



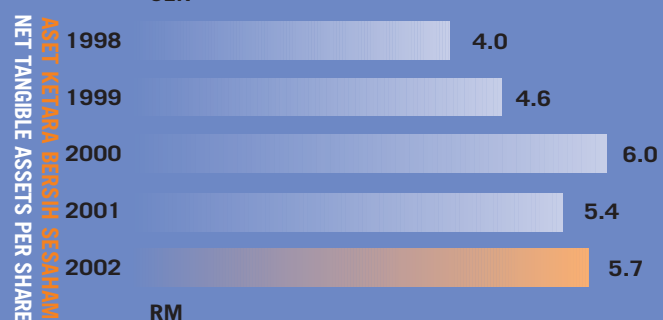
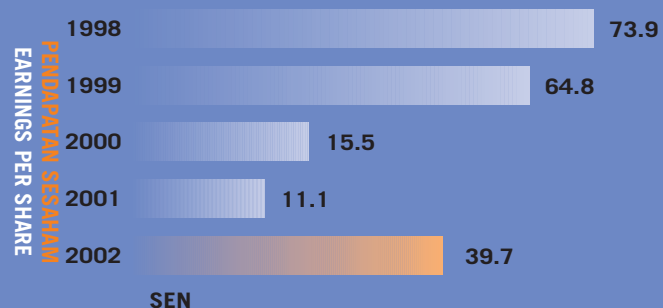
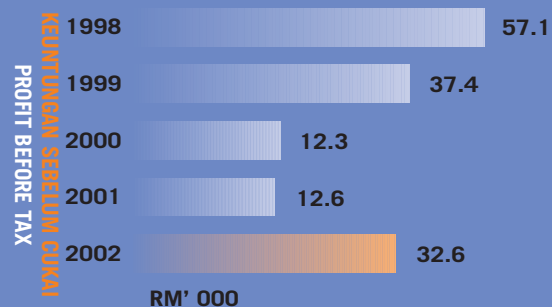
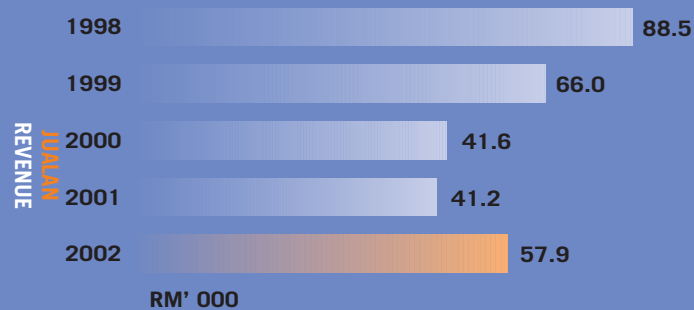
Far East Holdings Berhad

(101345)

2002

Laporan Tahunan Annual Report

Kandungan



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Ringkasan Kewangan Kumpulan **Group Financial Summary**

	1998	1999	2000	2001	2002
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LEMBARAN IMBANGAN YANG DISATUKAN pada 31 Disember (RM juta)

CONSOLIDATED BALANCE SHEET as at 31 December (RM million)

Rizab dan Modal / Capital and Reserve

Modal Saham / Share Capital	56.0	56.0	56.0	61.6	62.6
Rizab Tidak Boleh Diagihkan / Non-Distributable Reserve	60.4	60.3	134.4	128.0	129.0
Keuntungan Berkumpul / Retained Profits	108.7	139.5	143.8	141.0	162.8

Dana Pemegang Saham / Shareholders' Fund

Liabiliti Jangka Panjang / Non-Current Liabilities	5.0	-	-	3.4	2.3
Kepentingan Minoriti / Minority Interest	-	17.3	17.1	25.2	27.7

	230.1	273.1	351.3	359.2	384.4
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Terdiri dari: / Represented by:

Aset Tetap / Property, Plant & Equipment	183.0	210.3	292.8	273.4	270.0
Syarikat Bersekutu dan Syarikat Anak / Associates	20.0	30.2	31.9	34.3	39.5
Pelaburan / Investments	1.2	1.2	1.2	2.3	2.3
Muhibbah daripada Penyatuan / Goodwill on Consolidation	-	0.1	0.1	-	-
Aset Semasa / Current Assets	50.9	62.8	56.8	68.7	83.6

Jumlah Aset / Total Assets

Liabiliti Semasa / Current Liabilities	(25.0)	(31.5)	(31.5)	(19.5)	(11.0)
--	--------	--------	--------	--------	--------

	230.1	273.1	351.3	359.2	384.4
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PENYATA PENDAPATAN YANG DISATUKAN pada 31 Disember (RM juta)

CONSOLIDATED INCOME STATEMENTS as at 31 December (RM million)

Jualan / Revenue	88.5	66.0	41.6	41.2	57.9
------------------	------	------	------	------	------

Keuntungan Sebelum Cukai / Profit Before Taxation	57.1	37.4	12.3	12.6	32.6
Cukai / Taxation	(15.0)	0.4	(3.8)	(4.8)	(5.6)

Keuntungan Selepas Cukai / Profit After Taxation	42.1	37.8	8.5	7.8	27.0
Kepentingan Minoriti / Minority Interest	(0.7)	(1.5)	0.2	(1.0)	(2.0)

Keuntungan Pada Tahun / Profit For The Year	41.4	36.3	8.7	6.8	25
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TUMPUAN pada 31 Disember

HIGHLIGHTS as at 31 December

Pendapatan Sesaham (sen) / Earnings Per Share (sen)	73.9	64.8	15.5	11.1	39.7
Aset Ketara Bersih Sesaham (RM) / Net Tangible Assets Per Share (RM)	4.0	4.6	6.0	5.4	5.7
Nisbah Semasa / Current Ratio	2.04	1.99	1.8	3.52	7.60
Keuntungan Sebelum Cukai Sebagai Peratus (%) Jualan / Pre-Tax Profit As a Percentage of Revenue (%)	64.5	56.7	29.6	30.6	56.3
Keuntungan Sebelum Cukai Sebagai Peratus (%) Dana Pemegang Saham Di Hujung Tahun / Pre-Tax Profit As a Percentage of Shareholders' Fund at Year End (%)	25.4	14.6	3.68	3.81	9.20

NOTA / NOTE:

Angka-angka perbandingan telah dipinda bagi mematuhi Piawaian-Piawaian MASB untuk tahun berakhir 31 Disember 2002.
The comparative figures have been adjusted to conform with the MASB Standards for the year ended 31 December 2002.

Notis Mesyuarat Agung Tahunan

DENGAN INI DIBERITAHU BAHAWA Mesyuarat Agung Tahunan pemegang-pemegang saham FAR EAST HOLDINGS BERHAD yang ke-29 akan diadakan di Meranti 2, Hyatt Regency, Kuantan, Pahang Darul Makmur pada hari Isnin, 23 Jun 2003 jam 10.00 pagi.

AGENDA

A. URUSAN BIASA

1. Menerima dan mengimbang Akaun bagi tahun kewangan berakhir 31 Disember 2002 serta Laporan Pengarah dan Juruaudit mengenainya.	Resolusi 1
2. Meluluskan pembayaran dividen akhir sebanyak 5 sen kasar sesaham tolak 28% cukai pendapatan dan dividen khas 5 sen bersih, dikecualikan cukai, bagi tahun kewangan berakhir 31 Disember 2002, seperti yang disyorkan oleh Lembaga Pengarah.	Resolusi 2
3. Untuk memilih semula Pengarah berikut yang bersara menurut Artikel 97 Tatacara dan Tataurusan Syarikat. Oleh kerana layak telah menawarkan diri untuk dilantik semula:- a) Dato' Kamaruddin Bin Mohammed b) En. Tee Kim Tee c) Dr. Haji Ahmad Bin Aman d) En. Tee Cheng Hua e) En. Ng Say Pin f) En. Nowawi Bin Abdul Rahman	Resolusi 3 Resolusi 4 Resolusi 5 Resolusi 6 Resolusi 7 Resolusi 8
4. Untuk memilih semula Pengarah berikut yang bersara menurut Artikel 102 Tatacara dan Tataurusan Syarikat. Oleh kerana layak telah menawarkan diri untuk dilantik semula:- a) Tuan Haji Lias Bin Mohd Noor	Resolusi 9
5. Meluluskan ganjaran Pengarah-Pengarah bagi tahun kewangan berakhir 31 Disember 2002.	Resolusi 10
6. Melantik semula Tetuan PricewaterhouseCoopers sebagai Juruaudit dan memberi kuasa kepada Lembaga Pengarah untuk menetapkan bayaran mereka.	Resolusi 11

B. SEBAGAI URUSAN KHAS

Bagi tujuan mempertimbangkan dan jika difikirkan wajar meluluskan resolusi berikut sebagai resolusi biasa:

7. Cadangan Pembaharuan Mandat Pemegang-Pemegang Saham berkenaan Transaksi Berulang dengan Pihak Berkaitan yang Bersifat Pendapatan.

"Bahawa mandat yang diberi oleh pemegang-pemegang saham Syarikat pada 25 Julai 2002 tertakluk kepada perenggan 10.09 Syarat-Syarat Penyenaraian Bursa Saham Kuala Lumpur, memberikuasa kepada Syarikat untuk menyertai transaksi berulang yang bersifat pendapatan seperti yang dinyatakan di perenggan 2.1 Pekeliling kepada pemegang saham yang bertarikh 11 Julai 2002 (Pekeliling) dengan pihak yang berkaitan yang menyatakan di mana perlu untuk operasi seharian Syarikat, dengan ini diperbaharui.

Dengan ini Syarikat diberikuasa untuk menyertai transaksi berulang dengan pihak berkaitan yang disebutkan tertakluk:

- Transaksi tersebut dibuat dalam urusan biasa perniagaan dan terma biasa yang tidak memberi keutamaan kepada pihak berkaitan melainkan apa yang ada pada pihak tidak berkaitan dan tidak menyentuh hak pemegang saham minoriti Syarikat; dan
- Pernyataan berkenaan pecahan transaksi mengikut nilai agregat yang dilakukan bagi sesuatu tahun kewangan termasuk jenis transaksi berulang dengan pihak berkaitan yang bersifat pendapatan, nama pihak berkaitan yang terlibat di dalam setiap jenis transaksi berulang dengan pihak berkaitan yang bersifat pendapatan dan hubungan dengan syarikat yang dinyatakan di dalam Laporan Tahunan untuk tahun kewangan berikutnya.

Notis Mesyuarat Agung Tahunan

Lembaga Pengarah memohon kelulusan pemegang-pemegang saham untuk memperbaharui Cadangan Mandat Tahunan Pemegang-Pemegang Saham tertakluk kepada nilai yang memuaskan oleh Jawatankuasa Audit yang menunjukkan aplikasi berterusan kepada pihak yang berminat dengan transaksi tersebut. Dengan ini, jika diluluskan pada Mesyuarat Agung ini, kelulusan itu akan berterusan sehingga:

- penamatan Mesyuarat Agung akan datang selepas Mesyuarat Agung Luarbiasa di mana Cadangan Memperbaharui Mandat diluluskan, dengan ini ia dibatalkan, melainkan resolusi diluluskan di Mesyuarat Agung Tahunan, kuasa ini diperbaharui;
 - penamatan tempoh di mana Mesyuarat Agung Tahunan yang akan datang perlu diadakan sejajar dengan Seksyen 143(1) Akta (tetapi tidak dilanjutkan ke suatu tempoh yang mungkin dibenarkan sejajar Seksyen 143(2) Akta); atau
 - dibatalkan atau diubah melalui resolusi yang diluluskan pada Mesyuarat Agung Tahunan atau Mesyuarat Agung Luarbiasa,
- mana-mana yang terdahulu.

Dengan ini Lembaga Pengarah Syarikat diberikuasa untuk menyiapkan dan mengambil tindakan sewajarnya di atas Cadangan Memperbaharui Mandat Transaksi Berulang dengan Pihak Berkaitan."

Resolusi 12

- Untuk melaksanakan lain-lain urusan biasa perniagaan yang mana notis sewajarnya telahpun diberikan.

NOTIS KELAYAKAN DAN PEMBAYARAN DIVIDEN

DENGAN INI DIBERITAHU BAHAWA dividen akhir sebanyak 5 sen kasar sesaham tolak 28% cukai pendapatan dan dividen khas 5 sen bersih dikecualikan cukai, bagi tahun kewangan berakhir 31 Disember 2002, jika diluluskan oleh para pemegang saham di Mesyuarat Agung Tahunan, akan dibayarkan pada 11 Julai 2003 kepada para pemegang saham yang nama-nama mereka terdapat di dalam Rekod Pendeposit Syarikat semasa tutup perniagaan pada 3 Julai 2003.

Seorang pendeposit adalah layak untuk menerima dividen hanya berhubung dengan:

- Saham-saham yang dipindahmilikan kepada Akaun Sekuriti Pendeposit sebelum jam 4.00 petang pada 3 Julai 2003 berkenaan pemindahan; dan
- Saham-saham yang dibeli di Bursa Saham Kuala Lumpur selaras dengan kelayakan asas tertakluk kepada syarat-syarat Bursa Saham Kuala Lumpur.

Dengan Perintah Lembaga Pengarah

ASMIN BINTI YAHYA (MIA 10161)
NOOR ANISAH BINTI SABARUDIN (LS 008153)
 Setiausaha-Setiausaha Syarikat
 Kuantan
 31 Mei 2003

NOTA:

- Seorang ahli yang berhak menghadiri dan mengundi dalam mesyuarat ini adalah berhak melantik proksi untuk hadir dan mengundi bagi pihaknya. Proksi tidak semestinya seorang ahli syarikat.
- Jika yang melantik sebuah perbadanan borang proksi mestilah dimeteri dengan cop mohor atau ditandatangani oleh peguam atau pegawai perbadanan tersebut.
- Borang proksi ini mestilah diserahkan kepada Pendaftar Saham (Malaysian Share Registration Services Sdn. Bhd., Tingkat 7, Exchange Square, Bukit Kewangan, 50200 Kuala Lumpur. P.O. Box 13274, 50752 Kuala Lumpur.) tidak lewat daripada empat puluh lapan (48) jam sebelum masa yang ditetapkan untuk mengadakan mesyuarat.
- Maklumat berkaitan Lembaga Pengarah yang bersara pada Mesyuarat Agung Tahunan ini, dibentangkan dalam laporan ini di mukasurat 6.
- Catatan Penjelasan Bagi Urusan Khas.
Transaksi Berulang Dengan Pihak Berkaitan. Untuk maklumat lanjut, sila rujuk Pekeliling kepada Pemegang Saham bertarikh 31 Mei 2003 yang diedarkan bersama Laporan Tahunan Syarikat untuk tahun kewangan berakhir 31 Disember 2002.

Notice of Annual General Meeting

NOTICE IS HEREBY GIVEN that the 29th Annual General Meeting of FAR EAST HOLDINGS BERHAD shareholders will be held at Meranti 2, Hyatt Regency Kuantan, Pahang Darul Makmur on Monday, 23 June 2003 at 10.00 a.m. to transact the following business:-

AGENDA

A. ORDINARY BUSINESS

1. To receive and adopt the Audited Financial Statements for the financial year ended 31 December 2002 together with the Report of Directors and Auditor thereon.	Resolution 1
2. To approve the payment of final gross dividend of 5 sen per share, less income tax 28% and 5 sen per share of a special dividend, tax exempt, for the financial year ended 31 December 2002 as recommended by Directors.	Resolution 2
3. To re-elect the following Directors who retired pursuant to Article 97 of the Company's Articles of Association and being eligible offer themselves for re-election:- a) Dato' Kamaruddin Bin Mohammed b) Mr. Tee Kim Tee c) Dr. Haji Ahmad Bin Aman d) Mr. Tee Cheng Hua e) Mr. Ng Say Pin f) Mr. Nowawi Bin Abdul Rahman	Resolution 3 Resolution 4 Resolution 5 Resolution 6 Resolution 7 Resolution 8
4. To re-elect the following Director who retired pursuant to Article 102 of the Company's Articles of Association and being eligible offers himself for re-election:- a) Tuan Haji Lias Bin Mohd Noor	Resolution 9
5. To approve Directors' fees for the financial year ended 31 December 2002.	Resolution 10
6. To re-appoint Messrs PricewaterhouseCoopers as Auditor for the ensuing year and to authorise the Directors to fix their remuneration.	Resolution 11

B. AS SPECIAL BUSINESS

To consider and, if thought fit, to pass the following resolution as ordinary resolution:-

7. Proposed Renewal of Shareholders' Mandate In Respect of Recurrent Related Party Transactions of a Revenue Nature.

"That the mandate granted by the shareholders of the Company on 25 July 2002 pursuant to paragraph 10.09 of the Listing Requirements of the Kuala Lumpur Stock Exchange, authorising the Company to enter into recurrent transactions of a revenue nature as set out in paragraph 2.1 of the Circular to shareholders dated 11 July 2002 ("Circular") with the related parties mentioned therein which are necessary for the Company's day-to-day operations, be and is hereby renewed.

That the Company is hereby authorised to enter into the recurrent transactions with the related parties mentioned therein provided that:

- The transactions are in the ordinary course of business and on normal commercial terms which are not more favourable to the related parties than those generally available to the public and are not to the detriment of the minority shareholders of the Company; and
- Disclosure of the breakdown of the aggregate value of the transactions conducted during a financial year including the type of the recurrent related party transactions of a revenue nature made, the names of the related parties involved in each type of the recurrent related party transactions of a revenue nature made and their relationship with the Company will be disclosed in the Annual Report for the said financial year.

Notice of Annual General Meeting

The Board will seek shareholders' approval for the renewal of the proposed Shareholders' Mandate annually subject to satisfactory review by the Audit Committee of its continued application to the interested parties' transactions. In this respect, if approved at the forthcoming AGM, such approval shall continue to be in force until:

- a. the conclusion of the next AGM of the Company following the forthcoming EGM at which such Proposed Renewal of Shareholders' Mandate is passed, at which time it will lapse, unless by a resolution passed at an AGM, the authority is renewed;
 - b. the expiration of the period within which the next AGM after that date is required to be held pursuant to Section 143(1) of the Act (but shall not extend to such extension as may be allowed pursuant to Section 143(2) of the Act); or
 - c. revoked or varied by resolution passed by the shareholders in an AGM or EGM,
- whichever is earlier.

That the Directors of the Company be and are hereby authorised to complete and do all such acts and things as they may consider expedient or necessary to give effect to the Proposed Renewal of the Recurrent Related Party Transactions Mandate."

Resolution 12

8. To transact any other ordinary business for which due notice shall have been given.

NOTICE OF DIVIDEND ENTITLEMENT AND PAYMENT

NOTICE IS HEREBY GIVEN THAT a final gross dividend of 5 sen per share less income tax of 28% and 5 sen per share of a special dividend, tax exempt for the financial year ended 31 December 2002, if approved by the shareholders at the Annual General Meeting, will be paid on 11 July 2003 to the shareholders whose names appear in the Record of Depositors of the Company at the close of business on 3 July 2003.

A depositor shall qualify for entitlement to the dividend only in respect of:

- a) Share transferred into the Depositor's Securities Account before 4.00 p.m. on 3 July 2003 in respect of transfers; and
- b) Share bought on the Kuala Lumpur Stock Exchange on a cum entitlement basis according to the rules of the Kuala Lumpur Stock Exchange.

By Order of the Board

ASMIN BINTI YAHYA (MIA 10161)
NOOR ANISAH BINTI SABARUDIN (LS 008153)
 Company Secretaries
 Kuantan
 31 May 2003

NOTES:

1. A member entitled to attend and vote at the meeting is entitled to appoint a proxy to attend and vote in his stead. A proxy need not be a member of the company.
2. Where the appointment is executed by a corporation it must be either under seal or under the hand of any attorney or officer duly authorised.

3. The instrument appointing the proxy must be deposited at the Share Registrars Office (Malaysian Share Registration Services Sdn. Bhd., Tingkat 7, Exchange Square, Bukit Kewangan, 50200 Kuala Lumpur, P.O. Box 13274, 50752 Kuala Lumpur.) at least forty eight (48) hours before the time appointed for holding the meeting.

4. Detail information of the Directors who seek reelection at this forthcoming Annual General Meeting is presented on page 6.

5. Explanatory Notes on Special Business. Recurrent Related Party Transaction. For further information, please refer to the Circular to Shareholders dated 31 May 2003 accompanying the Company's Annual Report for the financial year ended 31 December 2002.

Penyata Mengiringi Notis Mesyuarat Agung Tahunan

TERTAKLUK KEPADA PERENGGAN 8.28(2) PENETAPAN PENYENARAIAAN BSKL

Statement Accompanying Notice of Annual General Meeting of the Company

PURSUANT TO PARAGRAPH 8.28(2) OF THE LISTING REQUIREMENTS OF THE KLSE

Butir para pengarah yang menawarkan diri untuk perlantikan semula /

Names of individuals who are standing for re-election/re-appointment

A) Pengarah bersara tertakluk kepada Artikel 102 Tatacara dan Tataurusan Syarikat.
[Director retiring pursuant to Article 102 of the Company's Articles of Association.](#)

i) **Tuan Haji Lias Bin Mohd Noor**

(Pengarah Tidak Bebas Bukan Eksekutif) Usia 52, Warganegara Malaysia

[\(Non-Independent Non-Executive Director\) Age 52, Malaysian](#)

B) Pengarah bersara tertakluk kepada Artikel 97, Tatacara dan Tataurusan Syarikat.
[Director retiring pursuant to Article 97 of the Company's Articles of Association.](#)

i) **Dato' Kamaruddin Bin Mohammed**

(Pengarah Tidak Bebas Bukan Eksekutif) Usia 55, Warganegara Malaysia

[\(Non-Independent Non-Executive Director\) Age 55, Malaysian](#)

ii) **En. Tee Kim Tee**

(Pengarah Tidak Bebas Bukan Eksekutif) Usia 55, Warganegara Malaysia

[\(Non-Independent Non-Executive Director\) Age 55, Malaysian](#)

iii) **Dr. Haji Ahmad Bin Aman**

(Pengarah Bebas Bukan Eksekutif) Usia 58, Warganegara Malaysia

[\(Independent Non-Executive Director\) Age 58, Malaysian](#)

iv) **En. Tee Cheng Hua**

(Pengarah Tidak Bebas Eksekutif) Usia 49, Warganegara Malaysia

[\(Non-Independent Executive Director\) Age 49, Malaysian](#)

v) **En. Ng Say Pin**

(Pengarah Bebas Bukan Eksekutif) Usia 50, Warganegara Malaysia

[\(Independent Non-Executive Director\) Age 50, Malaysian](#)

vi) **En. Nowawi Bin Abdul Rahman**

(Pengarah Tidak Bebas Eksekutif) Usia 48, Warganegara Malaysia

[\(Non-Independent Executive Director\) Age 48, Malaysian](#)

Menurut Tatacara dan Tataurusan Syarikat, mereka yang tersebut di atas bersara pada Mesyuarat Agung Tahunan dan, kerana layak, menawarkan diri untuk dilantik semula. /

[In accordance with the Company's Articles of Association, all the above retire at the forthcoming Annual General Meeting and, being eligible, offer themselves for re-election.](#)

Profil Pengarah terdapat di mukasurat 11 hingga 21 /

[Profile of Directors can be found on page 11 to 21](#)

Tempat, Tarikh dan Masa Mesyuarat Agung Tahunan ke-29 /

[Place, Date and Time of the 29th Annual General Meeting](#)

Mesyuarat Agung Tahunan yang ke-29 syarikat akan diadakan di Meranti 2, Hyatt Regency, Kuantan, Pahang Darul Makmur pada hari Isnin, 23 Jun 2003 jam 10.00 pagi. /

[The 29th Annual General Meeting of the Company will be held at Meranti 2, Hyatt Regency Kuantan, Pahang Darul Makmur on Monday, 23 June 2003 at 10.00 a.m.](#)

Penyata Mengiringi Notis Mesyuarat Agung Tahunan

TERTAKLUK KEPADA PERENGGAN 8.28(2) PENETAPAN PENYENARAIAAN BSKL

Statement Accompanying Notice of Annual General Meeting of the Company

PURSUANT TO PARAGRAPH 8.28(2) OF THE LISTING REQUIREMENTS OF THE KLSE

Maklumat tentang kehadiran Lembaga Pengarah / Details of attendance of Directors at Board Meetings

Sebelas (11) kali Mesyuarat Lembaga Pengarah telah diadakan bagi tahun kewangan 1 Januari 2002 sehingga 31 Disember 2002. Maklumat kehadiran seperti berikut:- /

Eleven (11) Board Meetings were held during the financial year from 1 January 2002 to 31 December 2002. Details of attendance of Directors at the Board Meeting are as follows:-

Nama / Name	Kehadiran / Attendance	Lantikan / Appointment	Berhenti / Resignation
Dato' Kamaruddin Bin Mohammed	5/11	16/8/2002	
En. Tee Kim Tee	5/11	16/8/2002	
En. Tee Cheng Hua	5/11	16/8/2002	
Tuan Haji Lias Bin Mohd Noor	11/11	14/1/2002	
Dr. Haji Ahmad Bin Aman	5/11	16/8/2002	
En. Kamarudin Bin Abdull Rani	8/11	14/5/2002	
En. Ng Say Pin	5/11	23/8/2002	
En. Nowawi Bin Abdul Rahman	5/11	16/8/2002	
Dato' Mohd Ghazali Bin Mohd Khalid	6/11		16/8/2002
Prof. Tan Sri Dato' Dr. Mohd Rashdan Bin Baba	5/11		16/8/2002
Dato' Ghazali Bin Mohd Ali	4/11		16/8/2002
Dato' Abdul Rahim Bin Mohamad	5/11		16/8/2002
En. John Chia Sin Tet	4/11		16/8/2002

Tarikh, Masa dan Tempat Mesyuarat / Date, Time and Place of the Board Meetings

MESYUARAT / TYPE OF MEETING	TARIKH / DATE	WAKTU / TIME	TEMPAT / PLACE
Board of Directors Meeting (1/2002)	15.01.2002	3.00 p.m.	Park View 2, Room Level 2, Mandarin Oriental Hotel, Kuala Lumpur City Centre, 50088 Kuala Lumpur.
Board of Directors Meeting (2/2002)	25.02.2002	3.00 p.m.	Park View 2, Room Level 2, Mandarin Oriental Hotel, Kuala Lumpur City Centre, 50088 Kuala Lumpur.
Special Board of Directors Meeting (3/2002)	29.03.2002	9.00 a.m.	Dahlia Room, Level 2, Hotel Nikko, 165 Jalan Ampang, 50450 Kuala Lumpur.
Board of Directors Meeting (4/2002)	14.05.2002	11.00 a.m.	Sakura Room, Level 2, Hotel Nikko, 165 Jalan Ampang, 50450 Kuala Lumpur.
Board of Directors Meeting (5/2002)	07.06.2002	9.30 a.m.	Dahlia Room, Level 2, Hotel Nikko, 165 Jalan Ampang, 50450 Kuala Lumpur.
Special Board of Directors Meeting (6/2002)	16.08.2002	9.30 a.m.	Business Centre, Level 1, Hotel Nikko, 165 Jalan Ampang, 50450 Kuala Lumpur.
Special Board of Directors Meeting (7/2002)	23.08.2002	10.00 a.m.	Board Room, 5th Floor, Wisma ASMB, No. 1A Jalan Lumut, Kuala Lumpur.
Special Board of Directors Meeting (8/2002)	23.08.2002	12.00 p.m.	Board Room, 5th Floor, Wisma ASMB, No. 1A Jalan Lumut, Kuala Lumpur.
Special Board of Directors Meeting (9/2002)	29.08.2002	2.30 p.m.	Dahlia Room, Level 2, Hotel Nikko, 165 Jalan Ampang, 50450 Kuala Lumpur.
Board of Directors Meeting (10/2002)	22.10.2002	11.00 a.m.	Jati Room, Hyatt Hotel Kuantan, Telok Cempedak, 25050 Kuantan.
Board of Directors Meeting (11/2002)	28.11.2002	2.00 p.m.	Board Room, Prosper Group Glomac Business Centre, Kelana Jaya, 47301 Petaling Jaya, Selangor.

Maklumat Korporat **Corporate Information**

1

Dato' Kamaruddin Bin Mohammed
Pengerusi / **Chairman**

**4**

Mr. Tee Kim Tee
Pengarah
Director

**2**

En. Nowawi Bin Abdul Rahman
Pengarah Eksekutif
Executive Director

**3**

Mr. Tee Cheng Hua
Pengarah Eksekutif
Executive Director

Maklumat Korporat **Corporate Information**



PENGARAH-PENGARAH / **DIRECTORS**

- **Dato' Kamaruddin Bin Mohammed**
(Pengerusi / **Chairman**)
(Pengarah Tidak Bebas Bukan Eksekutif)
(Non-Independent Non-Executive Director)
- **Haji Lias Mohd Noor**
(Pengarah Tidak Bebas Bukan Eksekutif)
(Non-Independent Non-Executive Director)
- **Mr. Tee Kim Tee**
(Pengarah Tidak Bebas Bukan Eksekutif)
(Non-Independent Non-Executive Director)
- **En. Kamarudin Bin Abdull Rani**
(Pengarah Bebas Bukan Eksekutif)
(Independent Non-Executive Director)
- **Dr. Ahmad Bin Aman**
(Pengarah Bebas Bukan Eksekutif)
(Independent Non-Executive Director)
- **Mr. Ng Say Pin**
(Pengarah Bebas Bukan Eksekutif)
(Independent Non-Executive Director)
- **Mr. Tee Cheng Hua**
(Pengarah Tidak Bebas Eksekutif)
(Non-Independent Executive Director)
- **En. Nowawi Bin Abdul Rahman**
(Pengarah Tidak Bebas Eksekutif)
(Non-Independent Executive Director)

- **Dato' Mohd Ghazali Bin Mohd Khalid**
Letak Jawatan / **Resigned** - 16/8/2002
(Pengarah Tidak Bebas Bukan Eksekutif)
(Non-Independent Non-Executive Director)
- **Prof. Tan Sri Dato' Dr. Mohd Rashdan Bin Baba**
Letak Jawatan / **Resigned** - 16/8/2002
(Pengarah Bebas Bukan Eksekutif)
(Independent Non-Executive Director)
- **Dato' Ghazali Bin Mohd Ali**
Letak Jawatan / **Resigned** - 16/8/2002
(Pengarah Tidak Bebas Bukan Eksekutif)
(Non-Independent Non-Executive Director)
- **Dato' Abdul Rahim Bin Mohamad**
Letak Jawatan / **Resigned** - 16/8/2002
(Pengarah Tidak Bebas Bukan Eksekutif)
(Non-Independent Non-Executive Director)
- **Mr. John Chia Sin Tet**
Letak Jawatan / **Resigned** - 16/8/2002
(Pengarah Bebas Bukan Eksekutif)
(Independent Non-Executive Director)

SETIAUSAHA / **SECRETARY**

Puan Asmin Binti Yahya, MIA10161
Puan Noor Anisah Binti Sabarudin, LS008153

Maklumat Korporat Corporate Information

ALAMAT BERDAFTAR / REGISTERED ADDRESS

Suite 5, Tingkat 8,
Peti Surat 35,
Kompleks Teruntum,
Jalan Mahkota,
25000 Kuantan,
Pahang Darul Makmur.
Tel: 09-514 1936 / 948 / 339
Faks: 09-513 6211
Laman Web: www.fehb.com.my
E-Mail: fareh@po.jaring.my
SIRIM QAS ISO 9002 Certificate Registration: AR1789

PENDAFTAR SAHAM / SHARE REGISTRAR

Malaysian Share Registration Services Sdn. Bhd.,
Tingkat 7, Exchange Square,
Bukit Kewangan,
50200 Kuala Lumpur,
P.O. Box 13274,
50752 Kuala Lumpur.
Tel: 03-2026 8099
Faks: 03-2026 3736
Laman Web: www.klse.com.my

JURUBANK UTAMA / MAJOR BANKERS

Bank Bumiputra-Commerce Berhad,
67-69 Jalan Telok Sisek,
25000 Kuantan,
Pahang Darul Makmur.

Bank Bumiputra-Commerce Berhad,
Lot G-01, Kompleks Teruntum,
Jalan Mahkota, 25000 Kuantan,
Pahang Darul Makmur.

Bank Islam (Malaysia) Berhad,
Lot 145, Jalan Telok Sisek,
P.O. Box 396,
25740 Kuantan,
Pahang Darul Makmur.

SYARIKAT / SUBSIDIARY COMPANIES

B.S. Oil Palm Plantations Sdn. Bhd.
Dawn Oil Palm Plantations Sdn. Bhd.
Kampung Aur Oil Palm Company (Sdn.) Berhad.
Madah Perkasa Sdn. Bhd.
Gem Asia Sdn. Bhd.

SYARIKAT SEKUTU / ASSOCIATED COMPANIES

Kilang Kosfarm Sdn. Bhd.
Prosper Palm Oil Mill Sdn. Bhd.
Business & Budget Hotel (Kuantan) Sdn. Bhd.

