold land RM'000	Development expenditure RM'000	Total RM'000
Group				
Cost				
At 1 January 2011	4,533	263	6,688	11,484
Additions	-	-	386	386
At 31 December 2011	<u>4,533</u>	<u>263</u>	<u>7,074</u>	<u>11,870</u>
At 1 January 2010	4,533	263	6,472	11,268
Additions	-	-	216	216
At 31 December 2010	<u>4,533</u>	<u>263</u>	<u>6,688</u>	<u>11,484</u>

NOTES TO THE FINANCIAL STATEMENTS

14. GOODWILL

	Group	
	2011	2010
	RM'000	RM'000
Cost		
At 1 January	74,617	72,444
Arising from the acquisition of subsidiaries (<i>see note 43(a)</i>)	2	2
Arising from the acquisition of additional shares in an existing subsidiary (<i>see note 43(b)</i>)	-	2,171
Goodwill written off	(2)	-
At 31 December	74,617	74,617

Impairment testing of goodwill

Goodwill acquired in business combinations had been allocated to the Group's cash-generating units ("CGU") identified according to business segments as follows:

	Group	
	2011	2010
	RM'000	RM'000
Film exhibition and distribution	70,233	70,233
Environmental engineering, waste management and utilities	3,338	3,338
Chemicals trading and manufacturing	290	290
Other operations	756	756
	74,617	74,617

Film exhibition and distribution

The recoverable amount of the CGU of film exhibition and distribution are determined by value in use calculation using cash flow projections based on financial budgets covering a five-year period approved by management. Cash flows beyond that five-year period have been extrapolated using a weighted average growth rate of 11.77% (2010: 10.00%), based on the long-term average growth rate of the industry. Pre-tax discount rate of 13.31% (2010: 9.34%) is applied to cash flow projections which also reflects the specific risks relating to the CGU.

Environmental engineering, waste management and utilities, chemicals trading and manufacturing and other operations

The recoverable amounts of the CGU of environmental engineering, waste management and utilities, chemicals trading and manufacturing, and other operations are determined by value in use calculations using cash flow projections based on financial budgets covering a five-year period approved by management. The cash flows beyond the five-year period are extrapolated using weighted average growth rates between 2.00% to 5.00% (2010: between 0.39% to 12.00%), based on the long-term average growth rate of the respective industries. Pre-tax discount rate between 4.58% to 9.42% (2010: between 4.88% to 9.82%) is applied to cash flow projections which also reflects the specific risks relating to the CGUs.

NOTES TO THE FINANCIAL STATEMENTS

14. GOODWILL (continued)

Sensitivity to changes in assumptions

All the above key assumptions are based on management knowledge in the respective industries and historical information. In assessing the value in use, management is of the view that no foreseeable changes in any of the above key assumptions are expected to cause the carrying values of the respective CGUs to materially exceed their recoverable amounts.

15. OTHER INTANGIBLE ASSETS

	Group	
	2011 RM'000	2010 RM'000
Computer software <i>(included under non-current assets)</i>		
Cost		
At 1 January	8,062	7,534
Additions	770	569
Write-offs	(77)	(44)
Reclassified from property, plant and equipment	-	95
Exchange differences	23	(92)
At 31 December	8,778	8,062
Accumulated amortisation		
At 1 January	6,559	5,565
Charge for the year	871	1,113
Write-offs	(73)	(42)
Reclassified from property, plant and equipment	-	15
Exchange differences	23	(92)
At 31 December	7,380	6,559
Carrying amount		
At 31 December	1,398	1,503

NOTES TO THE FINANCIAL STATEMENTS

15. OTHER INTANGIBLE ASSETS (continued)

	Group	
	2011	2010
	RM'000	RM'000
Film rights		
<i>(included under current assets)</i>		
Cost		
At 1 January	42,118	36,174
Additions	20,128	9,735
Rights expired	(6,266)	(3,791)
At 31 December	<u>55,980</u>	<u>42,118</u>
Accumulated amortisation		
At 1 January	35,395	29,840
Charge for the year	14,838	9,346
Rights expired	(6,266)	(3,791)
At 31 December	<u>43,967</u>	<u>35,395</u>
Carrying amount		
At 31 December	<u>12,013</u>	<u>6,723</u>

16. INVESTMENTS IN SUBSIDIARIES

	Company	
	2011	2010
	RM'000	RM'000
Unquoted shares at cost	<u>1,417,269</u>	<u>1,330,782</u>

The subsidiaries are listed in note 58.

NOTES TO THE FINANCIAL STATEMENTS

17. INVESTMENTS IN ASSOCIATES

	Group		Company	
	2011	2010	2011	2010
	RM'000	RM'000	RM'000	RM'000
Shares quoted outside Malaysia at cost	8,080,369	8,080,369	8,684,629	8,684,629
Unquoted shares at cost	100,894	92,535	56,618	44,883
	<u>8,181,263</u>	<u>8,172,904</u>	<u>8,741,247</u>	<u>8,729,512</u>
Impairment loss on unquoted shares	(4,705)	(4,705)	(25)	(25)
Group's share of post-acquisition reserves	2,863,996	1,832,073	-	-
	<u>11,040,554</u>	<u>10,000,272</u>	<u>8,741,222</u>	<u>8,729,487</u>
Market value of quoted shares	<u>14,316,454</u>	<u>15,783,634</u>	<u>14,316,454</u>	<u>15,783,634</u>

The Group's share of the current year's losses and accumulated losses of an associate amounting to RM1,724 and RM79.336 million (2010: RM1.907 million and RM79.334 million), respectively have not been recognised in the Group income statement as equity accounting had ceased when the Group's share of losses of this associate exceeded the carrying amount of its investment in the associate.

The summarised financial information of the associates as at 31 December are as follows:

	2011	2010
	RM'000	RM'000
<i>Assets and liabilities</i>		
Total assets	<u>126,817,739</u>	<u>105,960,418</u>
Total liabilities	<u>80,938,369</u>	<u>65,664,986</u>
<i>Results</i>		
Revenue	<u>137,040,152</u>	<u>98,065,893</u>
Profit for the year	<u>4,952,352</u>	<u>4,454,051</u>

The associates are listed in note 59.

NOTES TO THE FINANCIAL STATEMENTS

18. INVESTMENT IN JOINTLY CONTROLLED ENTITY

	Group	
	2011	2010
	RM'000	RM'000
		(Restated)
Capital contribution, at cost	14,595	18,053
Group's share of post-acquisition reserve	37,074	29,234
	<u>51,669</u>	<u>47,287</u>

The Group's share of the assets and liabilities as at 31 December and revenue and results for the year of the jointly controlled entity are as follows:

	Group	
	2011	2010
	RM'000	RM'000
		(Restated)
<i>Assets and liabilities</i>		
Non-current assets	50,037	46,221
Current assets	2,674	1,519
Total assets	<u>52,711</u>	<u>47,740</u>
Non-current liabilities	-	-
Current liabilities	1,042	453
Total liabilities	<u>1,042</u>	<u>453</u>
<i>Results</i>		
Revenue	8,379	9,761
Expenses	(3,815)	(116)
Profit for the year	<u>4,564</u>	<u>9,645</u>

The unincorporated jointly controlled entity has no material contingencies and capital commitments at year end.

The jointly controlled entity is listed in note 60.

NOTES TO THE FINANCIAL STATEMENTS

19. OTHER INVESTMENTS

	Group		Company	
	2011 RM'000	2010 RM'000	2011 RM'000	2010 RM'000
<u>Classified as available-for-sale financial assets</u>				
Shares quoted in Malaysia at market value	246,496	422,170	231,526	395,432
Shares quoted outside Malaysia at market value	338,063	485,614	327,770	322,606
Unquoted shares at cost	427	427	266	266
	<u>584,986</u>	<u>908,211</u>	<u>559,562</u>	<u>718,304</u>
<u>Classified as financial assets at fair value through profit or loss</u>				
Shares quoted outside Malaysia at market value	13,581	27,915	-	-
	<u>598,567</u>	<u>936,126</u>	<u>559,562</u>	<u>718,304</u>

20. DEFERRED TAX ASSETS

	Group		Company	
	2011 RM'000	2010 RM'000	2011 RM'000	2010 RM'000
At 1 January	4,366	5,479	-	-
Exchange translation differences	(22)	(194)	-	-
Originating/(Reversal) during the year	3,213	(919)	-	-
At 31 December	<u>7,557</u>	<u>4,366</u>	<u>-</u>	<u>-</u>

The Group has recognised the deferred tax assets based on the current level of operations of certain subsidiaries and the probability that sufficient taxable profit will be generated in the future against which the deferred tax assets can be utilised.

The deferred tax assets on temporary differences recognised in the financial statements are as follows:

	Group		Company	
	2011 RM'000	2010 RM'000	2011 RM'000	2010 RM'000
Tax effects of				
- Unabsorbed tax losses	7,669	4,507	-	-
- Unabsorbed capital allowances	-	32	-	-
- Excess of capital allowances over accumulated depreciation on property, plant and equipment	(112)	(173)	-	-
	<u>7,557</u>	<u>4,366</u>	<u>-</u>	<u>-</u>

NOTES TO THE FINANCIAL STATEMENTS

20. DEFERRED TAX ASSETS (continued)

Further, the following differences and unused tax losses exist as at 31 December of which the deferred tax benefits have not been recognised in the financial statements:

	Group		Company	
	2011	2010	2011	2010
	RM'000	RM'000	RM'000	RM'000
Unabsorbed tax losses	24,417	20,608	18,199	13,898
Unabsorbed capital allowances	3,846	3,453	2,328	1,910
Excess of capital allowances over accumulated depreciation on property, plant and equipment	(80)	(84)	-	-
	<u>28,183</u>	<u>23,977</u>	<u>20,527</u>	<u>15,808</u>

21. AMOUNTS DUE FROM/TO SUBSIDIARIES

Amounts due from subsidiaries included under non-current assets

The amounts due from subsidiaries included under non-current assets represent unsecured advances not expected to be recalled within the next 12 months and are analysed as follows:

	Company	
	2011	2010
	RM'000	RM'000
Bearing interest at 3.33% (2010: 3.12%) per annum ("p.a")	<u>52,010</u>	<u>53,100</u>

Amounts due from subsidiaries included under current assets

The amounts due from subsidiaries included under current assets represent unsecured advances which are repayable on demand.

	Company	
	2011	2010
	RM'000	RM'000
Bearing interest at 3.33% (2010: 3.12%) p.a	4,215	27,982
Interest-free	243	188
	<u>4,458</u>	<u>28,170</u>

Amounts due to subsidiaries included under current liabilities

The amounts due to subsidiaries included under current liabilities represent interest-free unsecured advances which are repayable on demand.

NOTES TO THE FINANCIAL STATEMENTS

22. INVENTORIES

	Group	
	2011	2010
	RM'000	RM'000
Raw materials	368,921	218,366
Work-in-progress	5,062	4,684
Finished goods	68,535	65,425
Completed development properties	14,090	13,799
Sundry stores and consumables	17,551	14,464
	<u>474,159</u>	<u>316,738</u>

23. PROPERTY DEVELOPMENT COSTS

	Group	
	2011	2010
	RM'000	RM'000
Freehold land		
- at cost	3,927	3,927
- at valuation	748	748
Development and construction costs	30,710	26,118
At 1 January	<u>35,385</u>	<u>30,793</u>
Development costs incurred during the year	8,351	4,592
At 31 December	<u>43,736</u>	<u>35,385</u>

24. GROSS AMOUNTS DUE FROM/(TO) CUSTOMERS

	Group	
	2011	2010
	RM'000	RM'000
Aggregate contract expenditure incurred to-date	375,141	405,547
Attributable profit recognised to-date	40,436	31,766
	<u>415,577</u>	<u>437,313</u>
Progress billings to-date	(411,073)	(413,119)
	<u>4,504</u>	<u>24,194</u>
Gross amount due from customers	21,890	31,956
Gross amount due to customers	(17,386)	(7,762)
	<u>4,504</u>	<u>24,194</u>

NOTES TO THE FINANCIAL STATEMENTS

24. GROSS AMOUNTS DUE FROM/(TO) CUSTOMERS (continued)

	Group	
	2011 RM'000	2010 RM'000
Progress billings comprise:		
Progress billings		
- received	396,776	406,430
- receivable	5,560	3,707
Retention sums	8,737	2,982
	411,073	413,119

25. TRADE RECEIVABLES

	Group		Company	
	2011 RM'000	2010 RM'000	2011 RM'000	2010 RM'000
Related parties other than associates	-	353	-	-
Others	354,886	275,792	244	55
	354,886	276,145	244	55
Allowance for doubtful debts	(12,998)	(12,178)	-	-
	341,888	263,967	244	55

The currency exposure profile of trade receivables is as follows:

	Group		Company	
	2011 RM'000	2010 RM'000	2011 RM'000	2010 RM'000
- RM	297,572	238,698	244	55
- United States Dollar ("USD")	2,889	4,327	-	-
- Singapore Dollar ("SGD")	4,477	703	-	-
- Euro ("EUR")	-	122	-	-
- Brunei Dollar ("BND")	5	75	-	-
- Indonesian Rupiah ("IDR")	26,974	2,054	-	-
- Hong Kong Dollar ("HKD")	109	117	-	-
- Vietnamese Dong ("VND")	9,862	17,871	-	-
	341,888	263,967	244	55

Credit terms granted to customers normally range from 14 to 90 days. For major established customers, the credit terms may be extended to 120 days based on the discretion of management.

NOTES TO THE FINANCIAL STATEMENTS

26. AMOUNTS DUE FROM/TO ASSOCIATES

Amounts due from associates included under current assets

The amounts due from associates included under current assets are unsecured and are analysed as follows:

	Group		Company	
	2011 RM'000	2010 RM'000	2011 RM'000	2010 RM'000
Trade balances	1,227	1,233	-	-
Advances				
- bearing interest at 0.74% (2010: 1.02%) p.a	12,128	11,717	-	-
- bearing interest at 0.77% (2010: 0.85%) p.a	1,423	1,375	-	-
- bearing interest at 4.33% (2010: 4.12%) p.a	3,814	3,655	3,814	3,655
- bearing interest at 3.86% (2010: nil) p.a	5,785	-	-	-
- interest-free	2,274	5,617	25	2
	<u>26,651</u>	<u>23,597</u>	<u>3,839</u>	<u>3,657</u>
Allowance for doubtful debts	(189)	(189)	-	-
	<u>26,462</u>	<u>23,408</u>	<u>3,839</u>	<u>3,657</u>

The trade balances are expected to be settled within the normal credit periods. The advances can be recalled on demand.

The currency exposure profile of the amounts due from associates is as follows:

	Group		Company	
	2011 RM'000	2010 RM'000	2011 RM'000	2010 RM'000
- RM	5,822	5,668	3,839	3,657
- USD	8,512	6,023	-	-
- HKD	12,128	11,717	-	-
	<u>26,462</u>	<u>23,408</u>	<u>3,839</u>	<u>3,657</u>

Amounts due to associates included under current liabilities

The trade balances due to associates included under current liabilities are expected to be settled within the normal credit periods. The advances are payable on demand.

NOTES TO THE FINANCIAL STATEMENTS

27. DERIVATIVE FINANCIAL ASSETS/(LIABILITIES)

	Group	
	2011 RM'000	2010 RM'000
Assets designated at fair value through profit or loss		
- Forward foreign currency contracts	1,796	271
- Futures and options contracts	900	-
	<u>2,696</u>	<u>271</u>
Liabilities designated at fair value through profit or loss		
- Forward foreign currency contracts	(427)	(467)
- Futures and options contracts	(3,837)	-
	<u>(4,264)</u>	<u>(467)</u>

28. DEPOSITS

	Group		Company	
	2011 RM'000	2010 RM'000	2011 RM'000	2010 RM'000
Deposits with licensed banks				
- in Malaysia	995,711	798,882	468,320	341,663
- outside Malaysia	52,934	64,980	-	-
	<u>1,048,645</u>	<u>863,862</u>	<u>468,320</u>	<u>341,663</u>

The currency exposure profile of deposits is as follows:

	Group		Company	
	2011 RM'000	2010 RM'000	2011 RM'000	2010 RM'000
- RM	995,711	798,882	468,320	341,663
- Australian Dollar ("AUD")	271	258	-	-
- USD	12,783	12,191	-	-
- SGD	-	236	-	-
- EUR	6,555	6,549	-	-
- IDR	4,548	-	-	-
- HKD	18,348	17,054	-	-
- Chinese Yuan Renminbi ("CNY")	6,976	496	-	-
- VND	3,453	28,196	-	-
	<u>1,048,645</u>	<u>863,862</u>	<u>468,320</u>	<u>341,663</u>

The effective interest rates range from 0.55% to 3.50% (2010: 0.001% to 3.10%) p.a. All the deposits have maturities of less than one year.

