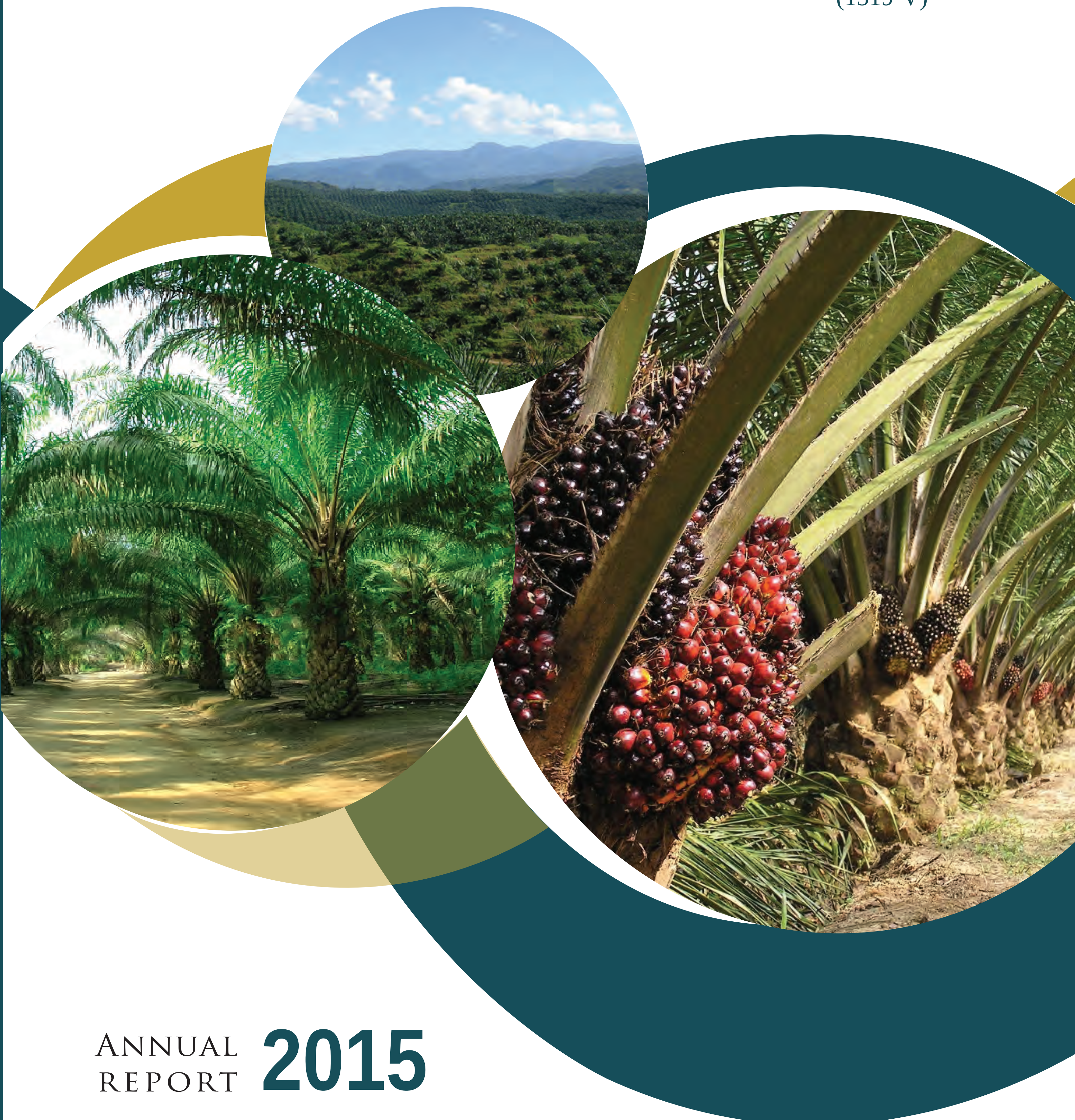
United Malacca Berhad

(1319-V)



ANNUAL REPORT **2015**

CONTENTS

NOTICE OF ANNUAL GENERAL MEETING

NOTICE IS HEREBY GIVEN THAT the 101st Annual General Meeting of the Company will be held at the United Malacca Berhad Building , 6th Floor, No. 61, Jalan Melaka Raya 8, Taman Melaka Raya, 75000 Melaka on Friday, 21 August 2015 at 11.00 a.m. for the following business:-

AGENDA

ORDINARY BUSINESS

1. To receive the Directors' Report and Audited Financial Statements for the financial year ended 30 April 2015 and the Report of the Auditors thereon. **[Resolution 1]**

2. To approve the payment of Directors' fees amounting to RM80,000 per annum for Non-Executive Chairperson and RM40,000 per annum for each Non-Executive Director in respect of the financial year ending 30 April 2016 to be payable on quarterly basis in arrears. *(Please refer to Explanatory Note A)* **[Resolution 2]**

3. To re-elect the following Directors retiring by rotation in accordance with Article 118 of the Company's Articles of Association:-

   (i) Mr. Tan Jiew Hoe **[Resolution 3]**
   (ii) Dato' Tan Ang Meng **[Resolution 4]**

4. To re-appoint Messrs Ernst & Young as Auditors of the Company and to authorize the Directors to fix their remuneration. **[Resolution 5]**

SPECIAL BUSINESS

To consider and, if thought fit, to pass the following resolution with or without amendment:-

5. **ORDINARY RESOLUTION**

   Continuing In Office as Independent Non-Executive Director by Tan Sri Dato' Ahmad Bin Mohd Don

   "THAT approval be and is hereby given to Tan Sri Dato' Ahmad Bin Mohd Don who would have served as Independent Non-Executive Director of the Company for a cumulative term of nine (9) years by October 2015, to continue to act as an Independent Non-Executive Director of the Company." (Please refer to Explanatory Note B) **[Resolution 6]**

6. To transact any other business of which due notice shall have been given.

By Order of the Board

Yong Yoke Hiong (MAICSA 7021707)
Pang Poh Chen (MACS 01405)
Company Secretaries
Melaka

Date: 27 July 2015

NOTICE OF ANNUAL GENERAL MEETING (continued)

NOTES:

(1) A member of the Company entitled to attend, speak and vote at the meeting is entitled to appoint a proxy or proxies to attend, speak and vote in his stead. A proxy need not be a member of the Company. A member shall not be entitled to appoint more than two (2) proxies to attend at the same meeting. Where a member appoints two (2) proxies, the appointment shall be invalid unless he specifies the proportion of his holdings to be represented by each proxy.

(2) The right of Foreign Depositors to vote in respect of their deposited securities with Bursa Malaysia Depository Sdn. Bhd. is subject to Section 41(1)(e) and Section 41(2) of the Securities Industry (Central Depositories) Act, 1991 and Securities Industry (Central Depositories)(Foreign Ownership) Regulations, 1996. The position of Depositors in this regard will be determined based on The General Meeting Record of Depositors. Depositors whose shares exceed the prescribed limit as at the date of The General Meeting Record of Depositors may attend the above Meeting but are not entitled to vote. Consequently, a proxy appointed by a Depositor who is not entitled to vote will also not be entitled to vote at the above meeting.

(3) The instrument appointing a proxy must be deposited at the Registered Office of the Company at United Malacca Berhad Building, 6th Floor, No. 61, Jalan Melaka Raya 8, Taman Melaka Raya, 75000 Melaka not less than forty-eight hours before the time appointed for holding the Meeting or any adjournment thereof for the proxy to be valid.

(4) Only members whose names appear in the Register of Members or registered in the General Meeting Record of Depositors on or before 5.00 p.m. on 14 August 2015 shall be eligible to attend the Annual General Meeting.

EXPLANATORY NOTE A RELATING TO RESOLUTION NO.2

Resolution 2, if passed, will allow the Company to pay Directors' fees in a timely manner on a quarterly basis in arrears, for services rendered during the course of the financial year ending 30 April 2016. The quantum of fees payable will be based on the existing remuneration structure for directors.

EXPLANATORY NOTE B RELATING TO RESOLUTION NO.6

The Board of Directors had via the Nomination Comittee conducted an annual performance evaluation and assessment of Tan Sri Dato' Ahmad Bin Mohd Don, who would have served as Independent Non-Executive Director for a cumulative term of nine (9) years by October 2015 and recommend him to continue to act Independent Non-Executive Director on the ground that he is able to bring independent and objective judgement to the Board deliberations and his position in the Board has not been compromised by his familiarity and long relationship with other Board Members.

STATEMENT ACCOMPANYING NOTICE OF 101ST ANNUAL GENERAL MEETING

PURSUANT TO PARAGRAPH 8.27(2), APPENDIX 8A OF THE BURSA MALAYSIA SECURITIES BERHAD'S MAIN MARKET LISTING REQUIREMENTS

The Directors who are standing for re-election are as follows:-

(1) Mr. Tan Jiew Hoe
(2) Dato' Tan Ang Meng

Further details of individual Directors standing for re-election can be found in the Profile of Directors on pages 8 and 10 of this Annual Report. The holding of shares, direct or indirect in United Malacca Berhad by the Directors can be found in the Analysis of Shareholdings on page 161 of this Annual Report. The Directors do not have any interest in shares, direct or indirect in the subsidiaries of United Malacca Berhad.

The Director, Tan Sri Dato' Ahmad Bin Mohd Don is seeking for continuation as Independent Non-Executive Director and his profile can be found on page 7 of this Annual Report.

The details of Directors' attendance at Board Meetings held during the financial year ended 30 April 2015 are as follows:-

Directors	Attendance
Ms. Tan Siok Choo	7 of 7 Meetings
Datuk Boon Weng Siew (Retired on 22 August 2014)	1 of 1 Meeting
Tan Sri Dato' Ahmad Bin Mohd Don	7 of 7 Meetings
Mr. Tan Jiew Hoe	6 of 7 Meetings
Mr. Teo Leng	7 of 7 Meetings
Dato' Tan Ang Meng	7 of 7 Meetings

GROUP HIGHLIGHTS

	2015	2014
PRODUCTION		
	tonne	**tonne**
Crude palm oil	**70,850**	76,455
Palm kernel	**17,270**	19,221
Fresh fruit bunches	**341,200**	333,703
FINANCIAL		
	RM'000	**RM'000**
Revenue	**213,152**	244,347
Profit:		
Before tax	**58,437**	84,097
Net of tax	**47,184**	70,198 *
	sen	**sen**
Earnings per share:		
Basic/Diluted	**22.77**	34.13 *
Dividend per share:		
Gross/Net	**16.00**	26.00
	RM'000	**RM'000**
Total assets	**1,814,298**	1,810,827
	RM	**RM**
Net assets per share	**8.09**	8.12 *

* *Restated.*

CORPORATE INFORMATION

BOARD OF DIRECTORS

Ms. Tan Siok Choo
(Chairperson)

Tan Sri Dato' Ahmad bin Mohd Don

Mr. Tan Jiew Hoe

Mr. Teo Leng

Dato' Tan Ang Meng

AUDIT COMMITTEE

Dato' Tan Ang Meng *
(Chairman)

Ms. Tan Siok Choo #

Tan Sri Dato' Ahmad bin Mohd Don *

Mr. Teo Leng *

* *Independent Non-Executive Director*
\# *Non-Independent Non-Executive Director*

SECRETARIES

Ms. Yong Yoke Hiong

Ms. Pang Poh Chen

AUDITORS

Ernst & Young
Level 16-1, Jaya99, Tower B
99, Jalan Tun Sri Lanang
75100 Melaka
Tel : 06-2882399
Fax : 06-2832899

DATE AND PLACE OF INCORPORATION

Incorporated on 27 April 1910 in Malaysia

SENIOR MANAGEMENT

Mr. Peter Benjamin
Chief Executive Officer

Ms. Susan Lai Swee Kee
Chief Financial Officer

Mr. Anantakrishnan A/L A.R. Nambiar
Senior Plantation Controller

Mr. Ang Awang
Plantation Controller

Mr. Chia Thim Siong
Plantation Controller

HEAD OFFICE/REGISTERED OFFICE

6th Floor, No. 61, Jalan Melaka Raya 8
Taman Melaka Raya, 75000 Melaka
P.O.Box 117, 75720 Melaka
Tel : 06-2823700
Fax : 06-2834599
E-Mail : umb@unitedmalacca.com.my
Website : www.unitedmalacca.com.my

SHARE REGISTRAR

Symphony Share Registrars Sdn. Bhd.
Level 6, Symphony House
Block D13, Pusat Dagangan Dana 1
Jalan PJU 1A/46, 47301
Petaling Jaya, Selangor
Tel : 03-78418000
Fax : 03-78418008

STOCK EXCHANGE LISTING

Bursa Malaysia Securities Berhad
Sector : Plantation
Stock Short Name : UMCCA
Stock Code : 2593

PROFILE OF DIRECTORS

MS. TAN SIOK CHOO
(Chairperson & Non-Independent Non-Executive Director)

A Malaysian, Ms Tan Siok Choo, aged 63, is the Chairperson. She joined the Board on 8 December 1988 and was unanimously elected by the Directors as Chairperson in July 2011. She had been an Independent Non-Executive Director until she was re-designated as Non-Independent Non-Executive Director on 17 July 2014. She is also a member of the Audit Committee, Remuneration Committee, Board Tender Committee, United Malacca University Scholarship Committee and Diversification & Strategic Investment Committee. She is also a director of several subsidiaries of the Group.