Profil Pengarah Profile of Directors

1. DATO' KAMARUDDIN BIN MOHAMMED

Umur / Age	: 55
Tarikh Perlantikan Appointment Date	: 16 Ogos 2002 / 16 August 2002
Jawatan Position	: Pengerusi (Pengarah Tidak Bebas, Bukan Eksekutif) Chairman (Non-Independent Non-Executive Director)
Kelayakan	: Berkelulusan dalam jurusan Kajian Perniagaan (Business Studies) dari Maktab MARA (UiTM) pada tahun 1969. Kemudian mengikuti kursus profesional dalam bidang Analisa Pelaburan di Securities Institute of Australia, Sydney, Australia pada tahun 1972. Kini seorang Ahli Fellow, The Securities Institute of Australia sejak tahun 1983. Pada tahun 1981, mengikuti kursus Pengurusan di Asian Institute of Management, Manila, Filipina.
Qualification	: A graduate in the field of Business Studies from MARA College (UiTM) in 1969. Later, pursued a professional course in the field of Investment Analysis at the Securities Institute of Australia, Sydney, Australia in 1972. Now, a Fellow Member of The Securities Institute of Australia since 1983. In 1981, pursued a Management course at the Asian Institute of Management, Manila, Philippines.
Pengalaman dan Jawatan	: Mula berkhidmat dengan Amanah Saham MARA Berhad pada bulan Julai 1969 sebagai Pegawai Pemasaran. Pada bulan Januari 1971 dilantik sebagai Pegawai Eksekutif, Pasaran Saham Bumiputra. Pada bulan Oktober 1973 dilantik sebagai Pengurus kepada syarikat subsidiari Amanah Saham MARA Berhad yang mengendalikan pelaburan dalam Pengurusan Portfolio. Pada tahun 1976 dilantik sebagai Ketua Perancangan dan Penyelidikan Amanah Saham MARA Berhad dan kemudian dilantik menjadi Pengurus dalam satu lagi subsidiari Amanah Saham MARA Berhad yang mengendalikan produk-produk saham amanah. Mulai tahun 1979, mengetuai beberapa lagi Bahagian dalam Kumpulan Amanah Saham MARA Berhad termasuk Bahagian Kredit, Pemasaran dan Perkhidmatan Pendaftaran. Pada bulan Ogos 1981 dilantik sebagai Ketua Bahagian Pelaburan termasuk Pasaran Kewangan. Dilantik sebagai Ketua Pegawai Eksekutif Amanah Saham MARA Berhad pada bulan Januari 1990 dan seterusnya sebagai Pengarah Eksekutif pada bulan Januari 1992. Pada bulan Disember 1995 dilantik sebagai Pengarah Urusan Kumpulan, Amanah Saham MARA Berhad. Kini tumpuan bidang tugas termasuk Pengurusan Analisis Pelaburan dan Penasihat Korporat (Corporate Advisory).

Profil Pengarah Profile of Directors

Working Experience : Started his career with Amanah Saham MARA Berhad in July 1969 as Marketing Officer. In January 1971, he was appointed as the Marketing Executive, Bumiputra Share Market. In October 1973, was appointed as Manager of Amanah Saham MARA Berhad's subsidiary company handling investments and Portfolio Management. In 1976 he was appointed as the Head of Planning and Research at Amanah Saham MARA Berhad and was later appointed as Manager of another subsidiary of Amanah Saham MARA Berhad dealing in unit trust products.

Since 1979, has headed several Divisions in the Amanah Saham MARA Berhad Group including the Credit, Marketing and Registration Services Divisions. In August 1981 he was appointed as the Head of the Investment Division including the Financial Markets. He was appointed as the Chief Executive Officer of Amanah Saham MARA Berhad in 1990 and was later appointed as the Executive Director in January 1992. In the month of December 1995 he was promoted to the position of Group Managing Director, Amanah Saham MARA Berhad.

He is currently focused in carrying out his duties in the areas of Investment Analysis Management and Corporate Advisory.

Lembaga pengarah syarikat awam / Other directorship of public companies : Amanah Saham MARA Berhad, ASM MARA Unit Trust Management Berhad, Amanah Saham Pahang Berhad, Pascorp Paper Industries Berhad

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Laporan Tahunan

2. EN. NOWAWI BIN ABDUL RAHMAN

Umur / Age : 48

Tarikh Perlantikan / Appointment Date : 16 Ogos 2002 / 16 August 2002

Jawatan / Position : Pengarah Eksekutif, Operasi (Pengarah Tidak Bebas Eksekutif) / Executive Director, Operation (Non-Independent Executive Director)

Kelayakan / Qualification : Sarjana Sains dalam Sains Pengurusan dari Cranfield University, England. Sarjana Muda Sains dalam Peniagaantani, Universiti Putra Malaysia. Master of Science in Management Science, Cranfield University, England. Bachelor of Science in Agribusiness, Universiti Putra Malaysia.

Pengalaman dan Jawatan : Kerjaya lepas merangkumi sebagai Pegawai Pelaburan PKNP, Pensyarah Universiti Islam Antarabangsa dalam bidang Pengurusan Operasi, Sains Pengurusan dan Pengurusan Kewangan, dan Pengurus Pelaburan Yayasan Pahang. Telah menghadiri beberapa kursus Pengurusan, antaranya di Asian Institute of Management, Manila, Filipina.

Working Experience : Previous posts include PKNP Investment Officer, International Islamic University Lecturer in Operations Management, Managerial Science and Financial Management, and Investment Manager of Yayasan Pahang. Has attended several Management courses, including at the Asian Institute of Management, Manila, Philippines.

Lembaga pengarah syarikat awam / Other directorship of public companies : Tiada / Nil

Profil Pengarah Profile of Directors

3. MR. TEE CHENG HUA

Umur / Age	: 49
Tarikh Perlantikan Appointment Date	: 16 Ogos 2002 / 16 August 2002
Jawatan Position	: Pengarah Eksekutif, Estet Dan Perladangan (Pengarah Tidak Bebas Eksekutif) Executive Director, Estates and Plantation (Non-Independent Executive Director)
Kelayakan Qualification	: Sarjana Muda Kejuruteraan Mekanikal daripada Universiti Teknologi Malaysia. Bachelor of Mechanical Engineering from Universiti Teknologi Malaysia.
Pengalaman dan Jawatan	: Beliau memulakan kerjayanya sebagai Jurutera bersama Highlands and Lowlands Bhd. Kemudian bersama Kulim (M) Bhd. sebagai Pengurus Kilang/Jurutera. Sekarang beliau adalah Pengarah Eksekutif Kumpulan Syarikat Prosper.
Working Experience	: Started his career as an Engineer with Highlands and Lowlands Bhd. Subsequently he was attached to Kulim (M) Bhd. as Mill Manager/Engineer. He is currently the Executive Director of Prosper Group of Companies.
Lembaga pengarah syarikat awam / Other directorship of public companies	: Tiada / Nil

4. MR. TEE KIM TEE @ TEE CHING TEE

Umur / Age	: 55
Tarikh Perlantikan Appointment Date	: 16 Ogos 2002 / 16 August 2002
Jawatan Position	: Pengarah (Pengarah Tidak Bebas Bukan Eksekutif) Director (Non-Independent Non-Executive Director)
Kelayakan / Qualification	:
Pengalaman dan Jawatan	: Seorang ahli perniagaan yang mempunyai banyak pengalaman dan kemahiran dalam bidang perladangan. Beliau memulakan kerjayanya 32 tahun lalu sebagai seorang kontraktor estet dan peniaga BTB. Selepas itu pada 1978, beliau berkecimpung di dalam perniagaan mengilang minyak kelapa sawit sebagai pemilik dan pengendali. Beliau turut melibatkan diri di dalam bidang penapisan kelapa sawit melalui kepentingannya sebagai salah seorang pemilik penapis di Kuantan. Sekarang beliau adalah ahli Lembaga Pengarah bagi beberapa syarikat sendirian berhad yang terlibat dalam industri kelapa sawit.
Working Experience	: A businessman possessing vast experience and expertise in the plantation industry. He started his career 32 years ago as an estate contractor and FFB dealer. Subsequently in 1978, he was involved in the palm oil milling business both as an owner and operator. He was also involved in the palm oil refinery business through his part ownership of a refinery in Kuantan. Currently, he sits on the Board of a number of private limited companies involving in oil palm industry.
Lembaga pengarah syarikat awam / Other directorship of public companies	: Tiada / Nil

Profil Pengarah **Profile of Directors**

5. HJ. LIAS BIN MOHD NOOR

Umur / **Age** : 52

Tarikh Perlantikan : 14 Januari 2002 /
Appointment Date : 14 January 2002

Jawatan : Pengarah (Pengarah Tidak Bebas Bukan Eksekutif)
Position : **Director (Non-Independent Non-Executive Director)**

Kelayakan : Graduan Universiti Kebangsaan Malaysia (B.A. Hons/Econ). Pada 1993, beliau menghadiri Stanford Executive Programme di Stanford University, USA dan pada 2000, mendapat MBA daripada Universiti Kebangsaan Malaysia.

Qualification : He is a graduate of Universiti Kebangsaan Malaysia (B.A. Hons/Econ). In 1993, he attended the Stanford Executive Programme at Stanford University, USA and later, in 2000 earned an MBA from Universiti Kebangsaan Malaysia.

Pengalaman dan Jawatan : Beliau dilantik sebagai Ketua Pegawai Eksekutif Perbadanan Kemajuan Negeri Pahang pada 1 Januari 2003. Sebelum itu, beliau telah memegang beberapa jawatan di dalam agensi negeri Pahang itu.

Working Experience : He was appointed as the Chief Executive Officer of Pahang State Development Corporation on 1 January 2003. Prior to being promoted as the Chief Executive Officer of Pahang State Development Corporation Berhad, he held various posts at the Pahang state agency.

Lembaga pengarah syarikat awam / **Other directorship of public companies** : Astana Golf Resort Berhad,
Pasdec Holdings Berhad,
Pascorp Paper Industries Berhad.

Profil Pengarah Profile of Directors

6. EN. KAMARUDIN BIN ABDULL RANI

Umur / Age	: 49
Tarikh Perlantikan Appointment Date	: 14 Mei 2002 / 14 May 2002
Jawatan Position	: Pengarah (Pengarah Bebas Bukan Eksekutif) Director (Independent Non-Executive Director)
Kelayakan	: Beliau merupakan siswazah Southwest London College dan London School of Accountancy, di mana beliau mendapat kelulusan profesional perakaunan daripada Association of Chartered Certified Accountants (UK). Sebelum itu, beliau mendapat Diploma Perakaunan daripada Universiti Teknologi MARA (UiTM). Beliau adalah ahli Institut Akauntan Malaysia.
Qualification	: He is a graduate of Southwest London College and London School of Accountancy, where he obtained his professional accounting qualification from Association of Chartered Certified Accountants (UK). Prior to that, he obtained a Diploma in Accountancy from Universiti Teknologi MARA (UiTM). He is a member of the Malaysian Institute of Accountants.
Pengalaman dan Jawatan	: Beliau menyertai Sistem Penerbangan Malaysia pada 1980 sebagai Akauntan. Pada tahun 1981, beliau menyertai Perbadanan Kemajuan Negeri Pahang sebagai Akauntan. Jawatan terakhir beliau di Perbadanan Kemajuan Negeri Pahang ialah sebagai Pengurus Kewangan Kawalan dan Timbalan Pengurus Besar di dalam salah sebuah anak syarikatnya. Pada tahun 1995, beliau menyertai beberapa syarikat sendirian berhad sebagai Pengarah Kewangan dan Ketua Eksekutif. Kini, beliau mengendalikan perniagaannya sendiri. Melalui syarikat-syarikatnya Solnaxis (M) Sdn. Bhd. dan Multimedia Systems & Strategy Sdn. Bhd., beliau menawarkan khidmat nasihat perniagaan dan kewangan yang menumpukan pada penghasilan dan penambahan nilai organisasi melalui strategi perniagaan yang inovatif. Beliau juga merupakan Pengerusi Jawatankuasa Audit FEHB.
Working Experience	: He joined Malaysian Airline System as an Accountant in 1980. He left the company and joined Perbadanan Kemajuan Negeri Pahang in 1981 as an accountant. His last postings with PKNP and its group were as a Group Financial Controller in PKNP and Deputy General Manager in one of its main subsidiary companies. In 1995, he joined a few private limited companies as Finance Director and CEO. Currently, he is managing his own companies. Through his companies Solnaxis (M) Sdn. Bhd. and Multimedia Systems and Strategy Sdn. Bhd., he provides business and financial advisory services that focus on organisation's topline and wealth creation through innovative business strategies. He is also the chairman of the Audit Committee of FEHB.

Lembaga pengarah syarikat awam / Other directorship of public companies : Tiada / Nil

Profil Pengarah **Profile of Directors**

7. MR. NG SAY PIN

Umur / Age	: 50
Tarikh Perlantikan Appointment Date	: 23 Ogos 2002 / : 23 August 2002
Jawatan Position	: Pengarah (Pengarah Bebas Bukan Eksekutif) : Director (Independent Non-Executive Director)
Kelayakan	: Sarjana Muda Kejuruteraan Mekanikal daripada Universiti Teknologi Malaysia. Sarjana Kejuruteraan daripada University of Florida, USA. Diploma Lulusan Ijazah Pentadbiran Perniagaan daripada Swansea Institute of Higher Education, Wales, UK. Jurutera Profesional yang berdaftar dengan Lembaga Jurutera Malaysia.
Qualification	: Bachelor of Mechanical Engineering from Universiti Teknologi Malaysia. Master of Engineering from University of Florida, USA. Postgraduate Diploma in Business Administration from Swansea Institute of Higher Education, Wales, UK. Professional Engineer registered with the Board of Engineers Malaysia.
Pengalaman dan Jawatan Working Experience	: Pada 1977, beliau menyertai Jabatan Perikanan Malaysia sebagai Jurutera. Setelah berkhidmat selama lebih 19 tahun, beliau bersara awal pada 1996. : In 1977, he joined the Department of Fisheries, Malaysia as an Engineer. After serving the Department of Fisheries for more than 19 years, he took optional retirement in 1996.
Lembaga pengarah syarikat awam / Other directorship of public companies	: Tiada / Nil

8. DR. HJ. AHMAD BIN AMAN

Umur / Age	: 58
Tarikh Perlantikan Appointment Date	: 16 Ogos 2002 / : 16 August 2002
Jawatan Position	: Pengarah (Pengarah Bebas Bukan Eksekutif) : Director (Independent Non-Executive Director)
Kelayakan	: Diploma Pertanian, Kolej Pertanian, Malaysia 1972. B.Sc. Sains Haiwan, Louisiana State University, USA 1974. M.Sc. Genetik dan Pembiakan Haiwan, University of Arkansas, USA 1976. PhD. Genetik dan Pembiakan Haiwan, University of Arkansas, USA 1979.
Qualification	: Diploma of Agriculture, Kolej Pertanian, Malaysia 1972. B.Sc. Animal Science, Louisiana State University, USA 1974. M.Sc. Animal Breeding and Genetics, University of Arkansas, USA 1976. PhD. Animal Breeding and Genetics, University of Arkansas, USA 1979.
Pengalaman dan Jawatan	: Pembantu Instruktur Getah, Institut Getah Malaysia daripada 1964 – 1968. Pembantu Pegawai Pertanian, Jabatan Pertanian Malaysia, 1972. Pegawai Penyelidik MARDI, Malaysia 1979 – 1980. Ketua Pusat Penyelidikan MARDI, Bukit Ridan, Malaysia, menguruskan 2,000 ekar tanah pertanian (kawasan ragut, buah-buahan tropika, ternakan dan pemprosesan makanan). Mengetuai MARDI Pahang, Malaysia dari Januari 1980 – Januari 1984.

Profil Pengarah Profile of Directors

Mempromosikan teknologi MARDI ke arah pembangunan pertanian negeri (1989 – 1994).

Fellow Pelawat (Fulbright Malaysian American Fellowship Program), Jabatan Sains Haiwan, Cornell University, New York, USA (1993 – 1994).

Pegawai Penyelidik Kanan Institut Penyelidikan dan Pembangunan Pertanian Malaysia (MARDI) Pusat Kluang, Johor, Malaysia.

Pengarah, Stesen Percubaan Pertanian, Universiti Sultan Qaboos, Kesultanan Oman. Menguruskan aktiviti pertanian berbagai disiplin dalam persekitaran kontang di Universiti Sultan Qaboos, Kesultanan Oman (1998 – 1999).

Pakar runding RAH Corporation, Malaysia.

Mengurus dan memberikan khidmat nasihat dalam ternakan (lembu, ayam, itik) dan tanaman (pisang, betik, sayur-sayuran) bersepadu di atas kawasan tanah lombong dan berpasir. Pengarah, Green Lion Group Corporation, Malaysia, mengendalikan pembangunan dan pengurusan ternakan (lembu, kerbau, anak ayam) dan tanaman (kelapa) bersepadu (April 2001).

Working Experience : Assistant Rubber Instructor, Rubber Institute of Malaysia from 1964 – 1968.

Assistant Agriculture Officer, Agriculture Department of Malaysia, 1972.

MARDI Research Officer, Malaysia 1979 – 1980. Head of MARDI Research Centre, Bukit Ridan Malaysia, managed 2,000 acres of farmland (pasture, tropical fruit crops livestock and food processing). Head of MARDI Pahang Malaysia from January 1980 – January 1984.

Promotion of MARDI's technology towards the state agriculture development (1989 – 1994).

Visiting Fellow (Fulbright Malaysian American Fellowship Program), Animal Science Department, Cornell University, New York, USA (1993 – 1994).

Senior Research Officer at Malaysian Agriculture Research and Development Institute (MARDI) Centre Kluang, Johor, Malaysia.

Director, Agriculture Experiment Station, Sultan Qaboos University, Sultanate of Oman. Managed multi-disciplinary agricultural activities in arid environment at Sultan Qaboos University, University Sultanate of Oman (1998 – 1999).

Consultant of RAH Corporation, Malaysia.

Manage and advise on integrated livestock (cattle, poultry, duck, fishery) and crops (bananas, papayas, vegetable) under used mining and on brisk soil (2000 – 2001) Director, Green Lion Group Corporation, Malaysia, dealing with the development and management of integrated livestock (cattle, buffalo, broiler) and crop (coconut) plantation (April 2001).

Lembaga pengarah syarikat awam / Other directorship of public companies : Tiada / Nil

Profil Pengarah **Profile of Directors**

9. DATO' MOHD GHAZALI BIN MOHD KHALID

Umur / Age : 56

Tarikh Perlantikan / Berhenti: 28 September 1994 / 16 Ogos 2002
Appointment / Resignation Date: 28 September 1994 / 16 August 2002

Jawatan : Pengerusi (Pengarah Tidak Bebas Bukan Eksekutif)
Position : Chairman (Non-Independent Non-Executive Director)

Kelayakan : Diploma Lanjutan Pengurusan Perniagaan daripada Ateneo School of Business, Filipina pada 1968.
Qualification : Advanced Diploma in Business Management from Ateneo School of Business, Phillipines in 1968.

Pengalaman dan Jawatan : Memulakan kerjayanya sebagai Pegawai Kanan di dalam Polis DiRaja Malaysia dari 1970 sehingga 1983, kemudian menyertai General Corporation Berhad sebagai Eksekutif Khas kepada Pengarah Urusan. Beliau dilantik sebagai Pengarah Eksekutif TDM Berhad (1986 – 1988). Sekarang beliau adalah Pengerusi Eksekutif dan Ketua Pegawai Eksekutif Malaysian General Investment Corporation dan Pengerusi LB Aluminium Berhad dan Super Enterprise Holdings Berhad. Beliau juga ahli Lembaga Pengarah Mentiga Corporation Berhad, Bukit Tinggi Resort Berhad dan Fullmark Manufacturing Berhad, dan beberapa syarikat swasta lain.

Working Experience : Started his career as Senior Officer in the Royal Malaysian Police since 1970 until 1983 and later joined General Corporation Berhad as the Special Executive Assistant to the Managing Director. He was then appointed the Executive Director of TDM Berhad (1986 – 1988). Currently, he is the Executive Chairman and Chief Executive Officer of Malaysian General Investment Corporation and Chairman of LB Aluminium Berhad and Super Enterprise Holdings Berhad. He also sits on the Board of Directors of Mentiga Corporation Berhad, Bukit Tinggi Resort Berhad and Fullmark Manufacturing Berhad and several other private companies.

Lembaga pengarah syarikat awam / Other directorship of public companies : Malaysian General Investment Corporation Berhad,
LB Aluminium Berhad,
Super Enterprise Holdings Berhad,
Fullmark Manufacturing Berhad,
Bukit Tinggi Resort Berhad,
Mentiga Corporation Berhad.

Profil Pengarah Profile of Directors

10. TAN SRI DATO' DR. MOHD RASHDAN BIN HJ. BABA

Umur / Age	: 68
Tarikh Perlantikan / Berhenti: Appointment / Resignation Date:	1 Ogos 1990 / 16 Ogos 2002 1 August 1990 / 16 August 2002
Jawatan Position	: Pengarah (Pengarah Bebas Bukan Eksekutif) : Director (Independent Non-Executive Director)
Kelayakan Qualification	: Graduan Sarjana Muda Sains daripada University of Reading, United Kingdom dan PhD. daripada University of Leeds, United Kingdom. : Graduated with B.Sc. from University of Reading, United Kingdom and PhD from University of Leeds, United Kingdom.
Pengalaman dan Jawatan Working Experience	: Beliau merupakan Naib Chancellor Pertama Universiti Kebangsaan Malaysia dan Universiti Putra Malaysia. Pengerusi Eksekutif Kumpulan Guthrie Berhad dan Telekom Malaysia Berhad. : He was the founding Vice Chancellor, Universiti Kebangsaan Malaysia (UKM), Founding Vice Chancellor Universiti Putra, Malaysia, Executive Chairman of Kumpulan Guthrie Berhad and Executive Chairman of Telekom Malaysia Berhad.
Lembaga pengarah syarikat awam / Other directorship of public companies	: AM Merchant Bank Berhad, Arab Malaysian Corporation Berhad, AMMB Holdings Berhad, AM Bank Berhad, AM Finance Berhad, Computer Systems Advisers Berhad, Unisem (M) Berhad.

11. DATO' GHAZALI BIN MOHD ALI

Umur / Age	: 55
Tarikh Perlantikan / Berhenti: Appointment / Resignation Date:	28 September 1994 / 16 Ogos 2002 28 September 1994 / 16 August 2002
Jawatan Position	: Pengarah (Pengarah Tidak Bebas Bukan Eksekutif) : Director (Non-Independent Non-Executive Director)
Kelayakan Qualification	: Seorang Perancang Bandar yang bertauliah dan merupakan rakan kongsi dan Pengarah Arkitek MAA Sdn. Bhd. Beliau pemegang Diploma Bersekutu Perancangan Bandar Dan Kawasan daripada Western Australia Institute of Technology, Perth, Australia pada 1970. : A qualified Town Planner by profession and is a partner and Director of Arkitek MAA Sdn. Bhd. He is an Associate Diploma Holder in Town and Area Planning from Western Australia Institute of Technology, Perth, Australia in 1970.
Pengalaman dan Jawatan Working Experience	: Beliau memulakan kerjaya bersama Perbadanan Pembangunan Bandar sejak 1972 sehingga 1984 sebagai Timbalan Ketua Pengarah. Beliau berkhidmat sebagai Pengurus Besar (Hartanah) Island and Peninsular Berhad pada 1987 dan juga merupakan Pengarah Eksekutif SCB Development Berhad, sebuah syarikat hartanah Boustead Holdings Berhad Group of Companies. : He started his career with Perbadanan Pembangunan Bandar since 1972 until 1984 as Deputy Director General. He has served as the General Manager (Property of Island and Peninsular Berhad in 1987 and also the Executive Director of SCB Development Berhad, the property arm of Boustead Holdings Berhad Group of Companies.
Lembaga pengarah syarikat awam / Other directorship of public companies	: SCB Development Berhad.

Profil Pengarah **Profile of Directors**

12. DATO' ABD RAHIM MOHAMAD

Umur / Age : 54

Tarikh Perlantikan / Berhenti: 28 September 1994 / 16 Ogos 2002
Appointment / Resignation Date: 28 September 1994 / 16 August 2002

Jawatan : Pengarah (Pengarah Tidak Bebas Bukan Eksekutif)
Position : Director (Non-Independent Non-Executive Director)

Kelayakan : Graduan B.A. (Hons) daripada Universiti Malaya. Beliau melanjutkan pelajaran di dalam bidang Ekonomi di Manchester, dan kemudian mendapat MBA Kewangan daripada Morehead State University, Kentucky. Beliau turut mengikuti kursus Wharton's Advanced Management for Overseas Bankers.

Qualification : Graduated from Universiti Malaya with a B.A. (Hons). He went on to advanced studies in Economics at Manchester, and later earned an MBA in Finance from Morehead State University, Kentucky. He later attended Wharton's Advanced Management for Overseas Bankers.

Pengalaman dan Jawatan : Beliau mempunyai pengalaman luas dalam perkhidmatan kerajaan. Sebagai seorang Pegawai Perkhidmatan Tadbir dan Diplomatik, beliau menyandang beberapa jawatan di Jabatan Perdana Menteri, Kementerian Perusahaan Utama, Kementerian Kebudayaan, Belia Dan Sukan dan Kementerian Kewangan. Pada tahun 1994, beliau meninggalkan perkhidmatan kerajaan untuk menyertai Amanah Merchant Bank Berhad. Beliau juga pernah berkhidmat di dalam Kumpulan Syarikat Shahpadu dan Maju Holdings. Kini, beliau adalah Pengerusi Eksekutif Zil Corporation Sdn. Bhd.

Working Experience : He has extensive experience in various government ministries. As an Administrative and Diplomatic Service Officer, he served in various capacities in the Prime Minister's Department, the Ministry of Primary Industries, Culture, Youth & Sports and the Ministry of Finance. He left the public sector in 1984 to join Amanah Merchant Bank Berhad. He also served in the Shahpadu Group of Companies and Maju Holdings. Currently, he is the Executive Chairman of Zil Corporation Sdn. Bhd.

Lembaga pengarah syarikat awam / Other directorship of public companies : Tiada / Nil

13. MR. JOHN CHIA SIN TET

Umur / Age : 54

Tarikh Perlantikan / Berhenti: 1 Ogos 1990 / 16 Ogos 2002
Appointment / Resignation Date: 1 August 1990 / 16 August 2002

Jawatan : Pengarah (Pengarah Bebas Bukan Eksekutif)
Position : Director (Independent Non-Executive Director)

Kelayakan : Ijazah Undang-Undang daripada Lincoln's Inn.
Qualification : Barrister-at-Law from Lincoln's Inn.

Pengalaman dan Jawatan : Beliau bekas Pengarah Menang Corp (M) Berhad, Mycom Berhad dan Gadek (M) Berhad, dan menjadi Ahli Lembaga Pengarah beberapa syarikat sendirian berhad. Beliau juga merupakan Pengerusi/Pengarah Urusan Unisem (M) Berhad.

Working Experience : He was a Director of Menang Corp (M) Berhad, Mycom Berhad and Gadek (M) Berhad and also sits as a Board of Director of a few limited companies. He is also the Chairman/Managing Director of Unisem (M) Berhad.

Lembaga pengarah syarikat awam / Other directorship of public companies : Unisem (M) Berhad.

Profil Pengarah Profile of Directors

TIDAK SEORANG PENGARAH PUN YANG:-

- Mempunyai kaitan persaudaraan dengan mana-mana Pengarah dan/atau pemegang saham utama, melainkan En. Tee Kim Tee dan En. Tee Cheng Hua yang bersaudara.
- Mempunyai percanggahan kepentingan dengan Far East Holdings Berhad (FEHB), melainkan En. Tee Kim Tee dan En. Tee Cheng Hua yang merupakan pemegang saham Prosper Trading Sdn. Bhd. Dato' Kamaruddin Bin Mohammed dan Tuan Haji Lias Bin Mohd Noor merupakan wakil Perbadanan Kemajuan Negeri Pahang. En. Nowawi Bin Abdul Rahman merupakan wakil Lembaga Kemajuan Perusahaan Pertanian Pahang.
- Memegang saham pada 31 Disember 2002 di dalam Far East Holdings Berhad (FEHB), melainkan En. Tee Kim Tee, En. Tee Cheng Hua dan Tuan Haji Lias Bin Mohd Noor, seperti yang dinyatakan di mukasurat 42.
- Terbabit dengan mana-mana kesalahan undang-undang bagi tempoh 10 tahun yang lepas, melainkan jika ada, kesalahan ordinan trafik.

Kesemua Lembaga Pengarah adalah Warganegara Malaysia.

NONE OF THE DIRECTORS HAS:-

- Any family relationship with any Director and/or major shareholders of Far East Holdings Berhad (FEHB), save and except for Mr. Tee Kim Tee and Mr. Tee Cheng Hua who are brothers.
- Any conflict of interest with Far East Holdings Berhad (FEHB), except by virtue of Mr. Tee Kim Tee and Mr. Tee Cheng Hua, holding shares in Prosper Trading Sdn. Bhd. Dato' Kamaruddin Bin Mohammed and Tuan Haji Lias Bin Mohd Noor being nominee of Pahang State Development Corporation. En. Nowawi Bin Abdul Rahman is a nominee of Lembaga Kemajuan Perusahaan Pertanian Pahang.
- Held any share in Far East Holdings Berhad (FEHB) as at 31 December 2002, save and except for Mr. Tee Kim Tee, Mr. Tee Cheng Hua and Tuan Haji Lias Bin Mohd Noor as stated on page 76.
- Any conviction for offences within the past 10 years, other than traffic offences, if any.

All of the Directors are Malaysian.

Penyata Pengerusi **Chairman's Statement**

Bagi pihak Lembaga Pengarah Far East Holdings Berhad, saya dengan sukacitanya membentangkan Laporan Tahunan dan Penyata Kewangan yang telah diaudit bagi tahun kewangan berakhir 31 Disember 2002.

PRESTASI KUMPULAN

Tahun 2002 adalah merupakan tahun yang baik bagi industri perladangan. Kumpulan telah mengakhiri tahun ini dengan cemerlang apabila pendapatannya bertambah dengan ketara sebanyak 40% dari RM41.24 juta pada tahun sebelumnya kepada RM57.90 juta.

On behalf of Far East Holdings Berhad Board of Directors, I am pleased to present the Annual Report and the Audited Financial Statements of Far East Holdings Berhad for the financial year ended 31 December 2002.

GROUP PERFORMANCE

The year 2002 was a good year for the plantation industry. The Group closed the year on a high note when its revenue increased significantly by 40% from previous year's RM41.24 million to RM57.9 million. The Group's pre-tax profit soared by 158% to RM32.6 million compared to previous year's RM12.63 million.

These results were largely supported by significant rise in oil palm prices and improvements in the Group's overall oil extraction rates (OER). The average price of crude palm oil (CPO) rose sharply by 52% over the previous year to RM1,363.50 per metric tonne. The average prices of crude palm kernel oil (CPKO) too followed an upward trend during the year in review when it closed at an average price of RM661.00 per metric tonne, an increase of 51.3% from last year's RM446 per metric tonne.



Keuntungan sebelum cukai Kumpulan juga bertambah dengan mendadak sebanyak 158% kepada RM32.63 juta berbanding dengan RM12.63 juta pada tahun sebelumnya.

Kekukuhan hasil di atas telah banyak dibantu oleh kenaikan ketara harga minyak sawit dan peningkatan kadar perahan minyak (KPM) keseluruhan Kumpulan. Harga minyak sawit mentah (MSM) meningkat sebanyak 52% berbanding dengan tahun sebelumnya kepada RM1,363.50 bagi setiap metrik tan. Purata harga minyak isirong sawit mentah (MISM) juga meningkat pada tahun dalam kajian apabila tutup dengan purata harga RM661.00 per metrik tan, peningkatan sebanyak 51.3% dari RM446 per metrik tan pada tahun sebelumnya.

Pendapatan Kumpulan sesaham bertambah dengan amat ketara sebanyak 257% dari 11.13 sen pada tahun sebelumnya kepada 39.74 sen setiap saham (asas) untuk tahun dalam kajian. Setelah mengambil kira penyesuaian terhadap opsyen saham yang diberikan kepada semua anggota Kumpulan, pendapatan sesaham telah susut sedikit kepada 39.42 sen setiap saham.

Bagi tahun dalam kajian, pengeluaran buah tandan segar (BTS) Kumpulan berkurangan pada tahap 240,383 metrik tan berbanding dengan pengeluaran 289,285 metrik tan BTS pada tahun lepas. Aktiviti penanaman semula yang menggunakan klon penghasilan tinggi, teknik-teknik penanaman yang lebih baik dan amalan-amalan perladangan terbaik akan menjadi satu komitmen strategik kepada Kumpulan untuk memaksimumkan pendapatan dan mempertahankan daya saing. Walau bagaimanapun,



The Group's earnings per share improved significantly by 257% from previous year's 11.13 sen per share to 39.74 sen per share (basic) for the year in review. After taking into account adjustments for share options granted to employees the earnings per share were diluted to 39.42 sen per share.

For the year in review, the Group's production of fresh fruit bunches (FFB) eased at 240,383 metric tonnes compared to last year's FFB production of 289,285 metric tonnes. Replanting activities which were carried out with the use of high yield clones, improved planting techniques and best practices shall form a strategic thrust for the Group to maximize earnings and sustain competitiveness. These activities however contribute partly to the decline in crop production.

As a result of the industry's downward cyclical trend of FFB production coupled with the Group's replanting activities, yield per hectare decreased from 24.00 metric tonnes per hectare in 2001 to 20.44 metric tonnes per hectare but yet, is still considered commendable when compared to the Peninsular Malaysia's average of 17.45 metric tonnes yield per hectare for the year 2002.

Penyata Pengerusi



The Group's average oil extraction rate was recorded at 18.14%, which is significantly higher from previous year's 17.14%. The Group's operating cost per tonne CPO increased slightly by 6.3% when it closed the year in review at RM708.53 per tonne CPO as compared to previous year's RM689.51 due largely to lower crop production.

The balanced composition of palms with respect to age enhances the Group's potential performance. With the replanting of old palms, which presently make up 27.27% of the Group's planted areas, will put the Group in a stronger position to sustain its overall competitive edge in the future.

The age composition of the Group's planted palms is as follows:

Age Classification	Hectare	%
Immature & Young	2,832.53	20.53
Prime	7,152.39	51.85
Old Palms	3,807.39	27.60
Total	13,795.01	99.98

aktiviti penanaman semula telah sedikit sebanyak menyumbang terhadap pengurangan hasil pengeluaran.

Disebabkan industri perladangan kelapa sawit mengalami haluan kitaran menurun dalam pengeluaran BTS dan ditambah pula dengan aktiviti-aktiviti penanaman semula, penghasilan sehektar menurun dari 24.00 metrik tan sehektar pada tahun 2001 kepada 20.44 metrik tan sehektar, tetapi masih dianggap baik jika dibandingkan dengan purata penghasilan sehektar Semenanjung Malaysia yang tutup pada tahap 17.45 metrik bagi tahun 2002.