NOTES TO THE FINANCIAL STATEMENTS

29. CASH AND BANK BALANCES

Cash and bank balances of the Group include an amount of RM134,456 (2010: RM3.114 million) maintained in Housing Development Accounts. Withdrawals from the Housing Development Accounts are restricted in accordance with the Housing Development (Housing Development Account) Regulations 1991.

Funds maintained in the Housing Development Accounts earn interest at 2% (2010: 1.75%) p.a.

The currency exposure profile of cash and bank balances is as follows:

	Group		Company	
	2011 RM'000	2010 RM'000	2011 RM'000	2010 RM'000
- RM	55,752	26,713	5,301	1,351
- AUD	13	1	-	-
- USD	23,912	6,688	-	-
- SGD	2,197	720	104	45
- EUR	140	804	-	-
- IDR	138	21,880	-	-
- HKD	705	759	-	-
- VND	1,922	1,561	-	-
- CNY	1,061	693	-	-
- Japanese Yen ("JPY")	8	-	-	-
- Thai Baht ("THB")	1	1	-	-
- Swedish Krona ("SEK")	14	-	-	-
- Turkish Lira ("TRY")	3	-	-	-
- Myanmar Kyat ("MMK")	11	-	-	-
	85,877	59,820	5,405	1,396

NOTES TO THE FINANCIAL STATEMENTS

30. NON-CURRENT ASSETS CLASSIFIED AS HELD FOR SALE

The disposal of investment property amounting to RM0.712 million classified as held for sale in 2010 has been completed in 2011.

An investment property amounting to RM9.009 million classified as held for sale was in relation to a subsidiary which entered into a sale and purchase agreement to dispose of its investment property ("S&P Agreement"). Subsequent thereto, the existing tenant of the investment property ("Tenant") filed a Writ of Summons and Statement of Claim in the High Court against the subsidiary. The High Court dismissed the suit against the subsidiary after hearing the case. The Tenant thereafter filed various applications in the Court of Appeal and the Federal Court and all such applications had since been dismissed by the respective courts. The subsidiary is currently reviewing a draft supplemental sales and purchase agreement to amend the terms of the S&P Agreement and extend the time to complete the sale of the investment property.

An investment property amounting to RM0.397 million classified as held for sale was in relation to the disposal of the Company's property for a consideration of RM0.644 million. The disposal of this investment property had not been completed as at 31 December 2011.

The assets and liabilities attributable to the above assets have been classified as held for sale and are presented separately in the consolidated statement of financial position.

Since the fair values less costs to sell of the assets classified as held for sale are expected to exceed their net carrying amounts, no impairment loss is recognised.

The assets classified as held for sale are as follows:

	Group		Company	
	2011	2010	2011	2010
	RM'000	RM'000	RM'000	RM'000
Investment properties				
At cost	14,244	14,559	397	712
Accumulated depreciation	(4,838)	(4,838)	-	-
Net book value	<u>9,406</u>	<u>9,721</u>	<u>397</u>	<u>712</u>

NOTES TO THE FINANCIAL STATEMENTS

31. SHARE CAPITAL

	<-----2011----->		<-----2010----->	
	Number of shares '000	RM'000	Number of shares '000	RM'000
Authorised:				
Ordinary shares of RM1 each	<u>2,000,000</u>	<u>2,000,000</u>	<u>2,000,000</u>	<u>2,000,000</u>
Issued and fully paid:				
Ordinary shares of RM1 each	<u>1,185,500</u>	<u>1,185,500</u>	<u>1,185,500</u>	<u>1,185,500</u>

32. OTHER NON-DISTRIBUTABLE RESERVES

	Group	
	2011 RM'000	2010 RM'000 (Restated)
Revaluation reserve	60,942	61,398
Exchange translation reserve	(630,158)	(951,273)
Fair value reserve	166,319	518,837
Hedge reserve	32,041	(31,191)
Capital reserve	<u>328,878</u>	<u>305,313</u>
	<u>(41,978)</u>	<u>(96,916)</u>

Details of the capital reserve are as follows:

	Group	
	2011 RM'000	2010 RM'000
Share of capital reserves of associates	305,205	279,893
Share premium of subsidiaries arising from shares issued to non-controlling interests	23,651	23,651
Transferred from retained earnings arising from bonus issue by subsidiaries	22	1,769
	<u>328,878</u>	<u>305,313</u>

NOTES TO THE FINANCIAL STATEMENTS

33. LONG TERM BANK BORROWINGS

	Group	
	2011	2010
	RM'000	RM'000
<i>Secured:</i>		
USD-denominated loan bearing interest at 1.25% p.a above SIBOR (effective interest rate: 3.35% (2010: 3.50%) p.a) repayable in full by April 2014 (<i>see note 10</i>)	31,446	40,544
USD-denominated loan bearing interest at 1.80% p.a above SIBOR (effective interest rate: 2.21% to 2.38% (2010: nil) p.a) repayable in full by October 2018 (<i>see note 10</i>)	17,788	-
<i>Unsecured:</i>		
CNY-denominated loan bearing interest at 7.05% (2010: 5.94%) p.a, repayable in full by July 2014	8,484	10,492
	<u>57,718</u>	<u>51,036</u>
Repayments due within the next 12 months included under short term borrowings (<i>see note 38</i>)	(12,991)	(11,907)
Repayments due after 12 months	<u>44,727</u>	<u>39,129</u>
The bank term loans are repayable as follows:		
- within one year (<i>included under current liabilities</i>)	12,991	11,907
- later than one year but not later than five years	34,944	39,129
- later than five years	9,783	-
	<u>57,718</u>	<u>51,036</u>

NOTES TO THE FINANCIAL STATEMENTS

34. HIRE PURCHASE LIABILITIES

	Group	
	2011 RM'000	2010 RM'000
Outstanding hire purchase instalments due:		
- within one year	15	12
- later than one year but not later than five years	28	42
	43	54
Unexpired term charges	(3)	(5)
Outstanding principal amount due	40	49
Outstanding principal amount due as follows:		
- within one year (<i>included under current liabilities</i>)	14	11
- later than one year but not later than five years	26	38
	40	49

The effective interest rate of the hire purchase liabilities is 6.17% (2010: 6.17%) p.a.

35. DEFERRED TAX LIABILITIES

	Group		Company	
	2011 RM'000	2010 RM'000	2011 RM'000	2010 RM'000
At 1 January	69,637	71,552	134	6,493
Fair value adjustments for additional shares in an existing subsidiary	-	543	-	-
Reduction through subsidiary disposed of	-	(331)	-	-
Recognised in income statement	10,163	(2,127)	2,497	(6,359)
At 31 December	79,800	69,637	2,631	134

The deferred tax liabilities on temporary differences recognised in the financial statements are as follows:

	Group		Company	
	2011 RM'000	2010 RM'000	2011 RM'000	2010 RM'000
Tax effects of				
- Excess of capital allowances over accumulated depreciation on property, plant and equipment	63,050	53,640	2,631	134
- Surplus on revaluation of land and buildings	17,229	17,933	-	-
- Unabsorbed capital and agriculture allowances	-	(140)	-	-
- Unabsorbed tax losses	(39)	(662)	-	-
- Other temporary differences	(440)	(1,134)	-	-
	79,800	69,637	2,631	134

NOTES TO THE FINANCIAL STATEMENTS

36. TRADE PAYABLES

The currency exposure profile of trade payables is as follows:

	Group	
	2011	2010
	RM'000	RM'000
- RM	100,966	107,353
- USD	26,807	9,673
- SGD	575	786
- EUR	64	-
- IDR	5,741	13,504
- JPY	6	7
- VND	949	2,026
- HKD	1,236	1,495
- THB	-	25
- MMK	41	-
- CNY	683	-
	137,068	134,869

The normal credit terms extended by suppliers range from 30 to 120 days. Retention sums for construction contracts are payable upon the expiry of the defects liability period of the respective construction contracts. The defects liability periods of construction contracts are between 12 and 30 months.

37. OTHER PAYABLES AND ACCRUALS

	Group		Company	
	2011	2010	2011	2010
	RM'000	RM'000	RM'000	RM'000
Unpaid property, plant and equipment and investment properties acquired	12,914	5,555	-	-
Interest accrued	1,378	942	-	-
Other payables	60,932	53,560	87	5,274
Accruals	44,151	40,695	1,153	556
Tenants and other deposits	13,330	12,249	7,268	824
	132,705	113,001	8,508	6,654

Included in other payables is an amount of RM32.658 million (2010: RM16.671 million) due to a non-controlling interest in a subsidiary. This amount represents unsecured advance bearing interest at 3% (2010: 3%) p.a. which is repayable on demand.

NOTES TO THE FINANCIAL STATEMENTS

37. OTHER PAYABLES AND ACCRUALS (continued)

The currency exposure profile of other payables and accruals is as follows:

	Group		Company	
	2011 RM'000	2010 RM'000	2011 RM'000	2010 RM'000
- RM	88,754	83,247	8,508	6,654
- USD	36,128	4,102	-	-
- SGD	298	397	-	-
- Swiss Franc ("CHF")	396	21	-	-
- IDR	2,768	21,432	-	-
- HKD	1,030	1,018	-	-
- VND	3,093	2,469	-	-
- CNY	238	315	-	-
	<u>132,705</u>	<u>113,001</u>	<u>8,508</u>	<u>6,654</u>

38. SHORT TERM BORROWINGS

	Group	
	2011 RM'000	2010 RM'000
Trust receipt	63	47,073
Banker's acceptance	35,000	-
Revolving credits	1,150	800
Bank term loans	162,333	15,091
Current portion of long term bank loans (<i>see note 33</i>)	12,991	11,907
	<u>211,537</u>	<u>74,871</u>

The currency exposure profile of short term borrowings is as follows:

	Group	
	2011 RM'000	2010 RM'000
- RM	36,213	1,479
- USD	172,489	70,764
- CNY	2,835	2,628
	<u>211,537</u>	<u>74,871</u>

The borrowings bear interest at commercial rates which vary according to inter-bank offer or base lending rates, depending on the nature and purpose of the borrowings.

NOTES TO THE FINANCIAL STATEMENTS

38. SHORT TERM BORROWINGS (continued)

The effective interest rates for the short term borrowings are as follows:

	Group	
	2011	2010
	% p.a	% p.a
Trust receipt	7.60	2.10 - 3.05
Banker's acceptance	3.24 - 3.57	nil
Revolving credits	4.19 - 4.25	4.12 - 4.25
Bank term loans	1.35 - 9.20	2.30 - 2.50

39. BANK OVERDRAFTS

	Group		Company	
	2011	2010	2011	2010
	RM'000	RM'000	RM'000	RM'000
Unsecured bank overdrafts	1,599	211	564	-

The bank overdrafts bear interest at commercial rates which vary according to the banks' base lending rates. The effective interest rates applicable are between 6.60% and 8.10% (2010: between 6.30% and 7.80%) p.a.

40. EFFECT OF CHANGES IN GROUP STRUCTURE

	Group	
	2011	2010
	RM'000	RM'000
Effect of dilution of equity interest in a subsidiary		
- Retained earnings	101,701	-
- Non-controlling interest	276,418	-
	<u>378,119</u>	<u>-</u>
Effect of dilution of equity interest in an associate		
- Exchange translation reserve	(157)	(421)
- Hedging reserve	17	-
- Capital reserve	1,657	-
- Retained earnings	2,473	3,160
	<u>3,990</u>	<u>2,739</u>

NOTES TO THE FINANCIAL STATEMENTS

41. TRANSFER OF RESERVES

Transfer of reserves is mainly derived from the Group's share of associates' reserves in respect of transfers made pursuant to the laws of certain countries in which a certain amount from the net profit must be allocated to the reserve fund.

42. DIVIDENDS

	2011 RM'000	2010 RM'000
<i>In respect of the year ended 31 December 2009</i>		
Special single tier dividend of 50 sen per share	-	592,750
Final single tier dividend of 18 sen per share	-	213,390
	-	806,140
<i>In respect of the year ended 31 December 2010</i>		
Interim single tier dividend of 5 sen per share	-	59,275
Special single tier dividend of 65 sen per share	-	770,575
Final single tier dividend of 18 sen per share	213,390	-
	213,390	829,850
<i>In respect of the year ended 31 December 2011</i>		
Interim single tier dividend of 10 sen per share	118,550	-
	<u>331,940</u>	<u>1,635,990</u>

Subsequent to the financial year end, the Directors recommended the payment of a final single tier dividend of 13 sen per share amounting to RM154.115 million subject to shareholders' approval at the forthcoming Annual General Meeting.

43. ACQUISITION OF SHARES IN SUBSIDIARIES

(a) The subsidiary acquired during the year was Golden Screen International Sdn Bhd.

The subsidiaries acquired in 2010 were Federal Flour Mills Holdings Sdn Bhd and The Italian Baker Sdn Bhd.

Name of subsidiary	Cash consideration RM'000	Group effective interest %	Effective acquisition date
Golden Screen International Sdn Bhd (formerly known as Emerging Channel Sdn Bhd)	2	100	25 January 2011

NOTES TO THE FINANCIAL STATEMENTS

43. ACQUISITION OF SHARES IN SUBSIDIARIES (continued)

Details of the assets, liabilities and net cash outflow arising from the acquisition of the subsidiary are as follows:

	Carrying/Fair value Group	
	2011 RM'000	2010 RM'000
Property, plant and equipment	-	-
Trade and other receivables	-	-
Cash and bank balances	*	#
Trade and other payables	-	-
Net assets acquired	*	#
Goodwill on acquisition (<i>see note 14</i>)	2	2
Total purchase consideration	2	2
Less: cash and cash equivalents acquired	*	#
Net cash outflow on acquisition	2	2

* Represents RM2

Represents RM4

The revenue and loss for the year in which the acquisition took place and its post-acquisition contribution included in the consolidated income statement was as follows:

	Group	
	2011 RM'000	2010 RM'000
Revenue		
During the financial year	-	-
Pre-acquisition	-	-
Post-acquisition	-	-
Loss for the year		
During the financial year	(1,028)	(3)
Pre-acquisition	-	-
Post-acquisition	(1,028)	(3)

NOTES TO THE FINANCIAL STATEMENTS

43. ACQUISITION OF SHARES IN SUBSIDIARIES (continued)

The net assets of the acquired subsidiary included in the consolidated statement of financial position at the end of the financial year was as follows:

	Group	
	2011 RM'000	2010 RM'000
Non-current assets	-	-
Current assets	866	#
Non-current liabilities	-	-
Current liabilities	(686)	(3)
Group's share of net assets	180	(3)

Represents RM4

(b) The details of acquisition of additional interest in an existing subsidiary during the year are as follows:

Name of subsidiary	Cash consideration RM'000	Additional interest acquired %	Effective acquisition date
Cathay Screen Cinemas Sdn Bhd	2,149	2.1	14 December 2011

The additional shares in an existing subsidiary acquired in 2010 were in respect of Golden Screen Cinemas Sdn Bhd.

The non-controlling interests acquired and the net cash outflow arising from the acquisition of additional interests in the existing subsidiary are as follows:

	Group	
	2011 RM'000	2010 RM'000
Non-controlling interests acquired	471	1,541
Goodwill on acquisition (see note 14)	-	2,171
Changes in interest in subsidiary	1,678	-
Net cash outflow on acquisition	2,149	3,712

NOTES TO THE FINANCIAL STATEMENTS

44. DISPOSAL OF SHARES IN SUBSIDIARIES

There was no subsidiary disposed of in 2011.

The subsidiary disposed of in 2010 was Minsec Engineering Services Sdn Bhd.