She holds a Bachelor of Law degree from the University of Bristol, U.K. and was admitted as a Barrister at Lincoln's Inn, London in 1976 and to the Malaysian Bar in 1977.

She has had a varied career in corporate finance, stockbroking, executive search and journalism. She was head of Corporate Finance in Southern Bank Berhad, worked as an investment analyst for Rashid Hussain Securities as well as Morgan Grenfell Asia & Partners' Securities, did a short stint with the world's largest executive search firm, Korn Ferry International, and was a journalist with Business Times and The Sunday Star. She is currently a columnist for The Sun.

She was appointed a Visiting Fellow of the Institute of Strategic and International Studies (ISIS) Malaysia on 1st September 1998. She had served on the Board of OCBC Bank (Malaysia) Berhad and OCBC AL-AMIN Berhad until 27 July 2014. She is currently a Director of several private companies.

She is not related to any Director and/or major shareholder of United Malacca Berhad and has no personal interest in any business arrangement involving the Company. She has attended all the seven Board Meetings held during the financial year ended 30 April 2015. She has never been convicted of any offence.

TAN SRI DATO' AHMAD BIN MOHD DON
(Independent Non-Executive Director)

Tan Sri Dato' Ahmad Bin Mohd Don, aged 68 and a Malaysian was appointed as an Independent Non-Executive Director on 1 October 2006. He is the Chairman of the Remuneration Committee and Board Tender Committee as well as a member of the Audit Committee and Nomination Committee. He is also a director of several subsidiaries of the Group.

Tan Sri Dato' Ahmad graduated with a Bsc. Econ. Honours Degree from the Aberystwyth University, United Kingdom in 1969. He is a Fellow of The Institute of Chartered Accountants in England and Wales and a Member of the Malaysian Institute of Certified Public Accountants.

Tan Sri Dato' Ahmad started his career with the Corp of Accountants, Government of Malaysia between 1972 and 1973 before joining the private sector. He served as the Financial Controller between 1973 and 1980 in companies such as Syarikat Jengka Sdn. Bhd., Mansfield Berhad and Pernas Securities Sdn. Bhd. where he was also the Company Secretary. In November 1980, he joined Permodalan Nasional Berhad as the Deputy General Manager and was involved in the planning and launching of the National Unit Trust Scheme in 1981. Subsequently in April 1982, he joined Malayan Banking Berhad as General Manager, Treasury. During his service with Malayan Banking Berhad, he rose through the ranks of Senior General Manager and Board Member, then as Executive Director and in January 1991 he was appointed the Group Managing Director and Chief Executive Officer, a position which he held until 1994.

He was the Governor of Bank Negara Malaysia from May 1994 to August 1998. He is currently a Director of MAA Group Berhad, Zurich Insurance Malaysia Berhad, MAA Takaful Berhad, KAF Investment Bank Berhad, Hap Seng Plantations Holdings Berhad and Komarkcorp Berhad.

He is not related to any Director and/or major shareholder of United Malacca Berhad and has no personal interest in any business arrangement involving the Company. He has attended all the seven Board Meetings held during the financial year ended 30 April 2015. He has never been convicted of any offence.

PROFILE OF DIRECTORS (continued)

MR. TAN JIEW HOE
(Independent Non-Executive Director)

Mr. Tan Jiew Hoe, aged 68 and a Singaporean, joined the Board as Alternate Director on 9 June 1997 and was subsequently appointed as Director on 30 March 2007. He is the Chairman of the Nomination Committee and a member of the Remuneration Committee, Diversification & Strategic Investment Committee and United Malacca University Scholarship Committee.

In the year 2000, he was awarded silver medal for 10-19 years' service as a Director of Singapore Chinese Girls School by Ministry of Education.

Once again, in 2010 he was awarded a gold medal for more than 20 years of service as a Director of Singapore Chinese Girls School by Ministry of Education.

He was awarded Pingat Bakti Masyarakat (PBM) by the President of Singapore in November 2013 for his contribution for the Public Service from the National Parks Board. The award was given in recognition of his 30 years' contribution and support for plant introduction and botany publications.

He is currently a Director of several private companies in Malaysia and Singapore and also a keen plantsman and is not related to any Director and/or major shareholder of United Malacca Berhad. He has no personal interest in any business arrangement involving the Company.

He has attended six out of the seven Board Meetings held during the financial year ended 30 April 2015. He has never been convicted of any offence.

MR. TEO LENG
(Independent Non-Executive Director)

Mr. Teo Leng, aged 63 and a Malaysian, was appointed as an Independent Non-Executive Director on 1 September 2009. He is the Chairman of United Malacca University Scholarship Committee and Diversification & Strategic Investment Committee, as well as a member of the Audit Committee, Nomination Committee and Board Tender Committee. He is also director of several subsidiaries of the Group.

Mr. Teo Leng graduated with First Class Honours in Bachelor of Agriculture Science in 1976 from University of Malaya and holds a Master of Science (Soil Chemistry) from University of Wisconsin @ Madison, USA.

He joined the Malaysian Agricultural Research and Development Institute (MARDI) in 1976 as a Research Officer and began his career at EPA Management Sdn Bhd, a subsidiary of Kulim (Malaysia) Berhad, as an Agronomist in 1983, rising in ranks to the position of Director of Research and Development in January 1996 and in January 2002, he was appointed Estate Director (Malaysia), a position which he held until his retirement in April 2008. He was a Consulting Advisor (Plantations) with Kulim (Malaysia) Berhad until March 2011.

During his 28 years' career at EPA Management Sdn. Bhd., he was responsible for the full implementation of requirements pertaining to certification under Roundtable for Sustainable Palm Oil (RSPO) and also involved in the development and commercialization of Mill Integrated Waste Management System (MIWAMAS), a green technology converting empty fruit bunches and palm oil mill effluent to biocompost.

He has been an active committee member of national associations involved in oil palm, rubber and cocoa industry in various agricultural organizations. He was a past Board member of Malaysian Palm Oil Board (MPOB). He was also a Council member of Malaysian Palm Oil Association (MPOA), The Malayan Agricultural Producers Association (MAPA) and Environmental Quality Council (EQC) of Kementerian Sumber Asli & Alam Sekitar. He is currently a member of the MPOA Research and Development main committee.

He is currently an Independent Non-Executive Director of Southern Acids (M) Berhad and several private companies in Malaysia.

He is not related to any Director and/or major shareholder of United Malacca Berhad and has no personal interest in any business arrangement involving the Company. He has attended all the seven Board Meetings held during the financial year ended 30 April 2015. He has never been convicted of any offence.

DATO' TAN ANG MENG
(Independent Non-Executive Director)

Dato' Tan Ang Meng, aged 59 and a Malaysian, was appointed as an Independent Non-Executive Director on 16 December 2010. He is the Chairman of Audit Committee, as well as a member of the Remuneration Committee and Board Tender Committee.

He is a Certified Public Accountant and was admitted to the membership of the Malaysian Institute of Certified Public Accountants in 1980.

Dato' Tan started his career in 1975 with PriceWaterhouseCoopers, Kuala Lumpur in the audit division. He left the firm in 1981 to join UMW. In 1983, he joined Guinness Malaysia Berhad. Following the merger between Guinness Malaysia Berhad and Malayan Breweries (M) Sdn Bhd, he was transferred to Malayan Breweries Limited in 1991 (which later changed its name to Asia Pacific Breweries Ltd) and served within the Group until January 2001. During that period, he held various senior management positions in various regional offices in the group. His last position was that of Regional Director based in Singapore with responsibility for the brewery operations in China, Vietnam, Cambodia and Myanmar.

In 2001, he was appointed Chief Executive Officer of Fraser and Neave Holdings Berhad (F&N), a position he held until his retirement in November 2010. Dato' Tan is also a Director of Mega First Corporation Berhad and icapital.biz Berhad, both of which are listed on Bursa Malaysia. He also a director of Red Sena F&B Berhad (in members' voluntary winding up) and Red Sena Berhad.

He is not related to any Director and/or major shareholder of United Malacca Berhad and has no personal interest in any business arrangement involving the Company. He has attended all the seven Board Meetings held during the financial year ended 30 April 2015. He has never been convicted of any offence.

PROFILE OF CHIEF EXECUTIVE OFFICER

MR. PETER BENJAMIN

Peter Benjamin, aged 58 and a Malaysian is the Chief Executive Officer. He joined United Malacca Berhad on 1st May 2014. He graduated from the University of Kerala, India with a Bachelor of Science Degree (Botany).

He has working experience of 36 years in the plantation Industry holding various Senior Management positions in different companies. He has the experience in managing various crop during his career, oil palm, cocoa, forestry, sago and rubber.

Started his career as a Field Conductor with Kuala Lumpur Kepong in 1979 and in 1982 joined Boustead Estates Agency as an Assistant Manager and moved up to Estate Manager. During the period, he was involved in new plantings, managed cocoa and oil palm plantations.

In 1992 he was absorbed into Tradewinds when there was a change of management from Boustead to Tradewinds and was later transferred to Distinct Plantation Services, which was managing the MKIC group's plantations. He was appointed as the Planting Advisor/General Manager of the company.

In 2000, he joined Eminent Capital (Berjaya Group) as General Manager for the Plantation and Oil Mill.

In 2004, he decided to venture into Indonesia and worked in different companies, with PT Arara Abadi (Sinar Mas Group) as District Manager managing 42,000 Ha of forestry plantation and later promoted to Plantation Controller for 250,000 Ha.

In 2007, he decided to return to planting of oil palm and to handle the challenge of working in Papua New Guinea with the US agriculture giant Cargill.

In 2010, he returned to Indonesia as Head of Plantations for PT Ganda Group and later joined Sampoerna Agro as Chief Operating Officer for Oil Palm and other crops.

He is currently a council member in the Malaysian Palm Oil Association (MPOA) and the Malaysian Estates Owners Association (MEOA). He is also a Director on the Board of subsidiaries of United Malacca Berhad, namely, Meridian Plantations Sdn. Bhd., Syarikat Penanaman Bukit Senorang Sdn. Bhd., South-East Pahang Oil Palm Berhad, Leong Hin San Sdn. Bhd., Masjid Tanah Properties Sdn. Bhd., Melaka Pindah Properties Sdn. Bhd. and Vintage Plantations Sdn. Bhd..

He is not related to any Director or/and major shareholder of United Malacca Berhad and also has no personal interest in any business arrangement involving the company. He has never been convicted of any offence.

MANAGEMENT TEAM

MS. SUSAN LAI SWEE KEE
Chief Financial Officer

MR. ANANTAKRISHNAN A/L A.R. NAMBIAR
Senior Plantation Controller

MR. ANG AWANG
Plantation Controller

MR. CHIA THIM SIONG
Plantation Controller

CHAIRPERSON'S STATEMENT

"On behalf of the Board of Directors of United Malacca Berhad, I present the Annual Report and Audited Financial Statements of the Group and the Company for the financial year ended 30 April 2015 (FY2015)."

Financial Performance

FY2015 was a challenging year. Crude palm oil (CPO) prices were low averaging RM2,265 per tonne throughout the financial year. This was 9% lower than the preceding year's average of RM2,485 per tonne.

Output of fresh fruit bunches (FFB) in the year under review was below target. Dry weather at the beginning of 2014 and another dry spell from January to April 2015 in UMB's Sabah estates adversely affected FFB output. Consequently, United Malacca achieved a marginal increase of 2% in FFB output to 341,200 tonnes from 333,703 tonnes in the preceding year.

Group pre-tax profit decreased by 31% to RM58.44 million from RM84.10 million in the preceding year which included a gain of RM5.68 million on disposal of an associate, Niro Ceramic (M) Sdn Bhd. Excluding this gain, pretax profit for FY2015 was 25% lower than that in the preceding year

Similarly, at the Company level, pre-tax profit was 34% lower at RM44.19 million compared with RM67.29 million in the preceding year which included a gain of RM13.41 million on disposal of investment in Niro Ceramic Sdn Bhd. Excluding this one-off item, pre-tax profit was 18% lower.

United Malacca's earnings per share were 33% lower at 22.77 sen compared with 34.13 sen in the preceding year.

During the financial year under review, the Company's paid-up capital increased from RM206,503,101 to RM207,719,001 due to the issue of 1,215,900 ordinary shares under the Employee Share Option Scheme.

Dividends

The Board declared a second interim single-tier dividend of 8 sen for the financial year ended 30 April 2015 payable on 21 August 2015.

Together with the first interim single-tier dividend of 8 sen paid on 6 February 2015, the total single-tier dividend for the financial year ended 30 April 2015 is 16 sen or RM33.25 million.

For the previous financial year, United Malacca paid a total single-tier dividend of 21 sen and a special dividend of 5 sen amounting to a cumulative RM53.75 million.

United Malacca directors do not recommend any final dividend for the financial year ended 30 April 2015.

Repair of bridge in Millian-Labau Plantations, Sabah

Nursery in Millian-Labau Plantations, Sabah

Review of Operations

In the FY 30 April 2015, an additional 852 hectares of oil palms reached maturity, boosting the total matured hectares to 16,698 hectares or 74% of the total.