Kadar perahan minyak Kumpulan keseluruhan dicatatkan pada tahap 18.14%, pencapaian yang jauh lebih baik dari 17.14% yang direkodkan pada tahun lepas. Kos operasi bagi setiap tan MSM Kumpulan meningkat sedikit sebanyak 6.3% apabila mengakhiri tahun dalam kajian pada RM708.53 per tan MSM berbanding dengan RM689.51 pada tahun sebelumnya disebabkan oleh pengeluaran hasil yang berkurangan.

Komposisi seimbang pokok sawit dari segi umur menguatkan lagi potensi prestasi Kumpulan. Dengan penanaman semula pokok tua yang kini merangkumi 27.27% dari jumlah keluasan Kumpulan yang ditanam, akan memperkemarkan kedudukan Kumpulan untuk mempertahankan kelebihan kompetitif keseluruhan untuk masa hadapan.

Komposisi umur pokok-pokok yang telah ditanam adalah seperti berikut:-





Chairman Statements

DIVIDENDS

An interim dividend of 5 sen per share (less 28% income tax) was paid on 24 January 2003. On the strength of the Group's financial achievements and sustained overall performance, your Board is recommending for shareholders' approval of a final gross dividend of 5 sen per share less income tax and 5 sen per share of a special tax exempt dividend for the financial year ended 31 December 2002.

CAPITAL EXPENDITURE/INVESTMENTS

The Group spent a modest RM2.785 million in capital expenditure for the year in review which comprised of the following items:

- RM645,000 for the purchase of machinery and equipment.
- RM2.14 million on replanting and upkeep of immature palms.

BUSINESS PROSPECTS

The Malaysian oil palm industry recorded a significant recovery in 2002 despite a weak global economy. The performance of the Malaysian oil palm industry is expected to be sustained and improved further in the year 2003. The production of CPO is expected to be around 12.2 million tonnes and export demand is forecast to further improve from higher world demand for edible oil. Consequently, the prices of oil palm products is expected to hold on at the current level of approximately RM1,300 per metric tonne.

Klasifikasi Umur	Hektar	%
Belum Matang & Muda	2,832.53	20.53
Pokok Prima	7,152.39	51.85
Pokok Tua	3,807.39	27.60
Jumlah	13,795.01	99.98

DIVIDEN

Dividen interim sebanyak 5 sen sesaham (tolak 28% cukai pendapatan) telah dibayar pada 24 Januari 2003. Bersandarkan kepada kekukuhan pencapaian kewangan dan prestasi keseluruhan yang dapat dipertahankan, Lembaga anda mengesyorkan untuk mendapatkan kelulusan pemegang saham, dividen akhir kasar sebanyak 5 sen sesaham tolak cukai pendapatan dan 5 sen sesaham dividen khas, dikecualikan cukai, bagi tahun kewangan berakhir 31 Disember 2002.

PERBELANJAAN MODAL/PELABURAN

Kumpulan telah berbelanja dengan sederhana sebanyak RM2.785 juta dalam perbelanjaan modal bagi tahun dalam kajian yang merangkumi perkara-perkara berikut:-

- RM645,000 bagi pembelian mesin dan peralatan.
- RM2.14 juta untuk penanaman semula dan penyelenggaraan pokok-pokok yang belum matang.



Penyata Pengerusi **Chairman Statements**

PROSPEK PERNIAGAAN

Industri sawit Malaysia telah mencatatkan kebangkitan yang ketara dalam tahun 2002 walaupun dalam keadaan ekonomi global yang masih lemah. Prestasi industri kelapa sawit Malaysia dijangka akan dapat bertahan dan bertambah baik dalam tahun 2003. Pengeluaran MSM dijangkakan pada tahap sekitar 12.2 juta tan dan perlunjuran permintaan eksport juga dilihat akan terus meningkat ekoran dari peningkatan permintaan minyak makan dunia. Dengan ini, harga produk minyak sawit dijangka akan bertahan pada tahap sekarang iaitu secara kasarnya RM1,300 per metrik tan.

PENGHARGAAN

Saya ingin mengambil peluang ini untuk mengucapkan terima kasih kepada Lembaga Pengarah yang lepas kerana telah meletakkan Syarikat ini pada kedudukan yang kukuh walaupun terpaksa melalui kegawatan ekonomi global dan industri minyak sawit yang kadang-kala tidak menentu. Di bawah bimbingan dan kepimpinan Lembaga Pengarah yang lepas, Kumpulan ini telah berjaya menghasilkan pencapaian keseluruhan yang secara relatifnya kukuh.

Saya juga ingin mengambil kesempatan ini untuk menyatakan terima kasih kepada semua pihak berkuasa Kerajaan, pemborong-pemborong, jurubank-jurubank dan pelanggan-pelanggan kerana telah memberikan bantuan dan sokongan. Ucapan terima kasih yang tulus juga ditujukan kepada pengurusan dan anggota serta rakan niaga Kumpulan FEHB kerana telah memberikan usaha yang berterusan dan sumbangan yang tidak berbelah-bahagi dalam membina FEHB menjadi sebuah entiti perniagaan yang kukuh dan menjadikan 2002 satu lagi tahun yang berjaya.

Akhirnya, kepada Ahli-ahli Lembaga Pengarah sekarang, saya ucapkan terima kasih kerana telah memberikan sokongan, rundingan bijak dan pertimbangan bernas yang telah banyak mempermudah tugas saya. Kami akan bergabung usaha dan sumber untuk terus membina Syarikat ini menuju ke arah kecemerlangan dan menikmati pencapaian yang lebih tinggi.

ACKNOWLEDGEMENT AND APPRECIATION

I would like to take this opportunity to thank members of the previous Board for their contribution in putting the Company on solid grounds in spite of the global economic turbulence and patches of world palm oil industrial uncertainties. Under the guidance and leadership of the previous Board, the Group has managed to produce relatively strong overall results.

I would like to take this opportunity to express my sincere thanks to all Governmental authorities, our contractors, bankers and clients for their assistance and support. My sincere thanks is also directed to the management and staff as well as business associates of FEHB Group for their relentless efforts and tireless contribution in building FEHB into a strong business entity and made 2002 another successful year.

Last but not least, to the present Board of Directors, I thank you for your support, wise counsel and prudent judgement which made my task seem so much easier and simpler. We will put our efforts and resources together to continue to build the Company in pursuance of excellence and to scale greater heights of achievements.

Dato' Kamaruddin bin Mohammed

Pengerusi **Chairman**

Kumpulan Pengurusan Management Team

	Mr. Tee Cheng Hua Pengarah Eksekutif, Estet dan Perladangan. <i>Executive Director, Estates and Plantations.</i>		En. Nowawi Bin Abdul Rahman Pengarah Eksekutif, Operasi. <i>Executive Director, Operations.</i>
	Asmin Binti Yahya Kewangan <i>Finance</i>		Noor Anisah Binti Sabarudin Hal Ehwal Korporat & Kesetiausahaan <i>Corporate Affairs & Secretarial</i>
	Haji Azman Bin Taher Pembangunan Sistem Organisasi <i>Organisational System Development</i>		Haji Abdul Mutalib Bin Haji Yusof Pentadbiran & Sumber Manusia <i>Administration & Personnel</i>
	Nazaruiddin Bin Hasim Penyelarasan Operasi Perladangan <i>Plantation Operation Coordination</i>		Omar Bin Ismail Audit Dalaman <i>Internal Audit</i>
	Haji Shaari Bin Yusoff Ladang Sungai Gayung <i>Sungai Gayung Estate</i>		Ngah Bin Ismail Ladang Bukit Serok <i>Bukit Serok Estate</i>
	Haji Ibrahim Bin Awang Chik Ladang Bukit Jin <i>Bukit Jin Estate</i>		Ahmad Ghazalli Bin Johari Ladang Kampung Aur <i>Kampung Aur Estate</i>
	Dr Zulkifli Bin Abdullah Projek Entegrasi Ternakan <i>Cattle Integration Project</i>		Yusri Bin Bidin Ladang Gugusan Dawn <i>Gugusan Dawn Estate</i>

Audit Committee Report

AUDIT COMMITTEE REPORT

I Composition of the Audit Committee

The Audit Committee presently comprises of the following Directors:

En. Kamarudin Abdull Rani (Appointed on 14 May 2002)	Chairman, Independent Non-Executive Director
Dr. Ahmad Aman (Appointed on 16 August 2002)	Member, Independent Non-Executive Director
Mr. Ng Say Pin (Appointed on 23 August 2002)	Member, Non-Independent Non-Executive Director
Tan Sri Dato' Dr. Mohd Rashdan Baba (Resigned on 16 August 2002)	Chairman, Independent Non-Executive Director
Dato' Abdul Rahim Mohamad (Resigned on 16 August 2002)	Member, Non-Independent Non-Executive Director
Mr. John Chia Sin Tet (Resigned on 16 August 2002)	Member, Independent Non-Executive Director

II Terms of Reference

The duties and responsibilities of the Audit Committee are as follows:

- To review with the external auditors, the audit plan, scope of the audit and the areas of audits of the Company/ Group;
- To review with the external auditors, their evaluation of the system of internal controls and audit findings;
- To discuss problems and reservations arising from the audit, and any other matters the auditors may wish to discuss;
- To review the external auditors' management letter and management's response;
- To review the audit report with the external auditors;
- To review the suitability of the external auditors for recommendation to the Board for re-appointment and the audit fee thereof;
- To make appropriate recommendations to the Board on matters of resignation or dismissal of external auditors;
- To review and report the adequacy of the scope, functions and resources of the internal audit function and that it has the necessary authority to carry out its works;
- To review the results of the Group's internal audit procedures and the adequacy of actions taken by management based on the reports;
- To review the appointment, performance, remuneration and removal of the Head of Internal Audit and senior audit staff;
- To review the annual financial statements of the Group and quarterly results of the Group, and thereafter submit them to the Board for approval, focusing particularly on:
 - Any changes in accounting policies and practices;
 - Significant adjustments arising from the audit;
 - The going concern assumption;
 - Significant and unusual events;
 - Compliance with accounting standards and other legal requirements;
- To review any related party transactions that may arise within the Group;
- To ensure prompt publication of annual accounts; and
- To perform any other functions as may be agreed by the Audit Committee and the Board.

III Authority

The Audit Committee is authorised by the Board to investigate any activity within its terms of reference. It is authorised to seek any information it requires from any employee and all employees are directed to co-operate with any request made by the Audit Committee. It is also authorised by the Board to obtain outside legal or other independent professional advice and to secure the attendance of outsiders with relevant experience and expertise where it considers necessary, at the Company's expense.

Audit Committee Report

IV Meetings

- The Audit Committee holds a minimum of four (4) meetings a year, although additional meetings may be called at any time at the Chairman's discretion or if requested by any Audit Committee member, the management, the internal or external auditors.
- The Head of Internal Audit is required to attend the meetings of the Audit Committee. Representatives of the external auditors are to be in attendance at meetings where matters relating to the audit of the statutory accounts are to be discussed.
- At least once a year, the Audit Committee members shall meet with the external auditors without any executive board members present.
- The Executive Directors and/or other appropriate officers may be invited to attend, except for those portions of the meetings where their presence may be considered inappropriate, as determined by the Chairman.
- The quorum for each meeting shall be at least two thirds of the members with non-executive directors forming the majority.
- The Company Secretary shall be the Secretary to the Audit Committee.
- Minutes of the Audit Committee's meeting shall be circulated and tabled to all members of the Board.

Attendance at Meetings

During the financial year ended 31 December 2002, the Audit Committee held a total of six (6) meetings.

Date:	25 Feb 2002	14 May 2002
	07 June 2002	23 Aug 2002
	21 Nov 2002	28 Nov 2002

The details of attendance of the Audit Committee members are as follows:

Name of Audit Committee Member	Total Number of Meetings	Number of Meetings Attended
En. Kamarudin Abdull Rani	6	5
Dr. Ahmad Aman	6	3
Mr. Ng Say Pin	6	2
Tan Sri Dato' Dr. Mohd Rashdan Baba (Resigned on 16 August 2002)	6	3
Dato' Abdul Rahim Mohamad (Resigned on 16 August 2002)	6	2
Mr. John Chia Sin Tet (Resigned on 16 August 2002)	6	1

V Activities

During the year under review, the Audit Committee has undertaken the following activities:

- Reviewed the external auditors' audit plan, scope and areas of audits of the Company/Group, evaluation of the system of internal controls and audit findings, management letter and management's response and the audit report.
- Reviewed the annual financial statements of the Company/Group, semi-annual returns and quarterly results of the Group and, thereafter, submitted them to the Board for approval.
- Reviewed the policy on recurrent related party transactions of a revenue or trading nature ("related party transactions") within the Company/Group and recommended to the Board for approval and adoption.
- Reviewed the recurrent transactions within the Group for inclusion in the circular to shareholders in relation to the Proposed Renewal of Shareholders' Mandate for Recurrent Transactions pursuant to the KLSE Listing Requirements.
- Reviewed the suitability of the external auditors and recommended to the Board for re-appointment and the audit fee thereof.

Audit Committee Report

- Reviewed the financial risk management objectives and policies of the Group and recommended to the Board for approval and adoption.
- Reviewed and recommended the new clauses in the updated letters of engagement the external auditors for the Group for approval of the Board.
- Reviewed and adopted the new Guidelines on Internal Audit Function issued by the Task Force established by the Kuala Lumpur Stock Exchange.
- Reviewed and recommended to the Board for approval and adoption, the Group Internal Audit Charter in line with the Guidelines on Internal Audit Function.
- Reviewed the results of the Group's internal audit reports and the adequacy of remedial actions taken by the management recommended in the reports.
- Reviewed and approved the 2003 Internal Audit Plan.

VI Internal Audit Function

The internal audit function is guided by its Audit Charter and reports to the Audit Committee. Its primary role is to assist the Audit Committee discharge its duties and responsibilities by independently reviewing and reporting on the adequacy and integrity of the Group's system of internal controls.

The annual audit plan is approved by the Committee at the beginning of each year. The scope of audit plan covers the review of adequacy of operational controls, risk management, compliance with laws and regulations, quality of assets and management efficiency amongst others.

A systematic audit approach is adopted by the internal auditors to add value and improve the Group's operations by providing an independent and objective assurance to the adequacy and reliability of the Group's system of internal controls.

The internal auditors have completed its planned audits for the year and is closely monitoring the progress of the implementation of its recommendation by the management. The internal audit reports prepared by the internal auditors were presented to the management and deliberated by the Audit Committee and recommendations are duly acted upon by the Management.

Statement of Corporate Governance

The Board of Far East Holdings Berhad is pleased to report to shareholders on the manner the Group has applied the principles, and the extent of compliance with the Best Practices of Good Governance as set out in Part 1 and Part 2 respectively of the Malaysian Code on Corporate Governance ("the Code") pursuant to Paragraph 15.26 of the Listing Requirements of Kuala Lumpur Stock Exchange ("the Listing Requirements"). These principles and best practices have been applied throughout the financial year ended 31 December 2002.

SECTION A : THE BOARD OF DIRECTORS

The Board has the overall responsibility for corporate governance, strategic direction, formulation of policies and overseeing the investment and business of the Company.

The Board meets at least six (6) times a year, with additional meetings convened as necessary. During the financial year ended 31 December 2002, eleven (11) Board meetings were held. Details on attendance of the Directors at Board meetings can be found on page 7.

1. BOARD BALANCE

As at the date of this statement, the Board consists of six (6) Non-Executive Directors (including the Chairman) and two (2) Executive Directors, with three (3) of the eight (8) Directors being Independent Directors. Together, the Directors have a wide range of business, financial and technical experiences. This mix of skills and experiences is vital for the successful direction of the Group. A brief profile of each Director is presented on pages 11 to 21.

The role of the Chairman and the Executive Directors are separated and clearly defined, so as to ensure that there is a balance of power and authority. The Chairman is responsible for ensuring Board effectiveness and conduct, whilst the Executive Directors have overall responsibility for the operating units, organisational effectiveness and implementation of Board policies and decisions. The presence of three (3) independent Non-Executive Directors fulfil a pivotal role in corporate accountability. Although all the Directors have an equal responsibility for the Group's operations, the role of these independent Non-Executive Directors is particularly important as they provide unbiased and independent views, advice and judgement.

2. SUPPLY OF INFORMATION

All Directors are provided with formal schedule of matters and a set of necessary Board papers in advance prior to board meetings. They have direct access to the advice and services of the Company Secretary. The Board reviews quarterly management performance reports. The Board also considers and endorses recommendations of Board Committee. The Board paper include, among others, the following:-

- Minutes of meetings of all Board Committees;
- A management report, which covers the Group financial and estates' performance;
- Recommendation of strategies and review of group strategies, including the review of key performance index;
- A current review of the operation of the Group;
- Annual Budget and regular financial reports.

In furtherance of their duties and responsibilities, Directors may obtain independent professional advice, where necessary at the company's expense.

3. APPOINTMENTS TO THE BOARD

Pursuant to the best practices promulgated by the Code, the Board has established a Nomination Committee, consisting of three (3) Directors without executive functions, two (2) of whom are independent. The duties and responsibilities of the Committee is to propose new nominees to the Board and to assess the contribution of each individual Director and overall effectiveness of the Board on an on-going basis. The membership and principal duties and responsibilities of the Committee is set out in paragraph 4(ii).

4. BOARD COMMITTEE

The Board delegates certain responsibilities to fulfil its duties and responsibilities. These Committees are as follows:-

- i) Audit Committee;
- ii) Nomination Committee;
- iii) Remuneration Committee;
- iv) Employee Share Option Scheme Committee.

Statement of Corporate Governance

i. Audit Committee

The Audit Committee reviews issues of accounting policies and presentation for external financial reporting, monitors the work of the Internal Audit function and ensures an objective and professional relationship is maintained with the external auditors. The Audit Committee has full access to the auditors both internally and externally who, in turn, have access at all times to the Chairman of the Audit Committee.

The report of the Audit Committee may be found on pages 28 to 30.

ii. Nomination Committee

The membership of the Nomination Committee comprises two (2) Independent Non-Executive Directors and one (1) Non-Independent Non-Executive Director, as follows:-

- **Independent Non-Executive**
 1. Dr. Ahmad Bin Aman (Chairman)
 2. Mr. Ng Say Pin
- **Non-Independent Non-Executive Director**
 1. Mr. Tee Kim Tee

The principal duties and responsibilities of the Nomination Committee are as follows:-

- i. To assist the Board of Directors of FEHB in assessing existing directors and identifying, nominating and orientating new directors to enhance corporate governance;
- ii. To assist the Board in ensuring that appointments are made on merit against an agreed specification;
- iii. To assist the Board in identifying and reviewing, on an annual basis, the required mix of skills, experience and other qualities, including core competencies, which directors should bring to the Board and which the Board requires for it to function completely and efficiently.
- iv. To examine the size of the Board with a view of determining the impact of the number upon its effectiveness.

The Committee is authorised to propose new nominees to the Board and to assess the contribution of each individual Director and overall effectiveness of the Board on an on-going basis. The actual decision as to who shall be appointed a Director should be the responsibility of the full Board after considering the recommendations of the Committee.

iii. Remuneration Committee

The membership and principal duties and responsibilities of the Remuneration Committee is set out in Section B of this statement.

iv. Employee Share Option Scheme

The Employee Share Option Scheme Committee or the Option Committee was established to administer the Far East Holdings Berhad Employee Share Option Scheme. The Committee ensures that the Scheme is administered in accordance with the By-Laws. The Company Secretary also serves on the Option Committee. The Directors who serve on the Option Committee are as follows:-

- **Non-Independent Non-Executive Director**
 1. Tuan Haji Lias Bin Mohd Noor (Chairman)
- **Non-Independent Executive Director**
 1. Mr. Tee Cheng Hua
 2. En. Nowawi Bin Abdul Rahman

5. RE-ELECTION OF DIRECTORS

In accordance with the Company's Articles of Association, all Directors who are appointed by the Board are subject to re-election by shareholders at the next Annual General Meeting immediately after their appointment.

In accordance with the Articles, one third of the remaining Directors, including the Executive Directors, are required to submit themselves for re-election by rotation at each Annual General Meeting.

Directors over seventy (70) years of age are required to submit themselves for re-appointment annually in accordance with Section 129(6) of the Companies Act 1965.

Statement of Corporate Governance

6. DIRECTORS' TRAINING

During the financial year, all the Directors have attended and completed the Mandatory Accreditation Programme ("MAP") conducted by the Research Institute of Investment Analysis Malaysia ("RIIAM"), an affiliate company of the Kuala Lumpur Stock Exchange.

SECTION B : DIRECTORS' REMUNERATION

The Remuneration Committee currently consists of three (3) Non-Independent Non-Executive Directors. The Committee is responsible for setting the policy framework and for making recommendations to the Board on remuneration and other terms of employment for the Board and senior management.

The members of the Remuneration Committee are as follows:-

Non-Independent Non-Executive Directors

- YH Dato' Kamaruddin Bin Mohammed (Chairman)
- Tuan Haji Lias Bin Mohd Noor
- Mr. Tee Kim Tee

The aggregate Directors' remuneration paid or payable or otherwise made to all Directors of the Company who served during the financial year are as follows:-

Category	Fees (RM'000)	Salaries (RM'000)	Other Emoluments (RM'000)	Total (RM'000)
Executive Directors	37	235	128	400
Non-Executive Directors	166	21	3	190

The number of Directors whose total remuneration falls within the following bands is as follows:-

Range of Remuneration	Executive Directors	Non-Executive Directors
Below RM50,000	-	5
RM50,001 – RM100,000	2	1

SECTION C : RELATIONS WITH SHAREHOLDERS AND INVESTORS

The Annual General Meeting ("AGM") is the principal forum for dialogue with individual shareholders and investors. It is a crucial mechanism in shareholder communication for the Company. At the Company's AGM, which is generally well attended, shareholders have direct access to the Board and are given the opportunity to ask questions during the open question and answer session prior to the motion moving for approval of the Company's Audited Statements and Directors' Report for the financial year. The shareholders are encouraged to ask questions both about the resolutions being proposed or about the Group's operations in general. Where it is not possible to provide the questions with immediate answer to a significant question, the Chairman will undertake to provide him/her with a written answer after the AGM.

The Company's website www.fareh.com.my provides easy access to the latest corporate information of the Group. The Board has appointed Mr. Ng Say Pin as Senior Independent Director to which any queries with regard to the Group may be conveyed. At all times, shareholders may contact the Company Secretaries for information.

SECTION D : ACCOUNTABILITY AND AUDIT

i. Financial Reporting

The directors recognise the responsibility for ensuring that accounting records are properly kept and the financial statements are prepared in accordance with applicable approved accounting standards in Malaysia and the provisions of the Companies Act, 1965.

The quarterly results announcements to the KLSE reflect the Board's commitment to give regular updated assessments on the Group's performance and prospects. The statement by the Board pursuant to Section 169(15) of the Companies Act, 1965 is presented on page 106.

Statement of Corporate Governance

ii. Internal Controls

The Group has established internal controls which cover all levels of personnel and business processes that ensure the Group's operations are effective and efficient as well as the safeguarding of the Group's assets and shareholders' interests. The Statement on Internal Control furnished on pages 36 to 37 of the Annual Report provides an overview of the state of internal controls within the Group.

iii. Audit Committee

The Group's financial reporting and internal control system is overseen by the Audit Committee, which comprises of three (3) Independent Non-Executive Directors. The composition, terms of reference and summary of the activities of the Audit Committee during the financial year are disclosed in the Audit Committee Report. The activities of the Audit Committee are governed by a charter that is approved by the Board.

The Audit Committee meets quarterly. Additional meetings are held as and when required. During the financial year ended 31 December 2002, a total of six (6) Audit Committee meetings were held.

The Audit Committee meeting is always held before the Board's meeting. This is to ensure that all critical issues highlighted can be brought to the attention of the Board on a timely basis. The Heads of Departments in Head Office are invited to attend the Audit Committee meetings when deemed necessary by the Audit Committee for the purpose of briefing the Audit Committee on the activities involving their areas of responsibilities.

The Audit Committee meets with the Group's external auditors annually to review the scope and adequacy of the audit process, the annual financial statements and their audit findings. The Audit Committee also meets with the external auditors whenever it deems necessary.

The Audit Committee Report is presented on pages 28 to 30.

iv. Internal Audit

The Group has an established Internal Audit Unit which assists the Audit Committee in the discharge of its duties and responsibilities. Its role is to provide independent and objective reports on the organisation's management, records, accounting policies and controls to the Board. The Internal Audit function includes evaluation of the processes by which significant risks are identified, assessed and managed. Such audits are carried out to ensure instituted controls are appropriate, effectively applied and within acceptable risk exposures consistent with the Group's risk management policy. The Internal Audit Unit reports directly to the Audit Committee and its findings and recommendations are communicated to the Board.

v. External Audit

The Group independent External Auditor fills an essential role for the shareholders by enhancing the reliability of the Group's financial statements and giving assurance of that reliability to users of these financial statements. The External Auditors have an obligation to bring any significant defects in the Group's system of control and compliance to the attention of the management and, if necessary, to the Audit Committee and the Board. This includes the communication of fraud.

ADDITIONAL COMPLIANCE STATEMENTS:

RECURRENT RELATED PARTY TRANSACTIONS OF A REVENUE OR TRADING NATURE

Pursuant to paragraph 10.09 of the Listing Requirement of Kuala Lumpur Stock Exchange, the company will be seeking the renewal from the shareholders for recurrent related party transactions of a revenue or trading nature, entered into between Far East Holdings Berhad or its subsidiary companies and related parties, at the forthcoming Annual General Meeting of Far East Holdings Berhad scheduled to be held on 23 June 2003. The related party transactions for the group are as follows:

Statement of Corporate Governance

Related Party	Estimated Aggregate Value (RM'000)	Nature of Transaction	Nature of Relationship
PPOM	5,532	Selling of fresh fruit bunches	PPOM directly holds 41.21% interest in PTSB which, in turn, directly holds 27.72% interest in FEHB.
RPOM	19,540	Selling of fresh fruit bunches	RPOM is an indirect subsidiary of PTSB (with direct and indirect holdings of 32.74%) and PPOM (with direct and indirect holdings of 43.4%) which PTSB, in turn, directly holds 27.72% in FEHB.
KK	28,358	Selling of fresh fruit bunches	KK is a 51% directly owned subsidiary of PPOM which directly holds 41.21% in PTSB. PTSB in turn, directly holds 27.72% interest in FEHB.

* PPOM - Prosper Palm Oil Mill Sdn. Bhd.
 RPOM - Rompin Palm Oil Mill Sdn. Bhd.
 KK - Kilang Kosfarm Sdn. Bhd.
 PTSB - Prosper Trading Sdn. Bhd.

SHARE BUY BACKS

The Company has not purchased any of its own shares during the financial year under review. As such, there is no treasury share maintained by the Company.

OPTION

The Employee's Share Option Scheme ("ESOS") of FEHB came into effect on 30 April 2002. The detail's of the ESOS exercise is disclosed in page 75 of the Directors' Report.

WARRANT OR CONVERTIBLE SECURITIES

The Company has not issued any warrant or convertible securities in the financial year ended 31 December 2002.

AMERICAN DEPOSITORY RECEIPT ("ADR") OR GLOBAL DEPOSITORY RECEIPT ("GDR")

The Company has not sponsored any ADR or GDR programme in the financial year ended 31 December 2002.

APPROVED UTILISATION OF FUND

There were no approved utilisation of fund obtained by the company from any relevant bodies.

PENALTIES IMPOSED ON FEHB AND ITS SUBSIDIARIES

There were no sanctions and/or penalties imposed on the company by the relevant regulatory bodies during the financial year ended 31 December 2002.

NON-AUDIT FEES

The amount of non-audit fees paid/payable to the external auditors by the Group for the financial year ended 31 December 2002 is RM26,500.

MATERIAL CONTRACTS INVOLVING DIRECTORS AND MAJOR SHAREHOLDERS

Except for transactions disclosed in RPT, none of the directors and major shareholders had any material contracts with the company during the financial year ended 31 December 2002.

REVALUATION POLICY ON LANDED PROPERTIES

Long-term leasehold land, mature and immature plantations are subsequently shown at revalued amount, based on valuation at regular intervals of once every five (5) years carried out by a firm of independent external valuers, less subsequent depreciation. All other property, plant and equipment are stated at cost less accumulated depreciation.

Surpluses arising on revaluation are credited to revaluation reserve. Any deficit arising from revaluations is charged against the revaluation reserve to the extent of a previous surplus held in the revaluation reserve for the same assets. In all other cases, a decrease in carrying amount is charged to income statement. On disposal of revalued assets, amounts in revaluation reserve relating to those assets are transferred to retained earnings.

Statement of Internal Control

BOARD RESPONSIBILITY

The Board acknowledges its responsibility for maintaining a sound system of internal control to safeguard shareholders' investment and the Group's assets and for reviewing its adequacy and integrity. The systems of internal control covers not only financial controls but operational and compliance controls and risk management.

It should be noted, however, that such systems are designed to manage rather than eliminate the risk of failure to achieve business objectives. Accordingly, these systems can only provide reasonable but not absolute assurance against misstatement or loss.

RISK MANAGEMENT FRAMEWORK

The Board with the assistance of the Management undertook to identify and evaluate the principal business risks in the critical areas of the Group, assessing the likelihood of material exposures and identifying the measures taken to manage these risks. This was done through desktop reviews, interviews with the Management and thorough deliberation and discussion among the Directors in the Board meeting.

The Board has established a Risk Committee which is responsible for the ongoing process of identifying, assessing and managing key business, operational and financial risks faced by its Group.

In addition, Internal Audit function also reviews the operational procedures and processes to ensure the Group's effectiveness and integrity of the internal control system.

OTHER KEY ELEMENTS OF INTERNAL CONTROL SYSTEM

The other key elements of the Group's internal control system include:

- **Board Meetings**

The Board meets at least every quarter and has a formal agenda on matters for discussion. The Chairman, together with the Executive Directors, leads the presentation of board papers and provides comprehensive explanation of pertinent issues.

In arriving at any decision, on recommendation by the Management, a thorough deliberation and discussion by the Board is a prerequisite. In addition, the Board is kept updated on the Group's activities and operations on a regular basis.

- **Organisational Structure with Formally Defined Responsibility Lines and Delegation of Authority**

The Board is headed by the Chairman who ensures the Group operates within its mission and established policies to enable the Group to meet its objective in enhancing shareholders' wealth. The monitoring and managing of the Group operations is delegated to its Executive Directors who are actively involved in day-to-day operations of the Group.

There is a clearly defined organisation structure which outlines the responsibilities lines and authorities to ensure proper and clear delegation of responsibilities to Committees of the Board and to the Management.

- **Performance Management Framework**

The management reports covering the estates and financial performance are presented to the Board at the Board meeting. The Group has a detailed budgeting process with an annual budget approved by the Board. Actual results are reported monthly against budget and major variances reviewed and management action taken, where necessary.

Internal Audit visits are systematically organised over a period, to monitor compliance with procedures and assess the integrity of financial information provided.

Statement of Internal Control

- **Operational Policies and Procedures**

The documented policies and procedures form an integral part of the internal control system to safeguard the Group's assets against material loss and ensure complete and accurate financial information. The documents consist of circulars, manuals and procedures that are continuously being revised and updated to meet operational needs.

- **Audit Committee and Internal Audit**

The Audit Committee was formed with a view to assist the Board in discharging its duties. The Audit Committee comprises of independent non-executive members of the Board and review internal audit findings, discuss risk management plans and ensures that weaknesses in controls highlighted are appropriately addressed by the management. The internal auditors report directly to the Audit Committee to meet its independence.

The Internal Audit function has the primary objective to carry out a review of the internal control systems to determine if the accounting and internal control have been complied and also make recommendations to strengthen the accounting and internal control system.

- **Review of Recurrent Related Party Transactions**

All recurrent related party transactions are dealt with in accordance with the Listing Requirements of the Kuala Lumpur Stock Exchange. The Board and the Audit Committee review the recurrent related party transactions annually.

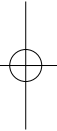
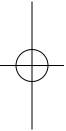
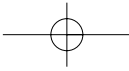
This statement is made in accordance with a resolution given by the Board of Directors dated 26 February 2003.

Statement On Directors' Responsibilities In Relation To The Financial Statements

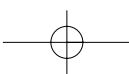
The Directors are required by the Companies Act, 1965 to ensure that financial statements prepared for each financial year give a true and fair view of the state of affairs of the Company and the Group as at the end of the financial year and of the results and cash flow of the Group for the financial year. The Directors consider that in presenting the financial statements, the Group has used appropriate accounting policies, consistently applied and supported by reasonable judgements and estimates.

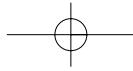
The Directors have a general responsibility for ensuring that the Company and Group keep proper accounting records and financial statements, which disclose with reasonable accuracy the financial position of the Company and Group. Efforts are made to ensure that such financial statements comply with the Companies Act, 1965, approved accounting standards in Malaysia and other regulatory provisions.

The Directors have general responsibilities for taking such steps that are reasonably available to them to safeguard the assets of the Group, and to prevent fraud and other irregularities.



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2002

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Laporan Para Pengarah bagi tahun berakhir 31 Disember 2002

Para Pengarah dengan sukacitanya mengemukakan laporan tahunan mereka kepada ahli-ahli berserta penyata kewangan Kumpulan dan Syarikat yang telah diaudit bagi tahun berakhir 31 Disember 2002.

KEGIATAN UTAMA

Kegiatan utama Syarikat ialah pegangan pelaburan dan perladangan kelapa sawit. Kegiatan utama subsidiari adalah dinyatakan dalam Nota 12 kepada penyata kewangan. Tidak ada perubahan penting dalam kegiatan tersebut dalam tahun ini.