An analysis of the disposal is as follows:

	Group	
	2011 RM'000	2010 RM'000
Non-current assets	-	11,076
Current assets	-	32,656
Non-current liabilities	-	(331)
Current liabilities	-	(19,343)
Net assets disposed of	-	24,058
Profit on disposal of subsidiary	-	10,675
Total sale consideration	-	34,733
Less: cash and cash equivalents disposed of	-	(9,170)
Net cash inflow during the year	-	25,563

The effects of the disposals on the consolidated financial results for the financial year and the consolidated financial position were as follows:

	Group	
	2011 RM'000	2010 RM'000
<i>Income statement</i>		
Revenue	-	41,739
Cost of sales	-	(28,299)
Gross profit	-	13,440
Other income	-	713
Administrative expenses	-	(6,015)
Profit before tax	-	8,138
Income tax expense	-	(2,054)
Profit after tax	-	6,084
Non-controlling interest	-	(2,738)
Decrease in Group's net profit	-	3,346

Statement of financial position

Non-current assets	-	11,076
Current assets	-	32,656
Non-current liabilities	-	(331)
Current liabilities	-	(19,343)
Group's share of net assets	-	24,058

NOTES TO THE FINANCIAL STATEMENTS

45. PURCHASE OF PROPERTY, PLANT AND EQUIPMENT

	Group		Company	
	2011 RM'000	2010 RM'000	2011 RM'000	2010 RM'000
Property, plant and equipment (<i>see note 10</i>)	134,887	122,962	554	1,525
Interest expense capitalised	-	(1,014)	-	-
Deposits paid in prior year	(921)	(699)	-	-
Deposits paid in current year	20,242	921	-	-
Cash paid in respect of prior year acquisition	5,401	9,452	-	2
Unpaid balances included under other payables	(12,760)	(5,401)	-	-
Cash paid during the financial year	<u>146,849</u>	<u>126,221</u>	<u>554</u>	<u>1,527</u>

46. LIQUIDATION OF SUBSIDIARIES

The subsidiaries which commenced liquidation during the year were Central Kedah Rubber Estates Sdn Bhd, Cathay Enterprises Sdn Bhd and Quintrine Company Limited.

The subsidiaries liquidated in 2010 were Chemquest Trading (M) Sdn Bhd and Asia Pacific Micropheres Sdn Bhd.

An analysis of the liquidation is as follows:

	Group	
	2011 RM'000	2010 RM'000
Total surplus assets and capital receivable from subsidiaries liquidated during the year	4,087	8,735
Less:		
Cost of investment	(2,904)	(8,730)
Post-acquisition profit previously consolidated	(1,183)	(2,790)
Net gain from liquidation of a subsidiary over-recognised in prior year	-	(43)
Deficit arising from liquidation	<u>-</u>	<u>(2,828)</u>

47. RELATED PARTY DISCLOSURES

(a) Significant related party transactions during the financial year are as follows:

	Group		Company	
	2011 RM'000	2010 RM'000	2011 RM'000	2010 RM'000
<i>Transactions with subsidiaries</i>				
Interest received and receivable	-	-	2,498	2,869
Registration fee paid and payable	-	-	51	55
Management fee received	-	-	549	555

NOTES TO THE FINANCIAL STATEMENTS

47. RELATED PARTY DISCLOSURES (continued)

	Group		Company	
	2011	2010	2011	2010
	RM'000	RM'000	RM'000	RM'000
<i>Transactions with associates</i>				
Interest received and receivable	250	241	159	147
Management fee received	1,081	980	-	-
Rental of premises received	230	307	-	-
Rental of premises paid	120	120	-	-
Lease rental paid	67	67	-	-
Film rental received	1,152	990	-	-
Screen advertising and filmlets paid	393	310	-	-
Information technology services and sales of related products	194	168	-	-
<i>Transactions with subsidiaries of ultimate holding company</i>				
Sales of goods	34,437	4,361	-	-
<i>Transactions with subsidiaries of associates</i>				
Purchase of goods	135,772	136,607	-	-
Sales of goods	7,246	-	-	-
Management fee received	177	157	-	-
Rental received	2,938	2,938	-	-
Elevation and other services received	145	342	-	-
Security and other services paid and payable	608	301	-	-
Charter hire of vessels	91,561	-	-	-
<i>Transactions with associates of ultimate holding company</i>				
Insurance premium paid	-	6,182	-	201
Rental of premises paid	-	704	-	435
Project management fees received	-	96	-	-
<i>Transactions with an associate of a company which is under common influence with the ultimate holding company</i>				
Provision of project management services	183	174	-	-

NOTES TO THE FINANCIAL STATEMENTS

47. RELATED PARTY DISCLOSURES (continued)

	Group		Company	
	2011 RM'000	2010 RM'000	2011 RM'000	2010 RM'000
<i>Transactions with an indirect subsidiary of a company which is under common influence with the ultimate holding company</i>				
Supply of equipment and provision of engineering services	-	6,789	-	-

Significant outstanding balances with related parties were as follows:

	Group		Company	
	2011 RM'000	2010 RM'000	2011 RM'000	2010 RM'000
Amounts owing by:				
- Associates	1,227	1,233	-	-
- Other related parties	-	353	-	-
Amounts owing to associates	822	38	-	-

All outstanding balances with related parties are expected to be settled within the normal credit period. None of the balances is secured.

(b) Key management personnel compensation

	Group		Company	
	2011 RM'000	2010 RM'000	2011 RM'000	2010 RM'000
<i>Directors</i>				
Short term employee benefits	6,555	7,131	6,503	6,418
Post-employment benefits				
- EPF	884	958	880	870
- Gratuity	200	-	-	-
Sub-total	7,639	8,089	7,383	7,288
<i>Other key management personnel</i>				
Short term employee benefits	16,292	16,469	1,330	1,186
Post-employment benefits - EPF	1,332	1,360	205	184
Sub-total	17,624	17,829	1,535	1,370
Total compensation	25,263	25,918	8,918	8,658

NOTES TO THE FINANCIAL STATEMENTS

48. EMPLOYEE BENEFITS EXPENSE

	Group		Company	
	2011	2010	2011	2010
	RM'000	RM'000	RM'000	RM'000
Employee benefits expense				
- Continuing operations	167,826	153,713	14,437	16,939
- Discontinued operations	-	285	-	285
	<u>167,826</u>	<u>153,998</u>	<u>14,437</u>	<u>17,224</u>
EPF				
- Continuing operations	15,823	13,506	1,802	1,639
- Discontinued operations	-	44	-	44
	<u>15,823</u>	<u>13,550</u>	<u>1,802</u>	<u>1,683</u>

49. CONTINGENT LIABILITIES

	Group		Company	
	2011	2010	2011	2010
	RM'000	RM'000	RM'000	RM'000
Unsecured guarantees issued in consideration of credit facilities given to an associate	-	2,550	-	2,550

50. CAPITAL COMMITMENTS

	Group		Company	
	2011	2010	2011	2010
	RM'000	RM'000	RM'000	RM'000
Authorised acquisition of property, plant and equipment not provided for in the financial statements				
- contracted	38,211	42,466	-	-
- not contracted	218,315	76,386	13,594	-
	<u>256,526</u>	<u>118,852</u>	<u>13,594</u>	<u>-</u>
Commitments to acquire 20% equity interest in selected subsidiaries of Wilmar International Limited in the People's Republic of China				
- contracted	174,256	-	-	-
- not contracted	77,143	-	-	-
	<u>251,399</u>	<u>-</u>	<u>-</u>	<u>-</u>
Total capital commitments	<u>507,925</u>	<u>118,852</u>	<u>13,594</u>	<u>-</u>

NOTES TO THE FINANCIAL STATEMENTS

51. OPERATING LEASE COMMITMENTS

The Group as lessee

The Group leases premises from various parties under operating leases. These leases comprise non-cancellable leases and typically run for periods ranging from one to five years, with option to renew the leases after the expiry dates. There are no restrictions placed on the Group by entering into these leases. Certain of the leases include contingent rental arrangements computed based on sales achievement if higher than fixed base rents.

The future aggregate minimum lease payments under the non-cancellable operating leases contracted for as at the end of the reporting period but not recognised as liabilities are as follows:

	Group	
	2011	2010
	RM'000	RM'000
- within one year	24,179	21,254
- later than one year but not later than five years	24,426	21,158
- later than five years	510	39
	<u>49,115</u>	<u>42,451</u>

The Group as lessor

The Group leases out its investment properties under cancellable and non-cancellable operating leases. These leases typically run for a period of one to three years with option to renew the leases after the expiry date. Certain of the leases include contingent rental arrangements computed based on sales achievement if higher than fixed base rents.

The future aggregate minimum lease payments receivable under the non-cancellable operating leases contracted for as at the end of the reporting period but not recognised as assets are as follows:

	Group	
	2011	2010
	RM'000	RM'000
- within one year	3,220	3,330
- later than one year but not later than five years	3,280	2,632
	<u>6,500</u>	<u>5,962</u>

NOTES TO THE FINANCIAL STATEMENTS

52. SEGMENTAL REPORTING

The Group's operating and reportable segments (excluding associates and jointly controlled entity) are business units engaging in providing different products and services and operating in different geographical locations.

There was no transaction with any single external customer which amounted to 10% or more of the Group's revenues for the current financial year (2010: none).

(a) By business segment

The Group's operations comprise the following reportable segments:

- | | | |
|--------|--|---|
| (i) | Grains trading, flour and feed milling | - Wheat and maize trading, flour milling and manufacturing of animal feed |
| (ii) | Marketing, distribution and manufacturing of consumer products | - Marketing and distribution of edible oils and consumer products; manufacturing of toilet requisites and household products |
| (iii) | Film exhibition and distribution | - Exhibition and distribution of cinematograph films |
| (iv) | Environmental engineering, waste management and utilities | - Construction works specialising in water and environmental industry and provision of waste management services |
| (v) | Property investment and development | - Letting of commercial properties and development of residential and commercial properties |
| (vi) | Chemicals trading and manufacturing | - Trading and manufacturing of chemical products |
| (vii) | Livestock farming | - Production of day-old chicks, eggs and other related downstream activities |
| (viii) | Investments in equities | - Investments in quoted and unquoted shares |
| (ix) | Other operations | - Packaging, oil palm plantations, investment holding, engineering contracts, production and distribution of frozen food and bakery products, shipping and others |

Transactions between segments are entered into in the normal course of business and are established on terms and conditions that are not materially different from that obtainable in transactions with unrelated parties. The effects of such inter-segmental transactions are eliminated on consolidation.

NOTES TO THE FINANCIAL STATEMENTS

52. SEGMENTAL REPORTING (continued)

	----- Continuing operations -----				
2011	Grains trading, flour & feed milling RM'000	Marketing, distribution & manufacturing of consumer products RM'000	Film exhibition & distribution RM'000	Environmental engineering, waste management & utilities RM'000	Property investment & development RM'000
REVENUE					
External sales	1,545,329	375,260	283,274	154,316	35,516
Inter-segment sales	90,918	-	-	56	1,545
Total revenue	1,636,247	375,260	283,274	154,372	37,061
RESULTS					
Segment results	134,999	19,403	37,427	9,785	15,569
Share of associates' profits	16,149	-	905	2,456	4,621
Share of joint venture's profit	-	-	-	4,564	-
Interest income					
Finance costs					
Unallocated corporate expense					
Profit before tax					
Income tax expense					
Profit for the year					
OTHER INFORMATION					
Segment assets	1,114,056	191,399	252,787	68,807	275,855
Investments in associates	76,210	-	4,142	32,143	119,751
Investment in joint venture	-	-	-	51,669	-
Bank deposits					
Tax assets					
Unallocated corporate assets					
Consolidated total assets					
Segment liabilities	118,069	26,804	61,696	42,373	12,857
Borrowings					
Tax liabilities					
Unallocated corporate liabilities					
Consolidated total liabilities					
Capital expenditure	39,462	7,338	36,117	1,104	1,820
Unallocated corporate capital expenditure					
Amortisation and depreciation	31,637	3,209	36,939	1,489	4,535
Unallocated corporate amortisation and depreciation					
Non-cash items other than amortisation and depreciation	11,296	1,388	55	2,144	383
Impairment losses on investment property written back	-	-	-	-	(34)
Unallocated corporate non-cash items other than amortisation and depreciation					

NOTES TO THE FINANCIAL STATEMENTS

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Chemicals trading & manufacturing RM'000	Livestock farming RM'000	Investments in equities RM'000	Other operations RM'000	Elimination RM'000	Total RM'000
96,087	85,295	23,137	112,325	-	2,710,539
29,221	23,776	-	13,843	(159,359)	-
125,308	109,071	23,137	126,168	(159,359)	2,710,539
1,168	12,671	10,454	(11,977)	(1,112)	228,387
-	-	-	790,489	-	814,620
-	-	-	-	-	4,564
					31,855
					(5,808)
					(17,038)
					1,056,580
					(44,072)
					1,012,508
51,663	117,448	598,568	349,013	(201)	3,019,395
-	-	-	10,808,308	-	11,040,554
-	-	-	-	-	51,669
					1,048,645
					31,948
					6,945
					15,199,156
11,215	3,164	-	16,394	(476)	292,096
					257,903
					83,882
					149
					634,030
3,819	7,151	-	42,741	-	139,552
					66
					139,618
2,063	5,549	-	8,662	107	94,190
					238
					94,428
(4)	28	9,663	(415)	-	24,538
-	-	-	-	-	(34)
					(493)
					24,011

NOTES TO THE FINANCIAL STATEMENTS

52. SEGMENTAL REPORTING (continued)

----- Continuing operations -----

2010	Grains trading, flour & feed milling RM'000	Marketing, distribution & manufacturing of consumer products RM'000	Film exhibition & distribution RM'000	Environmental engineering, waste management & utilities RM'000	Property investment & development RM'000
REVENUE					
External sales	1,177,189	369,484	252,554	108,649	40,467
Inter-segment sales	83,530	-	-	90	1,467
Total revenue	<u>1,260,719</u>	<u>369,484</u>	<u>252,554</u>	<u>108,739</u>	<u>41,934</u>
RESULTS					
Segment results	154,910	16,044	43,967	5,480	38,053
Share of associates' profits	14,852	-	1,334	2,806	1,743
Share of joint venture's profit	-	-	-	9,645	-
Interest income					
Finance costs					
Unallocated corporate expense					
Profit before tax					
Income tax expense					
Profit for the year					
OTHER INFORMATION					
Segment assets	877,299	166,466	228,137	69,024	263,613
Investments in associates	69,820	-	4,174	32,564	116,681
Investment in joint venture	-	-	-	47,287	-
Bank deposits					
Tax assets					
Unallocated corporate assets					
Consolidated total assets					
Segment liabilities	73,508	28,654	57,560	45,164	12,496
Borrowings					
Tax liabilities					
Unallocated corporate liabilities					
Consolidated total liabilities					
Capital expenditure	55,374	2,037	13,247	2,001	5,628
Unallocated corporate capital expenditure					
Amortisation and depreciation	28,400	2,933	27,599	1,709	4,773
Unallocated corporate amortisation and depreciation					
Non-cash items other than amortisation and depreciation	1,216	324	10	860	(22,210)
Impairment losses on investment property written back	-	-	-	-	34
Unallocated corporate non-cash items other than amortisation and depreciation					

NOTES TO THE FINANCIAL STATEMENTS

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Chemicals trading & manufacturing RM'000	Livestock farming RM'000	Investments in equities RM'000	Other operations RM'000	Elimination RM'000	Total RM'000 (Restated)
91,100	75,192	42,549	116,852	-	2,274,036
25,912	19,970	-	19,064	(150,033)	-
117,012	95,162	42,549	135,916	(150,033)	2,274,036
1,496	7,995	58,961	34,753	(6,725)	354,934
-	-	-	751,318	-	772,053
-	-	-	-	-	9,645
					33,771
					(4,759)
					(34,158)
					1,131,486
					(61,001)
					1,070,485
46,642	111,728	936,126	304,734	(42)	3,003,727
-	-	-	9,777,033	-	10,000,272
-	-	-	-	-	47,287
					863,862
					14,732
					5,583
					13,935,463
13,649	3,407	-	16,827	(1,386)	249,879
					114,260
					84,183
					6,258
					454,580
1,621	10,500	-	37,139	-	127,547
					1,520
					129,067
1,954	5,052	-	5,815	-	78,235
					233
					78,468
15	(62)	(16,283)	(2,257)	-	(38,387)
-	-	-	-	-	34
					(219)
					(38,572)