Both Millian-Labau and Meridian have completed planting over 8,122 Ha and 7,223 Ha respectively.

Bukit Senorang Oil Mill is currently being upgraded and the process is expected to be completed within five years at an estimated cost of RM22 million which will be financed from internal funds.

Preparations are underway for a new oil mill to be built in the Millian-Labau estate. With a capacity of 40 tonnes, the new oil mill is expected to be completed in 2016 at an estimated cost of RM57 million which will be financed from internal funds.

As a responsible employer, United Malacca provides facilities to all estate workers, including housing, child-care facilities and kindergartens. Where necessary, these facilities are in the process of being upgraded and are expected to be completed within the next five years.

Age Profile of Oil Palms

During the financial year under review, 93% of United Malacca's oil palms have yet to attain peak productivity. Of the total planted hectarage age, 53% are in prime production (8 to 15 years), 14% are on an increasing yield trend (4 to 7 years) and 26% are immature palms of less than 4 years old.

During the financial year under review, an additional 11,157 clonal and 4,090 D x P seedlings were planted in 86 hectares in Selandar Estate. Evaluation of the earlier planted clonal materials of 1,080 Calix in 7.35 Ha in Masjid Tanah Estate is continuing.

Current Year Prospects

Volatility of CPO prices from last year spilled over into the financial year under review. Other factors affecting the price of crude palm oil are the fluctuating price of oil and the depreciating Ringgit.

Going forward, El Nino, which brings high temperatures could adversely affect production of fresh fruit bunches, but may underpin the CPO price.

Hot weather has commenced in Sabah from January this year and has extended over five months. However, this has been offset by the increase in the stockpile of soy beans. In Argentina, the end of the transport and port strikes, suggests exports of soya beans from the Latin American country are likely to rise.

High CPO stocks and slower growth in major purchasing countries like China and the European Union suggest prices are likely to be flat for the current financial year.

In the long term, in tandem with the gradual recovery of the European Union and rising demand from China and India, as well as the move towards bio diesel, the outlook for palm oil is promising. Another positive factor is the higher soy target for bio-diesel announced by the US Environmental Protection Agency.

According to Oil World by 2025, demand for palm oil could hit 93 million MT compared to the current output of 62 million MT.

To ensure continued growth and sustainability of the Group's plantation activity, the Board continues to explore opportunities overseas to expand its land bank for oil palm as well as for rubber and cocoa.

Corporate Social Responsibility and Sustainability

Recognising the impact of its business activities on the community and the environment, United Malacca Berhad is committed to Corporate Social Responsibility and Sustainability. Initiatives to promote Corporate Social Responsibility include collaborating with University Putra Malaysia to carry out joint research programmes to improve the operation and management of oil palm plantations, offering scholarships to outstanding students to encourage them to study in universities agricultural science, engineering, plant biology and other fields relevant to plantation companies as well as philanthropic donations to charitable organisations.

United Malacca's research collaboration with UPM is reaching its third year and final stage. In the current financial year, the results of the various research projects will be evaluated.

United Malacca has commenced sustainability program aimed at enabling the Group's plantations and palm oil mills to be certified within the next three years. A sustainability team has been formed which reports directly to the CEO.

Through Corporate Social Responsibility and Sustainability initiatives, United Malacca hopes to enhance long term value to all stakeholder which include employees, communities where United Malacca estates are located and the environment.

United Malacca aims to fully utilize palm oil mill by-products such as Empty Fruit Bunch and Palm Oil Mill Effluent as fertilisers in the fields and is moving towards composting. Cover crops are planted as ground cover to protect the soil and minimise the risk of landslides. These initiatives are aimed at gradually reducing the use of chemical fertilizers.

To reduce the use of pesticides, beneficial plants have been grown in all estates to biologically control pests such as nettle caterpillar, bag worms and the like while barn owls are encouraged to build nests in United Malacca's estates to control the proliferation of rats.

Cultivation of beneficial plants in Millian-Labau Plantations

Mechanization

Labour is a major challenge facing the plantation industry. To reduce the intensity of labour, United Malacca has embarked on a mechanization program. Initially, collection of fresh fruit bunches will be mechanised while continuing efforts are made to further mechanise, where possible, the planting, manuring and harvesting of fresh fruit bunches.

Health and Safety

United Malacca continues to give priority to the health and safety of its employees. Continuous awareness and training are conducted to improve safety at the working place. To underscore the importance of safety and health issues, the safety health and safety team is headed by a Safety Officer who reports directly to the CEO.

Regular safety briefing for workers in Sabah estates.

Director, Dato' Tan Ang Meng and Chief Executive Officer making field visit observation in Paitan Estate, Sabah

Chairperson, Ms. Tan Siok Choo presenting gifts to children of estate workers in Meridian Plantations

Chairperson greeting participants at United Malacca Berhad Sport Carnival in Leong Hin San Estate

Acknowledgements

On behalf of the Board, I would like to thank all employees for their hard work and endeavour for the financial year ended 30 April 2015.

The Board would like to record its appreciation to Madam Leong Yok Mui, General Manager of Corporate and Administration cum Company Secretary who retired on 30 April 2015 after 28 years of service.

As in previous years, my fellow directors have willingly spent much time and offered their invaluable advice, often beyond the ambit of their statutory responsibilities in dealing with some major challenges United Malacca faced during the financial year under review.

Continuing major challenges include expanding the Group's land bank as well as sustaining profitability amid adverse weather conditions, increasing cost and scarcity of labour and lacklustre oil palm prices.

MS. TAN SIOK CHOO
Chairperson

Bagi pihak Lembaga Pengarah United Malacca Berhad, saya dengan sukacitanya membentangkan Laporan Tahunan dan Penyata Kewangan Syarikat dan Kumpulan yang telah diaudit bagi tahun kewangan berakhir 30 April 2015 (FY 2015).

Prestasi Kewangan

FY 2015 merupakan tahun yang sangat mencabar. Pada tahun kewangan semasa, harga minyak sawit mentah (MSM) adalah rendah dengan harga purata sebanyak RM 2,265 setan metrik yang 9% lebih rendah berbanding harga purata tahun sebelumnya iaitu RM 2,485 setan metrik.

Penghasilan buah tandan segar (BTS) pada tahun kewangan semasa adalah rendah dari sasaran. Musim kemarau di awal tahun 2014 serta musim kering yang bermula Januari hingga April 2015 di Estet Sabah telah menjejaskan penghasilan BTS. Akibat daripada kesan tersebut, United Malacca cuma mencapai peningkatan yang marginal sebanyak 2% dalam penghasilan BTS iaitu 341,200 tan metrik berbanding 333,703 tan metrik pada tahun sebelumnya.

Keuntungan sebelum cukai menurun sebanyak 31% kepada RM 58.44 juta berbanding RM 84.10 juta tahun sebelumnya termasuk perolehan sebanyak RM 5.68 juta melalui penjualan syarikat bersekutu, Niro Ceramic (M) Sdn Bhd. Tanpa mengambilkira perolehan tersebut, keuntungan sebelum cukai untuk FY 2015/2016 adalah 25% lebih rendah dari tahun sebelumnya.

Pada peringkat Syarikat, keuntungan sebelum cukai adalah 34% lebih rendah iaitu RM 44.19 juta berbanding RM 67.29 juta pada tahun sebelumnya termasuk perolehan sebanyak RM 13.41 juta melalui pelupusan pelaburan di Niro Ceramic (M) Sdn Bhd. Tanpa perolehan “one-off” tersebut, keuntungan sebelum cukai adalah 18% lebih rendah.

Pendapatan sesaham United Malacca Berhad menurun sebanyak 33% kepada 22.77 sen berbanding 34.13 sen tahun sebelumnya.

Pada tahun kewangan semasa, modal berbayar Syarikat meningkat daripada RM 206,503,101 kepada RM 207,719,001 disebabkan perlaksanaan sejumlah 1,215,900 saham biasa di bawah Skim Saham Pekerja.

Dividen

Lembaga Pengarah mengumumkan dividen “single-tier” interim kedua sebanyak 8 sen untuk tahun kewangan semasa berakhir 30 April 2015 yang akan dibayar pada 21 Ogos 2015.

Bersama-sama dengan dividen “single-tier” interim pertama sebanyak 8 sen yang telah dibayar pada 6 Februari 2015, jumlah dividen “single-tier” untuk tahun kewangan berakhir 30 April 2015 adalah 16 sen atau RM 33.25 juta.

Pada tahun kewangan sebelumnya, United Malacca membayar jumlah dividen “single-tier” sebanyak 21 sen dan dividen istimewa sebanyak 5 sen dengan jumlah keseluruhan RM 53.75 juta.

Lembaga Pengarah United Malacca tidak mencadangkan dividen akhir untuk tahun kewangan berakhir 30 April 2015.

Penilaian Operasi

Pada tahun kewangan berakhir 30 April 2015, penambahan 852 hektar kawasan penanaman kelapa sawit matang akan meningkatkan kawasan kelapa sawit matang kepada 16,698 hektar atau 74% daripada keseluruhan kawasan penanaman. Kedua-dua Millian-Labau dan Meridian telah menyelesaikan aktiviti penanaman di kawasan seluas 8,122 hektar dan 7,223 hektar. Kilang Sawit Bukit Senorang sedang dinaiktaraf dan dijangka akan siap dalam tempoh 5 tahun dengan anggaran kos sebanyak RM 22 juta melalui pembiayaan dalaman.

Perancangan masih berjalan untuk pembinaan sebuah kilang sawit baru di Estate Millian-Labau dengan keupayaan kapasiti 40 tan yang dijangka siap pada 2016 dengan anggaran kos sebanyak RM 57 juta melalui pembiayaan dalaman.

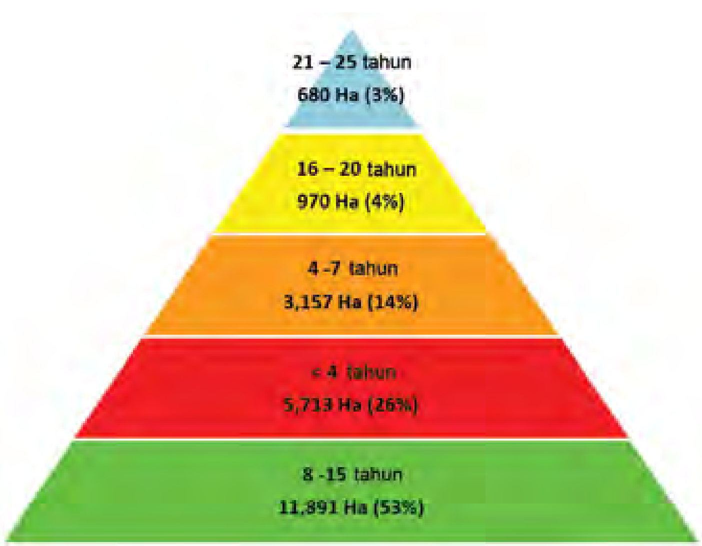
PENYATA PENGERUSI (sambungan)

Sebagai majikan yang bertanggungjawab, United Malacca menyediakan kemudahan kepada semua pekerja estet termasuk rumah, pusat penjagaan kanak-kanak dan tadika. Semua kemudahan ini akan dinaiktaraf dan diperbaiki di mana perlu, serta dijangka akan selesai dalam jangkamasa 5 tahun akan datang.

Profil Usia Pokok Kelapa Sawit

Pada tahun kewangan semasa, 93% daripada penanaman kelapa sawit United Malacca masih belum mencapai kemuncak produktiviti. Daripada jumlah keseluruhan hektar penanaman, 53% adalah pada peringkat pengeluaran utama (8 – 15 tahun), 14% pada peringkat peningkatan pengeluaran hasil (4 – 7 tahun) dan 26% pada peringkat pra-matang yang berumur kurang dari 4 tahun.

Pada tahun kewangan semasa, 11,157 klon dan 4,090 anak benih D x P tambahan telah ditanam di kawasan seluas 86 hektar di Estet Selandar. Sehingga kini, perkembangan anak benih klon sebanyak 1,080 Calix yang ditanam di kawasan seluas 7.35 hektar di Estate Masjid Tanah masih dalam pemantauan.



Prospek Tahun Semasa

Ketidaktentuan harga MSM dari tahun sebelum telah berterusan ke tahun semasa sedang dipantau. Harga MSM juga dipengaruhi oleh harga minyak mentah dan penurunan nilai Ringgit. Sementara itu, El-Nino yang membawa peningkatan suhu akan menjejaskan penghasilan BTS serta mempengaruhi harga MSM. Cuaca panas bermula di Sabah pada Januari tahun ini dan berlanjutan selama 5 bulan. Walaubagaimanapun, perkara di atas telah diatasi dengan peningkatan stok kacang soya. Di Argentina, eksport kacang soya dari negara-negara Latin Amerika dijangka akan meningkat kesan dari penamatan mogok pelabuhan dan jalanan.

Pada tahun semasa, harga MSM dijangka tidak banyak berubah memandangkan peningkatan stok MSM dan pertumbuhan yang perlahan dikebanyakkan negara pembeli seperti Negara China dan Kesatuan Eropah.