KEPUTUSAN KEWANGAN

	Kumpulan RM	Syarikat RM
Keuntungan Selepas Cukai	27,062,314	4,527,814
Kepentingan Minoriti	(2,475,679)	-
Keuntungan Bersih Bagi Tahun	24,586,635	4,527,814

DIVIDEN

Dividen yang dibayar atau diumumkan oleh Syarikat sejak 31 Disember 2001 adalah seperti berikut:

	RM
Bagi tahun berakhir 31 Disember 2001, seperti yang ditunjukkan di dalam laporan Para Pengarah pada tahun tersebut, dividen kasar akhir sebanyak 5 sen sesaham atas 61,600,000 saham biasa, tolak cukai dibayar pada 14 Ogos 2002.	2,217,600
Bagi tahun berakhir 31 Disember 2002, dividen kasar interim sebanyak 5 sen sesaham atas 62,619,000 saham biasa, tolak cukai dibayar pada 24 Januari 2003.	2,254,284
	4,471,884

Para Pengarah mencadangkan dividen kasar akhir sebanyak 5 sen sesaham tolak cukai dan dividen khas dikecualikan cukai sebanyak 5 sen sesaham atas 62,619,000 saham biasa bagi tahun berakhir 31 Disember 2002 berjumlah RM2,254,284 dan RM3,130,950 masing-masing. Dividen dicadangkan ini tertakluk kepada kelulusan daripada pemegang saham pada Mesyuarat Agung Tahunan akan datang.

RIZAB DAN PERUNTUKAN

Semua pindahan yang nyata kepada atau dari rizab dan peruntukan dalam tahun telah dinyatakan dalam penyata kewangan.

MODAL SAHAM

Dalam tahun ini, 1,019,000 saham biasa baru pada RM1 sesaham dikeluarkan oleh Syarikat secara tunai dengan melaksanakan opsyen menurut Skim Opsyen Saham Pekerja pada harga pelaksanaan RM2.04 sesaham.

Saham biasa baru yang dikeluarkan bertaraf "parri passu" dalam semua aspek dengan saham yang sedia ada.

Laporan Para Pengarah bagi tahun berakhir 31 Disember 2002

SKIM OPSYEN SAHAM PEKERJA

Skim Opsyen Saham Pekerja (ESOS) bagi Syarikat adalah dikawal oleh undang-undang kecil yang telah diluluskan oleh para pemegang saham pada Mesyuarat Agung Luarbiasa pada 29 Disember 2001 dan dilaksanakan pada 30 April 2002.

Ciri-ciri utama ESOS adalah seperti berikut:

- Mereka yang layak adalah kakitangan Kumpulan yang telah disahkan jawatan pekerjaan oleh Kumpulan dan telah berkhidmat sekurang-kurangnya satu tahun sebelum tarikh penawaran. Kelayakan untuk mengambil bahagian dalam ESOS adalah tertakluk kepada pertimbangan Jawatankuasa ESOS yang dilantik oleh Lembaga Pengarah.
- Jumlah saham yang akan ditawarkan dalam agregat tidak melebihi 10% daripada modal saham yang diterbitkan oleh Syarikat pada bila-bila masa sepanjang tempoh ESOS yang berkuatkuasa bagi tempoh lima tahun daripada tarikh penerimaan kelulusan terakhir.
- Harga opsyen adalah pada harga purata pasaran setiap saham (dikira sebagai purata harga tertinggi dan terendah atas urusanniaga saham) seperti yang ditunjukkan oleh senarai rasmi harian (Daily Official List) diterbitkan oleh Bursa Saham Kuala Lumpur bagi lima (5) hari urusanniaga sebelum tarikh penawaran dibuat di mana tertakluk kepada diskaun tidak melebihi 10% yang akan diputuskan oleh Syarikat, atau pada nilai nominal saham Syarikat pada RM1, yang mana lebih tinggi.
- Tiada opsyen akan diperuntukkan bagi jumlah kurang dari 1,000 unit saham atau melebihi agihan saham maksimum yang dibenarkan kepada kakitangan yang layak, dengan syarat bilangan adalah dalam gandaan 1,000 unit saham.
- Opsyen yang diperuntukkan di bawah skim ESOS haruslah berkeupayaan untuk dilaksanakan oleh penerima peruntukan dengan memberi notis bertulis kepada Syarikat sebelum tarikh luput lima (5) tahun dari tarikh penawaran atau tempoh yang lebih singkat seperti yang dinyatakan dalam penawaran.
- Opsyen diperuntukkan boleh dilaksanakan menurut peruntukan undang-undang kecil ESOS 7.3 adalah seperti berikut:

Jumlah Opsyen Diperuntukkan dan Belum Dilaksanakan Pada	Peratusan Opsyen Yang Boleh Dilaksanakan				
	2003	2004	2005	2006	2007
31 Disember 2002	%	%	%	%	%
572,000	100				
1,290,000	40	30	30		
1,685,000	20	20	20	20	20
3,547,000					

- Mereka yang telah diperuntukkan opsyen tidak berhak untuk menyertai sebarang opsyen terbitan saham dalam syarikat yang lain.

Pergerakan jumlah opsyen dalam tahun atas jumlah saham Syarikat adalah seperti berikut:

	RM
Pada 1 Januari 2002	-
Diperuntukkan dalam tahun	4,626,000
Luput	(45,000)
Berhenti	(15,000)
Dilaksanakan	(1,019,000)
Pada 31 Disember 2002	3,547,000

Syarikat telah diberi pengecualian oleh Suruhanjaya Syarikat Malaysia daripada mendedahkan senarai dan jumlah pegangan pemegang opsyen.

Laporan Para Pengarah bagi tahun berakhir 31 Disember 2002

PARA PENGARAH

Para Pengarah yang memegang jawatan dalam tempoh sejak tarikh laporan terakhir adalah seperti berikut:

Dato' Kamaruddin Bin Mohammed	Dilantik pada 16.8.2002
Haji Lias Bin Mohd Noor	
Kamarudin Bin Abdull Rani	Dilantik pada 14.5.2002
Nowawi Bin Abdul Rahman	Dilantik pada 16.8.2002
Tee Kim Tee	Dilantik pada 16.8.2002
Tee Cheng Hua	Dilantik pada 16.8.2002
Dr. Amad @ Ahmad Bin Aman	Dilantik pada 16.8.2002
Ng Say Pin	Dilantik pada 23.8.2002
Dato' Mohd. Ghazali Bin Mohd. Khalid	Letak jawatan pada 16.8.2002
Prof. Tan Sri Dato' Dr. Mohd. Rashdan Bin Haji Baba	Letak jawatan pada 16.8.2002
Dato' Ghazali Bin Dato' Mohd. Ali	Letak jawatan pada 16.8.2002
Dato' Abdul Rahim Bin Haji Mohamad	Letak jawatan pada 16.8.2002
John Chia Sin Tet	Letak jawatan pada 16.8.2002

Menurut Artikel 97 Tataurusan Syarikat, Tuan Haji Lias Bin Mohd Noor bersara pada Mesyuarat Agung Tahunan yang akan datang dan, kerana layak, menawarkan dirinya untuk dilantik semula.

Menurut Artikel 102 Tataurusan Syarikat, Dato' Kamaruddin Bin Mohammed, Nowawi Bin Abdul Rahman, Tee Kim Tee, Tee Cheng Hua, Dr Amad @ Ahmad Bin Aman dan Ng Say Pin, yang dilantik dalam tahun, bersara pada Mesyuarat Agung Tahunan yang akan datang dan, kerana layak, menawarkan diri mereka untuk dilantik semula. Kamaruddin Bin Abdull Rani telah dilantik semula pada Mesyuarat Agung Tahunan yang lepas.

FAEDAH PARA PENGARAH

Dalam dan pada akhir tahun, tiada sebarang perancangan yang dibuat di mana Syarikat menjadi pihak kepada sebarang perancangan yang matlamatnya untuk membolehkan Para Pengarah Syarikat memperolehi faedah melalui perolehan saham dalam, atau debentur dari, Syarikat atau badan korporat lain selain dari Skim Opsyen Saham Pekerja (lihat Nota 19 kepada penyata kewangan).

Sejak akhir tahun yang lepas, tidak ada Para Pengarah yang telah menerima atau berhak menerima faedah (selain dari ganjaran para pengarah yang dinyatakan dalam penyata kewangan) dari kontrak dibuat oleh Syarikat atau dengan perbadanan berkaitan dengan Para Pengarah atau dengan firma di mana dia adalah ahli, atau dengan syarikat di mana dia mempunyai kepentingan kewangan yang banyak selain dari yang dinyatakan di dalam Nota 27 kepada penyata kewangan.

Kepentingan Para Pengarah dalam saham

Menurut daftar pegangan saham Para Pengarah, butir-butir kepentingan Para Pengarah yang memegang jawatan pada akhir tahun di dalam saham dalam Syarikat atau syarikat-syarikat berkaitan adalah seperti berikut:

	Bilangan Saham Biasa Bernilai RM1 Sesaham			
	Pada Tarikh Perlantikan	Beli	Jual	Pada 31.12.2002
Pegangan Saham Atas Nama Pengarah:				
Tee Kim Tee	242,000	-	-	242,000
Tee Cheng Hua	91,000	-	-	91,000
Haji Lias Bin Mohd Noor	3,300	-	-	3,300
Pegangan Saham Di Mana Pengarah Dianggap Mempunyai Kepentingan:				
Tee Kim Tee	710,000	173,000	(18,000)	865,000

Laporan Para Pengarah bagi tahun berakhir 31 Disember 2002

	Bilangan Saham Opsyen Atas Saham Bernilai RM1 Sesaham		
	Pada Tarikh Perlantikan	Dilaksana	Pada 31.12.2002
Nowawi Bin Abdul Rahman	250,000	-	250,000

Tiada Pengarah lain yang mempunyai sebarang kepentingan di dalam saham Syarikat dan syarikat-syarikat berkaitan dalam tahun.

MAKLUMAT BERKANUN UNTUK PENYATA KEWANGAN

Sebelum penyata pendapatan dan lembaran imbalan disediakan, Para Pengarah telah mengambil tindakan yang sepatutnya untuk:

- Memastikan tindakan yang wajar telah diambil berhubung dengan penghapuskiraan hutang lapuk dan elaun hutang ragu dan mereka berpuas hati bahawa semua hutang lapuk yang diketahui telah dihapuska dan elaun yang cukup telah diperuntukkan untuk hutang ragu; dan
- Memastikan bahawa sebarang aset semasa, selain daripada hutang, yang tidak mungkin diperolehi nilai buku mereka seperti yang ditunjukkan dalam rekod perakaunan Kumpulan dan Syarikat dalam urusan perniagaan yang biasa telah diturunkan nilainya kepada jumlah yang ianya dijangka boleh diperolehi.

Pada tarikh laporan ini, Para Pengarah tidak mengetahui tentang sebarang keadaan:

- Yang akan mengakibatkan jumlah yang dihapuskan untuk hutang lapuk atau jumlah yang dielaunkan untuk hutang ragu dalam penyata kewangan Kumpulan dan Syarikat tidak mencukupi dengan perbezaan besar; atau
- Yang mengakibatkan nilai aset semasa Kumpulan dan Syarikat dalam penyata kewangan mengelirukan; atau
- Yang telah berbangkit yang mengakibatkan cara penilaian aset atau liabiliti Kumpulan dan Syarikat yang wujud mengelirukan atau tidak wajar.

Laporan Para Pengarah bagi tahun berakhir 31 Disember 2002

Tidak ada liabiliti luar jangka atau liabiliti lain yang telah berkuatkuasa atau mungkin dikuatkuasakan dalam tempoh dua belas bulan selepas akhir tahun, yang pada pendapat Para Pengarah, akan atau mungkin menjejaskan kemampuan Kumpulan atau Syarikat memenuhi kewajipan mereka bila sampai masanya.

Pada tarikh laporan ini, tidak wujud:

- Cagaran yang dikenakan ke atas aset Kumpulan atau Syarikat yang berbangkit sejak akhir tahun untuk menjamin liabiliti pihak lain; atau
- Liabiliti luar jangka dalam Kumpulan atau Syarikat yang berbangkit sejak akhir tahun.

Pada tarikh laporan ini, Para Pengarah tidak mengetahui tentang sebarang keadaan yang tidak dinyatakan dalam laporan ini atau penyata kewangan yang boleh mengakibatkan jumlah dalam penyata kewangan mengelirukan.

Pada pendapat Para Pengarah:

- Keputusan operasi Kumpulan dan Syarikat dalam tahun tidak terjejas oleh apa-apa perkara, urusaniaga atau kejadian yang nyata dan bersifat luar biasa;
- Dalam tempoh dari akhir tahun ke tarikh laporan ini, tidak ada apa-apa perkara, urusaniaga atau peristiwa yang penting dan luar biasa yang telah berbangkit, yang akan menjejaskan keputusan operasi Kumpulan atau Syarikat bagi tahun pada tarikh laporan ini dibuat.

JURUAUDIT

Pihak juruaudit, PricewaterhouseCoopers, telah menyatakan kesediaan mereka untuk terus berkhidmat.

Ditandatangani bagi pihak Lembaga Pengarah menurut resolusi mereka bertarikh 28 April 2003

Dato' Kamaruddin Bin Mohammed

Pengerusi

Nowawi Bin Abdul Rahman

Pengarah Eksekutif

Penyata Pendapatan bagi tahun berakhir 31 Disember 2002

	Nota	Kumpulan		Syarikat	
		2002 RM	2001 RM	2002 RM	2001 RM
Jualan	5	57,902,722	41,241,647	13,537,740	8,272,698
Pendapatan Lain Dari Operasi		307,728	3,686,558	557,276	1,376,206
Kos Pekerja		(3,016,946)	(2,610,492)	(782,492)	(625,135)
Susutnilai		(2,143,278)	(2,583,200)	(253,998)	(452,777)
Pelunasan Tanah Pajak		(1,837,283)	(1,837,283)	(420,080)	(420,080)
Perbelanjaan Ladang		(7,173,770)	(9,833,313)	(1,141,300)	(1,865,934)
Perbelanjaan Menuai		(7,761,717)	(9,606,564)	(1,463,847)	(2,089,024)
Perbelanjaan Am Ladang		(1,820,617)	(1,772,273)	(414,788)	-
Perbelanjaan Penanaman Semula		(2,139,354)	(3,126,978)	(880,567)	(976,340)
Lain-lain Perbelanjaan Kendalian		(4,732,696)	(3,182,159)	(1,794,780)	(92,997)
Keuntungan Dari Operasi	6	27,584,789	10,375,943	6,943,164	3,126,617
Kos Kewangan - Faedah		(868,876)	(1,491,829)	(286,250)	(1,491,829)
Bahagian Hasil Syarikat Bersekutu		5,917,655	3,741,388	-	-
Keuntungan Dari Operasi Sebelum Cukai		32,633,568	12,625,502	6,656,914	1,634,788
Cukai:					
- Syarikat Dan Subsidiari		(4,812,610)	(3,949,405)	(2,129,100)	(1,921,290)
- Syarikat Bersekutu		(758,644)	(819,167)	-	-
	8	(5,571,254)	(4,768,572)	(2,129,100)	(1,921,290)
Keuntungan/(Kerugian) Selepas Cukai		27,062,314	7,856,930	4,527,814	(286,502)
Kepentingan Minoriti		(2,475,679)	(999,189)	-	-
Keuntungan/(Kerugian) Bersih Bagi Tahun		24,586,635	6,857,741	4,527,814	(286,502)
Pendapatan Sesaham (sen)					
- Asas	9(a)	39.74	11.13		
- Cair	9(b)	39.42	-		
Dividen Sesaham (sen)	10	15	5	15	5

Nota-nota mukasurat 52 hingga 70 membentuk sebahagian daripada penyata kewangan.

Lembaran Imbangan bagi tahun berakhir 31 Disember 2002

	Nota	Kumpulan		Syarikat	
		2002 RM	2001 RM	2002 RM	2001 RM
Aset Bukan Semasa					
Hartanah, Loji dan Peralatan	11	269,122,807	272,479,673	52,831,213	53,244,983
Subsidiari	12	-	-	27,899,348	27,899,348
Syarikat Bersekutu	13	39,501,943	34,342,932	8,500,000	8,500,000
Pelaburan Lain	14	2,299,075	2,299,075	1,170,000	1,170,000
Stok Pembiak		918,811	939,306	170,633	160,934
		311,842,636	310,060,986	90,571,194	90,975,265
Aset Semasa					
Inventori, Pada Kos		1,676,293	1,163,895	1,246,955	899,954
Penghutang, Deposit dan					
Perbelanjaan Terdahulu	15	64,918,513	62,175,453	60,853,843	63,661,403
Cukai Boleh Dituntut		1,878,920	1,250,565	595,001	525,001
Simpanan, Tunai dan Baki di Bank	16	15,173,960	4,119,295	6,747,363	2,765,733
		83,647,686	68,709,208	69,443,162	67,852,091
Tolak: Liabiliti Semasa					
Pemiutang	17	6,082,325	7,416,724	51,151,519	46,476,883
Pinjaman (dikenakan faedah)	18	4,932,600	6,770,000	4,932,600	6,770,000
Overdra Bank (tidak bercagar)	16	-	5,023,243	-	5,023,243
Liabiliti Cukai Semasa		-	381,361	-	-
		11,014,925	19,591,328	56,084,119	58,270,126
Aset Semasa Bersih		72,632,761	49,117,880	13,359,043	9,581,965
Tolak: Liabiliti Bukan Semasa					
Rizab Atas Penggabungan		6,468	6,468	-	-
Pinjaman (dikenakan faedah)	18	2,365,000	3,385,000	2,365,000	3,385,000
		2,371,468	3,391,468	2,365,000	3,385,000
		382,103,929	355,787,398	101,565,237	97,172,230
Modal dan Rizab					
Modal Saham	19	62,619,000	61,600,000	62,619,000	61,600,000
Premium Saham	20	4,189,890	3,130,130	1,139,164	79,404
Rizab Modal	21	303,480	329,641	6,017	1,984
Rizab Penilaian Semula	22	124,485,419	124,485,419	8,451,388	8,451,388
Keuntungan Berkumpul	23	162,828,468	141,040,215	29,349,668	27,039,454
Dana Pemegang Saham		354,426,257	330,585,405	101,565,237	97,172,230
Kepentingan Minoriti		27,677,672	25,201,993	-	-
		382,103,929	355,787,398	101,565,237	97,172,230

Nota-nota mukasurat 52 hingga 70 membentuk sebahagian daripada penyata kewangan.

Penyata Perubahan Ekuiti bagi tahun berakhir 31 Disember 2002

Kumpulan	Nota	Saham Biasa Bernilai RM1 Sesaham Dikeluarkan dan Dibayar Penuh		Rizab Tidak Boleh Diagihkan			Rizab Boleh Agih	
		Kuantiti Saham RM	Nilai Nominal RM	Premium Saham RM	Rizab Terjemahan RM	Rizab Modal RM	Rizab penilaian Semula RM	Keuntungan Terkumpul RM
Pada 1 Januari 2001								
- Dinyatakan Terdahulu		56,000,000	56,000,000	933,653	(2,885,645)	27,415,199	108,577,987	139,645,587
- Pengklasan	29	-	-	2,196,477	-	(27,400,615)	15,907,432	(367,278)
- Pelarasan Tahun Terdahulu	24	-	-	-	-	-	-	4,608,770
- Dinyatakan Semula		56,000,000	56,000,000	3,130,130	(2,885,645)	14,584	124,485,419	143,887,079
Perbezaan Terjemahan								
Matawang		-	-	-	(582,635)	-	-	-
Pembalikan Perbezaan								
Terjemahan Matawang		-	-	-	1,379,675	-	-	-
Pindahan Kepada Keuntungan								
Terkumpul Atas Pelupusan								
Subsidiari		-	-	-	2,088,605	-	-	(2,088,605)
Tambahan Rizab - Untung Bersih								
Yang Tidak Diiktiraf Dalam								
Penyata Kewangan		-	-	-	-	315,057	-	-
Terbitan Bonus		5,600,000	5,600,000	-	-	-	-	-
Permodalan Untuk Terbitan Bonus		-	-	-	-	-	-	(5,600,000)
Keuntungan Bersih Bagi Tahun		-	-	-	-	-	-	6,857,741
Dividen Bagi Tahun								
Berakhir 31.12.2000		-	-	-	-	-	-	(2,016,000)
Pada 31 Disember 2001		61,600,000	61,600,000	3,130,130	-	329,641	124,485,419	141,040,215
								330,585,405

Penyata Perubahan Ekuiti bagi tahun berakhir 31 Disember 2002

Kumpulan	Nota	Saham Biasa Bernilai RM1 Sesaham Dikeluarkan dan Dibayar Penuh		Rizab Tidak Boleh Diagihkan			Rizab Boleh Agih	Jumlah RM
		Kuantiti Saham RM	Nilai Nominal RM	Premium Saham RM	Rizab Terjemahan RM	Rizab Modal RM	Rizab Penilaian Semula RM	Keuntungan Terkumpul RM
Pada 1 Januari 2002								
- Dinyatakan Terdahulu		61,600,000	61,600,000	933,653	-	27,730,256	108,577,987	141,462,443
- Pengklasan	29	-	-	2,196,477	-	(27,400,615)	15,907,432	(367,278)
- Pelarasan Tahun Terdahulu	24	-	-	-	-	-	-	(54,950)
- Dinyatakan Semula		61,600,000	61,600,000	3,130,130	-	329,641	124,485,419	141,040,215
Kurangan Rizab - Rugi Bersih Yang Tidak Diiktiraf Dalam Penyata Kewangan		-	-	-	-	(26,161)	-	-
Terbitan Saham - Opsyen		1,019,000	1,019,000	1,059,760	-	-	-	-
Keuntungan Bersih Bagi Tahun		-	-	-	-	-	-	24,586,635
Dividen Bagi Tahun		-	-	-	-	-	-	-
Berakhir 31.12.2001		-	-	-	-	-	-	(2,798,382)
Pada 31 Disember 2002		62,619,000	62,619,000	4,189,890	-	303,480	124,485,419	162,828,468

Penyata Perubahan Ekuiti bagi tahun berakhir 31 Disember 2002

Nota	Saham Biasa Bernilai RM1 Sesaham Dikeluarkan dan Dibayar Penuh			Rizab Tidak Boleh Diagihkan			Rizab Boleh Agih	
	Kuantiti Saham RM	Nilai Nominal RM	Premium Saham RM	Rizab Terjemahan RM	Rizab Modal RM	Rizab Penilaian Semula RM	Keuntungan Terkumpul RM	Jumlah RM
Syarikat								
Pada 1 Januari 2001								
- Dinyatakan Terdahulu	56,000,000	56,000,000	79,404	(1,379,675)	-	8,451,388	29,268,414	92,419,531
- Pelarasan Tahun Terdahulu 24	-	-	-	-	-	-	5,673,542	5,673,542
- Dinyatakan Semula	56,000,000	56,000,000	79,404	(1,379,675)	-	8,451,388	34,941,956	98,093,073
Pembalikan Perbezaan								
Terjemahan Matawang	-		-	1,379,675	-	-	-	1,379,675
Tambahan Rizab - Untung Bersih								
Yang Tidak Diiktiraf Dalam								
Penyata Kewangan	-		-	-	1,984	-	-	1,984
Terbitan Bonus	5,600,000	5,600,000	-	-	-	-	-	5,600,000
Permodalan Untuk Terbitan Bonus	-	-	-	-	-	-	(5,600,000)	(5,600,000)
Kerugian Bersih Bagi Tahun	-	-	-	-	-	-	(286,502)	(286,502)
Dividen Bagi Tahun								
Berakhir 31.12.2000	-	-	-	-	-	-	(2,016,000)	(2,016,000)
Pada 31 Disember 2001	61,600,000	61,600,000	79,404	-	1,984	8,451,388	27,039,454	97,172,230
Pada 1 Januari 2002								
- Dinyatakan Terdahulu	61,600,000	61,600,000	79,404	-	1,984	8,451,388	23,929,412	94,062,188
- Pelarasan Tahun Terdahulu 24	-	-	-	-	-	-	3,110,042	3,110,042
- Dinyatakan Semula	61,600,000	61,600,000	79,404	-	1,984	8,451,388	27,039,454	97,172,230
Tambahan Rizab - Untung bersih								
Yang Tidak Diiktiraf Dalam								
Penyata Kewangan	-	-	-	-	4,033	-	-	4,033
Terbitan Saham - Opsyen	1,019,000	1,019,000	1,059,760	-	-	-	-	2,078,760
Keuntungan Bersih Bagi Tahun	-	-	-	-	-	-	4,527,814	4,527,814
Dividen Bagi Tahun Berakhir								
31.12.2001	-	-	-	-	-	-	(2,217,600)	(2,217,600)
Pada 31 Disember 2002	62,619,000	62,619,000	1,139,164	-	6,017	8,451,388	29,349,668	101,565,237

Penyata Aliran Tunai bagi tahun berakhir 31 Disember 2002

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	Nota	Kumpulan		Syarikat	
		2002 RM	2001 RM	2002 RM	2001 RM
Aktiviti Operasi					
Keuntungan/(Kerugian)					
Bersih Bagi Tahun		24,586,635	6,857,741	4,527,814	(286,502)
Pelarasan Item Tidak Berkaitan Dengan Pergerakan Aliran Tunai:					
Kepentingan Minoriti		2,475,679	999,189	-	-
Elaun Hutang Ragu		-	-	434,889	-
Hartanah, Loji dan Peralatan					
- Susutnilai dan Perlunasan		3,980,561	4,420,483	674,078	872,857
- Hapuskira		8,926	9,812	4	40
- Rugi/(Untung) Atas Pelupusan		1,391	(17,999)	-	-
Bahagian Keuntungan					
Syarikat Bersekutu		(5,917,655)	(3,741,388)	-	-
Keuntungan Daripada					
Jualan Stok Pembiaik		-	(76,502)	-	-
Keuntungan Daripada					
Pelupusan Subsidiari		-	(2,542,224)	-	-
Keuntungan Daripada					
Pelupusan Pelaburan		-	(18,683)	-	-
Hapuskira Hutang Lapuk		-	426,786	-	213,135
Hapuskira Pelaburan		-	-	-	6
Perbelanjaan Faedah		868,876	1,491,829	286,250	1,491,829
Pendapatan Dividen		-	-	(3,893,358)	-
Pendapatan Faedah		-	(184,094)	-	(577,353)
Cukai		5,571,254	4,768,572	2,129,100	1,921,290
		31,575,667	12,393,522	4,158,777	3,635,302
Perubahan Dalam Modal Kerja:					
- Inventori		(512,398)	287,456	(347,001)	4,488
- Penghutang, Deposit dan Perbelanjaan Terdahulu		(2,813,060)	981,302	(491,925)	(11,102,323)
- Subsidiari		-	-	11,873,267	12,832,157
- Pemiutang		(1,335,383)	(2,697,201)	(909,298)	269,634
Tunai Daripada Operasi		26,914,826	10,965,079	14,283,820	5,639,258
Faedah Dibayar		(868,876)	(1,491,829)	(868,876)	(1,491,829)
Cukai Dibayar		(5,752,326)	(3,309,780)	(1,038,960)	(2,061,291)
Tunai Bersih Daripada Aktiviti Operasi		20,293,624	6,163,470	12,375,984	2,086,138

Penyata Aliran Tunai bagi tahun berakhir 31 Disember 2002

	Nota	Kumpulan		Syarikat	
		2002 RM	2001 RM	2002 RM	2001 RM
Aktiviti Pelaburan					
Pelupusan Subsidiari		-	5,156,588	-	-
Subsidiari Tidak Disatukan		-	(7,561)	-	-
Hartanah, Loji dan Peralatan					
- Perolehan Daripada Pelupusan		6,435	53,503	-	-
- Pembelian		(645,129)	(3,979,092)	(374,871)	(891,060)
Faedah Dibayar Atas Kos					
Pembangunan Ladang		-	(144,075)	-	-
Perolehan Daripada Jualan Stok Pembiak		-	76,502	-	-
Pembelian Stok Pembiak		-	(154,475)	-	(76,611)
Faedah Diterima		-	184,094	-	577,353
Perolehan Dari Pelupusan Subsidiari		-	-	-	5,250,000
Tunai Bersih (Digunakan Dalam)/					
Daripada Aktiviti Pelaburan		(638,694)	1,185,484	(374,871)	4,859,682
Aktiviti Pembiayaan					
Perlaksanaan Saham Opsyen					
- Terbitan Saham		1,019,000	-	1,019,000	-
- Premium Saham		1,059,760	-	1,059,760	-
Penerimaan Pinjaman		762,600	7,750,000	762,600	7,750,000
Pembayaran Pinjaman		(3,620,000)	(595,000)	(3,620,000)	(595,000)
Dividen Dibayar		(2,798,382)	(2,016,000)	(2,217,600)	(2,016,000)
Tunai Bersih (Digunakan Dalam)/					
Daripada Aktiviti Pembiayaan		(3,577,022)	5,139,000	(2,996,240)	5,139,000
Peningkatan Tunai dan Bersamaan		16,077,908	12,487,954	9,004,873	12,084,820
Tunai dan Bersamaan Tunai					
- Pada Awal Tahun		(903,948)	(13,391,902)	(2,257,510)	(14,342,330)
- Pada Akhir Tahun	16	15,173,960	(903,948)	6,747,363	(2,257,510)

Nota-nota mukasurat 52 hingga 70 membentuk sebahagian daripada penyata kewangan.

Nota-nota Kepada Penyata Kewangan bagi tahun berakhir 31 Disember 2002

1 Maklumat Am

Kegiatan utama Syarikat ialah pegangan pelaburan dan perladangan kelapa sawit. Kegiatan utama subsidiari adalah dinyatakan dalam Nota 12 kepada penyata kewangan.

Syarikat adalah sebuah syarikat awam berhad, ditubuhkan dan bermastautin di Malaysia dan disenaraikan di Papan Utama, Bursa Saham Kuala Lumpur.

Alamat pejabat berdaftar dan tempat perniagaan Syarikat adalah Suite 5, Tingkat 8, Kompleks Teruntum, Jalan Mahkota, 25000 Kuantan, Pahang Darul Makmur.

2 Asas Penyediaan Penyata Kewangan

Penyata kewangan Kumpulan dan Syarikat telah disediakan menurut konvensyen kos sejarah kecuali yang dinyatakan sebaliknya di dalam ringkasan dasar perakaunan di Nota 3 penyata kewangan.

Penyata kewangan ini mematuhi piawaian-piawaian perakaunan berkenaan yang diluluskan di Malaysia serta peruntukan-peruntukan Akta Syarikat, 1965. Perlaksanaan piawaian-piawaian perakaunan baru yang diterimapakai di dalam penyata kewangan ini adalah seperti berikut:

(a) Pelaksanaan Secara Retrospektif

Angka-angka bandingan telah dipinda untuk mematuhi perubahan dalam pembentangan menurut kehendak piawaian baru MASB yang dilaksanakan secara retrospektif seperti berikut:

- Piawaian 19 MASB - Peristiwa selepas tarikh lembaran imbalan
- Piawaian 20 MASB - Peruntukan, Liabiliti dan Aset Luar Jangka

Kesan daripada pelaksanaan piawaian di atas ke atas keuntungan bersih bagi tahun ditunjukkan di nota 3(a) dan 3(b).

(b) Pelaksanaan Secara Prospektif dari 1 April 2002

Piawaian 24 MASB - Instrumen Kewangan: Pendedahan dan Pembentangan, yang mana Kumpulan menerimapakai pengecualian yang diberi untuk mematuhi piawaian ini secara prospektif. Dengan itu, angka-angka bandingan tidak didedahkan dalam tahun pertama Piawaian 24 MASB ini digunakan, seperti yang dibenarkan oleh piawaian ini.

Penyediaan penyata kewangan adalah mematuhi dan menerimapakai piawaian-piawaian terkini perakaunan yang diluluskan di Malaysia serta peruntukan-peruntukan Akta Syarikat, 1965 yang memerlukan Para Pengarah membuat anggaran dan andaian yang memberi kesan terhadap jumlah aset dan liabiliti yang dilaporkan dan pendedahan aset dan liabiliti tidak ketara pada tarikh penyata kewangan dan melaporkan pendapatan dan perbelanjaan sepanjang tahun yang dilaporkan. Keputusan sebenar mungkin berbeza dari anggaran tersebut.

3 Ringkasan Dasar Perakaunan Yang Penting

Dasar perakaunan berikut telah digunakan secara konsisten dalam perkara-perkara yang dianggap penting bagi penyata kewangan selain yang dinyatakan dalam nota (a) dan (b).

(a) Hartanah, Loji dan Peralatan

Kesemua hartanah, loji dan peralatan pada asalnya dinyatakan pada kos. Tanah dan ladang kelapa sawit kemudiannya ditunjukkan pada nilai pasaran, berdasarkan penilaian setiap lima tahun oleh jurunilai profesional bebas tolak perlunasan berikutnya. Hartanah, loji dan peralatan lain dinyatakan pada kos tolak susutnilai terkumpul. Kos hartanah, loji dan peralatan terdiri daripada kos pembelian dan lain-lain kos berkaitan dengan pembelian.

Sebarang pertambahan dari penilaian dikreditkan ke rizab penilaian semula. Sebarang pengurangan akan diselaraskan dengan pertambahan dari penilaian awal bagi harta-benda yang sama dan selebihnya dikenakan kepada penyata pendapatan. Apabila aset-aset yang dinilai semula dilupuskan, jumlah dalam rizab penilaian semula yang berkaitan dengan aset-aset tersebut dipindahkan terus ke keuntungan terkumpul.

Tanah pajak jangka panjang diperlunaskan mengikut ansuran yang sama sepanjang tempoh pajakan masing-masing dalam lingkungan 85 hingga 99 tahun. Ini adalah untuk mematuhi MASB 15 - Hartanah, Loji dan Peralatan. Sebelum ini tanah pajak jangka panjang diperlunaskan apabila tempoh pajakan menjangkau 50 tahun. Kesan daripada perubahan ini adalah pengurangan ke atas keuntungan bersih Kumpulan dan Syarikat bagi tahun sebanyak RM1,837,283 dan RM420,080, masing-masing. Kesan ke atas tahun-tahun lepas daripada perubahan ini dinyatakan di Nota 24 kepada penyata kewangan.