NOTES TO THE FINANCIAL STATEMENTS

52. SEGMENTAL REPORTING (continued)

2011	<-Discontinued operations-> Cane Plantation RM'000	Total operations RM'000
REVENUE		
External sales	-	2,710,539
Inter-segment sales	-	-
Total revenue	-	2,710,539
RESULTS		
Segment results	-	228,387
Share of associates' profits	-	814,620
Share of joint venture's profit	-	4,564
Interest income	-	31,855
Finance costs	-	(5,808)
Unallocated corporate expense	-	(17,038)
Profit before tax	-	1,056,580
Income tax expense	-	(44,072)
Profit after tax	-	1,012,508
Profit from disposal of discontinued operations	-	-
Profit for the year	-	1,012,508
OTHER INFORMATION		
Segment assets	-	3,019,395
Investments in associates	-	11,040,554
Investment in joint venture	-	51,669
Other investing assets	-	1,048,645
Tax assets	-	31,948
Unallocated corporate assets	-	6,945
Consolidated total assets	-	15,199,156
Segment liabilities	-	292,096
Borrowings	-	257,903
Tax liabilities	-	83,882
Unallocated corporate liabilities	-	149
Consolidated total liabilities	-	634,030
Capital expenditure	-	139,552
Unallocated corporate capital expenditure	-	66
	-	139,618
Amortisation and depreciation	-	94,190
Unallocated corporate amortisation and depreciation	-	238
	-	94,428
Non-cash items other than amortisation and depreciation	-	24,538
Impairment losses on investment property written back	-	(34)
Unallocated corporate non-cash items other than amortisation and depreciation	-	(493)
	-	24,011

NOTES TO THE FINANCIAL STATEMENTS

52. SEGMENTAL REPORTING (continued)

2010	<-Discontinued operations->	
	Cane Plantation RM'000	Total operations RM'000 (Restated)
REVENUE		
External sales	119	2,274,155
Inter-segment sales	-	-
Total revenue	119	2,274,155
RESULTS		
Segment results	(2,253)	352,681
Share of associates' profits	-	772,053
Share of joint venture's profit	-	9,645
Interest income	-	33,771
Finance costs	-	(4,759)
Unallocated corporate expense	-	(34,158)
Profit before tax	(2,253)	1,129,233
Income tax expense	-	(61,001)
Profit after tax	(2,253)	1,068,232
Profit from disposal of discontinued operations	840,994	840,994
Profit for the year	838,741	1,909,226
OTHER INFORMATION		
Segment assets	-	3,003,727
Investments in associates	-	10,000,272
Investment in joint venture	-	47,287
Bank deposits	-	863,862
Tax assets	-	14,732
Unallocated corporate assets	-	5,583
Consolidated total assets	-	13,935,463
Segment liabilities	-	249,879
Borrowings	-	114,260
Tax liabilities	-	84,183
Unallocated corporate liabilities	-	6,258
Consolidated total liabilities	-	454,580
Capital expenditure	-	127,547
Unallocated corporate capital expenditure	-	1,520
	-	129,067
Amortisation and depreciation	-	78,235
Unallocated corporate amortisation and depreciation	-	233
	-	78,468
Non-cash items other than amortisation and depreciation	-	(38,387)
Impairment losses on investment property written back	-	34
Unallocated corporate non-cash items other than amortisation and depreciation	-	(219)
	-	(38,572)

NOTES TO THE FINANCIAL STATEMENTS

52. SEGMENTAL REPORTING (continued)

(b) By geographical segment

The Group operates mainly in Asia. In determining the geographical segments of the Group, revenue is based on the geographical location of customers. Non-current assets other than financial instruments and deferred tax assets are based on the geographical locations of the assets.

	<----- Revenue ----->					
	Continuing operations		Discontinued operations		Total	
	2011	2010	2011	2010	2011	2010
	RM'000	RM'000	RM'000	RM'000	RM'000	RM'000
Malaysia	2,212,653	1,866,968	-	119	2,212,653	1,867,087
Indonesia	283,699	213,663	-	-	283,699	213,663
Singapore	59,012	62,309	-	-	59,012	62,309
Other Asean countries	126,792	108,473	-	-	126,792	108,473
East Asia	13,703	10,079	-	-	13,703	10,079
Other Asian countries	1,610	150	-	-	1,610	150
European countries	982	1,374	-	-	982	1,374
America and Asia Pacific countries and others	12,088	11,020	-	-	12,088	11,020
	<u>2,710,539</u>	<u>2,274,036</u>	<u>-</u>	<u>119</u>	<u>2,710,539</u>	<u>2,274,155</u>
	Carrying amount of non-current assets					
	2011	2010				
	RM'000	RM'000				
Malaysia	1,158,619	1,109,529				
Indonesia	135,576	122,448				
Singapore	51	76				
Other Asean countries	28,772	28,117				
East Asia	6	3				
	<u>1,323,024</u>	<u>1,260,173</u>				

NOTES TO THE FINANCIAL STATEMENTS

53. FINANCIAL INSTRUMENTS

(a) Classification of financial instruments

	Loans and receivables RM'000	Available- for-sale RM'000	At fair value through profit or loss RM'000	Total RM'000
Financial assets				
Group				
2011				
Other investments	-	584,986	13,581	598,567
Receivables	455,822	-	-	455,822
Derivative financial assets	-	-	2,696	2,696
Deposits, cash and bank balances	1,134,522	-	-	1,134,522
Total financial assets	1,590,344	584,986	16,277	2,191,607
2010				
Other investments	-	908,211	27,915	936,126
Receivables	365,404	-	-	365,404
Derivative financial assets	-	-	271	271
Deposits, cash and bank balances	923,682	-	-	923,682
Total financial assets	1,289,086	908,211	28,186	2,225,483
Company				
2011				
Other investments	-	559,562	-	559,562
Receivables	61,664	-	-	61,664
Deposits, cash and bank balances	473,725	-	-	473,725
Total financial assets	535,389	559,562	-	1,094,951
2010				
Other investments	-	718,304	-	718,304
Receivables	86,882	-	-	86,882
Deposits, cash and bank balances	343,059	-	-	343,059
Total financial assets	429,941	718,304	-	1,148,245

NOTES TO THE FINANCIAL STATEMENTS

53. FINANCIAL INSTRUMENTS (continued)

	At amortised cost RM'000	At fair value through profit or loss RM'000	Total RM'000
Financial liabilities			
Group			
2011			
Payables	287,981	-	287,981
Borrowings	257,903	-	257,903
Derivative financial liabilities	-	4,264	4,264
Total financial liabilities	<u>545,884</u>	<u>4,264</u>	<u>550,148</u>
2010			
Payables	255,670	-	255,670
Borrowings	114,260	-	114,260
Derivative financial liabilities	-	467	467
Total financial liabilities	<u>369,930</u>	<u>467</u>	<u>370,397</u>
Company			
2011			
Payables	8,661	-	8,661
Borrowings	564	-	564
Total financial liabilities	<u>9,225</u>	<u>-</u>	<u>9,225</u>
2010			
Payables	<u>6,657</u>	<u>-</u>	<u>6,657</u>

(b) Fair value of financial instruments

The fair value of a financial instrument is the amount at which the instrument could be exchanged or settled between knowledgeable and willing parties in an arm's length transaction, other than in a forced or liquidation sale.

The carrying amounts of the financial instruments of the Group and of the Company at the end of the reporting period approximated or were at their fair value.

NOTES TO THE FINANCIAL STATEMENTS

53. FINANCIAL INSTRUMENTS (continued)

It was not practical to estimate the fair value of the Group's and of the Company's investments in unquoted shares due to the lack of comparable quoted market prices and the inability to estimate fair value without incurring excessive costs.

The following summarises the methods used in determining the fair value of financial instruments:

Other investments

Fair value of other investments has been determined by reference to their quoted closing bid price at the end of the reporting period.

Derivatives

Fair value of forward foreign currency contracts has been determined by reference to current forward exchange rates for contracts with similar maturity profiles.

Fair value of commodities futures and options have been determined by reference to current quoted market price for contracts with similar maturity profiles.

Other non-derivative financial instruments

Fair value of other non-derivatives is calculated based on the present value of future principal and interest cash flows, discounted at the market rate of interest at the end of the reporting period.

The Group's financial instruments carried at fair value by level of fair value hierarchy in which the different levels have been defined as follows:

- Level 1: Quoted prices (unadjusted) in active markets for identical assets or liabilities.
- Level 2: Inputs other than quoted prices included within Level 1 that are observable for the assets or liability, either directly (i.e. as prices) or indirectly (i.e. derived from prices).
- Level 3: Inputs for the asset or liability that are not based on observable market data (unobservable inputs).

Group	Level 1	Level 2	Level 3	Total
2011	RM'000	RM'000	RM'000	RM'000
Financial assets				
Other investments	598,140	-	-	598,140
Forward foreign currency contracts	-	1,796	-	1,796
Futures and options contracts	-	900	-	900
	598,140	2,696	-	600,836

NOTES TO THE FINANCIAL STATEMENTS

53. FINANCIAL INSTRUMENTS (continued)

	Level 1 RM'000	Level 2 RM'000	Level 3 RM'000	Total RM'000
Financial liabilities				
Forward foreign currency contracts	-	427	-	427
Futures and options contracts	-	3,837	-	3,837
	<u>-</u>	<u>4,264</u>	<u>-</u>	<u>4,264</u>
2010				
Financial assets				
Other investments	935,699	-	-	935,699
Forward foreign currency contracts	-	271	-	271
	<u>935,699</u>	<u>271</u>	<u>-</u>	<u>935,970</u>
Financial liabilities				
Forward foreign currency contracts	-	467	-	467

54. FINANCIAL RISK MANAGEMENT OBJECTIVES AND POLICIES

The Group's activities are exposed to a variety of financial risks, including foreign currency exchange risk, interest rate risk, price risk, credit risk and liquidity risk. The Group's overall financial risk management objective is to minimise potential adverse effects on the financial performance of the Group.

Financial risk management is carried out through risk reviews, internal control systems, insurance programmes and adherence to financial risk management policies.

The Group enters into derivative instruments, principally foreign currency forward contracts and commodities futures and options to hedge its exposure to financial risks. The Group does not trade in derivative instruments.

There have been no significant changes in the Group's exposure to financial risks from the previous year. Also, there have been no changes to the Group's risk management objectives, policies and processes since the previous financial year end.

The Group's management reviews and agrees on policies for managing each of the financial risks and they are summarised as follows:

(a) Foreign currency exchange risk

The Group is exposed to currency risk as a result of foreign currency transactions entered into in currencies other than its functional currencies. The Group enters into forward foreign currency contracts to limit its exposure to foreign currency receivables and payables, and on cash flows from anticipated transactions denominated in foreign currencies.

NOTES TO THE FINANCIAL STATEMENTS

54. FINANCIAL RISK MANAGEMENT OBJECTIVES AND POLICIES (continued)

The currency exposures are disclosed in the respective notes to the financial statements.

A sensitivity analysis has been performed on the outstanding foreign currency denominated monetary items of the Group as at 31 December 2011. If the USD were to strengthen or weaken by 5% against RM with all other variables held constant, the Group profit after tax would increase or decrease by RM10.677 million (2010: RM2.608 million).

As other foreign currency denominated monetary items as at 31 December 2011 are not material, the sensitivity analysis has not been presented.

The Group is also exposed to currency translation risk arising from its net investments in foreign operations. If the USD were to strengthen or weaken by 5% against RM with all other variables held constant, the Group's equity would increase or decrease by RM312 million (2010: RM487 million).

(b) Interest rate risk

The Group is exposed to interest rate risk which is the risk that a financial instrument's value will fluctuate as a result of changes in market interest rates.

The Group's income and operating cash flows are substantially independent of changes in market interest rates. Exposure to changes in interest rate risk relates primarily to the Group's bank borrowings and deposits placed with licensed banks and financial institutions.

A sensitivity analysis has been performed based on the outstanding floating rate bank borrowings of the Group as at 31 December 2011. If interest rates were to increase or decrease by 50 basis points with all other variables held constant, the Group profit after tax would decrease or increase by RM0.967 million (2010: RM0.428 million), as a result of lower or higher interest expense on these borrowings.

(c) Price risk

The Group's exposure to price risk arises mainly from fluctuations in the prices of key raw materials. The Group manages this risk by using commodity futures and options to hedge its exposure.

The Group is also exposed to price risk arising from changes in value caused by movements in market price of its investments in quoted shares. The risk of loss is minimised via thorough analysis before investing and continuous monitoring of the performance of the investments. The Group optimises returns by disposing of investments only after thorough analysis.

A sensitivity analysis has been performed based on the quoted market prices of the Group's equity investments in quoted shares as at 31 December 2011. If the quoted market prices were to increase or decrease by 5% with all other variables held constant, the Group's and the Company's profit after tax and equity would increase or decrease by the amounts as shown below:

NOTES TO THE FINANCIAL STATEMENTS

54. FINANCIAL RISK MANAGEMENT OBJECTIVES AND POLICIES (continued)

	Group		Company	
	Profit after tax RM'000	Equity RM'000	Profit after tax RM'000	Equity RM'000
2011				
Other investments	<u>679</u>	<u>28,925</u>	<u>-</u>	<u>27,965</u>
2010				
Other investments	<u>1,396</u>	<u>45,386</u>	<u>-</u>	<u>35,970</u>

(d) Credit risk

Credit risk arises from the possibility that a counter party may be unable to meet the terms of a contract in which the Group has a gain position.

The Group's management has a credit policy in place to ensure that transactions are conducted with creditworthy counter parties.

The Group's credit risk is primarily attributable to trade receivables arising from the sale of goods.

Exposure to credit risk arising from sales made on deferred credit terms is managed through the application of credit approvals, credit limits and monitoring procedures on an ongoing basis. If necessary, the Group may obtain collaterals from counter parties as a means of mitigating losses in the event of default.

At the end of the reporting period, the Group and the Company did not have any significant concentration of credit risk that may arise from exposure to a single debtor or group of debtors.

The Group seeks to invest its surplus cash safely by depositing it with licensed banks and financial institutions.

The ageing analysis of receivables which are trade in nature is as follows:

	Group		Company	
	Gross RM'000	Impairment RM'000	Gross RM'000	Impairment RM'000
2011				
Not past due	227,884	-	-	-
Less than 30 days past due	59,320	-	133	-
Between 30 and 90 days past due	38,262	-	52	-
More than 90 days past due	30,647	(12,998)	59	-
	<u>356,113</u>	<u>(12,998)</u>	<u>244</u>	<u>-</u>

NOTES TO THE FINANCIAL STATEMENTS

54. FINANCIAL RISK MANAGEMENT OBJECTIVES AND POLICIES (continued)

	Group		Company	
	Gross RM'000	Impairment RM'000	Gross RM'000	Impairment RM'000
<u>Included under receivables</u>				
Trade receivables (<i>note 25</i>)	354,886	(12,998)	244	-
Amount due from associates (<i>note 26</i>)	1,227	-	-	-
	<u>356,113</u>	<u>(12,998)</u>	<u>244</u>	<u>-</u>
 2010				
Not past due	171,092	-	55	-
Less than 30 days past due	48,133	-	-	-
Between 30 and 90 days past due	28,767	-	-	-
More than 90 days past due	29,386	(12,178)	-	-
	<u>277,378</u>	<u>(12,178)</u>	<u>55</u>	<u>-</u>
 <u>Included under receivables</u>				
Trade receivables (<i>note 25</i>)	276,145	(12,178)	55	-
Amount due from associates (<i>note 26</i>)	1,233	-	-	-
	<u>277,378</u>	<u>(12,178)</u>	<u>55</u>	<u>-</u>

Movements in the allowance for doubtful debts of trade receivables are as follows:

	Group	
	2011 RM'000	2010 RM'000
At 1 January	12,178	12,674
Doubtful debts recognised	4,787	2,972
Doubtful debts written off	(3,007)	(2,470)
Doubtful debts written back	(964)	(998)
Exchange translation differences	4	-
At 31 December	<u>12,998</u>	<u>12,178</u>

NOTES TO THE FINANCIAL STATEMENTS

54. FINANCIAL RISK MANAGEMENT OBJECTIVES AND POLICIES (continued)

(e) Liquidity risk

Liquidity risk is the risk that the Group will not be able to meet its financial obligations when they fall due. The Group's exposure to liquidity risk arises principally from its various payables and borrowings.

The Group seeks to ensure all business units maintain optimum levels of liquidity at all times, sufficient for their operating, investing and financing activities.

Therefore, the policy seeks to ensure that each business unit, through efficient working capital management (i.e. inventory, accounts receivable and accounts payable management), must be able to convert its current assets into cash to meet all demands for payment as and when they fall due.