Dalam jangkamasa panjang, bersesuaian dengan peningkatan yang sederhana daripada Kesatuan Eropah dan peningkatan permintaan dari Negara China and India, serta untuk penggunaan bio-diesel, permintaan untuk MSM adalah menggalakkan. Satu lagi faktor positif ialah sasaran soya yang tinggi untuk bio-diesel seperti yang diumumkan oleh Agensi Pengawalan Persekitaran Amerika Syarikat.

Oil World meramalkan pada tahun 2025, permintaan MSM akan mencapai sasaran 93 juta tan metrik berbanding dengan pengeluaran semasa 62 juta tan metrik.

Bagi memastikan pertumbuhan secara berterusan dan kemampanan aktiviti perladangan Kumpulan, Ahli Lembaga Pengarah secara berterusan akan meneroka peluang-peluang di luar negara untuk mengembangkan dan memperluaskan saiz keluasan tanah untuk penanaman kelapa sawit, getah dan koko.

Tanggungjawab Sosial Korporat Dan Kemampanan

Bagi mengiktiraf kesan aktiviti perniagaan kepada masyarakat dan alam sekitar, United Malacca Berhad komited untuk melaksanakan Tanggungjawab Sosial Korporat dan Kemampanan. Inisiatif Tanggungjawab Sosial Korporat yang dilaksanakan oleh Kumpulan adalah termasuk bekerjasama dengan Universiti Putra Malaysia bagi menjalankan program penyelidikan bersama untuk meningkatkan operasi dan pengurusan ladang kelapa sawit, menawarkan biasiswa kepada pelajar yang cemerlang untuk mengikuti bidang sains pertanian, kejuruteraan, biologi tanaman dan dalam bidang yang berkaitan dengan syarikat perladangan dan juga sumbangan derma kepada pertubuhan-pertubuhan amal.

Usahasama penyelidikan dengan Universiti Putra Malaysia mamasuki tahun ketiga dan di peringkat akhir. Dalam tahun kewangan semasa, keputusan dari pelbagai penyelidikan akan dinilai. United Malacca telah memulakan program kemampanan untuk membolehkan perladangan dan kilang sawit Kumpulan memperolehi tauliah dan pengiktirafan dalam masa 3 tahun akan datang. Pasukan kemampanan telah diwujudkan dan melapor terus kepada Ketua Pegawai Eksekutif.

Melalui inisiatif Tanggungjawab Sosial Korporat dan Kemampanan, United Malacca berharap untuk mengembangkan nilai jangka panjang kepada semua pemegang saham termasuk pekerja, komuniti dan persekitaran yang mana pekerja Estet United Malacca bertugas.

United Malacca berazam untuk menggunakan hasil sampingan kilang kelapa sawit seperti buah tandan kosong dan efuluen sawit sebagai baja di ladang dan bergerak ke arah penghasilan baja komposit. Tanaman tutup bumi di tanam untuk melindungi tanah dan meminimumkan risiko tanah runtuh. Initiatif tersebut bertujuan untuk mengurangkan penggunaan baja kimia. Bagi mengurangkan penggunaan racun serangga, tanaman benefisial telah ditanam di semua estate untuk mengawal makhluk perosak seperti ulat bungkus dan kumbang, serta burung hantu digalakkan untuk membuat sarang di estet United Malacca untuk mengawal pembiakan tikus.

Mekanisasi

Tenaga buruh merupakan satu cabaran yang dihadapi oleh industri perladangan. Untuk mengurangkan pengantungan kepada tenaga buruh, United Malacca telah menceburi program mekanisasi. Sebagai permulaan, pengumpulan BTS akan dimekanisasi sementara menunggu proses mekanisasi yang selanjutnya untuk urusan penanaman, pembajaan dan memotong BTS.

Kesihatan Dan Keselamatan

United Malacca terus memberi keutamaan kepada aspek kesihatan dan keselamatan para pekerja. Kesedaran and latihan berterusan dilaksanakan untuk memperbaiki keselamatan di tempat kerja. Untuk memastikan kepentingan isu kesihatan dan keselamatan, pasukan keselamatan kesihatan diketuai oleh Pegawai Keselamatan yang melapor terus kepada Ketua Pegawai Eksekutif.

Pungutan buah tandan segar menggunakan jentera “loader” Super Bull

Penghargaan

Bagi pihak Ahli Lembaga Pengarah, saya ingin mengucapkan terima kasih kepada semua kakitangan di atas kerja keras dan terus berusaha pada tahun kewangan berakhir 30 April 2015.

Lembaga Pengarah ingin merakamkan penghargaan kepada Puan Leong Yok Mui, Pengurus Besar Pentadbiran dan Korporat merangkap Setiausaha Syarikat yang bersara pada 30 April 2015 setelah berkhidmat selama 28 tahun.

Seperti tahun-tahun sebelum ini, rakan-rakan Pengarah dengan rela hati menghabiskan banyak masa dan menawarkan nasihat yang tidak ternilai walaupun di luar tanggungjawab dan bidang kuasa dalam menangani beberapa cabaran utama United Malacca pada tahun kewangan semasa. Antara cabaran utama termasuk untuk mencari tanah perladangan dan kemampanan keuntungan walaupun kesan cuaca yang melampau, peningkatan kos serta kekurangan pekerja dan kesuraman harga MSM.

TAN SIOK CHOO
Pengerusi

Pengarah, Dato' Tan Ang Meng dan Ketua Pengawai Eksekutif melawat Kilang Kelapa Sawit Meridian, Sabah

Perumahan untuk pekerja estet di Meridian Plantations.

Pekerja estet diberi taklimat berkenaan piawaian penuaian dan kualiti buah tandan segar di Millian-Labau Plantations.

CORPORATE SOCIAL RESPONSIBILITY

The Group is committed to Corporate Social Responsibility (CSR) by integrating it into the way the business is run. The key CSR initiatives undertaken by United Malacca Berhad Group in 2014/2015 are as follows:-

At the workplace, a safe and healthy working environment is emphasized. Health and safety programmes for employees were conducted to cultivate safe working behaviour. The Group provides its employees and families in the estates with a conducive working environment as well as medical care.

Fire fighting rescue training for the Emergency Rescue Team (ERT) of United Malacca Berhad as well the tenants.

Briefing by Malaysian Palm Oil Board on the Code of Good Milling Practice at Bukit Senorang Palm Oil Mill.

Bagworm monitoring and control techniques training at Pahang estates.

Head Office Champion Team at UMB Sport Carnival.

CORPORATE SOCIAL RESPONSIBILITY (continued)

The Group also recognises the importance of attracting, developing and retaining a good workforce while aiming to improve diversity in terms of gender, ethnicity and age. Training and development programmes are consistently conducted to enhance employees' skills and capabilities. Talent programmes are also implemented to identify talents for grooming of future leaders.

The Group contributes to the community by way of donations to charitable organizations, offer of scholarships for higher education, construction of road & electricity supply to villages, construction of a Sunday school for the community in Tengkarasan and providing job opportunities to local community.

The Group is aware of the importance of conserving and preserving our natural environment. Its business responsibility is geared towards the 3 "Ps" – People, Planet and Prosperity. In the process ensuring profit for the Company, the Group gives importance to its people and environment.

As an effort towards sustainability, a mangrove swamp of 18ha had been designated as Riparian Reserves Area in Tengkarasan Estate, Sabah.

Changing Employee Mindset and Performance Improvement Training in Meridian Plantations Sdn Bhd and Millian-Labau Plantations.

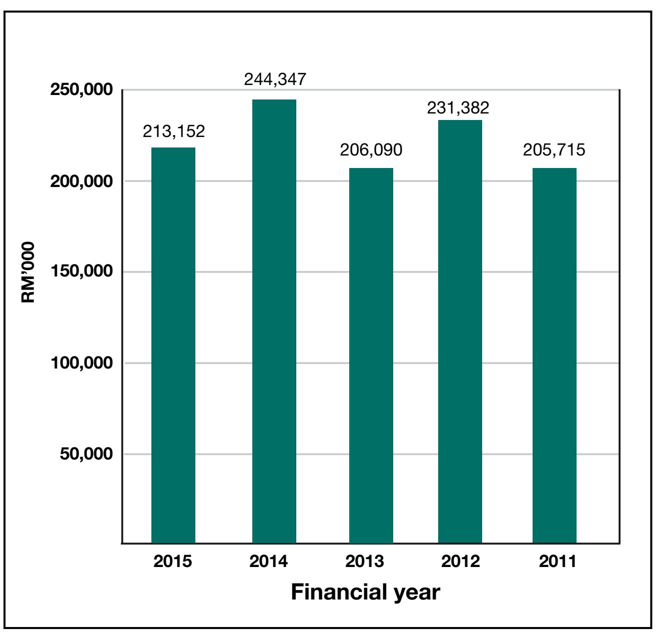
Hand-over of mock key by Director, Dato' Tan Ang Meng at the official opening of Sunday School in Kg Tengkarason, Sabah.

Chairperson presenting scholarship award to eligible and deserving university students.

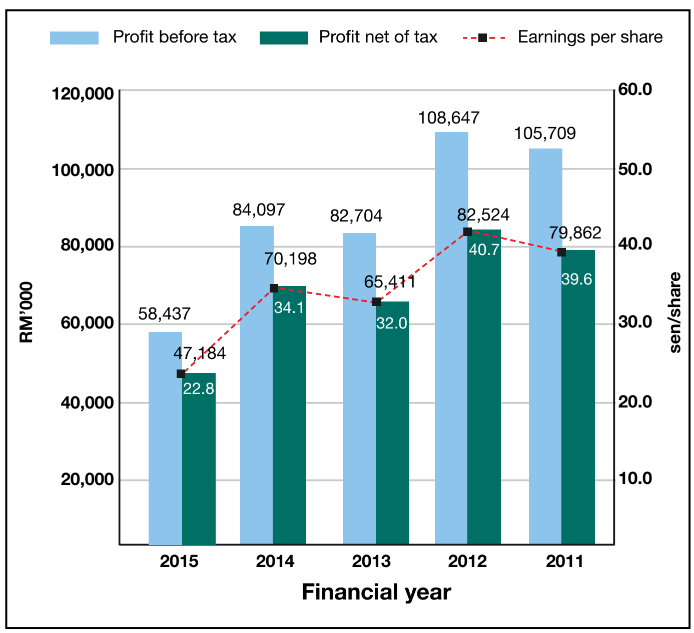
FIVE YEARS' FINANCIAL STATISTICS

	2015 RM'000	2014 RM'000 (restated)	2013 RM'000 (restated)	2012 RM'000 (restated)	2011 RM'000 (restated)
REVENUE					
Plantation	**213,152**	244,347	206,090	231,382	205,715
GROUP PROFIT					
Oil palm products	**53,144**	73,825	72,788	102,061	97,788
Replanting expenses	**(2,596)**	(4,179)	(2,870)	(3,266)	(3,798)
Profit from plantation activities	**50,548**	69,646	69,918	98,795	93,990
Gain on disposal of an associate	**-**	5,675	-	365	-
Investment income	**7,889**	8,776	8,414	6,685	6,999
Operating profit	**58,437**	84,097	78,332	105,845	100,989
Share of results of associates	**-**	-	4,372	2,802	4,720
Profit before tax	**58,437**	84,097	82,704	108,647	105,709
Income tax expense	**(11,253)**	(13,899)	(17,293)	(26,123)	(25,847)
Profit net of tax	**47,184**	70,198	65,411	82,524	79,862
Earnings per share (sen)	**22.8**	34.1	32.0	40.7	39.6

Revenue



Profit and Earnings per Share



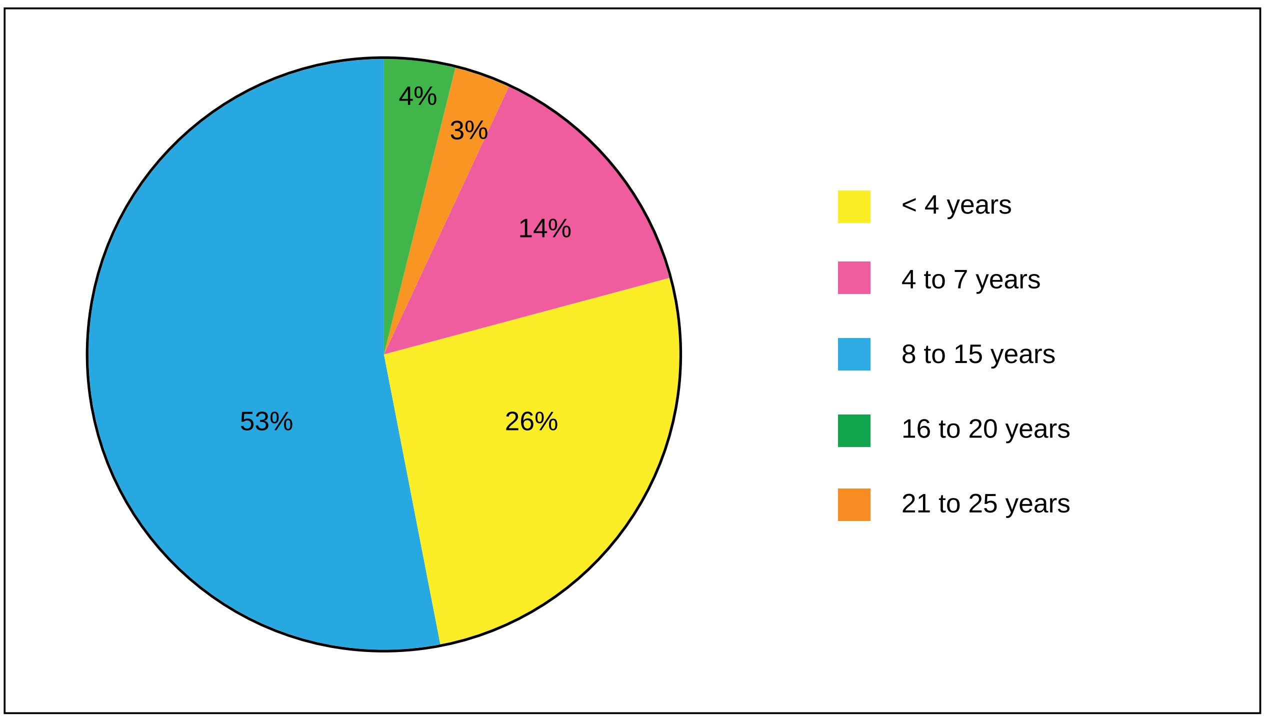
FIVE YEARS' FINANCIAL STATISTICS (continued)