Ladang matang dan belum matang tidak disusutnilaikan. Hartanah, loji dan peralatan yang lain disusutnilaikan mengikut kaedah garis lurus untuk menghapuskan kos aset atau jumlah penilaiannya kepada nilai sisa mereka berasaskan anggaran hayat aset tersebut pada kadar tahunan berikut:

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	%
Bangunan	2 – 20
Loji dan Jentera	10 – 20
Kenderaan, Perabot dan Kelengkapan	10 – 25

Apabila ada petunjuk penjejasan, amaun dibawa aset berkenaan akan dinilai dan serta-merta dikurangkan kepada nilai boleh pulihnya.

Keuntungan dan kerugian atas pelupusan adalah ditentukan dengan membandingkan harga jualan dengan jumlah dibawa aset dan diambilkira dalam untung/(rugi) dari operasi.

(b) Perbelanjaan Penanaman Ladang

Ladang Baru

Perbelanjaan penanaman bagi kelapa sawit belum matang dipermodalkan sebagai kos penanaman belum matang dan dinyatakan sebagai hartanah, loji dan peralatan. Semua perbelanjaan penanaman berkaitan dengan ladang kelapa sawit baru, yang matang dalam setengah tahun pertama, diambilkira sebagai perbelanjaan di penyata pendapatan. Perbelanjaan penanaman berkaitan dengan ladang kelapa sawit baru, yang matang dalam setengah tahun kedua, akan dipermodalkan.

Penanaman Semula

Kos penanaman semula ladang kelapa sawit dikenakan kepada penyata pendapatan sebagai perbelanjaan penanaman semula apabila ianya dibelanjakan. Ini adalah untuk mematuhi MASB 20 - Peruntukan, Liabiliti dan Aset Luar Jangka. Sebelum ini perbelanjaan penanaman semula diperuntukkan berdasarkan jadual penanaman semula setiap ladang kelapa sawit pada kadar RM5,870 sehektar. Kesan daripada perubahan ini adalah pengurangan ke atas keuntungan bersih Kumpulan dan Syarikat bagi tahun sebanyak RM276,450 dan RM156,972 masing-masing. Kesan ke atas tahun-tahun lepas daripada perubahan ini dinyatakan di Nota 24 kepada penyata kewangan.

(c) Subsidiari

Subsidiari adalah syarikat-syarikat di mana Kumpulan mempunyai kuasa untuk mengawal polisi-polisi kewangan dan operasi untuk mendapat manfaat-manfaat daripada kegiatan mereka. Subsidiari disatukan daripada tarikh kawalan dipindahkan kepada Kumpulan dan tidak akan disatukan daripada tarikh kawalan tamat. Subsidiari disatukan menggunakan kaedah perakaunan perolehan.

Di bawah kaedah perakaunan perolehan, hasil subsidiari yang diambil-alih atau dilupuskan diambilkira dari tarikh pengambil-alihan sehingga tarikh pelupusan. Pada tarikh pengambil-alihan, nilai-nilai saksama aset-aset bersih subsidiari ditentukan dan nilai-nilai ini ditunjukkan dalam penyata kewangan disatukan. Perbezaan antara kos pengambil-alihan dan nilai-nilai saksama aset-aset bersih subsidiari pada tarikh pengambil-alihan ditunjukkan sebagai muhibbah daripada penyatuan.

Semua urusaniaga, baki dan keuntungan belum realisasi atas transaksi-transaksi antara Kumpulan dan subsidiari kerugian belum realisasi juga dihapuskan kecuali kos tidak dapat dipulihkan. Di mana diperlukan, polisi-polisi perakaunan untuk subsidiari diubah untuk menentukan keselarian dengan polisi-polisi yang diterima oleh Kumpulan.

Kepentingan minoriti dinilai oleh pegangan saham pada nilai saksama aset dan liabiliti yang dapat dikenalpasti oleh pengambil-alih selepas tarikh pengambil-alihan. Kepentingan minoriti dinyatakan secara berasingan.

(d) Syarikat Bersekutu

Syarikat bersekutu adalah syarikat di mana Kumpulan mempunyai pengaruh yang berkesan. Pengaruh yang berkesan adalah kuasa penyertaan dalam keputusan-keputusan polisi kewangan dan operasi syarikat bersekutu dan bukan kawalan atas polisi-polisi tersebut. Pelaburan dalam syarikat bersekutu diambilkira dalam penyata kewangan disatukan secara kaedah perakaunan ekuiti berdasarkan penyata kewangan syarikat bersekutu yang telah diaudit atau pengurusan.

Perakaunan ekuiti melibatkan pengambilkiraan hasil syarikat bersekutu dalam tahun dalam penyata pendapatan Kumpulan. Pelaburan Kumpulan dalam syarikat bersekutu diambilkira dalam lembaran imbalan pada jumlah yang menunjukkan bahagian Kumpulan dalam aset-aset bersih syarikat bersekutu dan termasuk muhibbah (ditolak perlunasan terkumpul) daripada perolehan. Perakaunan ekuiti dihentikan apabila jumlah dibawa dalam pelaburan dalam syarikat bersekutu adalah kosong, kecuali jika Kumpulan mempunyai tanggungjawab atau tanggungjawab yang dijamin ke atas syarikat bersekutu.

Keuntungan belum realisasi atas transaksi antara Kumpulan dan syarikat bersekutu dihapuskan sehingga tahap kepentingan Kumpulan dalam syarikat bersekutu; kerugian yang diambilkira juga dihapuskan kecuali jika kos tersebut tidak dapat dipulihkan.

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(e) Pelaburan

Pelaburan dalam subsidiari dan syarikat bersekutu ditunjukkan pada kos. Apabila wujud petunjuk kemerosotan nilai, nilai dibawa oleh pelaburan akan dinilai dan dihapuskan serta-merta kepada jumlah bolehbawanya.

Pelaburan lain di dalam pelaburan bukan semasa ditunjukkan pada kos dan elaun dibuat, apabila pada pendapat Pengarah ada kemerosotan nilai yang berkekalan. Kemerosotan nilai yang berkekalan dalam pelaburan diambilkira sebagai perbelanjaan dalam tahun kemerosotan dikenalpasti.

Perbezaan antara harga jualan bersih dan nilai buku dikredit/dicajkan ke atas penyata pendapatan pada masa jualan.

(f) Stok Pemiak

Stok pemiak dinilai pada nilai jualan bersih semasa. Kenaikan semulajadi akibat daripada penilaian stok pemiak pada nilai jualan bersih semasa dipindah ke rizab modal.

(g) Inventori

Inventori dinyatakan pada kos dan nilai jualan bersih yang mana lebih rendah. Kos ditentukan mengikut kaedah masuk dahulu keluar dahulu. Dalam menganggar nilai jualan bersih perhitungan dibuat ke atas semua barang-barang yang usang.

(h) Penghutang Perniagaan

Penghutang perniagaan dibawa pada jumlah invois tolak anggaran untuk hutang ragu berdasarkan pemeriksaan ke atas jumlah terhutang pada akhir tahun. Hutang lapuk dihapuskan bila dikenalpasti.

(i) Tunai dan Bersamaan Tunai

Bagi tujuan penyata aliran tunai, tunai dan bersamaan tunai terdiri daripada tunai di tangan, simpanan di bank, overdraf bank dan pelaburan jangka pendek dengan kecairan tinggi yang boleh diubah kepada jumlah tunai dengan mudah dan tertakluk kepada risiko rendah dalam perubahan nilai.

(j) Cukai Tertunda

Perbelanjaan cukai ditentukan berdasarkan perakaunan kesan cukai menggunakan kaedah liabiliti. Cukai tertunda diambilkira untuk perbezaan masa kecuali bila ada bukti munasabah bahawa perbezaan masa tersebut tidak akan berbalik pada masa hadapan. Kesan cukai dari perbezaan masa yang menghasilkan baki debit atau debit kepada baki cukai tertunda tidak akan dihantar ke hadapan kecuali terdapat jangkaan munasabah ianya direalisasikan.

Manfaat penjimatan cukai berkaitan kerugian cukai dihantar ke hadapan hanya diambilkira sekiranya terdapat keyakinan yang munasabah bahawa pendapatan boleh cukai di masa hadapan mencukupi untuk manfaat kerugian yang akan direalisasikan.

Di mana terdapat hasrat untuk melupuskan aset pada penilaian, cukai tertunda berkaitan dengan aset tersebut diambilkira menerusi pindahan daripada lebihan penilaian aset yang berkaitan. Tiada peruntukan atau pendedahan dibuat atas kesan cukai di mana Kumpulan berhasrat untuk terus memiliki aset tersebut di masa hadapan.

(k) Pengiktirafan Pendapatan

Hasil jualan diiktiraf berasaskan penerimaan barangan oleh pelanggan, jika ada, selepas diskaun dan selepas penghapusan jualan antara Kumpulan.

Pendapatan dividen dikenalpasti setelah hak penerimaan dividen Kumpulan disahkan.

Pendapatan sewa dan faedah diambilkira berdasarkan asas akrual.

(l) Instrumen Kewangan

(i) Instrumen Kewangan Yang Diiktiraf Di Dalam Lembaran Imbangan

Butiran kaedah pengiktirafan yang digunakan untuk instrumen kewangan yang diiktiraf di dalam lembaran imbangan didedahkan di setiap kenyataan dasar yang berkaitan dengan setiap perkara.

(ii) Anggaran Nilai Saksama Untuk Tujuan Pendedahan

Nilai bolehbawa tunai adalah menyamai nilai saksama kerana mempunyai tempoh matang yang pendek.

Dalam menganggar nilai pinjaman, Syarikat beranggapan bahawa kadar faedah atas pinjaman adalah menyamai kadar faedah pasaran semasa dan menganggap nilai bolehbawa pinjaman menyamai nilai saksama.

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Nilai saksama untuk aset dan liabiliti kewangan dengan tempoh matang kurang dari setahun hampir menyamai nilai bolehbawanya.

4 Objektif dan Polisi Pengurusan Risiko Kewangan

Kumpulan terdedah kepada risiko-risiko kewangan berikut di dalam operasi harian:

Risiko Kadar Faedah

Perubahan dalam kadar faedah tidak banyak memberi kesan kepada aliran tunai pendapatan dan operasi kerana Kumpulan tidak mempunyai jumlah pinjaman yang ketara sepanjang tahun. Risiko kadar faedah untuk pinjaman dan deposit Kumpulan diuruskan melalui penggunaan kadar tetap dan terapung dirunding dan dipersetujui oleh Kumpulan dan institusi kewangan disasarkan kepada pemegang-pemegang saham pada masa yang sesuai.

Risiko Pasaran

Kumpulan terdedah kepada risiko pasaran, terutamanya kepada perubahan di dalam harga minyak sawit, dan bergantung kepada tenaga kerja asing. Untuk mengurangkan sebahagian daripada risiko ini, Kumpulan sentiasa mengikuti perkembangan terkini bekalan dan permintaan bagi pasaran minyak dan lemak dunia dan juga dengan memperbaiki kecekapan operasi melalui kaedah penjimatan kos dan program peningkatan produktiviti. Kumpulan juga telah melaksanakan sistem mekanisasi yang sesuai dan berusaha memperbaiki infrastruktur ladang secara berterusan untuk menggalakkan penglibatan tenaga kerja tempatan di ladang.

Risiko Kredit

Kumpulan tidak terdedah kepada risiko kredit yang ketara kerana Kumpulan berurusan dengan pelanggan yang mempunyai reputasi dan rekod yang baik.

Risiko Kecairan dan Aliran Tunai

Kumpulan mengurus risiko kecairan dengan memastikan tunai yang mencukupi dan menyediakan dana yang cukup dari kemudahan kredit bagi memenuhi anggaran komitmen daripada perbelanjaan operasi dan liabiliti kewangan. Kumpulan juga mempunyai kawalan sistematik pengurusan aliran tunai bagi memastikan Kumpulan dapat membayar dividen yang disasarkan kepada pemegang-pemegang saham pada masa yang sesuai.

5 Pendapatan

Pendapatan mewakili jualan buah tandan segar kelapa sawit berdasarkan harga invois.

6 Keuntungan Dari Operasi

Item-item berikut telah dicajkan/(dikreditkan) untuk mendapat keuntungan dari operasi:

	Kumpulan		Syarikat	
	2002 RM	2001 RM	2002 RM	2001 RM
Ganjaran Juruaudit				
- Tahun Semasa	66,500	70,500	20,000	20,000
- Lain-lain Perkhidmatan	-	131,986	-	131,986
Hapuskira Hutang Lapuk	-	426,786	-	213,135
Hartanah, Loji dan Peralatan				
- Hapuskira	6,907	9,812	4	40
- Rugi/(Untung) Atas Pelupusan	1,391	(17,999)	-	-
Hapuskira Pelaburan	-	-	-	6
Elaun Hutang Ragu - Subsidiari	-	-	434,889	-
Dividen Dari Subsidiari	-	-	(3,893,358)	-
Faedah Atas Pendahuluan Kepada Subsidiari	-	-	-	(501,256)
Pendapatan Sewa	(26,109)	(33,775)	-	-
Pendapatan Faedah	(69,094)	(184,094)	(53,311)	(75,997)
Keuntungan Dari Pelupusan Stok Pembiak	(73,447)	(76,502)	-	-
Keuntungan Dari Pelupusan Subsidiari	-	(2,542,224)	-	-
Untung Dari Hapuskira Pelaburan	-	(18,683)	-	-
Jumlah Pekerja Pada Akhir Tahun	113	112	54	56

Nota-nota Kepada Penyata Kewangan bagi tahun berakhir 31 Disember 2002

7 Ganjaran Para Pengarah

	Kumpulan		Syarikat	
	2002 RM	2001 RM	2002 RM	2001 RM
Pengarah Syarikat				
Bukan Eksekutif:				
- Yuran	165,750	130,000	165,750	130,000
- Lain-lain Emolumen	24,328	170,785	24,328	170,785
	190,078	300,785	190,078	300,785
Eksekutif:				
- Yuran	36,750	34,000	36,750	25,000
- Lain-lain Emolumen	363,423	78,000	363,423	78,000
	400,173	112,000	400,173	103,000
Pengarah Subsidiari				
Bukan Eksekutif				
- Yuran	184,000	193,000	-	-
Jumlah	774,251	605,785	590,251	403,785

8 Cukai

	Kumpulan		Syarikat	
	2002 RM	2001 RM	2002 RM	2001 RM
Cukai Pendapatan Malaysia				
- Tahun Semasa	5,588,520	3,430,668	2,129,100	735,000
- (Lebihan)/Kurangan Peruntukan	(17,266)	1,337,904	-	1,186,290
Cukai Tahun Lepas	5,571,254	4,768,572	2,129,100	1,921,290

Cukai yang dikenakan ke atas Kumpulan adalah kurang daripada kadar piawaian cukai kerana penyerapan elaun modal dibawa ke hadapan sebanyak RM13,604,000. Ini merupakan penjimatan cukai sebanyak RM3,809,120.

Cukai yang dikenakan ke atas Syarikat bagi tahun adalah lebih tinggi dari kadar piawaian cukai kerana terdapat perbelanjaan yang tidak dibenarkan telah dicampur balik untuk tujuan percukaian.

Nota-nota Kepada Penyata Kewangan bagi tahun berakhir 31 Disember 2002

9 Pendapatan Sesaham

(a) Pendapatan Asas Sesaham

Pendapatan asas sesaham Kumpulan dikira dengan membahagi keuntungan bersih bagi tahun dengan bilangan purata berwajaran saham biasa dikeluarkan yang ada sepanjang tahun.

	2002	2001
Keuntungan bersih bagi tahun (RM)	24,586,635	6,857,741
Bilangan purata berwajaran saham biasa yang dikeluarkan	61,862,200	61,600,000
Pendapatan asas sesaham (sen)	39.74	11.13

(b) Pendapatan Cair Sesaham

Bagi pengiraan pendapatan cair sesaham, bilangan purata berwajaran saham biasa dikeluarkan diselaraskan bagi mengandaikan pertukaran semua saham biasa berpotensi cair. Syarikat mempunyai satu kategori saham berpotensi cair: opsyen saham diperuntukkan kepada pekerja.

Berkaitan dengan opsyen saham yang diperuntukkan kepada pekerja, pengiraan dilakukan bagi menentukan jumlah saham yang boleh dimiliki pada harga pasaran (ditentukan sebagai purata harga tahunan saham Syarikat) berdasarkan kepada nilai kewangan hak langganan kepada baki opsyen saham. Pengiraan ini dibuat bagi menentukan elemen “bonus” terhadap baki saham biasa bagi tujuan pengiraan kecairan. Tiada pelarasan dibuat kepada keuntungan bersih bagi tahun bagi tujuan pengiraan opsyen saham.

	2002	2001
Bilangan purata berwajaran saham biasa yang dikeluarkan	61,862,200	-
Pelarasan bagi opsyen saham	514,506	-
Bilangan purata berwajaran saham biasa yang dikeluarkan bagi pendapatan cair sesaham	62,376,706	-
Pendapatan cair sesaham (sen)	39.42	-

10 Dividen

Dividen dibayar, diumumkan atau dicadangkan bagi tahun berakhir 31 Disember 2002 adalah seperti berikut:

Kumpulan dan Syarikat				
	31.12.2002		31.12.2001	
	Dividen Kasar Sesaham Sen	Jumlah Dividen Tolak Cukai RM	Dividen Kasar Sesaham Sen	Jumlah Dividen Tolak Cukai RM
Dividen Interim Diumum	5	2,254,284	-	-
Dicadangkan				
-Dividen Akhir	5	2,254,284	5	2,217,600
-Dividen Khas	5	3,130,950	-	-
	15	7,639,518	5	2,217,600

Dividen interim diumumkan oleh Syarikat dalam tahun adalah bagi tahun berakhir 31 Disember 2002 telah dibayar pada 24 Januari 2003.

Pada Mesyuarat Agung Tahunan Syarikat yang akan datang, dividen kasar akhir sebanyak 5 sen sesaham tolak cukai dan dividen khas dikecualikan cukai sebanyak 5 sen sesaham atas 62,619,000 saham biasa bagi tahun berakhir 31 Disember 2002 berjumlah RM2,254,284 dan RM3,130,950 masing-masing dicadangkan untuk kelulusan para pemegang saham. Penyata kewangan ini tidak menyatakan dividen akhir tersebut yang hanya akan diakrukan sebagai liabiliti bagi tahun berakhir 31 Disember 2003 apabila ia diluluskan oleh para pemegang saham.

Nota-nota Kepada Penyata Kewangan bagi tahun berakhir 31 Disember 2002

11 Hartanah, Loji dan Peralatan

Kumpulan	Tanah Pajak Jangka Panjang RM	Ladang Kelapa Sawit Matang dan Belum Matang RM	Bangunan RM	Loji dan Jentera RM	Kenderaan, Perabot dan Kelengkapan RM	Jumlah RM
Nilai Buku Bersih						
Pada 1 Januari 2001	151,636,965	129,643,487	4,859,769	789,376	5,490,293	292,419,890
Tambahan	-	3,311,515	59,453	77,546	674,653	4,123,167
Pelupusan	-	-	-	-	(35,504)	(35,504)
Hapuskira	-	-	-	(12)	(9,800)	(9,812)
Pengelasan	-	(1,860)	(47,893)	210,712	(160,959)	-
Perbezaan Terjemahan	-	(2,771,905)	(28,180)	(12,038)	(180,665)	(2,992,788)
Tidak Disatukan/ Pelupusan Subsidiari	-	(15,483,741)	(144,408)	(50,202)	(926,446)	(16,604,797)
Susutnilai	(1,837,283)	-	(970,094)	(273,919)	(1,339,187)	(4,420,483)
Nilai Buku Bersih						
Pada 31 Disember 2001	149,799,682	114,697,496	3,728,647	741,463	3,512,385	272,479,673
Tambahan	-	270,482	19,987	108,384	246,276	645,129
Pelupusan	-	-	(2,474)	(441)	(11,818)	(14,733)
Hapuskira	-	-	-	-	(2,019)	(2,019)
Pengelasan	-	16,505	(102,816)	425,775	(344,146)	(4,682)
Susutnilai	(1,837,283)	-	(756,620)	(256,125)	(1,130,533)	(3,980,561)
Nilai Buku Bersih						
Pada 31 Disember 2002	147,962,399	114,984,483	2,886,724	1,019,056	2,270,145	269,122,807
Pada 31 Disember 2001						
Kos	-	3,333,635	10,740,508	2,983,925	11,082,481	28,140,549
Nilaian	172,357,000	111,363,861	-	-	-	283,720,861
Susutnilai Terkumpul	(22,557,318)	-	(7,011,861)	(2,242,462)	(7,570,096)	(39,381,737)
Nilai Buku Bersih	149,799,682	114,697,496	3,728,647	741,463	3,512,385	272,479,673
Pada 31 Disember 2002						
Kos	-	17,915,459	10,456,530	3,504,260	10,682,460	42,558,709
Nilaian	172,357,000	97,069,024	-	-	-	269,426,024
Susutnilai Terkumpul	(24,394,601)	-	(7,569,806)	(2,485,204)	(8,412,315)	(42,861,926)
Nilai Buku Bersih	147,962,399	114,984,483	2,886,724	1,019,056	2,270,145	269,122,807

Nota-nota Kepada Penyata Kewangan bagi tahun berakhir 31 Disember 2002

Syarikat	Tanah Pajak Jangka Panjang RM	Ladang Kelapa Sawit Matang dan Belum Matang RM	Bangunan RM	Loji dan Jentera RM	Kenderaan, Perabot dan Kelengkapan RM	Jumlah RM
Nilai Buku Bersih						
Pada 1 Januari 2001	33,226,100	18,441,585	688,058	48,131	822,946	53,226,820
Tambahan	-	456,391	50,453	3	384,213	891,060
Hapuskira	-	-	-	(9)	(31)	(40)
Pengklasan	-	-	15,576	4,101	(19,677)	-
Susutnilai	(420,080)	-	(162,579)	(34,812)	(255,386)	(872,857)
Nilai Buku Bersih						
Pada 31 Disember 2001	32,806,020	18,897,976	591,508	17,414	932,065	53,244,983
Tambahan	-	121,391	9,347	55,689	188,444	374,871
Hapuskira	-	-	-	-	(4)	(4)
Pengklasan	-	16,673	2,076	342,881	(361,630)	-
Susutnilai	(420,080)	-	(130,700)	(37,865)	(199,992)	(788,637)
Nilai Buku Bersih						
Pada 31 Disember 2002	32,385,940	19,036,040	472,231	378,119	558,883	52,831,213
Pada 31 Disember 2001						
Kos	-	4,603,139	2,644,361	974,431	3,620,296	11,842,227
Nilaian	39,249,000	14,294,837	-	-	-	53,543,837
Susutnilai Berkumpul	(6,442,980)	-	(2,052,853)	(957,017)	(2,688,231)	(12,141,081)
Nilai Buku Bersih	32,806,020	18,897,976	591,508	17,414	932,065	53,244,983
Pada 31 Disember 2002						
Kos	-	19,036,040	2,737,317	1,373,468	3,306,581	26,453,406
Nilaian	39,249,000	-	-	-	-	39,249,000
Susutnilai Berkumpul	(6,863,060)	-	(2,265,086)	(995,349)	(2,747,698)	(12,871,193)
Nilai Buku Bersih	32,385,940	19,036,040	472,231	378,119	558,883	52,831,213

Nota-nota Kepada Penyata Kewangan bagi tahun berakhir 31 Disember 2002

Butiran lanjut mengenai penilaian profesional bebas bagi tanah pegangan pajak jangka panjang, ladang kelapa sawit matang dan belum matang kepunyaan Kumpulan pada 31 Disember 2002 adalah seperti berikut:

Tahun Penilaian	Keterangan Hartanah	Jumlah RM	Asas Penilaian
1990	Tanah pegangan pajak jangka panjang, ladang matang dan belum matang	74,995,601	Nilai pasaran terbuka
1995	Tanah pegangan pajak jangka panjang, ladang matang dan belum matang	102,402,923	Nilai pasaran terbuka
2000	Tanah pegangan pajak jangka panjang, ladang matang dan belum matang	230,177,024	Nilai pasaran terbuka

Nilai buku bersih bagi tanah pegangan pajak jangka panjang, ladang matang dan belum matang yang telah dinilai semula, sekiranya aset tersebut ditunjukkan pada kos tolak susutnilai terkumpul tidak dinyatakan kerana ketiadaan rekod-rekod lama.

12 Subsidiari

	Syarikat	
	2002 RM	2001 RM
Pelaburan Tak Tersiarharga, Pada Kos Elaun Kemerosotan Nilai	28,199,347 (299,999)	28,199,347 (299,999)
	27,899,348	27,899,348

Syarikat memegang pelaburan dalam semua subsidiari yang dipegang secara langsung atau tidak langsung. Butir-butir subsidiari adalah seperti berikut:

Kepentingan Ekuiti Dipegang Oleh						
Nama Syarikat	Tempat Ditubuhkan	Syarikat		Subsidiari		Kegiatan Utama
		2002	2001	2002	2001	
		%	%	%	%	
Dawn Oil Palm Plantations Sdn. Bhd.	Malaysia	100	100	-	-	Perladangan kelapa sawit
B.S. Oil Palm Plantations Sdn. Bhd.	Malaysia	100	100	-	-	Perladangan kelapa sawit
Kampung Aur Oil Palm Company (Sdn.) Berhad	Malaysia	83	83	-	-	Perladangan kelapa sawit
* Madah Perkasa Sdn. Bhd.	Malaysia	-	-	83	83	Perladangan kelapa sawit
Inai Prisma Sdn. Bhd.	Malaysia	100	100	-	-	Perunding perladangan
Gem Asia Sdn. Bhd.	Malaysia	100	100	-	-	Tidak beroperasi

*Subsidiari kepada Kampung Aur Oil Palm Company (Sdn.) Berhad

Nota-nota Kepada Penyata Kewangan bagi tahun berakhir 31 Disember 2002

13 Syarikat Bersekutu

	Kumpulan		Syarikat	
	2002 RM	2001 RM	2002 RM	2001 RM
Pelaburan Tak Tersiarharga, Pada Kos	16,330,624	16,330,624	8,500,000	8,500,000
Bahagian Kumpulan Dalam Rizab Selepas Pengambil-alihan	23,171,319	18,012,308	-	-
	39,501,943	34,342,932	8,500,000	8,500,000
Diwakili Oleh: Bahagian Aset Bersih Muhibbah Atas Pengambil-alihan	38,126,280	32,862,917		
	1,375,663	1,480,015		
	39,501,943	34,342,932		

Butir-butir syarikat bersekutu adalah seperti berikut:

Kepentingan Ekuiti Dipegang Oleh:						
Nama Syarikat	Tempat Ditubuhkan	Syarikat		Subsidiari		Kegiatan Utama
		2002 %	2001 %	2002 %	2001 %	
* Prosper Palm Oil Mill Sdn. Bhd.	Malaysia	-	-	#25.5	#25.5	Kilang sawit
Kilang Kosfarm Sdn. Bhd.	Malaysia	29.0	29.0	-	-	Kilang sawit
* Business & Budget Hotel (Kuantan) Sdn. Bhd.	Malaysia	35.0	35.0	-	-	Perhotelan

Ekuiti dipegang melalui subsidiari. * Diaudit oleh firma audit yang lain.

14 Pelaburan Tak Tersiarharga, Pada Kos

	Kumpulan		Syarikat	
	2002 RM	2001 RM	2002 RM	2001 RM
Pelaburan Tak Tersiarharga, Pada Kos	1,170,000	1,170,000	1,170,000	1,170,000
Subsidiari Tidak Disatukan	1,129,075	1,129,075	-	-
	2,299,075	2,299,075	1,170,000	1,170,000

Sejak tahun berakhir 31 Disember 2001, keputusan operasi dan aset bersih subsidiari, Inai Prisma Sdn. Bhd. (IPSB) tidak disatukan dengan Syarikat kerana IPSB telah diletakkan di bawah perintah penggulangan oleh Mahkamah Tinggi Malaya, Kuantan, Pahang Darul Makmur. Syarikat telah memfailkan Notis Rayuan kepada Mahkamah Rayuan, Kuala Lumpur dan tarikh pendengaran kes belum lagi diputuskan oleh Mahkamah.

Kumpulan secara langsungnya kehilangan kawalan pengurusan ke atas urusan IPSB yang dahulunya terlibat sebagai perunding perladangan. Sejak berhenti beroperasi pada tahun 2001, kos pelaburan IPSB telah dinyatakan pada nilai bolehbawanya.

Nota-nota Kepada Penyata Kewangan bagi tahun berakhir 31 Disember 2002

15 Penghutang, Deposit dan Perbelanjaan Terdahulu

	Kumpulan		Syarikat	
	2002 RM	2001 RM	2002 RM	2001 RM
Penghutang Perniagaan	4,541,698	1,447,304	26,723	174,544
Penghutang Lain	57,143,129	57,917,255	55,967,150	56,196,701
Elaun Hutang Ragu	(239,829)	(283,938)	(89,543)	(89,543)
	56,903,300	57,633,317	55,877,607	56,107,158
Jumlah Terhutang Oleh Syarikat Bersekutu	2,055,850	1,709,918	2,055,850	1,256,553
Jumlah Terhutang Oleh Subsidiari	1,417,665	1,384,914	3,328,552	6,123,148
Elaun Hutang Ragu	-	-	(434,889)	-
	1,417,665	1,384,914	2,893,663	6,123,148
	64,918,513	62,175,453	60,853,843	63,661,403

Termasuk dalam penghutang lain Kumpulan dan Syarikat adalah:

- Jumlah terhutang oleh pemegang saham korporat, Perbadanan Kemajuan Negeri Pahang (PKNP) dan Pascorp Holdings Sdn. Bhd., sebuah subsidiari milik penuh PKNP, berjumlah RM39,796,559 (2001: RM39,796,559), terdiri daripada deposit dan faedah yang terakru (dari tahun 1998 hingga 2000) menurut syarat-syarat perjanjian opsyen panggilan (call option) berkaitan dengan pembelian tanah dan pegangan saham, dan hasil daripada pelupusan pelaburan dalam PT Berkat Sawit Sejati, disebabkan oleh pembatalan Perjanjian Novasi dan Perjanjian Novasi Tambahan dengan PKNP dan PT Berkat Sawit Sentosa.
- Jumlah terhutang oleh PT Berkat Sawit Sejati, iaitu pendahuluan bagi tujuan modal kerja berjumlah RM11,652,772 (2001: RM11,652,772).
- Deposit dibayar kepada pemegang saham korporat berjumlah RM4,000,000 (2001: RM4,000,000) berkaitan dengan pembelian tanah pertanian.

Jumlah terhutang oleh subsidiari adalah tidak dijamin, tidak dikenakan faedah dan tidak mempunyai tempoh bayaran balik yang tertentu.

Jumlah terhutang oleh syarikat berkaitan adalah berbentuk perniagaan dan mempunyai tempoh bayaran balik sama seperti penghutang perniagaan.

Profil pendedahan matawang bagi penghutang termasuk jumlah terhutang oleh syarikat bersekutu dan subsidiari adalah dalam Ringgit Malaysia.

Terma kredit penghutang perniagaan Kumpulan dan Syarikat ialah 30 hari.

Nota-nota Kepada Penyata Kewangan bagi tahun berakhir 31 Disember 2002

16 Tunai dan Bersamaan Tunai

Simpanan	Kumpulan		Syarikat	
	2002 RM	2001 RM	2002 RM	2001 RM
- Dengan Bank Berlesen	1,219,068	1,194,139	1,204,068	1,194,139
- Dengan Syarikat Kewangan Berlesen	845,000	860,000	600,000	600,000
Tunai Di Tangan dan Di Bank	13,109,892	2,065,156	4,943,295	971,594
Simpanan, Tunai dan Baki Di Bank	15,173,960	4,119,295	6,747,363	2,765,733
Overdraf Bank (Tidak Bercagar)	-	(5,023,243)	-	(5,023,243)
	15,173,960	(903,948)	6,747,363	(2,257,510)

Profil pendedahan matawang bagi simpanan, tunai dan baki di bank adalah dalam Ringgit Malaysia.

Kadar purata faedah atas simpanan, tunai dan baki di bank pada akhir tahun adalah seperti berikut:

	Kumpulan dan Syarikat 2002 %
Simpanan Dengan Bank Berlesen	3.2
Simpanan Dengan Syarikat Kewangan Berlesen	3.2

Pada 31 Disember 2002, tempoh matang simpanan Kumpulan dan Syarikat ialah 30 ke 90 hari. Baki di bank merupakan simpanan semasa dengan bank.

17 Pemiutang

Simpanan	Kumpulan		Syarikat	
	2002 RM	2001 RM	2002 RM	2001 RM
Pemiutang Perniagaan	1,529,821	2,410,364	588,514	1,154,100
Pemiutang Lain	2,322,170	2,654,874	1,222,119	1,560,165
Jumlah Terhutang Kepada Syarikat Berkaitan	2,230,334	2,351,486	-	-
Jumlah Terhutang Kepada Subsidiari	-	-	49,340,886	43,762,618
	6,082,325	7,416,724	51,151,519	46,476,883

Profil pendedahan matawang bagi pemiutang adalah dalam Ringgit Malaysia.

Terma kredit pemiutang perniagaan Kumpulan dan Syarikat adalah daripada 30 ke 60 hari.

Jumlah terhutang kepada subsidiari adalah tidak dijamin, tidak dikenakan faedah dan tidak mempunyai tempoh bayaran balik yang tertentu.