Owing to the nature of its businesses, the Group also seeks to maintain sufficient credit lines available to meet its liquidity requirements while ensuring effective working capital management within the Group.

The table below summarises the maturity profile of the Group's and the Company's financial liabilities based on contractual undiscounted cash flows.

	Less than 1 year RM'000	1 to 5 years RM'000	Total RM'000
Group			
2011			
Payables	287,981	-	287,981
Borrowings	219,827	48,168	267,995
Derivative financial liabilities	4,264	-	4,264
	<u>512,072</u>	<u>48,168</u>	<u>560,240</u>
2010			
Payables	255,670	-	255,670
Borrowings	78,548	43,076	121,624
Derivative financial liabilities	467	-	467
	<u>334,685</u>	<u>43,076</u>	<u>377,761</u>
Company			
2011			
Payables	8,661	-	8,661
Borrowings	564	-	564
	<u>9,225</u>	<u>-</u>	<u>9,225</u>
2010			
Payables	<u>6,657</u>	<u>-</u>	<u>6,657</u>

NOTES TO THE FINANCIAL STATEMENTS

55. CAPITAL MANAGEMENT

The primary objectives of the Group's capital management are to ensure that it maintains a strong capital base and healthy capital ratios in order to support its existing business operations and enable future development of the businesses as well as maximise shareholders' value.

The capital structure of the Group consists of equity attributable to the owners of the parent (i.e. share capital, reserves, retained earnings) and total debts, which include borrowings.

Management reviews and manages the capital structure regularly and makes adjustments to address changes in the economic environment and risk characteristics inherent in the Group's business operations. These initiatives may include adjustments to the amount of dividends distributed to shareholders. No changes were made in the objectives, policies and processes during the years ended 31 December 2011 and 31 December 2010.

Total borrowings to capital ratio was as follows:

	Group	
	2011	2010
	RM'000	RM'000
Share capital	1,185,500	1,185,500
Reserves	12,876,111	12,091,723
Total capital	<u>14,061,611</u>	<u>13,277,223</u>
Short term borrowings	213,136	75,082
Long term borrowings	44,727	39,129
Hire purchase liabilities	40	49
Total borrowings	<u>257,903</u>	<u>114,260</u>
Total borrowings to capital ratio (times)	<u>0.02</u>	<u>0.01</u>

NOTES TO THE FINANCIAL STATEMENTS

56. EFFECTS ARISING FROM ADOPTION OF IC INTERPRETATION AND RECLASSIFICATION OF COMPARATIVE FIGURES

- (a) The following comparative figures have been restated to conform with the adoption of the *IC Interpretation 12* during the financial year.

	As previously stated RM'000	Group Effects RM'000	Restated RM'000
<u>Continuing operations</u>			
Income statements			
Share of profits of jointly controlled entity	1,189	8,456	9,645
Profit attributable to:			
- Owners of the parent	1,883,763	1,186	1,884,949
- Non-controlling interests	17,007	7,270	24,277
Statements of financial position			
Investment in jointly controlled entity	25,914	21,373	47,287
Exchange translation reserve	(950,954)	(319)	(951,273)
Retained earnings	12,178,608	3,316	12,181,924
Non-controlling interests	185,284	18,376	203,660

- (b) The following statements of financial position of the Group as at 1 January 2010 have been presented to conform with the requirements under *FRS 101*, i.e. to present the statement of financial position as at the beginning of the earliest comparative period when the entity makes a retrospective restatement.

	Group RM'000 (Restated)
ASSETS	
Non-current assets	
Property, plant and equipment	922,405
Investment properties	209,879
Biological assets	2,889
Land held for property development	11,268
Goodwill	72,444
Other intangible assets	1,969
Investments in associates	10,628,430
Investment in jointly controlled entity	44,286
Other investments	886,440
Deferred tax assets	5,479
Total non-current assets	12,785,489

NOTES TO THE FINANCIAL STATEMENTS

56. EFFECTS ARISING FROM ADOPTION OF IC INTERPRETATION AND RECLASSIFICATION OF COMPARATIVE FIGURES (continued)

	Group RM'000 (Restated)
Current assets	
Inventories	377,835
Biological assets	14,320
Other intangible assets	6,334
Property development costs	30,793
Gross amount due from customers	15,564
Trade receivables	242,488
Other receivables, deposits and prepayments	36,773
Amounts due from associates	39,603
Derivative financial assets	193
Current tax assets	17,910
Deposits	541,234
Cash and bank balances	47,769
	<hr/> 1,370,816
Assets directly associated with disposal group classified as held for sale	900,443
Non-current assets classified as held for sale	24,980
Total current assets	<hr/> 2,296,239
TOTAL ASSETS	<hr/> 15,081,728
EQUITY AND LIABILITIES	
Equity	
Share capital	1,185,500
Share premium	6,715
Other non-distributable reserves	956,652
Retained earnings	11,939,746
Equity attributable to owners of the parent	<hr/> 14,088,613
Non-controlling interests	185,514
Total equity	<hr/> 14,274,127
Non-current liabilities	
Long term bank borrowings	82,762
Hire purchase liabilities	51
Deferred tax liabilities	71,552
Total non-current liabilities	<hr/> 154,365

NOTES TO THE FINANCIAL STATEMENTS

56. EFFECTS ARISING FROM ADOPTION OF IC INTERPRETATION AND RECLASSIFICATION OF COMPARATIVE FIGURES (continued)

	Group RM'000 (Restated)
Current liabilities	
Gross amount due to customers	17,023
Trade payables	145,677
Other payables and accruals	179,609
Amounts due to associates	27
Derivative financial liabilities	212
Hire purchase liabilities	81
Short term borrowings	36,217
Bank overdrafts	1,356
Current tax liabilities	6,785
Total current liabilities	386,987
Liabilities directly associated with disposal group classified as held for sale	266,249
Total liabilities	807,601
TOTAL EQUITY AND LIABILITIES	15,081,728

- (c) The following reclassification have been made to the prior year's consolidated statement of cash flows to conform with the current year's presentation of consolidated statement of cash flows.

	As previously reported RM'000	Group Reclassification RM'000	As reclassified RM'000
Cash flows from operating activities			
Payables	9,799	4,586	14,385
Net cash generated from operating activities	239,634	4,586	244,220
Cash flows from financing activities			
Repayment to a non-controlling interest in a subsidiary	-	(4,586)	(4,586)
Net cash used in financing activities	(1,643,984)	(4,586)	(1,648,570)

57. AUTHORISATION FOR ISSUE OF FINANCIAL STATEMENTS

These financial statements were authorised for issue in accordance with a resolution of the Directors on 30 March 2012.

NOTES TO THE FINANCIAL STATEMENTS

58. SUBSIDIARIES

The subsidiaries are as follows:

Companies	Group's equity interest		Country of incorporation	Principal activities
	2011 %	2010 %		
* Masuma Trading Co Ltd	100.0	100.0	Hong Kong	Investment holding
* Quintrine Company Ltd	-	100.0	Hong Kong	Liquidated in 2011
* Banqua Limited	-	100.0	British Virgin Islands	Struck off in 2011
FFM Berhad	80.0	100.0	Malaysia	Investment holding, grains trading, flour milling and animal feed manufacturing
Johor Bahru Flour Mill Sdn Bhd	100.0	100.0	Malaysia	Flour milling and manufacturing of animal feed
* FFM (Sabah) Sdn Bhd	100.0	100.0	Malaysia	Manufacturing and trading of animal feed
* Cloverdale Trading Pte Ltd	100.0	100.0	Singapore	Marketing and distribution of wheat flour products
Lamlewa Feedmill Sdn Bhd	100.0	100.0	Malaysia	Dormant
* FFM Feedmills (Sarawak) Sdn Bhd	75.0	75.0	Malaysia	Manufacturing and trading of animal feed
FFM Further Processing Sdn Bhd	100.0	100.0	Malaysia	Manufacturing and processing of nuggets and sausages
Mantap Aman Sdn Bhd	100.0	100.0	Malaysia	Investment holding
* P.T. Pundi Kencana	51.0	51.0	Indonesia	Flour milling
FFM Marketing Sdn Bhd	100.0	100.0	Malaysia	Distribution and marketing of edible oils and consumer products
FFM Flour Mills (Sabah) Sdn Bhd	100.0	100.0	Malaysia	Provision of management services
Taloh Sdn Bhd	100.0	100.0	Malaysia	Investment holding
Waikari Sdn Bhd	100.0	100.0	Malaysia	Investment holding
* Buxton Limited	100.0	100.0	Samoa	Investment holding
Katella Sdn Bhd	100.0	100.0	Malaysia	Dormant
Friendship Trading Sdn Bhd	100.0	100.0	Malaysia	Provision of transportation services
* Glowland Limited	100.0	100.0	Samoa	Investment holding
JBFM Flour Mill Sdn Bhd	100.0	100.0	Malaysia	Provision of management services
FFM Farms Sdn Bhd	100.0	100.0	Malaysia	Livestock breeding
FFM Pulau Indah Sdn Bhd	100.0	100.0	Malaysia	Provision of management services
* FFM Flour Mills (Sarawak) Sdn Bhd	100.0	100.0	Malaysia	Flour milling
FFM SMI Sdn Bhd	100.0	100.0	Malaysia	Investment holding

NOTES TO THE FINANCIAL STATEMENTS

58. SUBSIDIARIES (continued)

Companies	Group's equity interest		Country of incorporation	Principal activities
	2011 %	2010 %		
Vietnam Flour Mills Ltd	100.0	100.0	Socialist Republic of Vietnam	Flour milling
Tego Sdn Bhd	79.9	79.9	Malaysia	Manufacturing of polyethylene and polypropylene woven bags and fabrics
Tego Multifil Sdn Bhd	100.0	100.0	Malaysia	Manufacturing and trading of polypropylene multi-filament yarns
* Tefel Packaging Industries Co Ltd	100.0	100.0	Union of Myanmar	Manufacturing and trading of polyethylene and polypropylene woven bags and fabrics
* Keen Trade Limited	100.0	100.0	British Virgin Islands	Trading of flexible intermediate bulk container bags, polyethylene and polypropylene woven bags and fabrics
Resolute Services Sdn Bhd	100.0	100.0	Malaysia	Dormant
The Italian Baker Sdn Bhd	100.0	100.0	Malaysia	Distribution and marketing of bakery products and provision of management services
PPB Hartabina Sdn Bhd	100.0	100.0	Malaysia	Property development and property investment
Kembang Developments Sdn Bhd	100.0	100.0	Malaysia	Rental of landed properties
South Island Mining Company Sdn Bhd	100.0	100.0	Malaysia	Investment holding, iron-ore sales and oil palm cultivation
Seletar Sdn Bhd	100.0	100.0	Malaysia	Oil palm cultivation and property development
Central Kedah Rubber Estates Sdn Bhd	-	100.0	Malaysia	Under member's voluntary winding-up
Minsec Properties Bhd	100.0	100.0	Malaysia	Property development
PPB Leisure Holdings Sdn Bhd	100.0	100.0	Malaysia	Investment holding
Cathay Screen Cinemas Sdn Bhd	68.3	66.2	Malaysia	Property investment and investment holding
Cathay Enterprises Sdn Bhd	-	100.0	Malaysia	Under member's voluntary winding-up

NOTES TO THE FINANCIAL STATEMENTS

58. SUBSIDIARIES (continued)

Companies	Group's equity interest		Country of incorporation	Principal activities
	2011 %	2010 %		
Cathay Theatres Sdn Bhd	100.0	100.0	Malaysia	Property investment
Cathay Theatres (Sarawak) Sdn Bhd	100.0	100.0	Malaysia	Property investment
Golden Screen Cinemas Sdn Bhd	100.0	100.0	Malaysia	Exhibition and distribution of cinematograph films
Premier Cinemas Sdn Bhd	100.0	100.0	Malaysia	Exhibition of cinematograph films
Cinead Sdn Bhd	100.0	100.0	Malaysia	Advertising contractor and consultant
Glitters Café Sdn Bhd	100.0	100.0	Malaysia	Operator of cafés
Easi (M) Sdn Bhd	60.0	60.0	Malaysia	Provision of information technology solutions, consultation services and sales of related products and services
* Enterprise Advanced System Intelligence Pte Ltd	100.0	100.0	Singapore	Software development and software maintenance
Easi Ticketing Sdn Bhd (formerly known as Jubilant Chain Sdn Bhd)	100.0	100.0	Malaysia	Software development and software maintenance
GSC Movies Sdn Bhd (formerly known as Penzance Properties Sdn Bhd)	100.0	100.0	Malaysia	Dormant
Golden Screen International Sdn Bhd (formerly known as Emerging Channel Sdn Bhd)	100.0	-	Malaysia	Investment holding
Kerry Golden Screen Limited	60.0	-	Hong Kong	Investment holding
PPB Corporate Services Sdn Bhd	100.0	100.0	Malaysia	Corporate secretarial, share registration and share nominee services
Hexarich Sdn Bhd	100.0	100.0	Malaysia	Investment holding
Affluence Trading Sdn Bhd	100.0	100.0	Malaysia	Ownership and operation of a Malaysian registered ship
Federal Flour Mills Holdings Sdn Bhd	100.0	100.0	Malaysia	Dormant

NOTES TO THE FINANCIAL STATEMENTS

58. SUBSIDIARIES (continued)

Companies	Group's equity interest		Country of incorporation	Principal activities
	2011 %	2010 %		
Chemquest Sdn Bhd	55.0	55.0	Malaysia	Trading in chemical products, investment holding and provision of management services
Products Manufacturing Sdn Bhd	70.0	70.0	Malaysia	Manufacture and wholesale of toilet requisites, household and chemical products
CQ Properties Sdn Bhd	100.0	100.0	Malaysia	Property investment
CWM Group Sdn Bhd (formerly known as Chemical Waste Management Sdn Bhd)	100.0	100.0	Malaysia	Construction works specialising in the water and environmental industry
Cipta Wawasan Maju Engineering Sdn Bhd	70.0	70.0	Malaysia	Builders and contractors for general engineering and construction works
SES Environmental Services Sdn Bhd	50.1	50.1	Malaysia	Investment holding
Solar Status Sdn Bhd	100.0	100.0	Malaysia	Investment holding
* AWS Sales & Services Sdn Bhd	80.0	80.0	Malaysia	Contractors for garbage collection and provision of management and other services in connection with garbage collection
Sitamas Environmental Systems Sdn Bhd	70.0	70.0	Malaysia	Provision of refuse disposal services
Zegwaard Bumianda Sdn Bhd	100.0	100.0	Malaysia	Provision of liquid waste disposal services
Entrol Systems Sdn Bhd	100.0	100.0	Malaysia	Letting of properties
Tunggak Menara Services Sdn Bhd	100.0	100.0	Malaysia	Provision of garbage collection and disposal services
Malayan Adhesives & Chemicals Sdn Bhd	99.6	99.6	Malaysia	Manufacturing and marketing of adhesives, resins, additives, formaldehyde and phenoset microspheres, trading in contact glue and investment holding
* Chemquest (Overseas) Ltd	100.0	100.0	British Virgin Islands	Investment holding
* P.T. Healthcare Glovindo	99.9	99.9	Indonesia	Dormant
* Kerry Utilities Ltd	50.0	50.0	Samoa	Investment holding

NOTES TO THE FINANCIAL STATEMENTS

58. SUBSIDIARIES (continued)

Companies	Group's equity interest		Country of incorporation	Principal activities
	2011	2010		
	%	%		
* Kerry Utilities Ltd	100.0	100.0	Hong Kong	Dormant
* Beijing Kerry Veolia Waste Water Treatment Co Ltd	51.0	51.0	The People's Republic of China	Investment holding
* Beijing CQ Environmental Management Consultancy Services Co Ltd	100.0	100.0	The People's Republic of China	Provision of consultancy services
Cipta Quantum Sdn Bhd	100.0	100.0	Malaysia	Dormant

* Subsidiaries not audited by Mazars

59. ASSOCIATES

The associates are as follows:

Companies	Group's equity interest		Country of incorporation	Principal activities
	2011	2010		
	%	%		
* Shaw Brothers (M) Sdn Bhd	34.0	34.0	Malaysia	Property investment, investment holding and provision of management services
* Vita Tenggara Fruit Industries Sdn Bhd	40.0	40.0	Malaysia	Property development
Trinity Coral Sdn Bhd	25.0	25.0	Malaysia	Investment holding
Wisma Perak Sdn Bhd	50.0	50.0	Malaysia	Investment holding
Grenfell Holdings Sdn Bhd	49.7	49.7	Malaysia	Investment holding
* Kerry Flour Mills Ltd	43.4	43.4	Thailand	Wheat flour milling and distribution
Kerry Leisure Concepts Sdn Bhd	50.0	50.0	Malaysia	Ceased operations in 2011
Berjaya-GSC Sdn Bhd	50.0	50.0	Malaysia	Exhibition of cinematograph films
* Ancom-Chemquest Terminals Sdn Bhd	25.0	25.0	Malaysia	Building, owning, operating, leasing and managing a chemical tank farm and warehouse

NOTES TO THE FINANCIAL STATEMENTS

59. ASSOCIATES (continued)

Companies	Group's equity interest		Country of incorporation	Principal activities
	2011 %	2010 %		
* Worldwide Landfills Sdn Bhd	40.0	40.0	Malaysia	Management of environmental sanitary landfill and waste treatment
* Veolia Water Kerry Water Services Ltd	49.0	49.0	Hong Kong	Investment holding
* Kerry CQ JV Environmental Engineering Ltd	50.0	50.0	British Virgin Islands	Investment holding
* Foodteller Sdn Bhd	35.0	35.0	Malaysia	Manufacturing and trading of pastry and related products
*# Wilmar International Limited	18.3	18.3	Singapore	Oil palm cultivation, oilseed crushing, edible oils refining, sugar, specialty fats, oleochemicals and biodiesel manufacturing and grains processing
P.T. Tri Persada Mulia	30.0	30.0	Indonesia	Dormant
* Silvercrest Season Sdn Bhd	35.0	35.0	Malaysia	Dormant
* Kart Food Industries Sdn Bhd	45.0	45.0	Malaysia	Manufacturing and trading of food products
* Kart Food Marketing Sdn Bhd	45.0	45.0	Malaysia	Dormant
* Yihai (Chongqing) Foodstuffs Co., Ltd	20.0	-	The People's Republic of China	Dormant

* Associates not audited by Mazars

The Group considers Wilmar an associate by virtue of its ability to exercise significant influence over Wilmar's financial and operating policy decisions through board representation.