	2015 RM'000	2014 RM'000 (restated)	2013 RM'000 (restated)	2012 RM'000 (restated)	2011 RM'000 (restated)
ASSETS					
Property, plant and equipment	**681,453**	692,545	685,060	446,825	436,981
Biological assets	**846,483**	827,418	803,422	427,981	406,144
Prepaid land lease payments	**11,355**	11,829	10,254	4,037	4,231
Investment property	**1,054**	1,040	960	-	-
Goodwill on consolidation	**18,628**	18,628	18,628	18,628	18,628
Investment in associates	**-**	-	-	28,403	28,199
Available-for-sale investments	**25,002**	47,418	57,105	41,756	50,264
Current assets	**230,323**	211,949	166,016	195,145	174,203
Non-current assets held for sale	**-**	-	31,536	-	1,675
Total assets	**1,814,298**	1,810,827	1,772,981	1,162,775	1,120,325
EQUITY AND LIABILITIES					
Equity attributable to owners of the Company					
Issued and paid-up share capital	**207,719**	206,503	205,109	203,473	202,358
Capital reserves	**897,275**	895,596	897,977	350,600	342,095
Revenue reserves	**575,175**	573,858	543,038	529,431	501,348
Total equity	**1,680,169**	1,675,957	1,646,124	1,083,504	1,045,801
Liabilities					
Deferred tax liabilities	**111,605**	111,661	105,232	56,504	53,114
Current liabilities	**22,524**	23,209	21,625	22,767	21,410
Total liabilities	**134,129**	134,870	126,857	79,271	74,524
Total equity and liabilities	**1,814,298**	1,810,827	1,772,981	1,162,775	1,120,325
FINANCIAL STATISTICS					
Earnings per share (sen)	**22.8**	34.1	32.0	40.7	39.6
Gross/Net dividend per share (sen)	**16.0**	26.0	21.0	26.0	25.0
Net dividend yield per share (%)	**2.5**	3.6	2.9	3.4	3.6
Return on average total assets (%)	**2.6**	3.9	4.5	7.2	7.4
Return on average equity (%)	**2.8**	4.2	4.8	7.8	7.9
Price earnings ratio (times)	**28.0**	20.9	22.8	18.8	17.7
Net assets per share (RM)	**8.1**	8.1	8.0	5.3	5.2
Share price as at financial year end (RM)	**6.38**	7.13	7.30	7.64	7.02

GROUP TITLED AREA STATEMENT
AS AT 30 APRIL 2015

	HECTARAGE	%
OIL PALM		
Mature		
4 to 7 years	3,157	14
8 to 15 years	11,891	53
16 to 20 years	970	4
21 to 25 years	680	3
	16,698	74
Immature		
< 4 years	5,713	26
TOTAL OIL PALM PLANTED AREA	22,411	100
Unplanted area	40	
Reserve land, roads, swap, hilly area, building sites, etc	2,190	
TOTAL GROUP TITLED AREA	24,641	

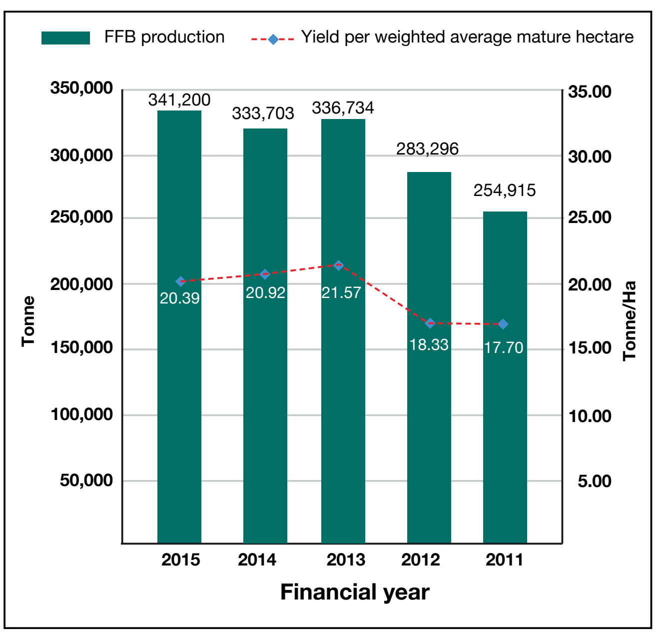
Oil Palm Planted Area by Age Profile



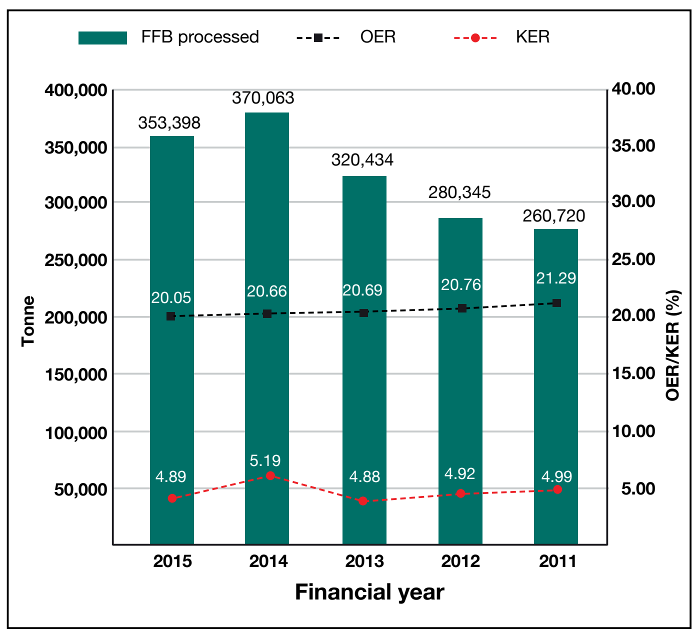
FIVE YEARS' PLANTATION STATISTICS

	2015	2014	2013	2012	2011
ESTATES					
FFB production (tonne)	**341,200**	333,703	336,734	283,296	254,915
Yield per weighted average mature hectare (tonne/ha)	**20.39**	20.92	21.57	18.33	17.70
MILLS					
FFB processed (tonne)	**353,398**	370,063	320,434	280,345	260,720
Production					
- Crude palm oil (tonne)	**70,850**	76,455	66,299	58,191	55,512
- Palm kernel (tonne)	**17,270**	19,221	15,621	13,801	13,011
Oil extraction rate (OER) (%)	**20.05**	20.66	20.69	20.76	21.29
Kernel extraction rate (KER) (%)	**4.89**	5.19	4.88	4.92	4.99
AVERAGE SELLING PRICE					
Crude palm oil (RM/tonne)	**2,265**	2,485	2,516	3,152	2,971
Palm kernel (RM/tonne)	**1,639**	1,624	1,337	2,005	2,195
FFB (RM/tonne)	**433**	489	484	657	640

FFB Statistics



Oil Mill Statistics



AUDIT COMMITTEE REPORT

1.0 Introduction

In accordance with Paragraph 15.15 of the Bursa Malaysia Securities Berhad's Listing Requirement, the Board of Directors of United Malacca Berhad is pleased to present the Audit Committee Report for the financial year ended 30th April 2015.

2.0 Composition

The Audit Committee of the Board of Directors was established since January 1991 and comprises the following members:

Chairman : Dato' Tan Ang Meng
(Independent Non-Executive Director)

Members : Tan Sri Dato' Ahmad bin Mohd Don
(Independent Non-Executive Director)
Ms Tan Siok Choo
(Non-Independent Non-Executive Director)
Mr Teo Leng
(Independent Non-Executive Director)

(i) The Audit Committee shall be appointed by the Board of Directors from amongst the Directors and comprise not less than three (3) members. All the Audit Committee members must be Non-Executive Directors, with a majority of them being Independent Directors.

(ii) The members of the Audit Committee shall elect the Chairman, who is an Independent Director from among the members.

(iii) If the number of members for any reason falls below three (3), the Board of Directors shall, within three (3) months of that event, appoint such number of new members required to fulfil the minimum requirement.

(iv) At least one (1) member of the Audit Committee:

a. Must be a member of The Malaysian Institute of Accountants (MIA); or

b. If he or she is not a member of MIA, he or she must have at least three (3) years' working experience and;

i. must have passed the examinations specified in Part I of the 1st Schedule of the Accountants Act 1967; or

ii. must be a member of one (1) of the associations of accountants specified in Part II of the 1st Schedule of the Accountants Act 1967.

c. Fulfils such other requirements as prescribed or approved by the Bursa Malaysia Securities Berhad.

3.0 Objectives

(i) The Audit Committee is to serve as a focal point for communication between Directors, External Auditors, Internal Auditors and the Senior Management on matters pertaining to financial accounting, reporting and controls.

(ii) The Audit Committee is to assist the Board of Directors in fulfilling its fiduciary responsibilities as to accounting policies and reporting practices of the Company and all subsidiaries, and the sufficiency of auditing of the Group.

(iii) It is to be the Board of Directors principal agent in ensuring the independence of the Company's External Auditors and the adequacy of disclosures to stockholders.

4.0 Authority

The Audit Committee shall have the following authority as empowered by the Board of Directors:

(i) Investigate any matter within its terms of reference.

(ii) Unrestricted access to all information and documents relevant to its activities.

(iii) Obtain external legal or other independent professional advice as necessary.

(iv) Have the resources which are required to perform its duties.

(v) Direct communication channels with the External Auditors and person(s) carrying out the internal audit function or activity, and the Senior Management of the Group.

(vi) Convene meetings with the External Auditors, the person(s) carrying out the internal audit function or activity or both, excluding the attendance of others Directors and employees of the Company, whenever deemed necessary.

5.0 Functions

Pursuant with Paragraph 15.15 (3) (b) of the Bursa Malaysia Securities Berhad's Listing Requirement, the summary of key functions of the Audit Committee shall be:

(i) To keep under review the quality and effectiveness of the accounting and system of internal controls as well as the efficiency of the Group's operations.

(ii) To review the annual audit plan, scope of examination and audit observations of the External Auditors and the person(s) carrying out the internal audit function or activity, and ensure that Management takes appropriate action in respect of the audit observations and the Audit Committee's recommendations.

(iii) To review the quarterly and annual consolidated financial statement of the Group before submit to the Board of Directors for approval. The review should focus primarily on compliance with accounting standards as well as other regulatory requirements and the adequacy of information disclosure for a fair and full presentation of the financial affairs of the Group.

(iv) To recommend to the Board the appointment of the External Auditors, the audit fees, other terms of engagement and to consider any letter of resignation from the External Auditors (if any).

5.0 Functions (continued)

(v) To review and monitor suitability and independence of the External Auditors.

(vi) To approve the appointment of Head of Internal Audit and ensure the adequacy of the scope, functions, competency and resources of the internal audit functions, and that it has the necessary authority to carry out its work.

(vii) To review financial information and press releases relating to financial matters of importance.

(viii) To review any related party transactions and conflict of interest situation that may arise within the Group including any transaction, procedure or course of conflict that raises questions of Management integrity.

(ix) To ensure employees of the Company extend their assistance to the External Auditors.

(x) To review the implementation of Group's Risk Management practices and action plans.

(xi) To meet at least twice a year with the External Auditors in a private session to discuss any matters without the presence of Senior Management and any executive members of the Board of Directors.

(xii) To perform other related duties as directed by the Board.

The details of the terms of reference of the Audit Committee are available for reference at www.unitedmalacca.com.my.

6.0 Meetings

The Audit Committee met on four (4) occasions during the FY 2014/2015 and the attendance of each member of the Audit Committee is as follows:

Directors	No. of Meetings Attended During Director's Tenure In Office
Dato' Tan Ang Meng	4 out of 4
Tan Sri Dato' Ahmad bin Mohd Don	4 out of 4
Ms Tan Siok Choo	4 out of 4
Mr Teo Leng	4 out of 4

The Company Secretary acts as Secretary to the Audit Committee. Minutes of each meeting are kept and circulated to the Audit Committee members and to all other members of the Board of Directors. The Chairman of the Audit Committee reports on key issues discussed at each meeting to the Board of Directors.