Nota-nota Kepada Penyata Kewangan bagi tahun berakhir 31 Disember 2002

18 Pinjaman (dikenakan faedah)

	Kumpulan		Syarikat	
	2002 RM	2001 RM	2002 RM	2001 RM
Semasa				
Pinjaman Jangka Pendek (tidak bercagar)	3,912,600	5,750,000	3,912,600	5,750,000
Pinjaman Jangka Panjang (tidak bercagar)	1,020,000	1,020,000	1,020,000	1,020,000
	4,932,600	6,770,000	4,932,600	6,770,000
Bukan Semasa				
Pinjaman Jangka Panjang (tidak bercagar)	2,365,000	3,385,000	2,365,000	3,385,000
	7,297,600	10,155,000	7,297,600	10,155,000
Jumlah				
Pinjaman Jangka Pendek (tidak bercagar)	3,912,600	5,750,000	3,912,600	5,750,000
Pinjaman Jangka Panjang (tidak bercagar)	3,385,000	4,405,000	3,385,000	4,405,000
	7,297,600	10,155,000	7,297,600	10,155,000

Pinjaman jangka panjang adalah dibayar balik dengan 60 ansuran bulanan berjumlah RM85,000 setiap ansuran bermula dari bulan Jun 2001.

Profil pendedahan matawang bagi pinjaman adalah dalam Ringgit Malaysia.

Purata berwajaran kadar faedah pada akhir tahun adalah seperti berikut:

	Kumpulan dan Syarikat 2002 %
Pinjaman Jangka Pendek	5.25
Pinjaman Jangka Panjang	7.65

19 Modal Saham

	Kumpulan dan Syarikat	
	2002 RM	2001 RM
Saham Biasa Dibenarkan Bernilai RM1 Seunit:		
Pada Awal dan Akhir Tahun	500,000,000	500,000,000
Saham Biasa Dikeluarkan dan Dibayar Penuh Bernilai RM1 Seunit:		
Pada 1 Januari	61,600,000	56,000,000
- Terbitan Bonus	-	5,600,000
- Perlaksanaan Opsyen Saham	1,019,000	-
Pada 31 Disember	62,619,000	61,600,000

Nota-nota Kepada Penyata Kewangan bagi tahun berakhir 31 Disember 2002

Skim Opsyen Saham Pekerja

Skim Opsyen Saham Pekerja (ESOS) bagi Syarikat adalah dikawal oleh undang-undang kecil yang telah diluluskan oleh para pemegang saham pada Mesyuarat Agung Luarbiasa pada 29 Disember 2001 dan dilaksanakan pada 30 April 2002.

Ciri-ciri utama ESOS adalah seperti berikut:

- Mereka yang layak adalah kakitangan Kumpulan yang telah disahkan jawatan pekerjaan oleh Kumpulan dan telah berkhidmat sekurang-kurangnya satu tahun daripada tarikh penawaran. Kelayakan untuk mengambil bahagian dalam ESOS adalah tertakluk kepada pertimbangan Jawatankuasa ESOS yang dilantik oleh Lembaga Pengarah.
- Jumlah saham yang akan ditawarkan dalam agregat tidak melebihi 10% daripada modal saham yang diterbitkan oleh Syarikat pada bila-bila masa sepanjang tempoh ESOS yang berkuatkuasa bagi tempoh lima tahun daripada tarikh penerimaan kelulusan terakhir.
- Harga opsyen adalah pada harga purata pasaran setiap saham (dikira sebagai purata harga tertinggi dan terendah atas urusniaga saham) seperti yang ditunjukkan oleh senarai rasmi harian (Daily Official List) diterbitkan oleh Bursa Saham Kuala Lumpur bagi lima (5) hari urusniaga sebelum tarikh penawaran dibuat di mana tertakluk kepada diskaun tidak melebihi 10% yang akan diputuskan oleh Syarikat, atau pada nilai nominal saham Syarikat pada RM1, yang mana lebih tinggi.
- Tiada opsyen akan diperuntukkan bagi jumlah kurang dari 1,000 unit saham atau melebihi agihan saham maksimum yang dibenarkan kepada kakitangan yang layak, dengan syarat bilangan adalah dalam gandaan 1,000 unit saham.
- Opsyen yang diperuntukkan di bawah skim ESOS haruslah berkeupayaan untuk dilaksanakan oleh penerima peruntukan dengan memberi notis bertulis kepada Syarikat sebelum tarikh luput lima (5) tahun dari tarikh penawaran atau tempoh yang lebih singkat seperti yang dinyatakan dalam penawaran.
- Opsyen yang diperuntukkan boleh dilaksanakan menurut peruntukan undang-undang kecil ESOS 7.3 adalah seperti berikut:

Jumlah Opsyen Diperuntukkan dan Tidak Dilaksanakan Pada 31 Disember 2002	Peratusan Opsyen Yang Boleh Dilaksanakan				
	2003 %	2004 %	2005 %	2006 %	2007 %
572,000	100				
1,290,000	40	30	30		
1,685,000	20	20	20	20	20
3,547,000					

- Mereka yang telah diperuntukkan opsyen tidak berhak untuk menyertai sebarang opsyen terbitan saham dalam syarikat yang lain.

Pergerakan jumlah opsyen dalam tahun atas jumlah saham Syarikat adalah seperti berikut:

	RM
Pada 1 Januari 2002	-
Diperuntukkan Dalam Tahun	4,626,000
Luput	(45,000)
Berhenti	(15,000)
Dilaksanakan	(1,019,000)
Pada 31 Disember 2002	3,547,000

Nota-nota Kepada Penyata Kewangan bagi tahun berakhir 31 Disember 2002

20 Premium Saham

	Kumpulan		Syarikat	
	2002 RM	2001 RM	2002 RM	2001 RM
Pada 1 Januari	3,130,130	3,130,130	79,404	79,404
Perlaksanaan Opsyen Saham	1,059,760	-	1,059,760	-
Pada 31 Disember	4,189,890	3,130,130	1,139,164	79,404

21 Rizab Modal

Rizab modal mewakili pergerakan dalam penilaian stok pembiak terhasil dari penambahan dan pengurangan kuantiti ternakan pada nilai pasaran.

	Kumpulan		Syarikat	
	2002 RM	2001 RM	2002 RM	2001 RM
Pada 1 Januari	329,641	14,584	1,984	1,984
Pindahan (Kepada)/Dari Stok Pembiak	(26,161)	315,057	4,033	-
Pada 31 Disember	303,480	329,641	6,017	1,984

22 Rizab Penilaian Semula

	Kumpulan		Syarikat	
	2002 RM	2001 RM	2002 RM	2001 RM
Tidak Boleh Agih				
- Tanah Pegangan Pajak dan Ladang Kelapa Sawit	124,485,419	124,485,419	8,451,388	8,451,388
Pergerakan Dalam Rizab Adalah Seperti Berikut:				
Pada Awal dan Akhir Tahun	124,485,419	124,485,419	8,451,388	8,451,388

23 Keuntungan Berkumpul

Tertakluk kepada persetujuan daripada Lembaga Hasil Dalam Negeri, pada 31 Disember 2002, Syarikat mempunyai akaun pengecualian cukai bagi pembayaran dividen bersih sebanyak RM10,632,000 (2001: RM10,632,000) di bawah Seksyen 12 dalam Akta Cukai Pendapatan 1999.

Syarikat juga mempunyai kredit cukai yang mencukupi di bawah Seksyen 108 Akta Cukai Pendapatan, 1967 untuk membayar dividen bersih daripada keuntungan terkumpul lebih kurang RM16,024,000 (2001: RM13,350,000). Sekiranya baki keuntungan terkumpul dibayar sebagai dividen bersih, kekurangan kredit cukai adalah sebanyak RM1,048,000 (2001: RM1,188,000).

Nota-nota Kepada Penyata Kewangan bagi tahun berakhir 31 Disember 2002

24 Pelarasan tahun lepas

Dalam tahun ini Kumpulan dan Syarikat telah mengubah dasar perakaunan secara retrospektif seperti berikut:

- (a) perlunasan tanah pajak jangka panjang untuk mematuhi piawaian perakaunan MASB 15 - Hartanah, Loji dan Peralatan. Pertukaran polisi ini mengambilkira kesan perakaunan atas perlunasan. Dalam tahun sebelumnya, tanah pajak jangka panjang hanya akan diperlunaskan apabila baki tempoh pajakannya menjangkau lima puluh (50) tahun atau kurang. Kumpulan dan Syarikat telah mengubah polisi perakaunan ini untuk melunaskan tanah pajak jangka panjang mengikut ansuran yang sama sepanjang tempoh pajakan.
- (b) peruntukan penanaman semula untuk mematuhi piawaian perakaunan MASB 20 - Peruntukan, Liabiliti dan Aset Luar Jangka. Dalam tahun sebelumnya, perbelanjaan penanaman semula ladang kelapa sawit diperuntukkan berdasarkan kepada jadual penanaman semula untuk setiap ladang kelapa sawit pada kadar RM5,870 sehektar. Sebarang perbelanjaan penanaman semula akan dikenakan dalam akaun peruntukan ini. Kesan daripada perubahan polisi menyebabkan kesemua peruntukan telah dinyatakan semula secara retrospektif.

Kesan penukaran tersebut ke atas penyata kewangan Kumpulan dan Syarikat adalah seperti berikut:

	Dinyatakan Terdahulu RM DT/(KT)	Kesan Penukaran Dalam Polisi RM DT/(KT)	Dinyatakan Semula RM DT/(KT)
Kumpulan			
Pada 1 Januari 2001			
Peruntukan Penanaman Semula	(23,312,805)	23,312,805	-
Dividen Dicadangkan	(2,016,000)	2,016,000	-
Hartanah, Loji dan Peralatan Pada Nilai Buku Bersih	313,139,925	(20,720,035)	292,241,890
Keuntungan Berkumpul	(139,645,587)	(4,608,770)	(144,254,357)
Pada 1 Januari 2002			
Peruntukan Penanaman Semula	(22,502,368)	22,502,368	-
Hartanah, Loji dan Peralatan Pada Nilai Buku Bersih	295,036,991	(22,557,318)	272,479,673
Keuntungan Berkumpul	(141,462,443)	(54,950)	(141,407,493)
Syarikat			
Pada 1 Januari 2001			
Peruntukan Penanaman Semula	(9,680,442)	9,680,442	-
Dividen Dicadangkan	(2,016,000)	2,016,000	-
Hartanah, Loji dan Peralatan Pada Nilai Buku Bersih	59,249,720	(6,022,900)	53,226,820
Keuntungan Berkumpul	(29,268,414)	(5,673,542)	(34,941,956)
Pada 1 Januari 2002			
Peruntukan Penanaman Semula	(9,553,022)	9,553,022	-
Hartanah, Loji dan Peralatan Pada Nilai Buku Bersih	59,687,963	(6,442,980)	53,244,983
Keuntungan Berkumpul	(23,929,412)	(3,110,442)	(27,039,454)

Nota-nota Kepada Penyata Kewangan bagi tahun berakhir 31 Disember 2002

25 Maklumat Mengikut Segmen

Tiada laporan mengikut segmen disediakan kerana sebahagian besar aktiviti Kumpulan adalah dalam aktiviti perladangan, terutamanya dijalankan di Malaysia

26 Liabiliti Cukai Tertunda

Perbezaan masa berikut tidak diambilkira kerana Para Pengarah berpendapat perbezaan masa ini tidak akan berbalik pada masa hadapan:

	Kumpulan	
	2002 RM	2001 RM
Lebihan Elaun Modal Ke Atas Susutnilai	1,336,000	2,088,000
Kerugian Perniagaan Belum Diserap	(7,894,000)	(7,894,000)
Elaun Modal Belum Diserap	(27,239,000)	(40,337,000)
	(33,797,000)	(46,143,000)
Pergerakan:		
Pada Awal Tahun	(46,143,000)	(46,121,000)
Pergerakan Dalam Tahun	12,346,000	(22,000)
Pada Akhir Tahun	(33,797,000)	(46,143,000)

Kesan cukai ke atas perbezaan masa adalah seperti berikut:

	2002 RM	2001 RM
Pergerakan:		
Perbezaan Masa Bersih		
Pada Awal Tahun	(12,920,040)	(12,913,880)
Pergerakan Dalam Tahun	3,456,880	(6,160)
Pada Akhir Tahun	(9,463,160)	(12,920,040)

Kerugian perniagaan dan elaun modal belum diserap tertakluk kepada persetujuan daripada Lembaga Hasil Dalam Negeri. Manfaat kerugian perniagaan dan elaun modal dibawa ke hadapan ini hanya akan diperolehi apabila dan bila Kumpulan mendapat pendapatan bercukai masa hadapan dengan sifat dan jumlah yang mencukupi untuk kerugian perniagaan dan elaun modal ini dapat digunakan.

Nota-nota Kepada Penyata Kewangan bagi tahun berakhir 31 Disember 2002

27 Urusan Penting Dengan Pihak Berkaitan

Tambahan kepada pembentangan pihak berkaitan yang dinyatakan di tempat lain dalam penyata kewangan, di bawah ini dinyatakan senarai pihak berkaitan dan lain-lain urusan ketara dan baki dengan pihak berkaitan. Urusniaga ketara dengan pihak berkaitan yang dinyatakan di bawah adalah pada terma dan syarat yang boleh didapati dengan pihak yang tidak berkaitan.

Pihak berkaitan	Hubungan
- Dawn Oil Palm Plantations Sdn. Bhd.	Subsidiari
- B.S. Oil Palm Plantations Sdn. Bhd.	Subsidiari
- Kampong Aur Oil Palm Company (Sdn.) Berhad	Subsidiari
- Madah Perkasa Sdn. Bhd.	Subsidiari
- Gem Asia Sdn. Bhd.	Subsidiari
- Inai Prisma Sdn. Bhd.	Subsidiari
- Kilang Kosfarm Sdn. Bhd.	Syarikat Bersekutu
- Prosper Palm Oil Mill Sdn. Bhd.	Syarikat Bersekutu
- Rompin Palm Oil Mill Sdn. Bhd.	Syarikat Berkaitan

Butir-butir urusan ketara adalah seperti berikut:

	Kumpulan		Syarikat	
	2002 RM	2001 RM	2002 RM	2001 RM
Subsidiari				
- Pendapatan Faedah Daripada Kampong Aur Oil Palm Company (Sdn) Berhad	-	-	-	501,256
- Pendapatan Dividen Daripada Kampong Aur Oil Palm Company (Sdn) Berhad	-	-	3,893,358	-
- Yuran Perunding Perladangan Daripada Inai Prisma Sdn Bhd	-	-	-	85,384
Pihak Berkaitan				
Jualan buah tandan segar kepada:				
- Prosper Palm Oil Mill Sdn. Bhd.	5,532,228	2,518,300	5,532,228	-
- Rompin Palm Oil Mill Sdn. Bhd.	19,540,411	6,393,786	-	-
- Kilang Kosfarm Sdn. Bhd.	28,358,208	21,293,931	2,722,067	2,482,230

Urusniaga dengan syarikat-syarikat di atas dijalankan menurut perjalanan biasa perniagaan.

Baki yang belum diterima daripada urusan ketara dengan pihak berkaitan yang dijalankan dalam tahun adalah seperti berikut:

	Kumpulan		Syarikat	
	2002 RM	2001 RM	2002 RM	2001 RM
Pihak Berkaitan				
Penghutang:				
- Prosper Palm Oil Mill Sdn Bhd	489,222	169,245	489,222	169,245
- Rompin Palm Oil Mill Sdn Bhd	3,850,954	730,254	-	-
- Kilang Kosfarm Sdn Bhd	2,230,649	1,540,673	1,566,628	1,087,308

Nota-nota Kepada Penyata Kewangan bagi tahun berakhir 31 Disember 2002

28 Penglibatan Perbelanjaan Modal

Perbelanjaan modal yang tidak diperuntukkan dalam penyata kewangan adalah seperti berikut:

	Kumpulan		Syarikat	
	2002 RM	2001 RM	2002 RM	2001 RM
Hartanah, Loji dan Peralatan:				
- Diluluskan dan Dikontrakkan	2,480,000	2,480,000	2,480,000	2,480,000
- Diluluskan dan Belum Dikontrakkan	6,878,957	13,982,317	4,476,958	5,867,598
	9,358,957	16,462,317	6,956,958	8,347,598

29 Angka-angka Perbandingan

Angka-angka perbandingan telah diklaskan semula bagi menyelaraskan dengan pembentangan tahun semasa.

	Dinyatakan Terdahulu RM DT/(KT)	Kesan Pengklasan RM DT/(KT)	Dinyatakan Semula RM DT/(KT)
Kumpulan			
Lembaran Imbangan			
Keuntungan Berkumpul			
Dinyatakan Terdahulu	(139,645,587)		
Pelarasan Tahun Lepas (Nota 24)	(2,592,770)		
	(142,238,357)	367,278	(141,871,079)
Premium Saham	(933,653)	(2,196,477)	(3,130,130)
Rizab Modal	(27,415,199)	27,400,615	(14,584)
Rizab Penilaian Semula	(108,577,987)	(15,907,432)	(124,485,419)
Kepentingan Minoriti	(15,538,009)	(9,663,984)	(25,201,993)

Penyata oleh Pengarah menurut seksyen 169(15) akta syarikat, 1965

Kami, Dato' Kamaruddin Bin Mohammed dan Nowawi Bin Abdul Rahman, dua daripada Pengarah Far East Holdings Berhad menyatakan bahawa, pada pendapat Para Pengarah, penyata kewangan yang dibentangkan di mukasurat 45 hingga 70 telah disusun supaya menunjukkan gambaran yang benar dan saksama tentang kedudukan Kumpulan dan Syarikat pada 31 Disember 2002 dan keputusan serta aliran tunai Kumpulan dan Syarikat bagi tahun berakhir pada tarikh tersebut menurut piawaian-piawaian perakaunan berkenaan yang diluluskan di Malaysia dan peruntukan-peruntukan Akta Syarikat, 1965.

Ditandatangani bagi pihak Lembaga Pengarah menurut resolusi mereka bertarikh 28 April 2003

Dato' Kamaruddin Bin Mohammed
Pengerusi

Nowawi Bin Abdul Rahman
Pengarah Eksekutif

Akuan Berkanun menurut seksyen 169(16) akta syarikat, 1965

Saya, Asmin Binti Yahya, pegawai terutamanya bertanggungjawab ke atas pengurusan kewangan Far East Holdings Berhad, dengan sungguh dan sebenarnya mengaku bahawa penyata kewangan yang dibentangkan di mukasurat 45 hingga 70 adalah, pada pendapat saya, betul dan saya membuat pengakuan ini dengan kepercayaan ianya benar dan menurut kuasa yang diperuntukkan oleh Akta Akuan Berkanun, 1960.

Asmin Binti Yahya

Ditandatangani dan diikrarkan oleh penama di atas Asmin Binti Yahya
Di: Kuantan

Pada 28 April 2003

Di hadapan saya:

Mohd Salleh B. Abdul Rahim (C056)
Pesuruhjaya Sumpah

Laporan Juruaudit kepada Ahli-ahli Far East Holdings Berhad

1. Kami telah mengaudit penyata kewangan yang dibentangkan di mukasurat 45 hingga 70. Penyata kewangan tersebut adalah tanggungjawab Para Pengarah Syarikat. Tanggungjawab kami adalah untuk menyatakan pendapat ke atas penyata kewangan tersebut berdasarkan audit kami.
2. Kami telah menjalankan audit kami mengikut piawaian-piawaian audit yang diluluskan di Malaysia. Piawaian-piawaian tersebut mengkehendaki kami merancang dan melaksanakan kerja audit untuk memperolehi keyakinan yang munasabah ke atas samada penyata kewangan adalah bebas dari kenyataan-kenyataan penting yang salahnyata. Sesuatu audit merangkumi pemeriksaan, secara ujian, bukti yang menyokong jumlah-jumlah dan pernyataan-pernyataan di dalam penyata kewangan. Audit juga merangkumi penaksiran terhadap penggunaan prinsip-prinsip perakaunan dan anggaran-anggaran penting yang dibuat oleh Para Pengarah dan juga penilaian ke atas pembentangan penyata kewangan keseluruhannya. Kami percaya audit kami mengadakan asas yang munasabah untuk kami memberikan pendapat.
3. Pada pendapat kami:
 - (a) Penyata kewangan tersebut telah disediakan menurut peruntukan-peruntukan Akta Syarikat, 1965 dan piawaian-piawaian perakaunan berkenaan yang diluluskan di Malaysia supaya memberikan gambaran yang benar dan saksama tentang:
 - i) Perkara-perkara yang perlu diuruskan di dalam penyata kewangan mengikut Seksyen 169 Akta Syarikat, 1965; dan
 - ii) Kedudukan Kumpulan dan Syarikat pada 31 Disember 2002 dan keputusan dan aliran tunai Kumpulan dan Syarikat bagi tahun yang berakhir pada tarikh tersebut; dan
 - (b) Rekod-rekod perakaunan dan rekod-rekod lain dan daftar-daftar yang dikehendaki oleh Akta disimpan oleh Syarikat dan subsidiarinya telah disimpan dengan sempurna menurut peruntukan-peruntukan Akta tersebut.
4. Kami berpuas hati bahawa penyata kewangan subsidiari yang telah disatukan dengan penyata kewangan Syarikat adalah dalam bentuk dan kandungan yang sesuai dan wajar untuk tujuan penyediaan penyata kewangan yang disatukan, dan kami telah menerima maklumat yang memuaskan dan keterangan yang diperlukan untuk tujuan tersebut.
5. Laporan-laporan juruaudit ke atas penyata kewangan subsidiari tidak dikenakan sebarang teguran mengikut Seksyen Kecil (3) Seksyen 174 di bawah Akta tersebut.

PricewaterhouseCoopers

[AF:1146]

Akauntan Bertauliah

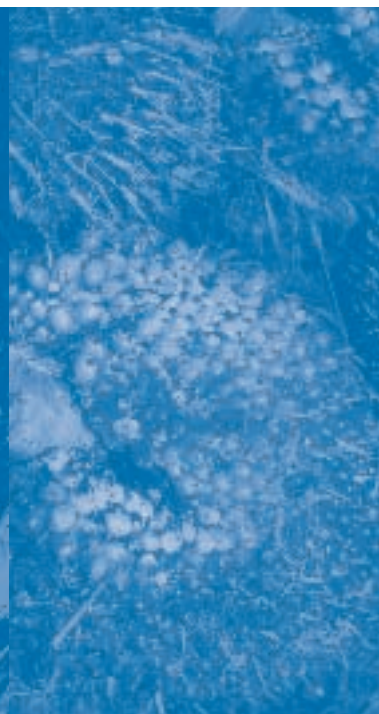
Dato' Cheong Keap Tai

[1129/12/03 (J/PH)]

Rakan Dalam Firma

Kuantan

28 April 2003



Financial Statements

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Directors' Report for the year ended 31 December 2002

The Directors are pleased to submit their annual report to the members together with the audited financial statements of the Group and Company for the year ended 31 December 2002.

PRINCIPAL ACTIVITIES

The principal activities of the Company are investment holding and oil palm plantations. The principal activities of the subsidiaries are set out in Note 12 to the financial statements. There was no significant change in the nature of these activities during the financial year.

FINANCIAL RESULTS

	Group RM	Company RM
Profit After Tax	27,062,314	4,527,814
Minority Interest	(2,475,679)	-
Net Profit For The Year	24,586,635	4,527,814

DIVIDENDS

The dividends paid or declared by the Company since 31 December 2001 were as follows:

	RM
In respect of the financial year ended 31 December 2001, as shown in the Directors' report of that year, final gross dividend of 5 sen per share on 61,600,000 ordinary shares, less income tax, paid on 14 August 2002.	2,217,600
In respect of the financial year ended 31 December 2002, interim gross dividend of 5 sen per share on 62,619,000 ordinary shares, less income tax, paid on 24 January 2003	2,254,284
	4,471,884

The Board of Directors has proposed a final dividend of 5 sen per share less income tax and a special tax exempt dividend of 5 sen per share on 62,619,000 ordinary shares for the year ended 31 December 2002 amounting to RM2,254,284 and RM3,130,950, respectively. The proposed dividend is subject to approval from the shareholders in the forthcoming Annual General Meeting.

RESERVES AND PROVISIONS

All material transfers to or from reserves and provisions during the year are shown in the financial statements.

ISSUE OF SHARES

During the year, 1,019,000 new ordinary shares of RM1 each were issued by the Company for cash by virtue of the exercise of options pursuant to the Company's Employee Share Option Scheme at an exercise price of RM2.04 per share.

The new ordinary shares issued during the year ranked pari passu in all respects with the existing ordinary shares of the Company.

Directors' Report for the year ended 31 December 2002

EMPLOYEE SHARE OPTION SCHEME

The Company implemented an Employee Share Option Scheme (ESOS), which is governed by the by-laws, and were approved by the shareholders on 29 December 2001 and implemented on 30 April 2002.

The main features of the ESOS are as follows:

- Eligible persons are employees of the Group who have been confirmed in the employment of the Group and have served for at least one year before the date of the offer. The eligibility for participation in the ESOS shall be at the discretion of the ESOS Committee appointed by the Board of Directors.
- The total number of shares to be offered shall not exceed in aggregate 10% of the issued share capital of the Company at any point of time during the tenure of the ESOS, which shall be in force for a period of five years from the date of the receipt of the last requisite approvals.
- The Option price shall be the weighted average market price of the shares (calculated as the average of the highest and lowest prices of the shares transacted) as shown in the Daily Official List issued by the KLSE for the five (5) market days immediately preceding the Date of Offer, subject to a discount of not more than ten per cent (10%) which the Company may at its discretion decide to give, or the par value of the shares of the Company of RM1, whichever is higher.
- No option shall be granted for less than 1,000 shares no more than maximum allowable allotment of shares to any eligible employee, provided the number shall be in multiples of 1,000 shares.
- An option granted under the ESOS shall be capable of being exercised by the grantee by notice in writing to the Company before the expiry of five years from the date of offer or such shorter period as may be specified in such offer.
- The Options granted may be exercised by virtue of the By-Laws 7.3 as follows:

Number of Options Granted and Unexercised As At 31 December 2002	Percentage of The Options Exercisable				
	2003 %	2004 %	2005 %	2006 %	2007 %
572,000	100				
1,290,000	40	30	30		
1,685,000	20	20	20	20	20
3,547,000					

- The persons to whom the Options have been granted have no right to participate by virtue of the Options in any share issue of any other company.

The movements during the year in the number of options over the shares of the Company are as follows:

	RM
At 1 January 2002	-
Granted During The Year	4,626,000
Lapsed	(45,000)
Resigned	(15,000)
Exercised	(1,019,000)
As At 31 December 2002	3,547,000

The Company has been granted exemption by the Companies Commission of Malaysia from having to disclose the list of option holders and their holdings.

Directors' Report for the year ended 31 December 2002

DIRECTORS

The Directors who have held office during the period since the date of the last report are as follows:

Dato' Kamaruddin Bin Mohammed	Appointed on 16.08.2002
Haji Lias Bin Mohd Noor	
Kamarudin Bin Abdull Rani	Appointed on 14.05.2002
Nowawi Bin Abdul Rahman	Appointed on 16.08.2002
Tee Kim Tee	Appointed on 16.08.2002
Tee Cheng Hua	Appointed on 16.08.2002
Dr. Amad @ Ahmad Bin Aman	Appointed on 16.08.2002
Ng Say Pin	Appointed on 23.08.2002
Dato' Mohd Ghazali Bin Mohd. Khalid	Resigned on 16.08.2002
Prof. Tan Sri Dato' Dr. Mohd Rashdan Bin Haji Baba	Resigned on 16.08.2002
Dato' Ghazali Bin Dato' Mohd Ali	Resigned on 16.08.2002
Dato' Abdul Rahim Bin Haji Mohamad	Resigned on 16.08.2002
John Chia Sin Tet	Resigned on 16.08.2002

In accordance with Article 97 of the Company's Article of Association, Haji Lias Bin Mohd Noor retires by rotation at the forthcoming Annual General Meeting and, being eligible, offers himself for re-election.

In accordance with Article 102 of the Company's Article of Association, Dato' Kamaruddin Bin Mohammed, Nowawi Bin Abdul Rahman, Tee Kim Tee, Tee Cheng Hua, Dr. Amad @ Ahmad Bin Aman and Ng Say Pin, who were appointed during the period, retire at the forthcoming Annual General Meeting and, being eligible, offer themselves for re-election. Kamarudin Bin Abdull Rani was re-appointed in the last Annual General Meeting.

DIRECTORS' BENEFITS

During and at the end of the year, no arrangements subsisted to which the Company is a party, being arrangements with the object or objects of enabling Directors of the Company to acquire benefits by means of the acquisition of shares in, or debentures of, the Company or any other corporate body other than the Company's Employee Share Option Scheme (see Note 19 to the financial statements).

Since the end of the previous year, no Director has received or become entitled to receive a benefit (other than Directors' remunerations disclosed in the financial statements) by reason of a contract made by the Company or a related corporation with the Director or with a firm of which he is a member, or with a company in which he has a substantial financial interest, except as disclosed in Note 27 to the financial statements.

Directors' Interests In Shares

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

	Number of Ordinary Shares of RM1 Each			
	At Date of Appointment	Bought	Sold	At 31.12.2002
Shareholdings In The Name of The Director:				
Tee Kim Tee	242,000	-	-	242,000
Tee Cheng Hua	91,000	-	-	91,000
Haji Lias Bin Mohd Noor	3,300	-	-	3,300
Shareholdings In Which The Director Is Deemed To Have An Interest:				
Tee Kim Tee	710,000	173,000	(18,000)	865,000

Directors' Report for the year ended 31 December 2002

	Number of Options Over Ordinary Shares of RM1 Each		
	At Date Of Appointment	Exercised	At 31.12.2002
Nowawi Bin Abdul Rahman	250,000	-	250,000

None of the other Directors held any interest in shares in the Company and its related corporations during the year.

STATUTORY INFORMATION ON THE FINANCIAL STATEMENTS

Before the income statements and balance sheets were made out, the Directors took reasonable steps:

- To ascertain that proper action had been taken in relation to writing off bad debts and the making of allowance for doubtful debts and satisfied themselves that all known bad debts had been written off and that adequate allowance had been made for doubtful debts; and
- To ensure that any current assets, other than debts, which were unlikely to realise in the ordinary course of business their values as shown in the accounting records of the Group and Company, had been written down to an amount which they might be expected so to realise.

At the date of this report, the Directors are not aware of any circumstances:

- Which would render the amounts written off for bad debts or the amount of the allowance for doubtful debts in the financial statements of the Group and Company inadequate to any substantial extent; or
- Which would render the values attributed to current assets in the financial statements of the Group and Company misleading; or
- Which have arisen which render adherence to the existing method of valuation of assets or liabilities of the Group and Company misleading or inappropriate.

Directors' Report for the year ended 31 December 2002

No contingent or other liability has become enforceable or is likely to become enforceable within the period of twelve months after the end of the year which, in the opinion of the Directors, will or may affect the ability of the Group or the Company to meet their obligations when they fall due.

At the date of this report, there does not exist:

- Any charge on the assets of the Group or Company, which has arisen since the end of the year, which secures the liability of any other person; or
- Any contingent liability of the Group or Company, which has arisen since the end of the year.

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 which would render any amount stated in the financial statements misleading.

In the opinion of the Directors:

- The results of the Group's and Company's operations during the year were not substantially affected by any item, transaction or event of a material and unusual nature; and
- There has not arisen in the interval between the end of the year and the date of this report any item, transaction or event of a material and unusual nature likely to affect substantially the results of the operations of the Group or Company for the year in which this report is made.

AUDITORS

The auditors, Pricewaterhouse Coopers, have expressed their willingness to continue in office.

Signed on behalf of the Board of Directors in accordance with their resolution dated 28 April 2003

Dato' Kamaruddin Bin Mohammed

Chairman

Nowawi Bin Abdul Rahman

Executive Director

Income Statements for the year ended 31 December 2002

	Note	Group		Company	
		2002 RM	2001 RM	2002 RM	2001 RM
Sales	5	57,902,722	41,241,647	13,537,740	8,272,698
Other Operating Income		307,728	3,686,558	557,276	1,376,206
Staff Costs		(3,016,946)	(2,610,492)	(782,492)	(625,135)
Depreciation		(2,143,278)	(2,583,200)	(253,998)	(452,777)
Amortisation On Leasehold Land		(1,837,283)	(1,837,283)	(420,080)	(420,080)
Upkeep and Cultivation		(7,173,770)	(9,833,313)	(1,141,300)	(1,865,934)
Harvesting		(7,761,717)	(9,606,564)	(1,463,847)	(2,089,024)
Estate General Charges		(1,820,617)	(1,772,273)	(414,788)	-
Replanting Expenses		(2,139,354)	(3,126,978)	(880,567)	(976,340)
Other Operating Expenses		(4,732,696)	(3,182,159)	(1,794,780)	(92,997)
Profit From Operations	6	27,584,789	10,375,943	6,943,164	3,126,617
Finance Cost - Interest		(868,876)	(1,491,829)	(286,250)	(1,491,829)
Share of Results of Associates		5,917,655	3,741,388	-	-
Profit From Operating Activities Before Tax		32,633,568	12,625,502	6,656,914	1,634,788
Tax :					
- Company and Subsidiaries		(4,812,610)	(3,949,405)	(2,129,100)	(1,921,290)
- Associates		(758,644)	(819,167)	-	-
	8	(5,571,254)	(4,768,572)	(2,129,100)	(1,921,290)
Profit/(Loss) After Tax		27,062,314	7,856,930	4,527,814	(286,502)
Minority Interests		(2,475,679)	(999,189)	-	-
Net Profit/(Loss) For The Year		24,586,635	6,857,741	4,527,814	(286,502)
Earnings Per Share (sen)					
- Basic	9(a)	39.74	11.13		
- Diluted	9(b)	39.42	-		
Dividend Per Share (sen)	10	15	5	15	5

The notes on pages 86 to 105 form an integral part of these financial statements.