The financial year ends of the associates are co-terminous with that of the Group except for the following:

Companies	Financial year end
Shaw Brothers (M) Sdn Bhd	31 March
Ancom-Chemquest Terminals Sdn Bhd	31 May

For the purpose of applying equity accounting, management financial statements of these associates are prepared to the same reporting date as the Group.

NOTES TO THE FINANCIAL STATEMENTS

60. JOINTLY CONTROLLED ENTITY

The jointly controlled entity is as follows:

	Proportion of ownership interest		Country of operation	Principal activities
	2011 %	2010 %		
* Beijing Drainage Group Co Ltd Veolia Kerry Wastewater Treatment Plant	42.0	42.0	The People's Republic of China	Own, operate and maintain a waste water treatment plant

* Jointly controlled entity not audited by Mazars

SUPPLEMENTARY INFORMATION

Realised and unrealised profits/(losses)

The following information has been prepared in accordance with the Guidance on Special Matter No.1, Determination of Realised and Unrealised Profits or Losses in the Context of Disclosure pursuant to Bursa Malaysia Securities Berhad Listing Requirements, issued by the Malaysian Institute of Accountants.

The retained profits/(losses) of the Group and the Company are analysed as follows:

	Group		Company	
	2011	2010	2011	2010
	RM'000	RM'000	RM'000	RM'000
		(Restated)		
Total retained profits/(losses) of the Company and subsidiaries:				
- Realised	11,950,131	11,596,784	10,526,093	9,896,143
- Unrealised	(44,950)	(21,107)	(2,631)	(134)
	11,905,181	11,575,677	10,523,462	9,896,009
Total share of retained profits/(losses) from associates:				
- Realised	81,735	71,892	-	-
- Unrealised	1,367	(1,992)	-	-
- Wilmar International Limited *	3,011,693	2,394,898	-	-
Total share of retained profits from jointly controlled entity:				
- Realised	6,255	5,086	-	-
- Unrealised	1,794	1,404	-	-
	15,008,025	14,046,965	10,523,462	9,896,009
Less: consolidation adjustments	(2,096,651)	(1,865,041)	-	-
Total Group's and Company's retained profits as per accounts	12,911,374	12,181,924	10,523,462	9,896,009

* Wilmar International Limited ("Wilmar") is not required to disclose the breakdown of realised and unrealised profits under the Singapore Financial Reporting Standards and Singapore Companies Act, Cap 50. As the breakdown is considered sensitive information, it would not be appropriate for Wilmar to selectively disclose such information to any particular shareholder.

STATEMENT BY DIRECTORS

PURSUANT TO SECTION 169(15) OF THE COMPANIES ACT 1965

We, YM RAJA DATO' SERI ABDUL AZIZ BIN RAJA SALIM and DATO SRI LIANG KIM BANG, being two of the Directors of PPB Group Berhad, do hereby state that, in the opinion of the Directors, the financial statements set out on pages 60 to 175 are drawn up in accordance with applicable approved Financial Reporting Standards in Malaysia and the provisions of the Companies Act 1965 so as to give a true and fair view of the state of affairs of the Group and of the Company at 31 December 2011 and of their results and cash flows for the year ended on that date.

On behalf of the Board

YM RAJA DATO' SERI ABDUL AZIZ BIN RAJA SALIM

Director

DATO SRI LIANG KIM BANG

Director

Kuala Lumpur
30 March 2012

STATUTORY DECLARATION

PURSUANT TO SECTION 169(16) OF THE COMPANIES ACT 1965

I, Leong Choy Ying, being the person primarily responsible for the accounting records and financial management of PPB Group Berhad, do solemnly and sincerely declare that the financial statements of the Group and of the Company set out on pages 60 to 175 are to the best of my knowledge and belief, correct and I make this solemn declaration conscientiously believing the same to be true and by virtue of the provisions of the Statutory Declarations Act 1960.

LEONG CHOY YING

Subscribed and solemnly declared by the
abovenamed Leong Choy Ying
at Kuala Lumpur in the
Federal Territory on this
30th day of March, 2012

Before me,

Kathirvelayudham a/l Palaniappan PPN
Commissioner for Oaths
Malaysia
No.W385

INDEPENDENT AUDITORS' REPORT TO THE MEMBERS OF PPB GROUP BERHAD

Report on the Financial Statements

We have audited the financial statements of PPB Group Berhad, which comprise the statements of financial position as at 31 December 2011 of the Group and of the Company, and the income statements, statements of comprehensive income, statements of changes in equity and statements of cash flows of the Group and of the Company for the year then ended, and a summary of significant accounting policies and other explanatory information, as set out on pages 60 to 175.

Directors' Responsibility for the Financial Statements

The Directors of the Company are responsible for the preparation of the financial statements that give a true and fair view in accordance with Financial Reporting Standards and the Companies Act 1965 in Malaysia, and for such internal control as the Directors determine is necessary to enable the preparation of financial statements that are free from material misstatement, whether due to fraud or error.

Auditors' Responsibility

Our responsibility is to express an opinion on these financial statements based on our audit. We conducted our audit in accordance with approved standards on auditing in Malaysia. Those standards require that we comply with ethical requirements and plan and perform the audit to obtain reasonable assurance whether the financial statements are free from material misstatement.

An audit involves performing procedures to obtain audit evidence about the amounts and disclosures in the financial statements. The procedures selected depend on our judgement, including the assessment of risks of material misstatement of the financial statements, whether due to fraud or error. In making those risk assessments, we consider internal control relevant to the Company's preparation of the financial statements that give a true and fair view in order to design audit procedures that are appropriate in the circumstances, but not for the purpose of expressing an opinion on the effectiveness of the Company's internal control. An audit also includes evaluating the appropriateness of accounting policies used and the reasonableness of accounting estimates made by the Directors, as well as evaluating the overall presentation of the financial statements.

We believe that the audit evidence we have obtained is sufficient and appropriate to provide a basis for our audit opinion.

INDEPENDENT AUDITORS' REPORT TO THE MEMBERS OF PPB GROUP BERHAD

Opinion

In our opinion, the financial statements have been properly drawn up in accordance with Financial Reporting Standards and the Companies Act 1965 in Malaysia so as to give a true and fair view of the financial position of the Group and of the Company as of 31 December 2011 and of their financial performance and cash flows for the year then ended.

Report on Other Legal and Regulatory Requirements

In accordance with the requirements of the Companies Act 1965 in Malaysia, we also report the following:

- (a) In our opinion, the accounting and other records and the registers required by the Act to be kept by the Company and its subsidiaries of which we have acted as auditors have been properly kept in accordance with the provisions of the Act.
- (b) We have considered the accounts and the auditors' reports of all the subsidiaries of which we have not acted as auditors, which are indicated in note 58 to the financial statements.
- (c) We are satisfied that the accounts of the subsidiaries that have been consolidated with the Company's financial statements are in form and content appropriate and proper for the purposes of the preparation of the financial statements of the Group and we have received satisfactory information and explanations required by us for those purposes.
- (d) The audit reports on the accounts of the subsidiaries did not contain any qualification or any adverse comment made under Section 174(3) of the Act.

Other Matters

This report is made solely to the members of the Company, as a body, in accordance with Section 174 of the Companies Act 1965 in Malaysia and for no other purpose. We do not assume responsibility to any other person for the content of this report.

INDEPENDENT AUDITORS' REPORT TO THE MEMBERS OF PPB GROUP BERHAD

Other Reporting Responsibilities

The supplementary information set out on page 176 is disclosed to meet the requirement of Bursa Malaysia Securities Berhad and is not part of the financial statements. The Directors are responsible for the preparation of the supplementary information in accordance with the Guidance on Special Matter No. 1, Determination of Realised and Unrealised Profits or Losses in the Context of Disclosure Pursuant to Bursa Malaysia Securities Berhad Listing Requirements, as issued by the Malaysian Institute of Accountants ("MIA Guidance") and the directive of Bursa Malaysia Securities Berhad. In our opinion, the supplementary information is prepared, in all material respects, in accordance with the MIA Guidance and the directive of Bursa Malaysia Securities Berhad.

MAZARS

No. AF: 1954

Chartered Accountants

TANG KIN KHEONG

No. 1501/9/13 (J/PH)

Chartered Accountant

Kuala Lumpur
30 March 2012





bridging relationships

OUR BRAND VALUES NOT ONLY GIVE COHERENCE TO
THE ENTIRETY OF THE GROUP'S ACTIVITIES BUT ALSO
BRIDGE RELATIONSHIPS.

THE PROPERTIES & SHAREHOLDINGS

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PROPERTIES OWNED BY PPB GROUP BERHAD AND ITS SUBSIDIARIES

Location	Description & existing use of properties	Date of acquisition / revaluation	Age of buildings in years	Land area	Tenure	Year of expiry	Net book value at 31.12.2011 RM'000
STATE OF PERLIS							
HS (D) 2483, Wang Bintong, Kangar	Bus depot	10.5.1969	-	6,070 sq metres	Freehold	-	41
STATE OF KEDAH							
Cathay Alor Setar No 1, Jln Limbong Kapal, 05000 Alor Setar	Property leased out	16.4.1990	-	3,901 sq metres	Freehold	-	805
Cathay Sungai Petani No 11, Jln Bank, 08000 Sg Petani	Property leased out	16.4.1990	>50	830 sq metres	Freehold	-	345
31 Jln Kampung Baru, 08000 Sg Petani	Land for property development	7.11.1991	-	11,339 sq metres	Freehold	-	1,084
Lot 28, 57, 65, 1010, 1011, 1122-1124, 1128, 1137, 1139, 1142, 1242, 1273, 1279, 1289, 1290, 1292, 1294, 1664 & 1665, Mukim Semeling, Daerah Kuala Muda	Oil palm estate	13.4.1981	-	569 hectares	Freehold	-	9,076
Lot PT 4841 - 4846, Mukim Semeling, Daerah Kuala Muda	Oil palm estate	13.4.1981	-	91 hectares	Freehold	-	
Lot 36-39, 50-51, 108, 3132-3135, Mukim of Ayer Puteh Gurun	Poultry breeder farm & oil palm plantation	21.2.1995	15	103 hectares	Freehold	-	12,255
STATE OF PENANG							
Lot No 31, 336-339, 342, 343, 435 & 438, Section 15, City of Georgetown	Commercial building leased out	30.9.1976	5	2 hectares	Freehold	-	18,316
Plot 352-355 & 362-364, Tingkat Perusahaan Tiga, Seberang Prai Tengah	Factory and office building leased out	28.4.1989	35	24,922 sq metres	Leasehold	2110	8,989
Plot 99(1), MK1 Tingkat Perusahaan Dua, Seberang Prai Tengah	Factory & warehouse building	25.11.1982	29	21,092 sq metres	Leasehold	2110	6,865
Plot 100(1), MK1 Tingkat Perusahaan Dua, Seberang Prai Tengah	Factory & warehouse building	10.2.1989	29	13,491 sq metres	Leasehold	2110	22,840
Plot 571, MK13 Tingkat Perusahaan Dua, Seberang Prai Tengah	Industrial land	4.11.1990	-	1,305 sq metres	Leasehold	2110	209

PROPERTIES OWNED BY PPB GROUP BERHAD AND ITS SUBSIDIARIES

Location	Description & existing use of properties	Date of acquisition /revaluation	Age of buildings in years	Land area	Tenure	Year of expiry	Net book value at 31.12.2011 RM'000
Odeon Penang No 130, Penang Road, 10000 Penang	Property leased out	16.4.1990 16.4.1990	65 -	1,084 sq metres 281 sq metres	Freehold Leasehold	- 2038	435 88
Dalit Cinema Kompleks Tun Abdul Razak, Lebuh Tek Soon, 10000 Penang	Shoplot leased out	16.4.1990	31	3,332 sq metres	Leasehold	2082	4,409
Cathay Bukit Mertajam No 14, Jln Aston, 14000 Bukit Mertajam	Property leased out	16.4.1990 16.4.1990 16.4.1990	56 - -	1,092 sq metres 282 sq metres 166 sq metres	Freehold Freehold Leasehold	- - 2054	343 102
No 8-8A, 8B, 10, 10A, 12, 12A, 14, 14A, 16, 16A, 18, 18A, 20, 20A, 22, 22A, 22B & 22C, Beach Street, 10300 Penang	2 storey shophouses	31.3.1981	> 50	2,526 sq metres	Freehold	-	10,343
No 2 & 4, Church Street, 10300 Penang	2 storey shophouses						
STATE OF PERAK							
Cathay Ipoh No 60, Jln Dato' Onn Jaafar, 30300 Ipoh	Property leased out	16.4.1990	55	4,494 sq metres	Freehold	-	1,081
Plot 90, Kwsn Perusahaan Silibin, Lengkok Rishah 1, Ipoh	Office building & warehouse	3.10.1991	18	8,018 sq metres	Leasehold	2045	1,150
Block G4 & G5, Lumut Industrial Park, Lumut	Factory leased out	28.12.1995	15	80,940 sq metres	Leasehold	2105	5,843
Lot 950, Batu 9, Sg Limau, 34850 Trong	Layear farm & oil palm plantation	25.10.1996	13	220 hectares	Freehold	-	38,625
STATE OF SELANGOR							
Lot 1-4, Section 6, Pulau Indah Industrial Park, Port Klang	Factory, warehouse & vacant industrial land	6.6.1995	4 to 10	208,156 sq metres	Leasehold	2097	154,290
Lot 2824-2827 & PT 45125, Mukim Sg Buloh, District of Kuala Lumpur	Warehouse cum office & vacant industrial land	19.10.1993 1.6.1994	14	243,415 sq metres	Freehold	-	68,148
1-17, Jln SS 22/19, Damansara Jaya, 47400 Petaling Jaya	Nine 4 storey shop-houses & offices leased out	16.4.1990	29	1,408 sq metres	Freehold	-	2,963
Lot No PT 10989 & PT 10991, Jln SS24/10 & 24/8, Taman Megah, 47301 Petaling Jaya	Land leased out	16.4.1990	-	13,631 sq metres	Freehold	-	2,554