(i) Meeting

Meetings shall be held not less than four (4) times a year. The Chairman may call for additional meeting at any time at his discretion. Upon request by the External Auditors, the Chairman shall convene a meeting of the Audit Committee to consider any matter the External Auditors believe should be brought to the attention of the Directors or Stockholders.

6.0 Meetings (continued)

(ii) Quorum

The quorum for a meeting shall be two (2) members and the majority of members present must be Independent Directors.

(iii) Attendance At Meeting

The Chief Executive Officer, Chief Financial Officer, Company Secretary, External Auditors and the person(s) carrying out the internal audit function or activity shall attend meetings by invitation of the Audit Committee.

7.0 Summary of Activities

Activities undertaken by the Audit Committee during FY 2014/2015 were:

(i) Reviewing and recommending for Board of Directors approval the quarterly financial statements for announcement to the Bursa Malaysia Securities Berhad in compliance with the Revamped Quarterly Reports pursuant to Bursa Malaysia Listing Requirements.

(ii) Reviewing the audit report and observations made by the External Auditors on the audited financial statements that require appropriate actions and the Management's response thereon and reporting them to the Board of Directors.

(iii) Reviewing and recommending for Board of Directors approval the overall presentation of the annual audited accounts in line with the spirit of the new framework for corporate governance to promote greater transparency and disclosure to enable the interested public and especially the stockholders to have a better insight into the operations of the Group.

(iv) Reviewing and approving the Annual Audit Plan for FY 2014/2015 and appraising the audit scope, audit reports and recommended actions to be taken by the Management.

(v) Reviewing the scope of work and audit plan of the External Auditors for FY 2014/2015.

(vi) Reviewing the impact of new or proposed changes in accounting standards and regulatory requirements to the Company.

(vii) Reviewing any related party transactions and conflict of interest situation that may arise within the Company or Group.

(viii) Reviewing and recommending for Board of Directors approval the draft Audit Committee Report for disclosure in the Group's Annual Report.

(ix) Reviewing and recommending for Board of Directors adoption the Group Risk Management Committee quarterly report on the risk profiles and Management action plans.

(x) Verifying and confirming the allocation of share options pursuant to the Employee Share Option Scheme (i.e. ESOS) as complying with the provision established in the By-Laws of the ESOS.

For the financial year under review, the Audit Committee held two (2) private sessions with the External Auditors without the presence of the Management to discuss any issues or significant matters, which the External Auditors wished to raise.

8.0 Internal Audit

The main role of the internal audit function is to review the effectiveness of the Group's systems of internal control and this is performed with impartiality, proficiency and due professional care. Internal Audit Department adopts a risk based auditing approach by focusing on reviewing identified high risk areas for compliance with control policies and procedures, identifying business risk which have not been appropriately addressed and evaluating the adequacy and integrity of controls.

Submission of the audit results to the Management and Audit Committee would ensure the Management is implementing the value added recommendations for continuous improvement.

Due to Group's expansion operations in Sabah, a unit of internal audit team had been established in Millian-Labau Plantations, Keningau since September 2012. The audit team is responsible to undertake normal audit works and special assignments (if any) for Sabah operations in accordance with the Annual Audit Plan, which is approved by the Audit Committee.

In compliance with Paragraph 30, Appendix 9C of the Bursa Malaysia Securities Berhad's Listing Requirement, the Group has in place an Internal Audit Department headed by a Senior Manager and Senior Assistant Manager, and supported by five (5) Executives. The Senior Manager and Senior Assistant Manager are registered member of The Institute of Internal Auditors Malaysia.

The Internal Audit Department is responsible for the overall internal audit function of the Group, and reports directly to the Audit Committee to ensure its independence status within the Group. Total staff cost incurred in respect of the internal audit function during the financial year ended 30th April 2015 was RM 484,107 [2014: RM 482,966].

Internal Audit Department assists the Audit Committee in discharging its duties and responsibilities with respect to the adequacy and integrity of the systems of internal control within the Group. For FY 2014/2015, Internal Audit Department had undertaken the following activities in accordance with the approved Annual Audit Plan.

(i) Carrying out the audit of the Group's operating units including its subsidiaries by reviewing the unit's business activities and processes to ensure compliance with internal control procedures, highlighting control weaknesses and proposing appropriate value added recommendations for continuous improvements and to strengthen controls.

(ii) Facilitating the improvement of business processes within the Group and its subsidiary companies.

(iii) Establishing a follow up process in monitoring the implementation of audit recommendations by Management.

(iv) Drafting the Audit Committee Report and Statement on Internal Controls for disclosure in the Group's Annual Report.

(v) Reviewing and verifying the allocation of share options under the Employee Share Option Scheme (i.e. ESOS).

(vi) Conducting investigation audits or special assignments from time to time as requested by the Management.

This report is made in accordance with a resolution of the Board of Directors dated 24 June 2015.

STATEMENT ON CORPORATE GOVERNANCE

INTRODUCTION

Recognizing good corporate governance is fundamental to continued success, the Board is committed to adopting the highest standards of corporate governance based on the Principles and Best Practices set out in the Malaysian Code on Corporate Governance 2012 ("the Code").

Pursuant to Paragraph 15.25 of the Bursa Malaysia Securities Berhad's ("Bursa Securities") Main Market Listing Requirements ("Listing Requirements"), the Board of Directors is pleased to report its application of the Principles of the Code and compliance with the Best Practices of the Code for the financial year ended 30 April 2015.

1. BOARD OF DIRECTORS

1.1 Board Responsibilities

The Board plays a key role in charting the Group's strategic direction and development. Its six primary responsibilities include reviewing and adopting the Group's strategic plans, overseeing the Group's corporate governance and conduct of business, ensuring implementation of appropriate systems to manage principal risks, reviewing the adequacy and integrity of the Group's internal control systems and implementing an investor relations programme.

The Board has formulated and adopted a Board Charter. Accessible through United Malacca's website at *www.unitedmalacca.com.my*, this Board Charter provides guidance and clarity for Directors and Management.

1.2 Board's Composition

The composition of the Board continues to provide the Group with a diversity of knowledge, experience and skills, including financial, corporate, economic, legal, accounting and plantation expertise.

Currently, there are five Directors, comprising the Chairperson who is a Non-Independent Non-Executive Director and four other Independent Non-Executive Directors. The Board's composition complies with the requirements of the Code and paragraph 15.02 of the Bursa Malaysia Securities Berhad's Main Market Listing Requirements. Each year, the Nomination Committee reviews the composition and size of the Board to ensure its appropriateness.

The roles of the Chairperson and Chief Executive Officer (CEO) are segregated with a clear division of responsibility.

The Chairperson is responsible for ensuring the Board's effectiveness and conduct as well as the integrity and effectiveness of the Board's governance process while the CEO is responsible for the day to day management of the Group's operation and implementation of the business strategy, annual operating plan, budget as well as Board policies and decisions.

Every Board resolution is put to vote, if necessary, to reflect the collective decision of the Board.

The Chairperson also maintains regular dialogues/meetings with the CEO, Senior Managers, heads of operating centres as well as institutional investor and research analysts.

Independent Non-Executive Directors ensure all business strategies proposed by Management are fully deliberated and are in the long-term interest of shareholders, employees and the local communities where the Group operates.

1.2 Board's Composition (continued)

Tan Sri Dato' Ahmad Bin Mohd Don, is the Senior Independent Non-Executive Director to whom concerns may be conveyed.

The profiles of the Directors are set out in this Annual Report on pages 6 to 10.

1.3 Tenure of Independent Directors

The Code recommends the tenure of an independent director should not exceed a cumulative term of 9 years. The Board currently comprises 4 Independent Directors whose tenures are within the Code's recommendation. All Directors remain objective and independent in their deliberations and decision making. Directors' length of service has not interfered with the exercise of independent judgement and the discharge of their roles as Independent Directors during the financial year ended 30 April 2015. One Independent Director, Tan Sri Dato' Ahmad Bin Mohd Don was appointed as Independent Non-Executive Director since 1 October 2006 and would have served as Independent Non-Executive Director of the Company for a cumulative term of nine (9) years by October 2015 is seeking shareholders' approval for continuation as Independent Non-Executive Director at the forthcoming Annual General Meeting.

1.4 Board Meetings

All Board meetings are scheduled in advance at the beginning of each calendar year to enable Directors to maximise their attendance. At least four (4) Board meetings are held annually with additional meetings convened as and when necessary to discuss special or major issues.

During the financial year ended 30 April 2015, the Board held seven meetings. As required by Paragraph 15.05 of the Bursa Malaysia Securities Berhad's Listing Requirements, all Directors have complied with the minimum 50% attendance.

At Board meetings, the agenda includes approving strategic business plans and budgets, the acquisition and disposal of material assets, major investments, evaluating the Group's performance against budgets, establishing and varying authority limits and approving the Group's quarterly and annual financial statements for announcement to Bursa Malaysia Securities Berhad.

All deliberations and conclusions of Board meetings are recorded in the minutes by the Company Secretary, confirmed by the Board and signed as a correct record by the Chairperson.

1.5 Time Commitment

Directors' record of attendance at Board meetings is as follows:-

Name of Director	Held	Attended	Attendance %
Ms. Tan Siok Choo, Chairperson	7	7	100%
Tan Sri Dato' Ahmad Bin Mohd Don	7	7	100%
Mr. Tan Jiew Hoe	7	6	86%
Mr. Teo Leng	7	7	100%
Dato' Tan Ang Meng	7	7	100%

An annual meeting calendar comprising scheduled dates for Board and Board Committees meetings and the Annual General Meeting is prepared and circulated to the Directors before the beginning of every calendar year to facilitate the Directors' time management.

1.6 Supply of Information

Prior to all meetings, Directors receive Board papers and relevant information to give them sufficient time to consider and deliberate on the issues to be discussed at the meetings; the papers are sent by courier to all directors at least five working days in advance.

At each Board meeting, the CEO briefs the Board on the progress of the Group's operations and provides updates on developments in the plantation industry. Senior management staff or external advisors may be invited to provide Directors with relevant information.

In addition, monthly reports on the Group and Company's financial performance, updates on new statutory and regulatory requirements are also circulated to the Directors.

In between Board meetings, the CEO and Senior Management meet regularly with the Chairperson to review the performance of the Group's various operating units and to keep her informed of current developments affecting the Group. Directors have also visited the Group's estates to better the Group's operation.

Directors have full access to all company information and records as well as to the services of the Company Secretaries and Senior Management.

Directors who wish to seek independent professional advice in furtherance of their duties may do so at the Company's expense.

1.7 Board Committees

In discharging its fiduciary duty, the Board is assisted by the Audit Committee, the Nomination Committee, the Remuneration Committee, the Tender Committee, the Diversification and Strategic Investment Committee and the Scholarship Committee.

Specific responsibilities have been delegated to these Board Committees which operate within clearly defined terms of reference and in compliance with the recommendations of the Malaysian Code on Corporate Governance 2012. The Chairman of the respective Committees will report to the Board on matters discussed at the Committee meetings. Minutes of these meetings are also circulated to the full Board.

The Chairmanship of the Board Committees would be rotated amongst its members once in every 5 years.

In addition, the Group Risk Management Committee consisting of Senior Executives reports to the Board through the Audit Committee.

1.8 Appointments to the Board

The Nomination Committee is responsible for recommending new appointments to the Board and ensuring the appointment of individuals with the appropriate knowledge and experience to fulfil the duties of a Director.

On appointment, the new Director is provided with information about the Group and is encouraged to visit the Group's estates and meet with Senior Management.

The Nomination Committee meets annually to review the Board's structure, size and composition as well the mix of core competencies required for the Board to discharge its duties effectively.

1.8 Appointments to the Board (continued)

The Nomination Committee is also responsible for assessing the effectiveness of the Board and all Board Committees, the independence of the Independent Directors, the contribution of each individual Director as well as the annual performance of the CEO.

Each Independent Director has provided an annual confirmation of his/her independence to the Nomination Committee and the Board.

The Board is satisfied with the review conducted by the Nomination Committee for the financial year ended 30 April 2015 stating the Board and its Committees had discharged their duties and responsibilities.

During the financial year, the composition of the Nomination Committee comprising three Independent Non-Executive Directors was reconstituted and presently, its members are as follow:-

Chairman	Mr. Tan Jiew Hoe *Independent Non-Executive Director*
Members	Tan Sri Dato' Ahmad Bin Mohd Don *Independent Non-Executive Director*
	Mr. Teo Leng *Independent Non-Executive Director*

Details of the terms of reference of the Nomination Committee are available at *www.unitedmalacca.com.my*.

During the year ended 30 April 2015, the Nomination Committee conducted one meeting and all members attended the meeting.

The Company Secretary ensures all appointments are properly effected and the necessary information is obtained from the Directors, both for the Company's records and to comply with regulatory and statutory obligations.

1.9 Re-election and Re-appointment of Directors

Article 118 of the Company's Articles of Association provides at least one-third of the Directors or the number nearest to but not exceeding one-third, are subject to retirement by rotation at each Annual General Meeting and that all Directors shall retire once every three years.

Article 124 also provides a Director who is appointed by the Board during the year shall be subject to election at the next Annual General Meeting held following his or her appointment.

Directors over seventy years of age are required to seek re-appointment annually in accordance with Section 129 (6) of the Companies Act 1965. Currently, there is no Director who is subject to such re-appointment.