Balance Sheets as at 31 December 2002

	Note	Group		Company	
		2002 RM	2001 RM	2002 RM	2001 RM
Non-Current Assets					
Property, Plant and Equipment	11	269,122,807	272,479,673	52,831,213	53,244,983
Subsidiaries	12	-	-	27,899,348	27,899,348
Associates	13	39,501,943	34,342,932	8,500,000	8,500,000
Unquoted Investments, At Cost	14	2,299,075	2,299,075	1,170,000	1,170,000
Breeding Stocks		918,811	939,306	170,633	160,934
		311,842,636	310,060,986	90,571,194	90,975,265
Current Assets					
Inventories		1,676,293	1,163,895	1,246,955	899,954
Receivables, Deposits and					
Prepayments	15	64,918,513	62,175,453	60,853,843	63,661,403
Tax Recoverables		1,878,920	1,250,565	595,001	525,001
Deposits, Bank and Cash Balances	16	15,173,960	4,119,295	6,747,363	2,765,733
		83,647,686	68,709,208	69,443,162	67,852,091
Less: Current Liabilities					
Payables	17	6,082,325	7,416,724	51,151,519	46,476,883
Borrowings (Interest Bearing)	18	4,932,600	6,770,000	4,932,600	6,770,000
Bank Overdraft (Unsecured)	16	-	5,023,243	-	5,023,243
Current Tax Liabilities		-	381,361	-	-
		11,014,925	19,591,328	56,084,119	58,270,126
Net Current Assets		72,632,761	49,117,880	13,359,043	9,581,965
Less: Non-Current Liabilities					
Reserve On Consolidation		6,468	6,468	-	-
Borrowings (Interest Bearing)	18	2,365,000	3,385,000	2,365,000	3,385,000
		2,371,468	3,391,468	2,365,000	3,385,000
		382,103,929	355,787,398	101,565,237	97,172,230
Capital and Reserves					
Share Capital	19	62,619,000	61,600,000	62,619,000	61,600,000
Share Premium	20	4,189,890	3,130,130	1,139,164	79,404
Capital Reserve	21	303,480	329,641	6,017	1,984
Revaluation Reserve	22	124,485,419	124,485,419	8,451,388	8,451,388
Retained Earnings	23	162,828,468	141,040,215	29,349,668	27,039,454
Shareholders' Equity		354,426,257	330,585,405	101,565,237	97,172,230
Minority Interest		27,677,672	25,201,993	-	-
		382,103,929	355,787,398	101,565,237	97,172,230

The notes on pages 86 to 105 form an integral part of these financial statements.

Statements of Changes In Equity for the year ended 31 December 2002

		Issued and Fully Paid Ordinary Shares of RM1 Each		Non-Distributable			Distributable		
Group	Note	Number of Shares RM	Nominal Value RM	Share Premium RM	Translation Reserve RM	Capital Reserve RM	Revaluation Reserve RM	Retained Earnings RM	Total RM
At 1 January 2001									
- As Previously Reported		56,000,000	56,000,000	933,653	(2,885,645)	27,415,199	108,577,987	139,645,587	329,686,781
- Reclassification	29	-	-	2,196,477	-	(27,400,615)	15,907,432	(367,278)	(9,663,984)
- Prior Year Adjustment	24	-	-	-	-	-	-	4,608,770	4,608,770
- As Restated		56,000,000	56,000,000	3,130,130	(2,885,645)	14,584	124,485,419	143,887,079	324,631,567
Currency Translation Differences		-	-	-	(582,635)	-	-	-	(582,635)
Reversal of Currency Translation Differences		-	-	-	1,379,675	-	-	-	1,379,675
Transfer to Retained Profits On Disposal of a Subsidiary		-	-	-	2,088,605	-	-	(2,088,605)	-
Net Gain Not Recognised In The Income Statement		-	-	-	-	315,057	-	-	315,057
Bonus Issue		5,600,000	5,600,000	-	-	-	-	-	5,600,000
Capitalisation For Bonus Issue		-	-	-	-	-	-	(5,600,000)	(5,600,000)
Net Profit For The Year		-	-	-	-	-	-	6,857,741	6,857,741
Dividend For The Year Ended 31.12.2000		-	-	-	-	-	-	(2,016,000)	(2,016,000)
At 31 December 2001		61,600,000	61,600,000	3,130,130	-	329,641	124,485,419	141,040,215	330,585,405

Statements of Changes In Equity for the year ended 31 December 2002

Group	Note	Issued and Fully Paid Ordinary Shares of RM1 Each		Non-Distributable			Distributable	Total RM
		Number of Shares RM	Nominal Value RM	Share Premium RM	Translation Reserve RM	Capital Reserve RM	Revaluation Reserve RM	Retained Earnings RM
At 1 January 2002								
- As Previously Reported		61,600,000	61,600,000	933,653	-	27,730,256	108,577,987	141,462,443
- Reclassification	29	-	-	2,196,477	-	(27,400,615)	15,907,432	(367,278)
- Prior Year Adjustment	24	-	-	-	-	-	-	(54,950)
- As Restated		61,600,000	61,600,000	3,130,130	-	329,641	124,485,419	141,040,215
Net Loss Not Recognised In The Income Statement		-	-	-	-	(26,161)	-	-
Issue of Shares - Share Options		1,019,000	1,019,000	1,059,760	-	-	-	-
Net Profit For The Year		-	-	-	-	-	-	24,586,635
Dividend For The Year Ended 31.12.2001		-	-	-	-	-	-	(2,798,382)
At 31 December 2002		62,619,000	62,619,000	4,189,890	-	303,480	124,485,419	162,828,468

Statements of Changes In Equity for the year ended 31 December 2002

		Issued and Fully Paid Ordinary Shares of RM1 Each		Non-Distributable			Distributable			
Company	Note	Number of Shares RM	Nominal Value RM	Share Premium RM	Translation Reserve RM	Capital Reserve RM	Revaluation Reserve RM	Retained Earnings RM	Total RM	
At 1 January 2001										
- As Previously Reported	24	56,000,000	56,000,000	79,404	(1,379,675)	-	8,451,388	29,268,414	92,419,531	
- Prior Year Adjustment		-	-	-	-	-	-	5,673,542	5,673,542	
- As Restated		56,000,000	56,000,000	79,404	(1,379,675)	-	8,451,388	34,941,956	98,093,073	
Reversal of Currency Translation Differences		-	-	-	1,379,675	-	-	-	1,379,675	
Net Gain Not Recognised In The Income Statement		-	-	-	-	1,984	-	-	1,984	
Bonus Issue		5,600,000	5,600,000	-	-	-	-	-	5,600,000	
Capitalisation For Bonus Issue		-	-	-	-	-	-	(5,600,000)	(5,600,000)	
Net Loss For The Year		-	-	-	-	-	-	(286,502)	(286,502)	
Dividend For The Year Ended 31.12.2000		-	-	-	-	-	-	(2,016,000)	(2,016,000)	
At 31 December 2001		61,600,000	61,600,000	79,404	-	1,984	8,451,388	27,039,454	97,172,230	
At 1 January 2002										
- As Previously Reported		24	61,600,000	61,600,000	79,404	-	1,984	8,451,388	23,929,412	94,062,188
- Prior Year Adjustment	-		-	-	-	-	-	3,110,042	3,110,042	
- As Restated	61,600,000		61,600,000	79,404	-	1,984	8,451,388	27,039,454	97,172,230	
Net Gain Not Recognised In The Income Statement	-		-	-	-	4,033	-	-	4,033	
Issue of Shares - Share Options	1,019,000		1,019,000	1,059,760	-	-	-	-	2,078,760	
Net Profit For The Year	-		-	-	-	-	-	4,527,814	4,527,814	
Dividend For The Year Ended 31.12.2001	-		-	-	-	-	-	(2,217,600)	(2,217,600)	
At 31 December 2002	62,619,000		62,619,000	1,139,164	-	6,017	8,451,388	29,349,668	101,565,237	

Cash Flow Statements for the year ended 31 December 2002

	Note	Group		Company	
		2002 RM	2001 RM	2002 RM	2001 RM
Operating Activities					
Net Profit/(Loss)					
For The Year		24,586,635	6,857,741	4,527,814	(286,502)
Adjustments To Reconcile Net Profit/(Loss)					
For The Year To Cash From Operations:					
Minority Interest		2,475,679	999,189	-	-
Allowance For Doubtful Debts		-	-	434,889	-
Property, Plant and Equipment					
- Depreciation and Amortisation		3,980,561	4,420,483	674,078	872,857
- Written Off		8,926	9,812	4	40
- Loss/(Gain) On Disposal		1,391	(17,999)	-	-
Share of Profit of Associates		(5,917,655)	(3,741,388)	-	-
Profit On Disposal Of Breeding Stocks		-	(76,502)	-	-
Profit On Disposal of a Subsidiary		-	(2,542,224)	-	-
Gain Arising From Investment					
Written Off		-	(18,683)	-	-
Bad Debts Written Off		-	426,786	-	213,135
Investment Written Off		-	-	-	6
Interest Expenses		868,876	1,491,829	286,250	1,491,829
Dividend Income		-	-	(3,893,358)	-
Interest Income		-	(184,094)	-	(577,353)
Tax		5,571,254	4,768,572	2,129,100	1,921,290
		31,575,667	12,393,522	4,158,777	3,635,302
Changes In Working Capital:					
- Inventories		(512,398)	287,456	(347,001)	4,488
- Receivables, Deposits and Prepayments		(2,813,060)	981,302	(491,925)	(11,102,323)
- Subsidiaries		-	-	11,873,267	12,832,157
- Payables		(1,335,383)	(2,697,201)	(909,298)	269,634
Cash From Operations		26,914,826	10,965,079	14,283,820	5,639,258
Interest Paid		(868,876)	(1,491,829)	(868,876)	(1,491,829)
Tax Paid		(5,752,326)	(3,309,780)	(1,038,960)	(2,061,291)
Net Cash Flow From Operating Activities		20,293,624	6,163,470	12,375,984	2,086,138

Cash Flow Statements for the year ended 31 December 2002

	Note	Group		Company	
		2002 RM	2001 RM	2002 RM	2001 RM
Investing Activities					
Disposal of a Subsidiary		-	5,156,588	-	-
Deconsolidation of a Subsidiary Property, Plant and Equipment		-	(7,561)	-	-
- Proceeds From Disposals		6,435	53,503	-	-
- Purchase		(645,129)	(3,979,092)	(374,871)	(891,060)
Interest Paid On Estate					
Development Cost		-	(144,075)	-	-
Proceeds From Disposal of Breeding Stocks		-	76,502	-	-
Purchase of Breeding Stocks		-	(154,475)	-	(76,611)
Interest Received		-	184,094	-	577,353
Proceeds From Disposal of a Subsidiary		-	-	-	5,250,000
Net Cash (Used In)/From Investing Activities		(638,694)	1,185,484	(374,871)	4,859,682
Financing Activities					
Exercise of Share Options					
- Issue of Shares		1,019,000	-	1,019,000	-
- Share Premium		1,059,760	-	1,059,760	-
Drawn Down of Borrowings		762,600	7,750,000	762,600	7,750,000
Repayment of Borrowings		(3,620,000)	(595,000)	(3,620,000)	(595,000)
Dividend Paid		(2,798,382)	(2,016,000)	(2,217,600)	(2,016,000)
Net Cash (Used In)/From Financing Activities		(3,577,022)	5,139,000	(2,996,240)	5,139,000
Increase In Cash and Cash Equivalents		16,077,908	12,487,954	9,004,873	12,084,820
Cash and Cash Equivalents					
- At Start of Year		(903,948)	(13,391,902)	(2,257,510)	(14,342,330)
- At End of Year	16	15,173,960	(903,948)	6,747,363	(2,257,510)

The notes on pages 86 to 105 form an integral part of these financial statements.

Notes To The Financial Statements for the year ended 31 December 2002

1 General Information

The principal activities of the Group and Company are investment holding and oil palm plantations. The principal activities of the subsidiaries are set out in Note 12 to the financial statements.

The Company is a public limited liability company, incorporated and domiciled in Malaysia, and listed on the Main Board of the Kuala Lumpur Stock Exchange.

The address of the registered office and principal place of business of the Company is Suite 5, 8th Floor, Kompleks Teruntum, Jalan Mahkota, 25000 Kuantan, Pahang Darul Makmur.

2 Basis of Preparation of Financial Statement

The financial statements of the Group and Company have been prepared under the historical cost convention except as disclosed otherwise in the individual policy statements in Note 3 to the financial statements.

The financial statements comply with the applicable approved accounting standards in Malaysia and the provisions of the Companies Act, 1965. The new applicable approved accounting standards adopted in these financial statements are as follows:-

(a) Retrospective Application

Comparative figures have been adjusted to conform with changes in presentation due to the requirements of the following new MASB Standard that has been applied retrospectively:

- MASB Standard 19 - Events after balance sheet date
- MASB Standard 20 - Provision, Contingent Liabilities and Contingent Assets

The effect on the net profit for the year as a result of adopting the above standards is stated in note 3(a) & 3(b).

(b) Prospective Application from 1 April 2002

MASB Standard 24 - Financial Instruments: Disclosure and Presentation, the Group has taken advantage of the exemption provided to apply this Standard prospectively. Accordingly, comparatives are not disclosed upon first application of MASB Standard 24, permitted by the standard.

The preparation of financial statements in conformity with the current applicable approved accounting standards in Malaysia and the provisions of the Companies Act, 1965 requires the Directors to make estimates and assumptions that affect the reported amounts of assets and liabilities and disclosure of contingent assets and liabilities at the date of the financial statements and the reported amounts of revenues and expenses during the reported year. Actual results could defer from those estimates.

3 Summary of Significant Accounting Policies

The following accounting policies have been used consistently in dealing with items, which are considered material in relation to the financial statements except as disclosed in notes (a) and (b).

(a) Property, Plant and Equipment

Property, plant and equipment are initially stated at cost. Long term leasehold land, mature and immature plantations are subsequently shown at revalued amount, based on valuation at regular intervals of once every five years carried out by a firm of independent external valuers less subsequent depreciation. All other property, plant and equipment are stated at cost less accumulated depreciation. The cost of property, plant and equipment comprises their purchase cost and any incidental cost of acquisition.

Surpluses arising on revaluation are credited to revaluation reserve. Any deficit arising from revaluation is charged against the revaluation reserve to the extent of a previous surplus held in the revaluation reserve for the same asset. In all other cases, a decrease in carrying amount is charged to income statement. On disposal of revalued assets, amounts in revaluation reserve relating to those assets are transferred to retained earnings.

Long term leasehold land is amortised in equal instalments over the period of the respective leases that range from 85 to 99 years. This is to comply with MASB 15 - Property, Plant and Equipment. Previously, long term leasehold land will be depreciated when the remaining leasehold period is 50 years. This change has resulted in a reduction on the Group's and Company's net profit for the year by RM1,837,283 and RM420,080, respectively. The impact on prior years is disclosed in Note 24 to the financial statements.

Notes To The Financial Statements for the year ended 31 December 2002

Mature and immature plantations are not depreciated. Other property, plant and equipment are depreciated on the straight line basis to write off the cost of the assets, or their revalued amounts, to their residual values over their estimated useful lives at the following annual rates:

	%
Building	2 – 20
Plant and Machinery	10 – 20
Motor Vehicles, Furniture, Fixtures and Equipment	10 – 25

Where an indication of impairment exists, the carrying amount of the assets is assessed and written down immediately to its recoverable amount.

Gains and losses on disposals are determined by comparing proceeds with carrying amount and are included in profit/ (loss) from operations.

(b) Estate Planting Expenditure

New Planting

Planting expenditure of oil palm in immature areas have been capitalised as immature plantation cost and shown as property, plant and equipment. All planting expenditure incurred during the year on the new oil palm plantations which have achieved maturity during the first half of the year will be taken to the income statement as revenue expenditure. Planting expenditure incurred on new oil palm plantations, which have achieved maturity in the second half of the year would be capitalised.

Replanting

Replanting of oil palm is charged to income statement as replanting expenses as and when incurred. This is to comply with MASB 20 - Provisions, Contingent Liabilities and Contingent Assets. Previously, a provision for replanting is set aside each year based on the replanting schedule of each estate at the estimated cost of replanting of RM5,870 per hectare and is charged against the income statement. This change has resulted in a reduction on the Group's and Company's net profit for the year by RM276,450 and RM156,972, respectively. The impact on prior years is disclosed in Note 24 to the financial statements.

(c) Subsidiaries

Subsidiaries are those enterprises in which the Group has power to exercise control over the financial and operating policies so as to obtain benefits from their activities. Subsidiaries are consolidated from the date on which control is transferred to the Group and are no longer consolidated from the date that control ceases. Subsidiaries are consolidated using the acquisition method of accounting.

Under the acquisition method of accounting, the results of subsidiaries acquired or disposed of are included from the date of acquisition up to the date of disposal. At the date of acquisition, the fair values of the subsidiaries' net assets are determined and these values are reflected in the consolidated financial statements. The excess of the cost of acquisition over the fair value of the Group's share of the subsidiaries' identifiable net assets at the date of acquisition is reflected as goodwill on consolidation.

Intragroup transactions, balances and unrealised gains on transactions are eliminated; unrealised losses are also eliminated unless cost cannot be recovered. Where necessary, adjustments are made to the financial statements of subsidiaries to ensure consistency of accounting policies with those of the Group.

Minority interest is measured at the minorities' share of the post acquisition fair values of the identifiable assets and liabilities of the acquiree. Separate disclosure is made of the minority interest.

(d) Associates

Associates are enterprises in which the Group exercises significant influence. Significant influence is the power to participate in the financial and operating policy decisions of the associates but not control over those policies. Investments in associates are accounted for in the consolidated financial statements by the equity method of accounting based on the audited or management financial statements of the associates.

Notes To The Financial Statements for the year ended 31 December 2002

Equity accounting involves recognised in the income statements the Group's share of the results of associates for the year. The Group's investments in associates are carried in the balance sheet at an amount that reflects its share of the net assets of the associates and includes goodwill (net of accumulated amortisation) on acquisition. Equity accounting is discontinued when the carrying amount of the investment in an associate reaches zero, unless the Group has incurred obligations or guaranteed obligations in respect of the associate.

Unrealised gains on transactions between the Group and its associates are eliminated to the extent of the Group's interest in the associates; recognised losses are also eliminated unless cost cannot be recovered.

(e) Investments

Investments in subsidiaries and associates are shown at cost. Where an indication of impairment exists, the carrying amount of the investment is assessed and written down immediately to its recoverable amount.

Investments in other non-current investments are shown at cost and an allowance for diminution in value is made where, in the opinion of the Directors, there is a decline other than temporary in the value of such investments. Where there has been a decline other than temporary in the value of an investment, such a decline is recognised as an expense in the year in which the decline is identified.

On disposal of an investment, the difference between net disposal proceeds and its carrying amount is charged/credited to the income statement.

(f) Breeding Stocks

Breeding stocks are valued at current net selling value. The natural increase resulting from the valuation of breeding stocks at current net selling value is transferred to capital reserve.

(g) Inventories

Inventories are stated at the lower of cost and net realisable value. Cost is determined using the first in, first out method. In arriving at net realisable value, due allowance is made for all obsolete and slow moving items.

(h) Trade Receivables

Trade receivables are carried at invoiced amount less an estimate made for doubtful debts based on a review of outstanding amounts at the year end. Bad debts are written off when identified.

(i) Cash and Cash Equivalents

For the purposes of the cash flow statement, cash and cash equivalents comprise cash in hand, deposits held at call with banks, bank overdrafts and short term, highly liquid investments that are readily convertible to known amounts of cash and which are subject to an insignificant risk of changes in value.

(j) Deferred Taxation

The tax expense is determined on the basis of tax effect accounting using the liability method. Deferred taxation is recognised for timing differences except when there is reasonable evidence that such timing differences will not reverse in the foreseeable future. The tax effect of timing differences that result in a debit balance or a debit to the deferred tax balance is not carried forward unless there is a reasonable expectation of its realisation.

The potential tax saving relating to a tax loss carry forward is only recognised if there is assurance beyond any reasonable doubt that future taxable income will be sufficient for the benefit of the loss to be realised.

Where there is intention to dispose of revalued assets, the deferred tax relating to such assets is recognised through a transfer from the related revaluation surplus. Neither provision nor disclosure is made of this tax effect where the Group intends to hold such assets for the foreseeable future.

(k) Revenue Recognition

Sales are recognised upon delivery of products and customer acceptance, if any, net of discounts, and after eliminating sales within the Group.

Dividend income is recognised when the Group's right to receive payment is established.

Income from rental and interest are recognised on the accrual basis.

Notes To The Financial Statements for the year ended 31 December 2002

(I) Financial Instruments

(i) Financial Instruments Recognised On The Balance Sheet

The particular recognition method adopted for financial instruments recognised on the balance sheet is disclosed in the individual policy statements associated with each item.

(ii) Fair Value Estimation For Disclosure Purposes

The carrying amounts of cash approximate fair values because of the short maturity periods of those instruments.

In assessing the value of borrowings, the Company assumes that the interest rates on borrowings approximate the current market interest rates and accordingly the carrying values approximate the fair values.

The fair values for financial assets and liabilities with a maturity of less than one year are assumed to approximate their carrying values.

4 Financial Risk Management Objectives and Policies

The Group is inherently exposed to the following financial risks in its day to day operations:

Interest Rate Risk

The Group's income and operating cash flows are not substantially affected by the changes in interest rates, as the Group has no significant borrowings for the year in review. Interest rate exposure for the Group's borrowings and deposits is managed through the use of fixed and floating rates negotiated and agreed by the Group and the financial institutions.

Market Risk

The Group's exposure to market risk comprises primarily the fluctuations in the palm oil prices and over dependence on foreign workers. To mitigate some of these risks, the Group always keeps abreast with the latest updates on global supply and demand for oils and fats market as well as improving its operations efficiency via cost saving measures and productivity improvement programmes. The Group also has implemented an appropriate mechanisation system and is continuously improving the estate infrastructure to encourage locals to work in the estates.

Credit Risk

The Group is not exposed to significant credit risk as the Group deals with reputable customers that have good track records.

Liquidity and Cash Flow Risk

The Group manages its liquidity risk by maintaining sufficient cash and availability of funding through an adequate amount of committed credit facilities to meet estimated commitments arising from operational expenditures and financial liabilities. The Group also has an effective control of cash flow management to ensure that the Group can pay its targeted dividends to shareholders at an appropriate time.

5 Sales

Sales represents the sales of fresh fruit bunches based on net invoiced prices.

6 Profit From Operations

The following items have been charged/(credited) in arriving at profit from operations:

Notes To The Financial Statements for the year ended 31 December 2002

	Group		Company	
	2002 RM	2001 RM	2002 RM	2001 RM
Auditors' Remuneration				
- Statutory Audit	66,500	70,500	20,000	20,000
- Other Services	-	131,986	-	131,986
Bad Debts Written Off	-	426,786	-	213,135
Property, Plant and Equipment				
- Written Off	6,907	9,812	4	40
- Loss/(Gain) On Disposal	1,391	(17,999)	-	-
Investments Written Off	-	-	-	6
Allowance For Doubtful Debts - Subsidiary	-	-	434,889	-
Dividends From A Subsidiary (Gross)	-	-	(3,893,358)	-
Interest On Advances To A Subsidiary	-	-	-	(501,256)
Rental Income	(26,109)	(33,775)	-	-
Interest Income	(69,094)	(184,094)	(53,311)	(75,997)
Profit On Disposal of Breeding Stocks	(73,447)	(76,502)	-	-
Gains On Disposal of A Subsidiary	-	(2,542,224)	-	-
Gains Arising From Investments Written Off	-	(18,683)	-	-
The Number of Employees At End of The Year	113	112	54	56

Notes To The Financial Statements for the year ended 31 December 2002

7 Directors' Remuneration

	Group		Company	
	2002 RM	2001 RM	2002 RM	2001 RM
Directors of The Company				
Non-Executive Directors:				
- Fees	165,750	130,000	165,750	130,000
- Other Emoluments	24,328	170,785	24,328	170,785
	190,078	300,785	190,078	300,785
Executive Directors:				
- Fees	36,750	34,000	36,750	25,000
- Other Emoluments	363,423	78,000	363,423	78,000
	400,173	112,000	400,173	103,000
Directors of Subsidiaries:				
Non-Executive Directors:				
- Fees	184,000	193,000	-	-
Total	774,251	605,785	590,251	403,785

8 Tax

	Group		Company	
	2002 RM	2001 RM	2002 RM	2001 RM
Malaysian Income Tax				
- Current Year	5,588,520	3,430,668	2,129,100	735,000
- (Over)/Under Provision In Prior Years	(17,266)	1,337,904	-	1,186,290
	5,571,254	4,768,572	2,129,100	1,921,290

The effective tax rate of the Group was lower than the statutory rate due to the utilisation of unabsorbed capital allowance of RM13,604,000. This has resulted in a tax saving of RM3,809,120.

The effective tax rate of the Company was higher than the statutory rate because certain expenses were not deductible for tax purposes.

Notes To The Financial Statements for the year ended 31 December 2002

9 Earnings Per Share

(a) Basic Earnings Per Share

Basic earnings per share of the Group are calculated by dividing the net profit for the year by the weighted average number of ordinary shares in issue during the year.

	2002	2001
Net Profit For The Year (RM)	24,586,635	6,857,741
Weighted Average Number of Ordinary Shares In Issue	61,862,200	61,600,000
Basic Earnings Per Share (sen)	39.74	11.13

(b) Diluted Earnings Per Share

For the diluted earnings per share calculation, the weighted average number of ordinary shares in issue is adjusted to assume conversion of all dilutive potential ordinary shares. The Company has one category of dilutive potential ordinary shares: share options granted to employees.

In respect of share options granted to employees, a calculation is done to determine the number of shares that could have been acquired at market price (determined as the average annual share price of the Company's shares) based on the monetary value of the subscription rights attached to outstanding share options. This calculation serves to determine the "bonus" element to the ordinary shares outstanding for the purpose of computing the dilution. No adjustment is made to the net profit for the year for the share options calculation.

	2002	2001
Weighted Average Number of Ordinary Shares In Issue	61,862,200	-
Adjustment For Share Options	514,506	-
Weighted Average Number of Ordinary Shares For Diluted Earnings Per Share	62,376,706	-
Diluted Earnings Per Share (sen)	39.42	-

10 Dividends

Dividends paid, declared or proposed for year ended 31 December 2002 are as follows:

Group and Company				
	31.12.2002		31.12.2001	
	Gross Dividend Per Share Sen	Amount of Dividend Net of Tax RM	Gross Dividend Per Share Sen	Amount of Dividend Net of Tax RM
Interim Dividend Declared	5	2,254,284	-	-
Proposed				
- Final Dividend	5	2,254,284	5	2,217,600
- Special Dividend	5	3,130,950	-	-
	15	7,639,518	5	2,217,600

Interim dividend declared by the Company was in respect of the year ended 31 December 2002, which was paid on 24 January 2003.

At the forthcoming Annual General Meeting of the Company, a final gross dividend of 5 sen per share less income tax and 5 sen per share of a special tax exempt dividend on 62,619,000 ordinary share for the year ended 31 December 2002 amounting to RM2,254,284 and RM3,130,950, respectively, which are proposed for shareholders' approval. These financial statements do not reflect this final dividend, which will be accrued as a liability in the year ending 31 December 2003 when approved by shareholders.

Notes To The Financial Statements for the year ended 31 December 2002

11 Property, Plant and Equipment

Group	Long Term Leasehold Land RM	Immature and Mature Plantations RM	Buildings RM	Plant and Machinery RM	Motor Vehicles, Furniture, Fixtures and Equipment RM	Total RM
Net Book Value						
At 1 January 2001	151,636,965	129,643,487	4,859,769	789,376	5,490,293	292,419,890
Additions	-	3,311,515	59,453	77,546	674,653	4,123,167
Disposals	-	-	-	-	(35,504)	(35,504)
Written Off	-	-	-	(12)	(9,800)	(9,812)
Reclassifications	-	(1,860)	(47,893)	210,712	(160,959)	-
Translation Differences	-	(2,771,905)	(28,180)	(12,038)	(180,665)	(2,992,788)
Deconsolidation/ Disposal of Subsidiaries	-	(15,483,741)	(144,408)	(50,202)	(926,446)	(16,604,797)
Depreciation Charge	(1,837,283)	-	(970,094)	(273,919)	(1,339,187)	(4,420,483)
Net Book Value						
At 31 December 2001	149,799,682	114,697,496	3,728,647	741,463	3,512,385	272,479,673
Additions	-	270,482	19,987	108,384	246,276	645,129
Disposals	-	-	(2,474)	(441)	(11,818)	(14,733)
Written Off	-	-	-	-	(2,019)	(2,019)
Reclassifications	-	16,505	(102,816)	425,775	(344,146)	(4,682)
Depreciation Charge	(1,837,283)	-	(756,620)	(256,125)	(1,130,533)	(3,980,561)
Net Book Value						
At 31 December 2002	147,962,399	114,984,483	2,886,724	1,019,056	2,270,145	269,122,807
At 31 December 2001						
Cost	-	3,333,635	10,740,508	2,983,925	11,082,481	28,140,549
Valuation	172,357,000	111,363,861	-	-	-	283,720,861
Accumulated Depreciation	(22,557,318)	-	(7,011,861)	(2,242,462)	(7,570,096)	(39,381,737)
Net Book Value	149,799,682	114,697,496	3,728,647	741,463	3,512,385	272,479,673
At 31 December 2002						
Cost	-	17,915,459	10,456,530	3,504,260	10,682,460	42,558,709
Valuation	172,357,000	97,069,024	-	-	-	269,426,024
Accumulated Depreciation	(24,394,601)	-	(7,569,806)	(2,485,204)	(8,412,315)	(42,861,926)
Net Book Value	147,962,399	114,984,483	2,886,724	1,019,056	2,270,145	269,122,807

Notes To The Financial Statements for the year ended 31 December 2002

Company	Long Term Leasehold Land RM	Immature and Mature Plantations RM	Buildings RM	Plant and Machinery RM	Motor Vehicles, Furniture, Fixtures and Equipment RM	Total RM
Net Book Value						
At 1 January 2001	33,226,100	18,441,585	688,058	48,131	822,946	53,226,820
Additions	-	456,391	50,453	3	384,213	891,060
Written Off	-	-	-	(9)	(31)	(40)
Reclassifications	-	-	15,576	4,101	(19,677)	-
Depreciation Charge	(420,080)	-	(162,579)	(34,812)	(255,386)	(872,857)
Net Book Value						
At 31 December 2001	32,806,020	18,897,976	591,508	17,414	932,065	53,244,983
Additions	-	121,391	9,347	55,689	188,444	374,871
Written Off	-	-	-	-	(4)	(4)
Reclassifications	-	16,673	2,076	342,881	(361,630)	-
Depreciation charge	(420,080)	-	(130,700)	(37,865)	(199,992)	(788,637)
Net Book Value						
At 31 December 2002	32,385,940	19,036,040	472,231	378,119	558,883	52,831,213
At 31 December 2001						
Cost	-	4,603,139	2,644,361	974,431	3,620,296	11,842,227
Valuation	39,249,000	14,294,837	-	-	-	53,543,837
Accumulated Depreciation	(6,442,980)	-	(2,052,853)	(957,017)	(2,688,231)	(12,141,081)
Net Book Value	32,806,020	18,897,976	591,508	17,414	932,065	53,244,983
At 31 December 2002						
Cost	-	19,036,040	2,737,317	1,373,468	3,306,581	26,453,406
Valuation	39,249,000	-	-	-	-	39,249,000
Accumulated Depreciation	(6,863,060)	-	(2,265,086)	(995,349)	(2,747,698)	(12,871,193)
Net Book Value	32,385,940	19,036,040	472,231	378,119	558,883	52,831,213

Notes To The Financial Statements for the year ended 31 December 2002

Details of independent professional valuation of long term leasehold, mature and immature plantations owned by the Group at 31 December 2002 are as follows:

Year of Valuation	Description of Property	Amount RM	Basis of Valuation
1990	Long term leasehold land, mature and immature plantations	74,995,601	Open Market Value
1995	Long term leasehold land, mature and immature plantations	102,402,923	Open Market Value
2000	Long term leasehold land, mature and immature plantations	230,177,024	Open Market Value

Net book value of revalued long term leasehold land, mature and immature plantations, had these assets been carried at cost less accumulated depreciation is not disclosed due to absence of historical records.

12 Subsidiaries

	Company	
	2002 RM	2001 RM
Unquoted Shares, At Cost	28,199,347	28,199,347
Allowance For Diminution In Value	(299,999)	(299,999)
	27,899,348	27,899,348

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The Company holds the shares of all subsidiaries directly and indirectly. Details of the subsidiaries are as follows:

Effective Interest of Equity Held By:						
Name of Company	Country of Incorporation	Company		Subsidiary		Principal Activities
		2002 %	2001 %	2002 %	2001 %	
Dawn Oil Palm Plantations Sdn. Bhd.	Malaysia	100	100	-	-	Oil Palm Plantations
B.S. Oil Palm Plantations Sdn. Bhd.	Malaysia	100	100	-	-	Oil Palm Plantations
Kampung Aur Oil Palm Company (Sdn.) Berhad	Malaysia	83	83	-	-	Oil Palm Plantations
* Madah Perkasa Sdn. Bhd.	Malaysia	-	-	83	83	Oil Palm Plantations
Inai Prisma Sdn. Bhd.	Malaysia	100	100	-	-	Plantation Advisory
Gem Asia Sdn. Bhd.	Malaysia	100	100	-	-	Ceased Operation

* **Subsidiary of Kampung Aur Oil Palm Company (Sdn.) Berhad.**

Notes To The Financial Statements for the year ended 31 December 2002

13 Associates

	Group		Company	
	2002 RM	2001 RM	2002 RM	2001 RM
Unquoted Shares, At Cost	16,330,624	16,330,624	8,500,000	8,500,000
Group's Share of Post Acquisition Reserves	23,171,319	18,012,308	-	-
	39,501,943	34,342,932	8,500,000	8,500,000
Represented By :				
Share of Net Assets	38,126,280	32,862,917		
Goodwill On Acquisition	1,375,663	1,480,015		
	39,501,943	34,342,932		

The details of the associates are as follows:

Effective Interest of Equity Held By:						
Name of Company	Country of Incorporation	Company		Subsidiary		Principal Activities
		2002	2001	2002	2001	
		%	%	%	%	
* Prosper Palm Oil Mill Sdn. Bhd.	Malaysia	-	-	#25.5	#25.5	Palm Oil Mill
Kilang Kosfarm Sdn. Bhd.	Malaysia	29.0	29.0	-	-	Palm Oil Mill
* Business & Budget Hotel (Kuantan) Sdn. Bhd.	Malaysia	35.0	35.0	-	-	Hotelier

Equity is held indirectly through the subsidiaries. * Audited by other firms of auditors.