PROPERTIES OWNED BY PPB GROUP BERHAD AND ITS SUBSIDIARIES

Location	Description & existing use of properties	Date of acquisition /revaluation	Age of buildings in years	Land area	Tenure	Year of expiry	Net book value at 31.12.2011 RM'000
Lot 9, Jln Utas 15/7, 40000 Shah Alam	Office building	22.2.1993	41	33,946 sq metres	Leasehold	2069	7,998
Lot 12, Persiaran Kemajuan 16/16, 40000 Shah Alam	Office building	22.2.1993	23	11,458 sq metres	Leasehold	2018	1,144
16/8A Jln Pahat, 40700 Shah Alam	Office building	1.1.2004	31	3,837 sq metres	Leasehold	2067	654
WILAYAH PERSEKUTUAN							
2nd Floor, Sungei Wang Plaza, Jln Bukit Bintang, 55100 Kuala Lumpur	Shoplot leased out	16.4.1990	34	6,187 sq metres	Freehold	-	24,641
Lot 2883, Jln Cheras, Kuala Lumpur	Land for property development	9.3.1982	-	1,376 sq metres	Freehold	-	101
Lot 39727 & Lot 39729, Jln Cheras, Kuala Lumpur	Land for property development	9.3.1982	-	3,582 sq metres	Leasehold	2077 & 2080	447
Cheras LeisureMall Jln Manis 6, Taman Segar, Cheras, 56100 Kuala Lumpur	Shopping mall	9.3.1982	17	21,225 sq metres	Leasehold	2077 & 2080	52,329
Cheras Plaza No 11, Jln Manis 1, Taman Segar, Cheras, 56100 Kuala Lumpur	Eight storey building & carpark	9.3.1982	25	5,130 sq metres	Leasehold	2077 & 2080	14,098
LA 79200014, Layang Layang Town, Labuan	Vacant commercial building	16.4.1990	-	9,941 sq metres	Leasehold	2091	1,032
STATE OF NEGERI SEMBILAN							
Lot 765 & 2100, Mukim of Linggi, District of Port Dickson	Poultry breeder farm	12.3.1992	19	678,481 sq metres	Freehold	-	16,521
PT 1295, Senawang Industrial Estate, 70450 Seremban	Factory & office building	30.6.1996	20	38,209 sq metres	Freehold	-	11,459
Lot 3978, Senawang Industrial Estate, 70450 Seremban	Factory & office building	30.6.1996	15 to 40	27,066 sq metres	Leasehold	2067	15,821
GSC Cineplex 2nd Floor, Terminal One Shopping Complex, 20B Jln Lintang, 70000 Seremban	Cineplex	26.2.1996	16	1,811 sq metres	Freehold	-	4,444
STATE OF MALACCA							
Lot 3.5, Cheng Industrial Estate	Office building & warehouse	12.9.1992	16	4,940 sq metres	Leasehold	2090	943

PROPERTIES OWNED BY PPB GROUP BERHAD AND ITS SUBSIDIARIES

Location	Description & existing use of properties	Date of acquisition /revaluation	Age of buildings in years	Land area	Tenure	Year of expiry	Net book value at 31.12.2011 RM'000
H.S (D) 65173,PT 6667, Mukim of Krubong, District of Malaka Tengah	Vacant	8.9.2011	-	14,415 sq metres	Leasehold	2107	4,440
STATE OF JOHOR							
PTD119742, Lrg Pukal Dua, Kawasan Lembaga Pelabuhan, Pasir Gudang	Factory & office building	7.1.1989	27 to 35	36,891 sq metres	Leasehold	2049	10,644
Plo 338 & 329, Jln Tembaga Dua, Kawasan Perindustrian, Pasir Gudang	Factory leased out	10.10.1987 14.7.1988	15 to 23	121,490 sq metres	Leasehold	2049 & 2050	22,938
Cathay Muar No 38, Jln Sayang, 84000 Muar	Property leased out	16.4.1990	55	1,623 sq metres	Freehold	-	324
Lot 614 & 615, Bandar Maharani, Jln Ali, District of Muar	Land leased out	16.4.1990	-	345 sq metres	Freehold	-	
Cathay Batu Pahat 91A Jln Rahmat, 83000 Batu Pahat	Property leased out	16.4.1990	>50	1,562 sq metres	Freehold	-	399
Odeon Batu Pahat 30 Jln Jenang, 83000 Batu Pahat	Property leased out	16.4.1990	>50	1,752 sq metres	Freehold	-	552
Plaza I & II Cinema F-126, 1st Floor, Holiday Plaza, Jln Dato Suleiman, 80250 Johor Bahru	Shoplot leased out	31.7.1992	22 & 23	2,929 sq metres	Freehold	-	10,815
Lot 973, Mukim of Tebrau, Johor Bahru	Warehouse & office building	15.7.1996	12	34,981 sq metres	Freehold	-	9,363
STATE OF PAHANG							
Lot 6861, B-1770, Taman Air Putih, Kuantan	Office building	23.12.1986	44	149 sq metres	Freehold	-	300
No 19, Jln IM 3/1, Bandar Indera Mahkota, 25200 Kuantan	Office building & warehouse	12.7.1997	13	7,810 sq metres	Leasehold	2061	1,749
STATE OF KELANTAN							
Lot 5049 PT 4090, Mukim Panchor, Daerah Kemumin, Kota Bharu	Warehouse & office building	30.12.2001	5	14,157 sq metres	Leasehold	2063	2,817

PROPERTIES OWNED BY PPB GROUP BERHAD AND ITS SUBSIDIARIES

Location	Description & existing use of properties	Date of acquisition / revaluation	Age of buildings in years	Land area	Tenure	Year of expiry	Net book value at 31.12.2011 RM'000
STATE OF SARAWAK							
Lot 2231, Pending Industrial Estate, Kuching	Factory & office building	13.11.1984 18.6.1987 15.3.1989	28	6,812 sq metres	Leasehold	2040	3,542
Lot 505 Block 8, Muara Tebas Land District, Kuching	Factory & office building	6.12.1999	8	21,350 sq metres	Leasehold	2059	17,337
Lot 137 Block 5, Undup Land District, Sri Aman	Vacant agricultural land	9.3.1996	-	18,130 sq metres	Leasehold	2017	20
Lot 1133 Block 8, Muara Tebas Land District Kuching	Warehouse & office building	17.5.2004	6	10,520 sq metres	Leasehold	2064	3,663
Cathay Kuching Lot 31, Section 23, Khoo Hun Yeang Street, 93700 Kuching	Property leased out	16.4.1990	> 50	1,661 sq metres	Leasehold	2802	379
Cathay Sibul C.D.T, No 6 Raminway, 96007 Sibul	Property leased out	16.4.1990	52	1,486 sq metres	Leasehold	2110	727
STATE OF SABAH							
5½ mile, Jln Tuaran Kolombong Industrial Estate, Kota Kinabalu	Factory & office building	10.10.1989	19	10,927 sq metres	Leasehold	2032	3,302
Lot No 6, Kota Kinabalu Industrial Park, Off Jln Sepangar, Kota Kinabalu	Factory & office building	19.10.2006	1	12,096 sq metres	Leasehold	2097	29,886
Lot 31, Industrial Zone 4, Kota Kinabalu	Warehouse & office building	24.7.2006	5	9,955 sq metres	Leasehold	2098	3,476
CL 075149325, Karamunting, Sandakan	Land for expansion	10.8.1996	-	58,315 sq metres	Leasehold	2881	1,871
Cathay Sandakan Lot 2869, Third Street, 90007 Sandakan	Land leased out	16.4.1990	55	1,282 sq metres	Leasehold	2053	592
Lot 2777, TL 077508788, Lrg Gardenia & 60M North of KM 24, Jln Utara, Sandakan	Land for future development	16.4.1990	-	845 sq metres	Leasehold	2061	158
INDONESIA							
Jl.S.Gunungjati, LK.Lijajar Rt.13/06, Kelurahan Tegalratu Kecamatan Ciwandan, Kota Cilegon.	Factory & office building	26.1.2007 3.4.2007	3	31,723 sq metres	Leasehold	2037	74,967

STATEMENT OF SHAREHOLDINGS

AS AT 26 MARCH 2012

Authorised Share Capital	RM2,000,000,000
Issued and Fully-Paid Capital	RM1,185,499,882
Class of Shares	Ordinary Shares of RM1.00 each
Voting Rights	One vote per Ordinary Share

DISTRIBUTION OF SHAREHOLDINGS

Size of Holdings	No. of Holders	% of Holders	No. of Shares	% of Issued Capital
Less than 100	792	8.18	21,268	0.00
100 - 1,000	2,480	25.60	1,664,043	0.14
1,001 - 10,000	4,511	46.57	18,797,927	1.59
10,001 - 100,000	1,578	16.29	48,143,039	4.06
100,001 to less than 5% of issued shares	323	3.33	460,538,951	38.85
5% and above of issued shares	3	0.03	656,334,654	55.36
	9,687	100.00	1,185,499,882	100.00

DIRECTORS' INTERESTS IN SHARES

	Direct Interest		Deemed Interest	
	No. of Shares	% of Issued Capital	No. of Shares	% of Issued Capital
IN THE COMPANY				
Datuk Oh Siew Nam	120,666	0.01	1,204,498	0.10
Tan Gee Sooi	-	-	585,236	0.05
IN RELATED CORPORATIONS				
Tego Sdn Bhd - Subsidiary				
Datuk Oh Siew Nam	-	-	18,000	0.10
Tan Gee Sooi	37,500	0.21	-	-
Kuok Brothers Sdn Berhad - Holding Company				
Datuk Oh Siew Nam	-	-	4,966,667	0.99
Tan Gee Sooi	1,240,000	0.25	163,333	0.03
Coralbid (M) Sdn Bhd - Subsidiary of Holding Company				
Datuk Oh Siew Nam	-	-	100,000	0.27

Other than as disclosed above, none of the Directors had any direct nor deemed interest in shares of the Company or other related corporations.

STATEMENT OF SHAREHOLDINGS

AS AT 26 MARCH 2012

SUBSTANTIAL SHAREHOLDERS

Name of Substantial Shareholders	Direct Interest		Deemed Interest		Total	
	No. of Shares	% of Issued Capital	No. of Shares	% of Issued Capital	No. of Shares	% of Issued Capital
Kuok Brothers Sdn Berhad	594,764,624	50.17	7,420,504	0.63	602,185,128	50.80
Employees Provident Fund Board	115,116,750	9.71	-	-	115,116,750	9.71

THIRTY LARGEST SHAREHOLDERS

(as per Record of Depositors)

Name of Shareholders	No. of Shares	% of Issued Capital
1. Kuok Brothers Sdn Berhad	472,711,372	39.87
2. Citigroup Nominees (Tempatan) Sdn Bhd <i>For Employees Provident Fund Board</i>	110,865,350	9.35
3. Kuok Brothers Sdn Berhad	72,757,932	6.14
4. Kuok Brothers Sdn Berhad	49,296,514	4.16
5. Nai Seng Sdn Berhad	40,826,500	3.44
6. Kumpulan Wang Persaraan (Diperbadankan)	26,553,800	2.24
7. HSBC Nominees (Asing) Sdn Bhd <i>Exempt AN</i> <i>For Credit Suisse (SG BR-TST-Asing)</i>	23,688,500	2.00
8. Valuecap Sdn Bhd	17,713,000	1.49
9. Kuok Foundation Berhad	17,119,720	1.44
10. Cartaban Nominees (Asing) Sdn Bhd <i>Exempt AN</i> <i>For State Street Bank & Trust Company (West CLTOD67)</i>	13,690,710	1.15
11. Key Development Sdn Berhad	13,097,100	1.11
12. Amanahraya Trustees Berhad <i>For Amanah Saham Malaysia</i>	12,640,200	1.07
13. Chinchoo Investment Sdn Berhad	11,127,300	0.94
14. Mayban Securities Nominees (Asing) Sdn Bhd <i>Kim Eng Securities Pte Ltd</i> <i>For Sin Heng Chan (1960) Pte Ltd</i>	10,100,000	0.85

STATEMENT OF SHAREHOLDINGS

AS AT 26 MARCH 2012

Name of Shareholders		No. of Shares	% of Issued Capital
15.	Amanahraya Trustees Berhad <i>For Amanah Saham Wawasan 2020</i>	9,212,000	0.78
16.	Cartaban Nominees (Asing) Sdn Bhd <i>Government of Singapore Investment Corporation Pte Ltd For Government of Singapore (C)</i>	8,816,200	0.74
17.	HSBC Nominees (Asing) Sdn Bhd <i>BBH and Co. Boston For Vanguard Emerging Markets Stock Index Fund</i>	8,641,708	0.73
18.	Citigroup Nominees (Asing) Sdn Bhd <i>CBNY For Dimensional Emerging Markets Value Fund</i>	7,094,966	0.60
19.	HDM Nominees (Asing) Sdn Bhd <i>Exempt AN For UOB Kay Hian (Hong Kong) Limited (Clients)</i>	6,703,786	0.57
20.	Gaintique Sdn Bhd	5,933,300	0.50
21.	Ophir Holdings Berhad	5,841,754	0.49
22.	Amanahraya Trustees Berhad <i>For As 1Malaysia</i>	5,624,200	0.47
23.	Citigroup Nominees (Tempatan) Sdn Bhd <i>Exempt AN For Eastspring Investments Berhad</i>	5,057,800	0.43
24.	Keck Seng (Malaysia) Berhad	4,891,728	0.41
25.	HSBC Nominees (Asing) Sdn Bhd <i>Exempt AN JPMorgan Chase Bank, National Association (U.A.E.)</i>	4,292,372	0.36
26.	Gan Teng Siew Realty Sdn Berhad	3,621,998	0.31
27.	Universiti Kebangsaan Malaysia	3,323,608	0.28
28.	Ang Poon Tiak	3,300,000	0.28
29.	Kota Johore Realty Sdn Bhd	3,095,964	0.26
30.	HSBC Nominees (Asing) Sdn Bhd <i>Exempt AN For Morgan Stanley & Co. International PLC (Client)</i>	3,039,400	0.26
		980,678,782	82.72

GROUP CORPORATE DIRECTORY

A

ANIMAL FEED MANUFACTURING

FFM Berhad

Main Office

PT45125, Batu 15½, Sungai Pelong
47000 Sungai Buloh, Selangor
Tel : 03-61457888
Contact Person :
Mr Ong Hung Hock (Managing Director)

FFM (Sabah) Sdn Bhd

Main Office/Factory

5½ Mile, Off Jalan Tuaran
Kolombong Industrial Estate
88450 Kota Kinabalu, Sabah
Tel : 088-426310
Contact Person :
Mr Chia Ngun How
(Director/ General Manager)

FFM Feedmills (Sarawak) Sdn Bhd

Main Office/Factory

Lot 2231, Jalan Kilang
Pending Industrial Estate
93450 Kuching, Sarawak
Tel : 082-482751
Contact Person :
Mr Lee Cho Fatt
(Director/ General Manager)

Johor Bahru Flour Mill Sdn Bhd

Main Office/Factory

Lorong Pukal Dua
Kawasan Lembaga Pelabuhan Johor
81700 Pasir Gudang, Johor
Tel : 07-2512211
Contact Person :
Mr Tan Hock Yong (Managing Director)

B

BAKERY

The Italian Baker Sdn Bhd

Factory

Lot 4 Jalan Perigi Nenas 6/1/KS 11
Taman Perindustrian Pulau Indah
42920 Pelabuhan Klang, Selangor
Tel : 03- 33256288
Contact Person :
Mr Jimmy Chang (Director)

C

CHEMICALS MANUFACTURING

Malayan Adhesives & Chemicals Sdn Bhd

Main Office/Factory

No. 9 Jalan Utas 15/7
40200 Shah Alam, Selangor
Tel : 03-55661188
Contact Person :
Mr Huen Foo Seng
(Director/ General Manager)

CINEMA OPERATIONS

Golden Screen Cinemas Sdn Bhd

Main Office

1 Jalan SS22/19, Damansara Jaya
47400 Petaling Jaya, Selangor
Tel : 03-78068888
Contact Person :
Mr Irving Chee (General Manager)

CONSUMER PRODUCTS DISTRIBUTION

FFM Marketing Sdn Bhd

Main Office

PT 45125, Batu 15½, Sungai Pelong
47000 Sungai Buloh, Selangor
Tel : 03-61457888
Contact Person :
Mr Luah Hong Wan
(Director/ General Manager)