The Nomination Committee reviews the independence, suitability, competencies and contributions of Directors for re-election and re-appointment before recommending them to the Board prior to submitting their names to shareholders for approval at the Annual General Meeting.

The names of Directors seeking for re-election at the forthcoming Annual General Meeting are disclosed in the Notice of Annual General Meeting in this Annual Report.

1.10 Directors' Training

During the year, the Directors visited the Group's estates/operating centres in Peninsular, Sabah and plantations belonging to other companies in this country and overseas and participated in the following conferences, talks, seminars and training programmes:-

Organizer	Conference/Seminar/Training Courses
Bursa Malaysia Berhad	Nominating Committee Programme
Bursa Malaysia Berhad	Board Chairman Series: The Role of the Chairman
Bursa Malaysia Berhad	Appreciation & Application of ASEAN Corporate Governance Scorecard
Malaysian Palm Oil Council (MPOC)	Reach & Remind Friends of the Industry Seminar 2015 & Dialogue
Bursa Malaysia Berhad	Trade, Hedge & Be Ahead of Markets Palm & Lauric Oils Price Outlook Conference & Exhibition (POC2015)
FTSE	Overview of ESG index & Industry Classification Benckmark
Bursa Malaysia Berhad	Advocacy Sessions on Corporate Disclosure for Directors
LSE Alumini Society of Malaysia	Dinner Talk on "The Coming World Crisis" by Professor Michael Cox
Institute of Strategies & International Studies (ISIS)	Asia-Pacific Roundtable
AAR Sdn. Bhd.	AAR MEOA Seminar 2015

Directors also receive regular briefings by Ernst & Young on updates in financial reporting requirements, new accounting standards as well as changes in the regulatory environment. Information about new developments affecting the plantation industry is provided by one Director who sits on the Council of the Malaysian Palm Oil Association.

The Board will continue to assess the training needs of its Directors to ensure they are equipped with the requisite knowledge and competence to contribute effectively to the Board.

1.11 Gender Diversity Policy

Presently, the Group does not have a formal gender diversity policy. The Board believes it is vital to recruit and retain the best available talent regardless of gender, taking into account the requisite skills, experience, knowledge and independence needed.

The Board of Directors comprise 5 members, out of which one is a woman Director, representing 20% of the Board composition. Among Senior Management, the Chief Financial Officer, the Company Secretaries and the Head of Human Resources are women.

2. DIRECTORS' REMUNERATION

Remuneration for Directors is aimed at attracting and retaining individuals needed to successfully manage the Group's business. Additionally, the Remuneration Committee is responsible for reviewing and recommending to the Board every year the remuneration framework, policy and remuneration packages of the CEO and key senior management officers.

During the financial year, the composition of the Remuneration Committee was reconstituted and presently, its members are as follows :-

Chairman	Tan Sri Dato' Ahmad Bin Mohd Don *Independent Non-Executive Director*
Members	Ms. Tan Siok Choo *Non-Independent Non-Executive Director*
	Mr. Tan Jiew Hoe *Independent Non-Executive Director*
	Dato' Tan Ang Meng *Independent Non-Executive Director*

Tan Sri Dato' Ahmad Bin Mohd Don was appointed by the Board to the Remuneration Committee on 1 October 2014, in place of retired Director, Datuk Boon Weng Siew and received the Board's mandate to helm this Committee as Chairman.

The details of the terms of reference of the Remuneration Committee are available at *www.unitedmalacca.com.my.*

The Board also determines the remuneration of Non-Executive Directors. Individuals involved are required to abstain from discussion of their own remuneration at Board meetings. Fees paid to Directors are subject to approval of shareholders at the Annual General Meeting.

The current remuneration policy for the Non-Executive Directors comprises an annual fee and a meeting allowance for each Board meeting they attend. Similarly, members of the Board Committees are also paid an annual fee and a meeting allowance for each Committee meeting they attend.

The Remuneration Committee held two meetings during the year ended 30 April 2015 and the attendance of each member is as follows:-

Tan Sri Dato' Ahmad Bin Mohd Don	1 out of 1 meeting
Dato' Tan Ang Meng	2 out of 2 meetings
Ms. Tan Siok Choo	2 out of 2 meetings
Mr. Tan Jiew Hoe	1 out of 2 meetings

As recommended by the Remuneration Committee, the Board has decided to retain the current Remuneration Structure and quantum of fees for Directors payable on a quarterly basis in arrears for the financial year ending 30 April 2016 for which approval would be sought at the forthcoming 101st Annual General Meeting.

Remuneration of the Directors for the financial year ended 30 April 2015 was approved by shareholders at the 100th Annual General Meeting, categorized into appropriate components. The number of Directors whose remuneration falls into each band of RM50,000 are set out on pages 100 to 101 of this Annual Report.

3. SHAREHOLDERS

3.1 Timely and High Quality Disclosures

The Board is committed to ensuring accurate and timely dissemination of information, including corporate announcements and release of quarterly financial results to Bursa Malaysia as well as the distribution of interim and annual reports to shareholders.

3.2 Annual General Meeting

At the Annual General Meeting, shareholders are given the opportunity to question directors and management and to vote on matters listed in the Agenda.

3.3 Communications and Investor Relations

The website *www.unitedmalacca.com.my* provides information on the Group, its businesses, directors and management staff, financial data, annual reports, quarterly reports, announcements/disclosures made to Bursa Malaysia and other related activities.

Senior Management also meets institutional investors and research analysts to brief them about the Group's operations.

4. ACCOUNTABILITY AND AUDIT

4.1 Financial Reporting

In discharging the Board's responsibility to ensure accurate and adequate quality financial reporting to shareholders and regulatory authorities, the Audit Committee scrutinises information for disclosure to ensure compliance with accounting standards, accuracy, adequacy and completeness.

4.2 Statement of Directors' Responsibility in respect of Audited Financial Statements

The Companies Act 1965 requires Directors to prepare financial statements that give a true and fair view of the state of affairs of the Company and of the Group as at the end of the financial year. In preparing the Group's financial statements, the Directors have ensured appropriate accounting policies are consistently applied, supported by reasonable and prudent judgment, all applicable approved accounting standards have been followed and any material departures from accounting standards have been disclosed and explained in the financial statements.

Directors are responsible for ensuring the Group and the Company keep proper accounting records which disclose with reasonable accuracy the Group's financial position and that the financial statements comply with the Companies Act 1965.

Directors also have a responsibility to take reasonable steps to safeguard the assets of the Group as well as to detect and prevent fraud and other irregularities.

4.3 Risk Management and Internal Control

The Board is responsible for ensuring the Group maintains a sound system of internal controls and risk management including regular reviews of their adequacy and integrity.

The Group has instituted an internal audit unit and a risk management committee to ensure the on-going process for identifying, evaluating and managing the significant risks faced by the Group throughout the financial year.

The Statement on Risk Management and Internal Control as set out in pages 42 to 45 in this Annual Report provides an overview of the Group's state of internal controls.

4.4 Relationship with Auditors

Through the Audit Committee, the Group has established a transparent and appropriate relationship with internal and external auditors. Both internal and external auditors attend all Audit Committee meetings to present their audit plans as well as reports, findings and recommendations, including highlighting matters that require the attention of the Audit Committee and the Board.

A summary of the activities of the Audit Committee during the year, including evaluation of the independent audit process, is set out in the Audit Committee Report on pages 28 to 32 of this Annual Report.

The Statement is made in accordance with the resolution of the Board of Directors passed on 24 June 2015.

OTHER INFORMATION

PURSUANT TO THE LISTING REQUIREMENTS OF THE BURSA MALAYSIA SECURITES BERHAD

1. Utilisation of Proceeds

There were no rights issue or issuance of bonds carried out during the financial year ended 30 April 2015 to raise any cash proceeds. However, the Company has issued 1,215,900 ordinary shares under the Employee Share Option Scheme ("ESOS") for a cash consideration of RM6,633,000 during the financial year. The Proceeds arising from the exercise of the share options pursuant to the ESOS were utilized for working capital purposes.

2. Share Buy-Backs

There was no share buy-back by the Company during the financial year under review.

3. Options, Warrants, or Convertible Securities Exercised

There were no other options, warrants, or convertible securities exercised in respect of the financial year ended 30 April 2015.

4. American Depository Receipt ("ADR") or Global Depository Receipt ("GDR")

The Company has not sponsored any ADR or GDR programme for the financial year ended 30 April 2015.

5. Sanctions and/or Penalties

The Company and its subsidiaries, Directors and management have not been imposed with any sanctions and/or penalties.

6. Non-Audit Fees

During the financial year under review, the Group's non-audit fees paid or payable to the external auditors amounted to RM168,000 (please refer to page 99 of the audited financial statements).

7. Variation in Results

There is no material variance between the results for the financial year ended 30 April 2015 and the unaudited results previously announced by the Company.

8. Profit Guarantee

The Company did not issue any profit forecast or profit guarantee for the year ended 30 April 2015.

9. Revaluation Policy

Revaluations are performed with sufficient regularity to ensure that the fair value of landed properties does not differ materially from that which would be determined using fair value at the reporting date.

10. Material Contracts Involving Directors and Major Shareholders

There is no material contract involving the Company and its subsidiaries with directors and major shareholders of the Company either still subsisting at the end of the financial year ended 30 April 2015 or entered into since the end of that financial year.

STATEMENT ON RISK MANAGEMENT AND INTERNAL CONTROL

1. INTRODUCTION

The Board of Directors of United Malacca Berhad is pleased to present the Statement on Risk Management and Internal Control pursuant to Paragraph 15.26 (b) of the Bursa Malaysia Securities Berhad Listing Requirements. This statement outlines the Group's key elements of internal control systems for the financial year ended 30 April 2015.

2. BOARD RESPONSIBILITY

The Board acknowledges its responsibility to maintain a sound system of internal controls and risk management as well as to review its adequacy and integrity to safeguard shareholders' investment, customers' interests and Group assets. However, the Board recognises reviewing the Group's system of internal controls is a concerted and on-going process designed to manage rather than eliminate the risk of failure while the system of internal controls can only provide reasonable – and not absolute – assurance against any material misstatement or loss.

The Board confirms there is a continuous process to identify, evaluate, monitor and manage significant risks affecting the fulfilment of the Group's business objectives, a process that is regularly reviewed by the Board.

3. KEY ELEMENTS OF INTERNAL CONTROL SYSTEMS

3.1 Risk Management Framework

Since 2002, a risk management framework has been instituted to facilitate managing the Group's high-impact risks. Through the adoption of manuals on Risk Management Policies and Procedures, significant risks are continuously identified and appropriate controls instituted and adopted by Management to ensure risk profiles are acceptable to the Group.

Management has also set up a Group Risk Management Committee (GRMC) led by the Chief Executive Officer (CEO) to identify and communicate regularly to the Board the Group's critical risks, the changing risks and plans to mitigate these risks. A full time risk officer has been recruited during the year to assist the GRMC in discharging its duties.

During the financial year under review, the following risk management activities were implemented:

(i) Maintaining an up-to-date assessment of all business risks and controls through a detailed risk management report. The likelihood of the risks occurring and the magnitude of impact are periodically monitored and mitigation plans adopted.

(ii) Reviewing and assessing all business risks and preparing quarterly reports on the Group's risk profiles. Management's plans are reviewed by the Audit Committee prior to submission to the Board for approval.

(iii) Identifying and assessing new risks the Group's businesses face. Mitigating plans and control measures have been implemented to address these risks.

3. KEY ELEMENTS OF INTERNAL CONTROL SYSTEMS (continued)

3.2 Internal Audit

The Group's Internal Audit Department supports the Audit Committee to ensure adequate and effective risk management and the establishment of a system of internal controls and governance processes. During the financial year under review, Internal Auditors conducted independent reviews of the key activities undertaken by the Group's operating units in line with an approved annual internal audit plan and ad-hoc audits requested by the Audit Committee.

Given that United Malacca Berhad has a large hectarage of land in Sabah, from September 2012, a unit of audit team has been established in Millian Labau Estate (Keningau) to undertake normal audit work and special assignments for both Millian Labau Estate (Keningau) and Meridian Plantations (Sandakan).

Internal Audit also advises Management on areas for improvement and subsequently undertakes follow-up audits to ensure its recommendations have been implemented. Audit reports are submitted regularly to the Audit Committee who reviews the findings with Management during Audit Committee meetings.

In determining the adequacy and effectiveness of the Group's internal controls, the Audit Committee reports its assessment and recommendations to the Board of Directors.

4. OTHER KEY ELEMENTS OF INTERNAL CONTROL SYSTEMS

Apart from risk management and internal audit, the Group's system of internal controls also comprises the following key elements:

(i) Organisational Structure

The Group has a well-defined organisational structure with a clear line of responsibility, accountability and reporting structure.

(ii) Centralised Functions

Various support functions comprising finance, treasury, corporate affairs, administration, human resource, agronomic, estate operations, sustainability and mechanisation, safety and environment, marketing and purchasing are centralised to ensure uniform policies and procedures are implemented throughout the Group.

(iii) Control Procedures

A Policy and Procedures Operating and Agricultural Manuals setting out the Group's policies, procedures and practices ensure accountability and control procedures is in place.

These policies and procedures are reviewed regularly and updated by Management. Control procedures cover the following key activities:

a. Authorisation Levels and Approval Limits

The Group has established authorisation levels and approval limits for Management to follow and those requiring approval from the CEO, Chairperson and the Board.