14 Unquoted Investments, At Cost

	Group		Company	
	2002 RM	2001 RM	2002 RM	2001 RM
Unquoted Investment, At Cost	1,170,000	1,170,000	1,170,000	1,170,000
Unconsolidated Subsidiary	1,129,075	1,129,075	-	-
	2,299,075	2,299,075	1,170,000	1,170,000

Since the year ended 31 December 2001, the results of the operations and net assets of the subsidiary, Inai Prisma Sdn. Bhd. (IPSB), was not consolidated with that of the Company because IPSB was placed under winding up order by High Court of Malaya, Kuantan, Pahang Darul Makmur. However the Company has filed Appeal Notice to the Court of Appeals, Kuala Lumpur and the hearing date is yet to be fixed by the Honourable Court.

Group accordingly lost management control over the affairs of IPSB, which was principally involved in plantation advisory. The cost of investment in IPSB was stated at its carrying amount thereafter, after it ceased operations in 2001.

Notes To The Financial Statements for the year ended 31 December 2002

15 Receivables, Deposits and Prepayments

	Group		Company	
	2002 RM	2001 RM	2002 RM	2001 RM
Trade Receivables	4,541,698	1,447,304	26,723	174,544
Other Receivables	57,143,129	57,917,255	55,967,150	56,196,701
Allowance For Doubtful Debts	(239,829)	(283,938)	(89,543)	(89,543)
	56,903,300	57,633,317	55,877,607	56,107,158
Amounts Due From Associates	2,055,850	1,709,918	2,055,850	1,256,553
Amounts Due From Subsidiaries	1,417,665	1,384,914	3,328,552	6,123,148
Allowance For Doubtful Debts	-	-	(434,889)	-
	1,417,665	1,384,914	2,893,663	6,123,148
	64,918,513	62,175,453	60,853,843	63,661,403

Included in other receivables of the Group and Company are the following:

- Amounts due from its corporate shareholder, Perbadanan Kemajuan Negeri Pahang (PKNP) and Pascorp Holdings Sdn. Bhd., a wholly owned subsidiary of PKNP, amounting to RM39,796,559 (2001: RM39,796,559), being deposits plus interest accrued (from year 1998 to 2000) pursuant to the call option agreements relating to the purchases of land and equity interest, and proceeds from disposal of investment in PT Berkas Sawit Sejati resulting from the rescission of Novation Agreement and Supplemental Novation Agreement with PKNP and PT Berkas Sawit Sentosa.
- Amount due from PT Berkas Sawit Sejati being advance given for working capital amounting to RM11,652,772 (2001: RM11,652,772).
- Deposit paid to its corporate shareholder amounting to RM4,000,000 (2001: RM4,000,000) in relation to the acquisition of an agriculture land.

The amounts due from subsidiaries are unsecured, free of interest and with no fixed terms of repayment.

The amounts due from associates are in respect of trading and repayable within the normal credit period.

The currency exposure profile of receivables including amounts due from associates & subsidiaries are in Ringgit Malaysia.

Credit term of trade receivables to the Group and Company is 30 days.

Notes To The Financial Statements for the year ended 31 December 2002

16 Cash and Cash Equivalents

	Group		Company	
	2002 RM	2001 RM	2002 RM	2001 RM
Deposits With Licensed Banks	1,219,068	1,194,139	1,204,068	1,194,139
Deposit With Licensed Finance Companies	845,000	860,000	600,000	600,000
Bank and Cash Balances	13,109,892	2,065,156	4,943,295	971,594
Deposits, Bank and Cash Balances	15,173,960	4,119,295	6,747,363	2,765,733
Bank Overdrafts (unsecured)	-	(5,023,243)	-	(5,023,243)
	15,173,960	(903,948)	6,747,363	(2,257,510)

The currency exposure profile of the deposits, bank and cash balance are in Ringgit Malaysia.

The weighted average interest rates of deposits, bank and cash balances that were effective at the end of the year were as follows:

	Group and Company 2002 %
Deposits With Licensed Banks	3.2
Deposits With Licensed Finance Companies	3.2

As at 31 December 2002, deposits of the Group and Company have a maturity period of 30 to 90 days. Bank balances are deposits held at call with banks.

17 Payables

	Group		Company	
	2002 RM	2001 RM	2002 RM	2001 RM
Trade Payables	1,529,821	2,410,364	588,514	1,154,100
Other Payables	2,322,170	2,654,874	1,222,119	1,560,165
Amount Due To Related Company	2,230,334	2,351,486	-	-
Amounts Due To Subsidiaries	-	-	49,340,886	43,762,618
	6,082,325	7,416,724	51,151,519	46,476,883

The currency exposure profile of payables are in Ringgit Malaysia.

Credit terms of trade payables to the Group and Company ranges from 30 to 90 days.

The amounts due to subsidiaries are unsecured, interest free and with no fixed terms of repayment.

Notes To The Financial Statements for the year ended 31 December 2002

18 Borrowings (Interest Bearing)

	Group		Company	
	2002 RM	2001 RM	2002 RM	2001 RM
Current				
Short Term Borrowings (unsecured)	3,912,600	5,750,000	3,912,600	5,750,000
Term Loans (unsecured)	1,020,000	1,020,000	1,020,000	1,020,000
	4,932,600	6,770,000	4,932,600	6,770,000
Non Current				
Term Loans (unsecured)	2,365,000	3,385,000	2,365,000	3,385,000
	7,297,600	10,155,000	7,297,600	10,155,000
Total				
Short Term Borrowings (unsecured)	3,912,600	5,750,000	3,912,600	5,750,000
Term Loans (unsecured)	3,385,000	4,405,000	3,385,000	4,405,000
	7,297,600	10,155,000	7,297,600	10,155,000

The term loans are repayable by sixty (60) monthly instalments of RM85,000 each commencing on June 2001.

The currency exposure profile of borrowings are in Ringgit Malaysia.

The weighted average interest rate at year end is as follows:

	Group and Company 2002 %
Short Term Borrowings	5.25
Term Loans	7.65

19 Share Capital

	Group and Company	
	2002 RM	2001 RM
Authorised Ordinary Shares of RM1 Each		
At Start and End of Year	500,000,000	500,000,000
Issued and Fully Paid Ordinary Shares of RM1 Each		
At 1 January	61,600,000	56,000,000
Issued During The Year		
- Bonus Issue	-	5,600,000
- Exercise of Share Option	1,019,000	-
At 31 December 2002	62,619,000	61,600,000

Notes To The Financial Statements for the year ended 31 December 2002

Employee Share Option Scheme

The Company implemented an Employee Share Option Scheme (ESOS) which is governed by the by-laws, which were approved by the shareholders on 29 November 2001 and implemented on 30 April 2002.

The main features of the ESOS are as follows:

- Eligible persons are employees of the Group who have been confirmed in the employment of the Group and have served for at least one year before the date of the offer. The eligibility for participation in the ESOS shall be at the discretion of the ESOS Committee appointed by the Board of Directors.
- The total number of shares to be offered shall not exceed in aggregate 10% of the issued share capital of the Company at any point of time during the tenure of the ESOS, which shall be in force for a period of five years from the date of the receipt of the last requisite approvals.
- The Option price shall be the weighted average market price of the shares (calculated as the average of the highest and lowest price of the shares transacted) as shown in the Daily Official List issued by the KLSE for the five (5) market days immediately preceding the Date of Offer, subject to a discount of not more than ten per cent (10%) which the Company may at its discretion decide to give, or the par value of the shares of the Company of RM1, whichever is higher.
- No option shall be granted for less than 1,000 shares no more than maximum allowable allotment of shares to any eligible employee, provided the number shall be in multiples of 1,000 shares.
- An option granted under the ESOS shall be capable of being exercised by the grantee by notice in writing to the Company before the expiry of five years from the date of the offer or such shorter period as may be specified in such offer.
- The Options granted may be exercised by virtue of the By-Laws 7.3 as follows:

Number of Options Granted And Unexercised As At 31 December 2002	Percentage of The Options Exercisable				
	2003 %	2004 %	2005 %	2006 %	2007 %
572,000	100				
1,290,000	40	30	30		
1,685,000	20	20	20	20	20
3,547,000					

- The persons to whom the Options have been granted have no right to participate by virtue of the Options in any share issue of any other company.

The movements during the year in the number of options over the shares of the Company are as follows:

	RM
At 1 January 2002	-
Granted During The Year	4,626,000
Lapsed	(45,000)
Resigned	(15,000)
Exercised	(1,019,000)
As At 31 December 2002	3,547,000

Notes To The Financial Statements for the year ended 31 December 2002

20 Share Premium

	Group		Company	
	2002 RM	2001 RM	2002 RM	2001 RM
At 1 January	3,130,130	3,130,130	79,404	79,404
Exercise of Share Option	1,059,760	-	1,059,760	-
At 31 December	4,189,890	3,130,130	1,139,164	79,404

21 Capital Reserve

Capital reserve represents the fluctuation in the valuations of its breeding stocks due to the increase and decrease in the quantity of the livestock at its market value.

	Group		Company	
	2002 RM	2001 RM	2002 RM	2001 RM
At 1 January	329,641	14,584	1,984	1,984
Transfer From/(To) Breeding Stock	(26,161)	315,057	4,033	-
At 31 December	303,480	329,641	6,017	1,984

22 Revaluation Reserve

	Group		Company	
	2002 RM	2001 RM	2002 RM	2001 RM
Undistributable				
- Leasehold Land And Oil Palm Plantations	124,485,419	124,485,419	8,451,388	8,451,388
The movement of reserve was as follows :				
At Start And End of Year	124,485,419	124,485,419	8,451,388	8,451,388

23 Retained Earnings

Subject to confirmation by the Inland Revenue Board, as at 31 December 2002, the Company has a tax exempt account of approximately RM10,632,000 (2001: RM10,632,000) for the payment of tax exempt dividends.

The Company has sufficient tax credit under Section 108 of the Income Tax Act, 1967 to frank the payment of net dividend of approximately RM16,024,000 (2001: RM13,350,000). There will be a shortfall of tax credit of approximately RM1,048,000 (2001: RM1,188,000) should the balance of the retained earnings be paid out as net dividend.

Notes To The Financial Statements for the year ended 31 December 2002

24 Prior Year Adjustment

During the year, the Group and Company have changed its accounting policies which has been accounted for retrospectively as follows:

- Amortisation of long term leasehold land in compliance with the MASB 15 - Property, plant and equipment. This change in policy has effect on the accounting treatment for amortisation. In previous years, long term leasehold land is amortised when the remaining leasehold period is 50 years and below. The Group and Company has now changed this accounting policy to amortise the long term leasehold land in equal instalments over the period of the leases.
- Provision for replanting expenditure has been adjusted in compliance with the MASB Standard 20 "Provisions, Contingent Liabilities and Contingent Assets". In previous years, a provision for replanting is set aside each year based on the replanting schedule of each estate at the estimated cost of replanting of RM5,870 per hectare. All expenses incurred is charged to this provision account. This change in policy has resulted in the writing back of all the provision with retrospective effect.

The effects of the changes in the accounting policies on the Group and Company's financial statements are as follows:

	As Previously Reported DR/(CR) RM	Effect of Change In Policy DR/(CR) RM	As Restated DR/(CR) RM
Group			
At 1 January 2001			
Provision For Replanting Expenditure	(23,312,805)	23,312,805	-
Proposed Dividend	(2,016,000)	2,016,000	-
Net Book Value of Property, Plant and Equipment	313,139,925	(20,720,035)	292,241,890
Retained Earnings	(139,645,587)	(4,608,770)	(144,254,357)
At 1 January 2002			
Provision For Replanting Expenditure	(22,502,368)	22,502,368	-
Net Book Value of Property, Plant and Equipment	295,036,991	(22,557,318)	272,479,673
Retained Earnings	(141,462,443)	(54,950)	(141,407,493)
Company			
At 1 January 2001			
Provision For Replanting Expenditure	(9,680,442)	9,680,442	-
Proposed Dividend	(2,016,000)	2,016,000	-
Net Book Value of Property, Plant and Equipment	59,249,720	(6,022,900)	53,226,820
Retained Earnings	(29,268,414)	(5,673,542)	(34,941,956)
At 1 January 2002			
Provision For Replanting Expenditure	(9,553,022)	9,553,022	-
Net Book Value of property, Plant and Equipment	59,687,963	(6,442,980)	53,244,983
Retained Earnings	(23,929,412)	(3,110,442)	(27,039,454)

Notes To The Financial Statements for the year ended 31 December 2002

25 Segmental Information

No segmental reporting has been prepared as the Group activities are predominantly in plantation activities which are substantially carried out in Malaysia.

26 Deferred Tax Liabilities

The following debit timing differences have not been accounted for as the Directors are of the opinion that there is no reasonable expectation of its realisation:

	Group	
	2002 RM	2001 RM
Excess of Depreciation Over Capital Allowances	1,336,000	2,088,000
Unabsorbed Tax Losses Carried Forward	(7,894,000)	(7,894,000)
Unabsorbed Capital Allowance Carried Forward	(27,239,000)	(40,337,000)
	(33,797,000)	(46,143,000)
Movement:		
At Start of Year	(46,143,000)	(46,121,000)
Movement During The Year	12,346,000	(22,000)
At End of Year	(33,797,000)	(46,143,000)

The tax effects of these debit timing differences are as follows:

	2002 RM	2001 RM
Movement:		
Net Timing Differences		
At Start of Year	(12,920,040)	(12,913,880)
Movement During The Year	3,456,880	(6,160)
At End of Year	(9,463,160)	(12,920,040)

The unabsorbed tax allowances carried forward is subject to agreement by the Inland Revenue Board. The benefits of this investment tax allowances carried forward will only be obtained if and when the Group and Company derives future assessable income of a nature and of an amount sufficient for this allowances to be utilised.

Notes To The Financial Statements for the year ended 31 December 2002

27 Significant Transactions With Related Parties

In addition to related party disclosure mentioned elsewhere in the financial statements, set out below are other significant related party transactions and balances. The related party transactions described below were carried out on terms and conditions attainable in transactions with unrelated parties.

Related Parties	Relationship
- Dawn Oil Palm Plantations Sdn. Bhd.	Subsidiary
- B.S. Oil Palm Plantations Sdn. Bhd.	Subsidiary
- Kampong Aur Oil Palm Company (Sdn.) Berhad	Subsidiary
- Madah Perkasa Sdn. Bhd.	Subsidiary
- Gem Asia Sdn. Bhd.	Subsidiary
- Inai Prisma Sdn. Bhd.	Subsidiary
- Kilang Kosfarm Sdn. Bhd.	Associate
- Prosper Palm Oil Mill Sdn. Bhd.	Associate
- Rompin Palm Oil Mill Sdn. Bhd.	Related Company

The significant related party transactions are as follows:

	Group		Company	
	2002 RM	2001 RM	2002 RM	2001 RM
Subsidiaries				
- Interest Income From Kampong Aur Oil Palm Company (Sdn.) Berhad	-	-	-	501,256
- Dividend Income From Kampong Aur Oil Palm Company (Sdn.) Berhad	-	-	3,893,358	-
- Plantation Consultation Fee From Inai Prisma Sdn. Bhd.	-	-	-	85,384
Related Parties				
Sales of Fresh Fruit Bunch to:				
- Prosper Palm Oil Mill Sdn. Bhd.	5,532,228	2,518,300	5,532,228	-
- Rompin Palm Oil Mill Sdn. Bhd.	19,540,411	6,393,786	-	-
- Kilang Kosfarm Sdn. Bhd.	28,358,208	21,293,931	2,722,067	2,482,230

The above transactions are carried out in the ordinary course of business of the respective companies.

The outstanding balances for related party transactions carried out during the year are as follows:

	Group		Company	
Related Parties	2002 RM	2001 RM	2002 RM	2001 RM
Receivables:				
- Prosper Palm Oil Mill Sdn. Bhd.	489,222	169,245	489,222	169,245
- Rompin Palm Oil Mill Sdn. Bhd.	3,850,954	730,254	-	-
- Kilang Kosfarm Sdn. Bhd.	2,230,649	1,540,673	1,566,628	1,087,308

Notes To The Financial Statements for the year ended 31 December 2002

28 Capital Commitments

Capital expenditure not provided for in the financial statements are as follows:

	Group		Company	
	2002 RM	2001 RM	2002 RM	2001 RM
Property, Plant and Equipment:				
- Approved And Contracted For	2,480,000	2,480,000	2,480,000	2,480,000
- Approved But Not Contracted For	6,878,957	13,982,317	4,476,958	5,867,598
	9,358,957	16,462,317	6,956,958	8,347,598

29 Comparative Figures

The comparative figures have been reclassified to conform with the current year's presentation.

	As Previously Reported DR/(CR) RM	Effect of Restatement DR/(CR) RM	As Restated DR/(CR) RM
Group			
Balance Sheet			
Retained Earnings			
As Previously Reported	(139,645,587)		
Prior Years Adjustments (Note 24)	(2,592,770)		
	(142,238,357)	367,278	(141,871,079)
Share Premium	(933,653)	(2,196,477)	(3,130,130)
Capital Reserve	(27,415,199)	27,400,615	(14,584)
Revaluation Reserve	(108,577,987)	(15,907,432)	(124,485,419)
Minority Interest	(15,538,009)	(9,663,984)	(25,201,993)

Statement By Directors Pursuant to Section 169(15) of the Companies Act, 1965

We, Dato' Kamaruddin Bin Mohammed and Nowawi Bin Abdul Rahman, two of the Directors of Far East Holdings Berhad, state that, in the opinion of the Directors, the financial statements set out on pages 79 to 105 are drawn up so as to give a true and fair view of the state of affairs of the Group and Company as at 31 December 2002 and of the results and cash flows of the Group and Company for the year ended on that date in accordance with the applicable approved accounting standards in Malaysia and the provisions of the Companies Act, 1965.

Signed on behalf of the Board of Directors in accordance with their resolution dated 28 April 2003

Dato' Kamaruddin Bin Mohammed
Chairman

Nowawi Bin Abdul Rahman
Executive Director

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Statutory Declaration Pursuant to Section 169(16) of the Companies Act, 1965

I, Asmin Binti Yahya, the Officer primarily responsible for the financial management of Far East Holdings Berhad, do solemnly and sincerely declare that the financial statements set out on pages 79 to 105 are, in my opinion, 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.

Asmin Binti Yahya

Subscribed and solemnly declared by the abovenamed Asmin Binti Yahya
At: Kuantan

On 28 April 2003
Before me:

Mohd Salleh B. Abdul Rahim (C056)
Commissioner for Oath

Report of the Auditors to the Members of Far East Holdings Berhad

1. We have audited the financial statements set out on pages 79 to 105. These financial statements are the responsibility of the Company's Directors. Our responsibility is to express an opinion on these financial statements based on our audit.
2. We conducted our audit in accordance with approved auditing standards in Malaysia. Those standards require that we plan and perform the audit to obtain reasonable assurance about whether the financial statements are free of material misstatement. An audit includes examining, on a test basis, evidence supporting the amounts and disclosures in the financial statements. An audit also includes assessing the accounting principles used and significant estimates made by the Directors, as well as evaluating the overall financial statement presentation. We believe that our audit provides a reasonable basis for our opinion.
3. In our opinion:
 - (a) The financial statements have been prepared in accordance with the provisions of the Companies Act, 1965 and the applicable approved accounting standards in Malaysia so as to give a true and fair view of:
 - (i) The matters required by Section 169 of the Companies Act, 1965 to be dealt with in the financial statements; and
 - (ii) The state of affairs of the Group and Company as at 31 December 2002 and of the results and cash flows of the Group and Company for the year ended on that date; and
 - (b) The accounting and other records and the registers required by the Act to be kept by the Company and by the subsidiaries have been properly kept in accordance with the provisions of the Act.
4. We are satisfied that the financial statements 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 consolidated financial statements and we have received satisfactory information and explanations required by us for those purposes.
5. The auditors' reports on the financial statements of the subsidiaries were not subject to any qualification and did not include any comment made under Subsection 3 of Section 174 of the Act.

PricewaterhouseCoopers

[AF:1146]

Chartered Accountants

Dato' Cheong Keap Tai

[1129/12/03 (J/PH)]

Partner of The Firm

Kuantan

28 April 2003

Harta-Harta Kumpulan Group Properties

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Laporan Tahunan

	Lokasi Location	Tempoh Tenure	Keluasan (hektar) Area (hectare)	Kegunaan Usage	Nilai Buku Bersih (RM' 000) Net Book Value (RM' 000)
1.	Ladang Sg. Seraya (Far East Holdings Berhad) Mukim Keratong Daerah Pekan Pahang Darul Makmur	Pajakan untuk tempoh sehingga 2079	841.74	Perladangan Kelapa Sawit	10,786
2.	Ladang Bukit Jin (Far East Holdings Berhad) Daerah Bera Pahang Darul Makmur	Pajakan untuk tempoh sehingga 2079	2,104.38	Perladangan Kelapa Sawit	31,965
3.	Ladang Sg. Rasau (Far East Holdings Berhad)	Pajakan untuk tempoh sehingga 2091	118.04	Tanaman Buah-buahan	8,670
4.	Ladang Kampong Aur Kampong Aur Oil Palm Company (Sdn.) Berhad Mukim Keratong Daerah Rompin Pahang Darul Makmur	Pajakan untuk sehingga tempoh 2070 2073 2074 2077 2079 2100	485.22 325.37 419.26 407.12 420.87 35.59 2,093.43	Perladangan Kelapa Sawit	34,868
	Ladang Sg. Gayung & Ladang Sg. Marung (Madah Perkasa Sdn. Bhd.)	Pajakan untuk tempoh sehingga 2095	4,481.30		104,907
5.	Ladang Dawn (Dawn Oil Palm Plantation Sdn Bhd) Mukim Keratong Daerah Rompin Pahang Darul Makmur	Pajakan untuk tempoh sehingga 2071 2072 2075 2076 2079	246.45 250.90 297.85 133.14 420.87 1,349.21	Perladangan Kelapa Sawit	41,806
	Ladang Cempaka	2096	452.60		
6.	Ladang Bukit Serok (B.S. Oil Palm Plantations Sdn. Bhd.) Mukim Keratong Daerah Rompin Pahang Darul Makmur	Pajakan untuk tempoh sehingga 2071 2075 2076 2079 2085	563.73 350.46 346.82 420.87 357.74 2,039.62	Perladangan Kelapa Sawit	29,944
Jumlah / Total			13,480.32		262,946

Struktur Pegangan Saham Pada 2 Mei 2003

Shareholdings Structure As At 2 May 2003

SENARAI TIGA PULUH (30) PEMEGANG SAHAM TERBESAR / LIST OF THIRTY (30) LARGEST SHAREHOLDERS

NO.	NAMA / NAME	PEGANGAN SAHAM SHAREHOLDINGS	%
1.	AMMB NOMINEES (TEMPATAN) SDN. BHD. A/C PROSPER TRADING SDN. BERHAD	11,396,000	17.99
2.	PERBADANAN KEMAJUAN NEGERI PAHANG	10,168,400	16.06
3.	LEMBAGA KEMAJUAN PERUSAHAAN PERTANIAN NEGERI PAHANG	6,402,000	10.11
4.	PROSPER TRADING SDN. BERHAD	6,160,000	9.73
5.	YEOH KEAN HUA	1,485,000	2.34
6.	PASDEC RESOURCES SDN. BHD.	1,230,000	1.94
7.	HIKMAT ELIT SDN. BHD.	1,206,000	1.90
8.	AFFIN-UOB NOMINEES (TEMPATAN) SDN. BHD. A/C TEE KIM TEE @ TEE CHING TEE	763,000	1.20
9.	TOH YEW KEAT	732,950	1.16
10.	AFFIN-UOB NOMINEES (TEMPATAN) SDN. BHD. A/C MAJLIS UGAMA ISLAM DAN ADAT RESAM MELAYU PAHANG	660,000	1.04
11.	AFFIN-UOB NOMINEES (TEMPATAN) SDN. BHD. A/C LIAW AH KAU	588,000	0.93
12.	AMANAH RAYA BERHAD A/C KUMPULAN MODAL BUMIPUTRA PAHANG	560,000	0.88
13.	PERBADANAN KEMAJUAN NEGERI SELANGOR	447,700	0.71
14.	BUMIPUTRA-COMMERCE NOMINEES (TEMPATAN) SDN. BHD. A/C AMANAH SAHAM PAHANG BERHAD	374,000	0.59
15.	PHUA CHEE ENG	300,000	0.47
16.	MERGEBOOM (M) SDN. BHD.	280,000	0.44
17.	YEW PENG DU	272,000	0.43
18.	FOH CHONG & SONS SDN. BHD.	262,900	0.42
19.	TEE KIM TEE @ TEE CHING TEE	242,000	0.38
20.	CIMSEC NOMINEES (TEMPATAN) SDN. BHD. A/C TEE KIM TEE @ TEE CHING TEE	238,000	0.38
21.	TAN KEH FENG	228,000	0.36
22.	AMANAH SAHAM MARA BERHAD	213,000	0.34
23.	POO AH NAI	208,000	0.33
24.	FOLLOW ME INDUSTRIES SDN. BHD.	205,700	0.32
25.	LIM HOOI TEIK	187,300	0.30
26.	LEE SAU CHOO	169,400	0.27
27.	YAP CHONG BOO	149,000	0.24
28.	SOH SIN LEONG	148,000	0.23
29.	SEETHA A/P BANKKAREE	147,000	0.23
30.	ANG LENG LENG	146,000	0.23

Struktur Pegangan Saham Pada 2 Mei 2003

Shareholdings Structure As At 2 May 2003

SENARAI PEMEGANG SAHAM UTAMA / LIST OF SUBSTANTIAL SHAREHOLDERS (5% ABOVE)

NO.	NAMA NAME	PEGANGAN SAHAM SHAREHOLDINGS	%
1.	AMMB NOMINEES (TEMPATAN) SDN. BHD. A/C PROSPER TRADING SDN. BERHAD	11,396,000	17.99
2.	PERBADANAN KEMAJUAN NEGERI PAHANG	10,168,400	16.06
3.	LEMBAGA KEMAJUAN PERUSAHAAN PERTANIAN PAHANG	6,402,000	10.11
4.	PROSPER TRADING SDN. BERHAD	6,160,000	9.73

SENARAI PEGANGAN SAHAM PENGARAH / LIST OF DIRECTORS' SHAREHOLDINGS (DIRECT)

NO.	NAMA NAME	PEGANGAN SAHAM SHAREHOLDINGS	%
1.	DATO' KAMARUDDIN BIN MOHAMMED	-	-
2.	HAJI LIAS MOHD NOOR	3,300	0.01
3.	TEE KIM TEE @ TEE CHING TEE	242,000	0.38
4.	DR. AMAD @ AHMAD BIN AMAN	-	-
5.	KAMARUDDIN BIN ABDULL RANI	-	-
6.	NOWAWI BIN ABDUL RAHMAN	-	-
7.	TEE CHENG HUA	91,000	0.14
8.	NG SAY PIN	-	-

ANALISA MENGIKUT SAIZ PEGANGAN SAHAM / ANALYSIS BY SIZE OF SHAREHOLDINGS

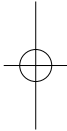
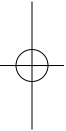
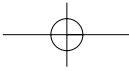
SIZE OF SHAREHOLDINGS	NO. OF SHAREHOLDERS	% OF SHAREHOLDERS	NO. OF SHARES HELD	% OF SHAREHOLDINGS
Less than 100	5	0.11	233	0.00
100 – 1,000	358	7.89	139,917	0.22
1,001 – 10,000	3,782	83.38	9,233,400	14.58
10,001 – 100,000	349	7.69	7,481,700	11.81
100,001 to less than 5%	38	0.84	12,351,350	19.50
5% and above	4	0.09	34,126,400	53.89
TOTAL	4,536	100.00	63,333,000	100.00

Struktur Pegangan Saham Pada 2 Mei 2003

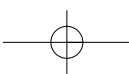
Shareholdings Structure As At 2 May 2003

3. PEMEGANG SAHAM BUMIPUTERA / BUMIPUTRA SHAREHOLDINGS BREAKDOWN

TYPE OF OWNERSHIP	SHAREHOLDERS	%	SHAREHOLDINGS	%
1. GOVERNMENT AGENCY	5	0.11	17,043,400	26.91
2. BUMIPUTRA:				
a) Individuals	192	4.23	638,950	1.01
b) Companies	38	0.84	2,524,200	3.99
c) Nominees Company	196	4.32	15,316,100	24.18
3. NON-BUMIPUTRA:				
a) Individuals	3,767	83.05	17,102,183	27.01
b) Companies	56	1.23	8,862,300	13.99
c) Nominees Company	161	3.55	772,967	1.22
MALAYSIAN TOTAL	4,415	97.33	62,260,100	98.31
4. FOREIGN:				
a) Individuals	53	1.17	446,500	0.70
b) Companies	1	0.02	4,400	0.01
c) Nominees Company	67	1.48	622,000	0.98
FOREIGN TOTAL	121	2.67	1,072,900	1.69
GRAND TOTAL	4,536	100.00	63,333,000	100.00



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Borang Proksi



Far East Holdings Berhad (14809-W)

Saya / Kami _____

yang beralamat di _____

sebagai pemegang saham/pemegang-pemegang saham FAR EAST HOLDINGS BERHAD,

dengan ini melantik _____

yang beralamat di _____

atau sebagai penggantinya _____

yang beralamat di _____

atau pengerusi mesyuarat sebagai proksi saya/kami yang akan mengundi bagi pihak saya/kami di Mesyuarat Agung Tahunan Syarikat yang ke-29 yang akan diadakan pada hari Isnin, 23 Jun 2003, jam 10.00 pagi di Meranti 2, Hyatt Regency, Kuantan Pahang Darul Makmur dan pada sebarang hari penangguhannya.

Proksi saya/kami hendaklah mengundi ke atas resolusi-resolusi seperti yang telah ditentukan dengan tanda (X) di ruang yang berkenaan di bawah ini. Sekiranya ruang ini dikembalikan tanpa apa-apa penentuan mengenai cara-cara pengundian, proksi akan mengambil tindakan yang sewajarnya untuk mengundi ataupun tidak.

Nombor Resolusi	1	2	3	4	5	6	7	8	9	10	11	12
Bersetuju												
Menentang												

Ditandatangani pada _____ 2003.

Jumlah Saham Dipegang: _____

Tandatangan _____

Di hadapan* _____

* Tandatangan di Borang Proksi yang dilaksanakan di luar Malaysia mestilah disahkan oleh seorang notary awam atau konsul.

NOTA

- Seorang ahli yang berhak dan mengundi dalam mesyuarat ini adalah berhak melantik proksi untuk hadir dan mengundi bagi pihaknya. Proksi tidak semestinya seorang ahli syarikat.
- Jika yang melantik sebuah perbadanan, borang proksi mestilah dimeteri dengan cop mohor atau ditandatangani oleh peguam atau pegawai perbadanan tersebut.
- Borang proksi ini mestilah diserahkan kepada Pendaftar Saham (Malaysian Share Registration Services Sdn. Bhd., Tingkat 7, Exchange Square, Bukit Kewangan, 50200 Kuala Lumpur, P.O. Box 13274, 50752 Kuala Lumpur) tidak lewat daripada empat puluh lapan (48) jam sebelum masa yang ditetapkan untuk mengadakan mesyuarat.

Proxy Form



Far East Holdings Berhad (14809-W)

I / We _____

of _____

being a member/members of FAR EAST HOLDINGS BERHAD,

hereby appoint _____

of _____

or failing him, the chairman of the meeting as my/our proxy to vote for me/us and on behalf at the 29th Annual General Meeting of Far East Holdings Berhad to be held on Monday, 23 June 2003, at 10.00 a.m., Meranti 2, Hyatt Regency, Kuantan Pahang Darul Makmur and at any adjournment thereof.

My/Our proxy is to vote on the resolution as indicated with (X) in the space provided. If the form is returned in the absence of specific directions as to the manner the vote is to be cast, my/our proxy will vote or abstain as he thinks fit.

Resolution Number	1	2	3	4	5	6	7	8	9	10	11	12
For												
Against												

Signed this on _____ 2003.

Total Shares Held: _____

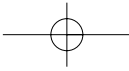
Signature _____

Witness* _____

* This signature on Proxy Form executed outside Malaysia must be attested by a notary or Consul.

NOTES

1. A member entitled to attend and vote at the meeting is entitled to appoint a proxy to attend and vote in his stead. A proxy need not to be a member of the company.
2. Where the appointment is executed by a corporation, it must be either under seal or under the hand of any attorney or officer duly authorised.
3. The instrument appointing the proxy must be deposited at the Share Registrars Office (Malaysian Share Registration Services Sdn. Bhd. Tingkat 7, Exchange Square, Bukit Kewangan, 50200 Kuala Lumpur, P.O. Box 13274, 50752 Kuala Lumpur) at least forty eight (48) hours before the time appointed for holding the meeting.



Far East Holdings Berhad (14809-W)

Suite 5, Tingkat 8,
Peti Surat 35, Kompleks Teruntum,
Jalan Mahkota, 25000 Kuantan,
Pahang Darul Makmur.

Tel: (09) 514 1936 / 1948 / 1339
Faks: (09) 513 6211
E-Mail: fareh@po.jaring.my
Laman Web: www.fehb.com.my