CONTRACT MANUFACTURING

Products Manufacturing Sdn Bhd

Main Office/Factory

Lot PT 31-A1, A2 & A3, Industrial Area
Mukim Batu 6.5 Miles, Jalan Kepong
52000 Kuala Lumpur
Tel : 03-62528298
Contact Person :
Mr Khor Siang Chew
(Chairman/ General Manager)

F

FLOUR MILLING

FFM Berhad

Main Office

PT 45125, Batu 15½, Sungai Pelong
47000 Sungai Buloh, Selangor
Tel : 03-61457888
Contact Person :
Mr Ong Hung Hock (Managing Director)

FFM Flour Mills (Sarawak) Sdn Bhd

Main Office/Factory

Lot 505, Block 8, MTLD
Sejingkat Industrial Park, Jalan Bako
93050 Kuching, Sarawak
Tel : 082-439449
Contact Person :
Mr Terry Kho (Factory Manager)

Johor Bahru Flour Mill Sdn Bhd

Main Office/Factory

Lorong Pukal Dua
Kawasan Lembaga Pelabuhan Johor
81700 Pasir Gudang, Johor
Tel : 07-2512211
Contact Person :
Mr Tan Hock Yong (Managing Director)

PT Pundi Kencana

Main Office

Jl. Tanah Abang III No. 14
Jakarta Pusat, Jakarta 10160
Indonesia
Tel : 62-21 385 3624
Contact Person :
Mr Pua Koon Lee (President Director)

Vietnam Flour Mills Ltd

Factory

My Xuan A Industrial Zone
Tan Thanh Commune
Ba Ria Vung Tau Province, Vietnam
Tel : 0084-64894883
Contact Person :
Mr Ray Chew (General Director)

FOOD PROCESSING

FFM Further Processing Sdn Bhd

Main Office/Factory

Lot 2, Seksyen 6,
Pulau Indah Industrial Park
k.s. 13, 42090 Klang, Selangor
Tel : 03-31011338
Contact Person :
Dr Adrian Majanil
(Director/ General Manager)

L LIVESTOCK FARMING

FFM Farms Sdn Bhd

Main Office

PT 45125, Batu 15½, Sungai Pelong
47000 Sungai Buloh, Selangor
Tel : 03-61457888
Contact Person :
Dr Danny Soon
(Director/ General Manager)

P PLANTATIONS AND EDIBLE OILS

Wilmar International Limited

Main Office

56 Neil Road, Singapore 088830
Tel : 65-62160244
Contact Person :
Ms Lim Li Chuen
(Head of Investor Relations)

POLYBAG MANUFACTURING

Tego Sdn Bhd

Main Office/Factory

Lot 5-8, Senawang Industrial Estate
70450 Seremban, Negeri Sembilan
Tel : 06-6773361
Contact Person :
Mr Boo Yew Leng (Managing Director)

Tego Multifil Sdn Bhd

Factory

Lot 9, Lorong Bunga Tanjung ½
Senawang Industrial Park
70400 Seremban, Negeri Sembilan
Tel : 06-6778721
Contact Person :
Mr Boo Yew Leng (Director)

Tefel Packaging Industries Co., Ltd

Main Office/Factory

Plot No. 247-A/248, Muse Street
Ward (23), Industrial Zone (1)
South Dagon Township
Yangon, Myanmar
Tel : 0095-1-590643
Contact Person :
Mr Cheng Kin Ming (Director)

PROPERTY OWNERS/ DEVELOPER

Cathay Screen Cinemas Sdn Bhd

Main Office

5B Jalan SS22/19, Damansara Jaya
47400 Petaling Jaya, Selangor
Tel : 03-77299118
Contact Person :
Ms Carol Au (Manager)

PPB Group Berhad (Property Division)

Main Office

17th Floor, Wisma ACE Jerneh
38 Jalan Sultan Ismail
50250 Kuala Lumpur
Tel : 03-21170888
Contact Person :
Mr Eapen Thomas
(Chief Operating Officer
- Property Division)

PPB Hartabina Sdn Bhd

Main Office

7th Floor, Cheras Plaza
No.11 Jalan Manis 1,
Taman Segar, Cheras
56100 Kuala Lumpur
Tel : 03-91305088
Contact Person :
Mr Eapen Thomas (Director)

South Island Mining Co Sdn Bhd

Main Office

Simco House, Persiaran Sinar Mentari 1
08100 Bedong, Kedah
Tel : 04-4588129
Contact Person :
Mr Clarence Tan (General Manager)

WASTE MANAGEMENT & ENVIRONMENTAL ENGINEERING

CWM Group Sdn Bhd

Main Office

Lot 12, Persiaran Kemajuan
Off Jalan Halba 16/16
40200 Shah Alam, Selangor
Tel : 03-55107800
Contact Person :
Mr Leong Yew Weng (CEO)

Beijing CQ Environmental Management Consultancy Services Co. Ltd

Main Office

Unit 2308A Level 23, North Office Tower
Beijing Kerry Centre
1 Guang Hua Road
Chao Yang District, Beijing 100020, China
Tel : 00-8610-85298393
Contact Person :
Mr Ethan Pang (Financial Controller)

Sitamas Environmental Systems Sdn Bhd

Main Office

Lot 15 Jalan Pahat 16/8A
40702 Shah Alam, Selangor
Tel : 03-55104008
Contact Person :
Mr Lim Cheng Kaai (General Manager)

AWS Sales & Services Sdn Bhd

Main Office

2447 Lorong Perusahaan 6A
Prai Industrial Estate
13600 Prai, Penang
Tel : 04-3988600
Contact Person :
Mr Yap Eng Soon (General Manager)

NOTICE OF ANNUAL GENERAL MEETING

Date/Time : Thursday, 24 May 2012 at 9.30 am.

Venue : 19th Floor, Wisma ACE Jerneh, 38 Jalan Sultan Ismail, 50250 Kuala Lumpur, Malaysia.

NOTICE IS HEREBY GIVEN that the 43rd Annual General Meeting of PPB Group Berhad will be held at 19th Floor, Wisma ACE Jerneh, 38 Jalan Sultan Ismail, 50250 Kuala Lumpur, Malaysia on Thursday, 24 May 2012 at 9.30 am for the following purposes :

AS ORDINARY BUSINESS

1. To receive the audited Financial Statements for the year ended 31 December 2011 and the Reports of the Directors and Auditors thereon. *(Resolution 1)*
2. To approve the payment of a final single tier dividend of 13 sen per share in respect of the financial year ended 31 December 2011 as recommended by the Directors. *(Resolution 2)*
3. To approve an increase in Directors' fees. *(Resolution 3)*
(See Explanatory Note 1)
4. To re-elect Mr Lim Soon Huat who retires pursuant to Article 107 of the Articles of Association of the Company. *(Resolution 4)*
5. To consider and if thought fit, to pass the following resolutions pursuant to Section 129(6) of the Companies Act 1965:
 - i) "That pursuant to Section 129(6) of the Companies Act 1965, Datuk Oh Siew Nam be hereby re-appointed a Director of the Company to hold office until the conclusion of the next Annual General Meeting of the Company." *(Resolution 5)*
 - ii) "That pursuant to Section 129(6) of the Companies Act 1965, Dato Sri Liang Kim Bang be hereby re-appointed a Director of the Company to hold office until the conclusion of the next Annual General Meeting of the Company." *(Resolution 6)*
 - iii) "That pursuant to Section 129(6) of the Companies Act 1965, YM Raja Dato' Seri Abdul Aziz bin Raja Salim be hereby re-appointed a Director of the Company to hold office until the conclusion of the next Annual General Meeting of the Company." *(Resolution 7)**(See Explanatory Note 2)*
6. To re-appoint Mazars as auditors of the Company and to authorise the Directors to fix their remuneration. *(Resolution 8)*

AS SPECIAL BUSINESS

To consider and if thought fit, to pass the following as Ordinary Resolutions, with or without modifications:

7. **Authority to issue shares pursuant to Section 132D of the Companies Act 1965**
"THAT subject to the Companies Act 1965, the Articles of Association of the Company and the approvals of the relevant authorities (if required), the Directors be and are hereby authorised to allot and issue shares in the Company at any time until the conclusion of the next Annual General Meeting and upon such terms and conditions and for such purposes as the Directors may, in their absolute discretion, deem fit provided that the aggregate number of shares to be issued does not exceed ten per centum (10%) of the issued and paid-up share capital of the Company for the time being and that the Directors be and are also empowered to obtain approval for the listing of and quotation for the additional shares so issued on Bursa Malaysia Securities Berhad." *(Resolution 9)*
(See Explanatory Note 3)

NOTICE OF ANNUAL GENERAL MEETING

8. Proposed Renewal of Shareholders' Mandate for Recurrent Related Party Transactions of a Revenue or Trading Nature

The text of the resolution to approve the above together with details of the Proposed Shareholders' Mandate are set out in the Circular to Shareholders dated 27 April 2012.
(See Explanatory Note 4)

(Resolution 10)

9. To transact any other business of which due notice shall have been given.

NOTICE OF BOOKS CLOSURE AND DATE OF DIVIDEND PAYMENT

Notice has been given on 29 February 2012 that subject to the approval of shareholders at the Annual General Meeting to be held on 24 May 2012, a final single tier dividend of 13 sen per share in respect of the financial year ended 31 December 2011 is payable on 15 June 2012 to members whose names appear in the Record of Depositors on 29 May 2012.

A Depositor shall qualify for entitlement in respect of:

- i) Shares transferred into the Depositor's securities account before 4.00 pm on 29 May 2012 in respect of ordinary transfers; and
- ii) Shares bought on Bursa Malaysia Securities Berhad ("Bursa Securities") on a cum entitlement basis according to the Rules of Bursa Securities.

Kuala Lumpur
27 April 2012

By Order of the Board
Mah Teck Keong (MAICSA 0820976)
Company Secretary

Appointment of Proxy

- A member of the Company entitled to attend and vote at the Annual General Meeting ("AGM") may appoint a proxy to attend and vote in his/her stead. A proxy need not be a member of the Company.
- Except for an authorised nominee as defined under the Securities Industry (Central Depositories) Act 1991, a member shall not be entitled to appoint more than two proxies to attend and vote at the same meeting. Where a member appoints two proxies, the appointments shall be invalid unless he/she specifies the proportion of his/her shareholdings to be represented by each proxy.
- The Proxy Form must be signed by the appointer or his/her attorney duly authorised in writing or in the case of a corporation, executed under its common seal or under the hand of an officer or attorney duly authorised.
- The instrument appointing a proxy must be deposited at the registered office of the Company not less than 48 hours before the time for holding the AGM or any adjournment thereof.
- Other
Only a depositor whose name appears on the Record of Depositors of the Company as at 14 May 2012 shall be regarded as a member of the Company entitled to attend, speak and vote at the AGM.

EXPLANATORY NOTES

1) Proposed increase in Directors' fees

It is proposed that the basic fee payable to non-salaried Directors be increased from RM40,000/- to RM45,000/- per Director for the financial year 2011. Arising therefrom the total fees payable to non-salaried Directors would amount to RM262,137/-.

2) Re-appointment of Directors pursuant to Section 129(6) of the Companies Act 1965

Pursuant to Section 129(6) of the Companies Act 1965, a person of or over the age of 70 years who is proposed for appointment as a Director of the Company shall be appointed by a resolution passed by a majority of not less than three-fourths of the members of the Company present and voting in person or by proxy at a general meeting, and if so appointed, the Director shall hold office until the next AGM of the Company.

NOTICE OF ANNUAL GENERAL MEETING

The proposed **Resolutions 5, 6 and 7**, if passed, would enable Datuk Oh Siew Nam, Dato Sri Liang Kim Bang and YM Raja Dato' Seri Abdul Aziz bin Raja Salim to hold office until the next AGM of the Company.

3) Authority to issue shares pursuant to Section 132D of the Companies Act 1965

The proposed **Resolution 9** is to seek a renewal of the general authority for the issue of new ordinary shares in PPB pursuant to Section 132D of the Companies Act 1965 which was approved by shareholders at the AGM held last year. The Company did not issue any new shares after the previous mandate was obtained at the last AGM.

The Company continuously seeks opportunities to broaden the operating base and earnings potential of the Group. This may require the issue of new shares not exceeding ten per centum (10%) of the Company's issued share capital.

The proposed **Resolution 9**, if passed, would enable the Company to avoid delay and cost of convening further general meetings to approve the issue of shares for such purposes. This authority, unless revoked or varied at a general meeting, will expire at the next AGM of the Company.

At this juncture, there is no decision to issue new shares. Should there be a decision to issue new shares after the said authority has been given, the Company will make an announcement on the purpose and/or utilisation of proceeds arising from such issue.

4) Proposed Renewal of Shareholders' Mandate for Recurrent Related Party Transactions of a Revenue or Trading Nature

The proposed **Resolution 10** is to enable the Company's subsidiaries to enter into recurrent related party transactions which are necessary for PPB Group's day-to-day operations, subject to the transactions being carried out in the ordinary course of business and on terms not to the detriment of the minority shareholders of the Company. This would also eliminate the need to make regular announcements to Bursa Securities or convene separate general meetings from time to time to seek shareholders' approval as and when recurrent related party transactions arise, thereby reducing substantial administrative time and expenses in convening such meetings.

Further information on the Proposed Shareholders' Mandate is set out in the Circular to Shareholders dated 27 April 2012 despatched together with the Company's 2011 Annual Report.

STATEMENT ACCOMPANYING THE NOTICE OF ANNUAL GENERAL MEETING

The Directors who are standing for re-election/re-appointment under Section 129(6) of the Companies Act 1965 are as follows:

- a) Mr Lim Soon Huat
- b) Datuk Oh Siew Nam
- c) Dato Sri Liang Kim Bang
- d) YM Raja Dato' Seri Abdul Aziz bin Raja Salim

The details of the above Directors are set out in the Directors' Profiles on pages 16 to 19. Their interests in shares of the Company and its related corporations are disclosed in the Statement of Shareholdings on page 189.

I/We _____ NRIC/Passport No.: _____
 of _____ Telephone No.: _____
 being a member/members of PPB GROUP BERHAD hereby appoint the Chairman of the Meeting*
 or _____ NRIC/Passport No.: _____
 of _____
 or failing him/her _____ NRIC/Passport No.: _____
 of _____

* Delete the words 'the Chairman of the Meeting' if you wish to appoint another person to be your proxy.

as my/our proxy to vote for me/us and on my/our behalf at the 43rd Annual General Meeting of the Company to be held on Thursday, 24 May 2012 at 9.30 am and at any adjournment thereof.

My/Our proxy is to vote as indicated below :

No.	Resolutions	For	Against
1	To receive the audited Financial Statements for the year ended 31 December 2011 and the Reports of the Directors and Auditors thereon.		
2	To approve the payment of a final single tier dividend.		
3	To approve an increase in Directors' fees.		
4	To re-elect Mr Lim Soon Huat as Director.		
5	To re-appoint Datuk Oh Siew Nam as Director.		
6	To re-appoint Dato Sri Liang Kim Bang as Director.		
7	To re-appoint YM Raja Dato' Seri Abdul Aziz bin Raja Salim as Director.		
8	To re-appoint Mazars as Auditors of the Company.		
9	To authorise the Directors to allot and issue shares.		
10	To approve renewal of shareholders' mandate for recurrent related party transactions of a revenue or trading nature.		

(Please indicate with an 'X' in the spaces provided how you wish your vote to be cast. If you do not do so, the proxy will vote or abstain from voting at his/her discretion.)

The proportion(s) of my/our holding to be represented by my/our proxies is/are as follows:

First Proxy	%	Signed this	day of	2012
Second Proxy	%			
Total	100%			
No. of shares held				Signature

NOTES :

- A member of the Company entitled to attend and vote at the Annual General Meeting ("AGM") may appoint a proxy to attend and vote in his/her stead. A proxy need not be a member of the Company.
- Except for an authorised nominee as defined under the Securities Industry (Central Depositories) Act 1991, a member shall not be entitled to appoint more than two proxies to attend and vote at the same meeting. Where a member appoints two proxies, the appointments shall be invalid unless he/she specifies the proportion of his/her shareholdings to be represented by each proxy.
- The Proxy Form must be signed by the appointer or his/her attorney duly authorised in writing or in the case of a corporation, executed under its common seal or under the hand of an officer or attorney duly authorised.
- The instrument appointing a proxy must be deposited at the registered office of the Company not less than 48 hours before the time for holding the AGM or any adjournment thereof.

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