STATEMENT ON RISK MANAGEMENT AND INTERNAL CONTROL (continued)

4. OTHER KEY ELEMENTS OF INTERNAL CONTROL SYSTEMS (continued)

(iii) Control Procedures (continued)

b. Budgeting

Each operating unit prepares its own annual budget which includes financial and operating targets, capital expenditure proposals and performance indicators for the forthcoming year. Meetings are held among heads of operating units, senior management and the CEO to finalise the draft budget. Each year, the annual budget is presented to the Board for final review and approval around March.

c. Tender Committee

Major purchases of goods and/or services and contract works are required to be tendered out. Comprising senior management staff, a Management Tender Committee carries out the tender exercise and submits recommendations to the CEO for tenders below RM300,000 and to the Board Tender Committee for tenders above RM300,000 for its review and approval.

d. Diversification and Strategic Investment Committee

The Board has formed a Diversification and Strategic Investment Committee (DSC) to determine the Group's investment criteria and to recommend any new businesses for expansion and/or diversification as well as acts as liaison for research projects.

(iv) Performance Review and Reporting

Every month, a management team comprising senior managers monitors and reviews the financial results and forecasts for the Group's business units. This includes assessing their performance against operating plans and annual budgets as well as monitoring marketing operations and formulating plans focusing on areas of concern.

Scheduled meetings between senior management and heads of operating units are held quarterly in Peninsular as well as in Sabah aimed at continuously improving FFB quality, operational cost effectiveness, efficiency of operations and profitability. Estate and mill issues are discussed during the meetings.

Monthly financial and performance reports are submitted to the Board. Results are assessed against budgets, with major variances explained. Monthly marketing reports are also submitted to the Board detailing crude palm oil and palm kernel price movement and sales contracts committed.

Quarterly and annual financial statements with detailed analysis of financial results are reviewed by the Audit Committee and recommended to the Board for approval prior to submission to Bursa Malaysia. Reports on the performance of the estates and palm oil mills, progress report on the estates, the Group's financial position as well as treasury and fund management are also presented at Board meetings.

STATEMENT ON RISK MANAGEMENT AND INTERNAL CONTROL (continued)

4. OTHER KEY ELEMENTS OF INTERNAL CONTROL SYSTEMS (continued)

(v) Estate and Palm Oil Mill Visits

Regular visits to the estates and palm oil mills are undertaken by the Chairperson, CEO, Senior Management, internal auditors and the Group Finance team.

To ensure consistent standards of agronomic practices throughout the Group, an in-house agriculture policy has been established to facilitate better estate management.

(vi) Coverage and Safeguarding of Major Assets

Yearly review of insurance risk and adequacy of coverage is carried out by Senior Management. Steps are taken to physically safeguard major assets to minimise significant mishaps that could result in material losses to the Group.

(vii) Occupational Safety and Health (OSHA) Committee

THE OSHA committee meets at regular intervals and provides necessary safety training to ensure a safe working environment. Safety guidelines in pictorial form have been drawn up and circulated to all staff in the estates. A new safety officer has been appointed based in Meridian Plantations (Sandakan) to monitor and supervise OSHA activities for Sabah operations.

5. REVIEW BY THE EXTERNAL AUDITORS

The External Auditors have reviewed this statement pursuant to Paragraph 15.23 of the Listing Requirements and in accordance with the Recommended Practice Guide ("RPG") 5, Guidance for Auditors on the Review of Directors' Statement on Internal Control.

6. CONCLUSION

The Board believes the Group's system of internal controls provides reasonable, but not absolute, assurance that weaknesses or deficiencies are identified on a timely basis and dealt with appropriately. The Board affirms its responsibility to maintain a sound system of internal controls and to continuously enhance internal controls.

The CEO and the Chief Financial Officer (CFO) have also given written assurances to the Board the Group's risk management and internal control systems are operating adequately and effectively at all material respects.

The Board confirms it has reviewed the effectiveness of the system of internal controls through the monitoring process and has not been made aware of any significant weaknesses or deficiencies in the Group's system of internal controls for the year under review and until the date of this statement.

This statement is made in accordance with the resolution of the Board of Directors dated 24 June 2015.

FINANCIAL STATEMENTS

DIRECTORS' REPORT

The directors have pleasure in presenting their report together with the audited financial statements of the Group and of the Company for the financial year ended 30 April 2015.

PRINCIPAL ACTIVITIES

The principal activities of the Company consist of cultivation of oil palm and investment holding.

The principal activities of the subsidiaries are described in Note 21 to the financial statements.

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

RESULTS

	Group RM'000	Company RM'000
Profit net of tax	47,184	43,245

There were no material transfers to or from reserves or provisions during the financial year other than as disclosed in the financial statements.

In the opinion of the directors, the results of the operations of the Group and of the Company during the financial year were not substantially affected by any item, transaction or event of a material and unusual nature.

DIVIDENDS

The amount of dividends paid by the Company since 30 April 2014 were as follows:

	RM'000
In respect of the financial year ended 30 April 2014 as reported in the directors' report of that year:	
Second interim single-tier dividend of 11%, on 207,155,401 ordinary shares, declared on 27 June 2014 and paid on 22 August 2014	22,787
Special single-tier dividend of 5%, on 207,155,401 ordinary shares, declared on 27 June 2014 and paid on 22 August 2014	10,358
In respect of the financial year ended 30 April 2015:	
First interim single-tier dividend of 8%, on 207,485,901 ordinary shares, declared on 24 December 2014 and paid on 6 February 2015	16,599
	49,744

The directors declared a second interim single-tier dividend in respect of the financial year ended 30 April 2015, of 8% on 208,103,501 ordinary shares, amounting to a dividend payable of RM16,648,000 (8 sen per ordinary share).

DIVIDENDS (continued)

The second interim dividend is payable on 21 August 2015. The financial statements for the current financial year do not reflect this dividend. Such dividend will be accounted for in equity as an appropriation of retained earnings in the financial year ending 30 April 2016.

The directors do not recommend the payment of any final dividend in respect of the current financial year.

DIRECTORS

The names of the directors of the Company in office since the date of the last report and at the date of this report are:

Tan Siok Choo
Datuk Boon Weng Siew (Retired on 22 August 2014)
Tan Sri Dato' Ahmad bin Mohd Don
Tan Jiew Hoe
Teo Leng
Dato' Tan Ang Meng

In accordance with the Article 118 of the Company's Articles of Association, Tan Jiew Hoe and Dato' Tan Ang Meng retire by rotation at the forthcoming Annual General Meeting and, being eligible, offer themselves for re-election.

DIRECTORS' BENEFITS

Neither at the end of the financial year, nor at any time during that year, did there subsist any arrangement to which the Company was a party, whereby the directors might acquire benefits by means of the acquisition of shares in or debentures of the Company or any other body corporate, other than those arising from the share options granted under the Employee Share Option Scheme ("ESOS") and the ordinary shares granted under the Executive Share Incentive Plan ("ESIP"), both under the Employee Share Scheme ("ESS") of the Company.

Since the end of the previous financial year, no director has received or become entitled to receive a benefit (other than benefits included in the aggregate amount of emoluments received or due and receivable by the directors or the fixed salary of a full-time employee of the Company as shown in Note 12 to the financial statements) by reason of a contract made by the Company or a related corporation with any 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 35 to the financial statements.

DIRECTORS' INTERESTS

According to the register of directors' shareholdings, the interests of directors in office at the end of the financial year in shares and options over shares in the Company and its related corporations during the financial year were as follows:

Name of director		Number of ordinary shares of RM1 each			
		1.5.2014	Acquired *	Sold	30.4.2015
Direct Interest:					
Ordinary shares of the Company					
Tan Siok Choo		3,496,681	108,000	-	3,604,681
Tan Sri Dato' Ahmad bin Mohd Don		10,500	-	-	10,500
Tan Jiew Hoe		251,625	-	-	251,625
Teo Leng		24,500	54,000	(33,500)	45,000
Dato' Tan Ang Meng		21,500	-	-	21,500

* Exercise of employee share options under ESOS.

Name of director		Number of ordinary shares of RM1 each			
		1.5.2014	Acquired	Sold	30.4.2015
Indirect Interest:					
Ordinary shares of the Company					
Tan Siok Choo	#	2,605,549	-	-	2,605,549
Tan Jiew Hoe	@	2,510,021	15,000	-	2,525,021

Interest by virtue of shares held by her parent.
@ Interest by virtue of shares held by the companies in which he is a director.

Name of director	Number of options over ordinary shares of RM1 each			
	1.5.2014	Granted	Exercised	30.4.2015
Share options of the Company under ESOS				
Tan Siok Choo	162,000	-	(108,000)	54,000
Tan Sri Dato' Ahmad bin Mohd Don	270,000	-	-	270,000
Tan Jiew Hoe	201,000	-	-	201,000
Teo Leng	216,000	-	(54,000)	162,000
Dato' Tan Ang Meng	270,000	-	-	270,000

ISSUE OF SHARES

During the financial year, the Company increased its issued and paid-up ordinary share capital from RM206,503,101 to RM207,719,001 by way of issuance of 1,215,900 ordinary shares of RM1 each for cash pursuant to the ESOS at a weighted average exercise price of RM5.46 per ordinary share.

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

EMPLOYEE SHARE SCHEME

The Company's Employee Share Scheme ("ESS") is governed by the By-Laws approved by the shareholders at an Extraordinary General Meeting held on 29 August 2009. The ESS was implemented on 18 June 2010 and is in force for a period of 10 years from the date of implementation.

The ESS comprises Employee Share Option Scheme ("ESOS") and Executive Share Incentive Plan ("ESIP") for the directors and eligible employees of the Company and its subsidiaries.

The maximum number of new or existing shares of the Company to be made available under the ESS during the duration of the ESS shall not exceed fifteen percent (15%) of the issued and paid-up share capital of the Company at any one time. Not more that fifty percent (50%) of the total shares of the Company available under the ESS shall be allocated, in aggregate, to directors and senior management of the Group.

The Scheme is administered by the ESS Committee appointed by the Board.

The salient features of the By-Laws are disclosed in Note 34 to the financial statements.

Employee Share Option Scheme ("ESOS")

During the financial year, 1,260,000 options were offered to eligible employees under the ESOS, of which 10% are exercisable into new ordinary shares with immediate effect on 13 May 2015 whilst the balance of 90% are exercisable into new ordinary shares at different vesting periods and tranches beginning from May 2016, subject to the fulfilment of vesting conditions including but not limited to the satisfactory performance of the option holders during the exercise periods.

EMPLOYEE SHARE SCHEME (continued)

Employee Share Option Scheme ("ESOS") (continued)

Details of all the options to subscribe for ordinary shares of the Company pursuant to the ESOS as at 30 April 2015 are as follows:

Grant date	Expiry date	Exercise price	Number of options Granted	Adjustment for bonus issue	Total
3 August 2010	2 August 2015	RM8.13	6,190,000	-	6,190,000
		RM5.42 *	-	2,582,250	2,582,250
					8,772,250
1 November 2011	31 October 2016	RM5.82	1,260,000	-	1,260,000
7 November 2012	6 November 2017	RM6.49	1,180,000	-	1,180,000
22 October 2013	21 October 2018	RM6.42	1,350,000	-	1,350,000

* Following the adjustment for additional options entitlement on the unexercised options arising from the bonus issue made during the financial year ended 30 April 2011, the exercise price of RM8.13 per share was revised to RM5.42 per ordinary share accordingly.

As at 30 April 2015, the options granted to directors and senior management of the Group consist of 13% of total options granted to eligible directors and employees.

The Company has been granted exemption by the Companies Commission of Malaysia from having to disclose the names of employees who have been granted options to subscribe for less than 100,000 ordinary shares of RM1 each. The following names of employees were granted options to subscribe for 100,000 or more ordinary shares of RM1 each and their unexercised options movement during the financial year are shown below:

Name	Grant date	Number of options 1.5.2014	Granted	Exercised	30.4.2015
Lai Swee Kee	3 August 2010	222,000	-	(69,000)	153,000
	22 October 2013	40,000	-	-	40,000
Ang Awang	22 October 2013	160,000	-	-	160,000
Chia Thim Siong	22 October 2013	144,000	-	-	144,000
Abdul Razak bin Md. Aris	3 August 2010	51,000	-	(22,500)	28,500
Siew Kwook Keong	3 August 2010	30,000	-	(24,000)	6,000

Details of options granted to directors are disclosed in the section on Directors' Interests in this report.

Executive Share Incentive Plan ("ESIP")

During the financial year, no ordinary shares ("ESIP shares") has been granted to the directors and selected executives of the Company and its subsidiaries.

OTHER STATUTORY INFORMATION

(a) Before the income statements, statements of comprehensive income and statements of financial position of the Group and of the Company were made out, the directors took reasonable steps:

   (i) to ascertain that proper action had been taken in relation to the writing off of bad debts and the making of provision for doubtful debts and satisfied themselves that there were no known bad debts and that no provision for doubtful debts was necessary; and

   (ii) to ensure that any current assets which were unlikely to realise their values as shown in the accounting records in the ordinary course of business had been written down to an amount which they might be expected so to realise.

(b) At the date of this report, the directors are not aware of any circumstances which would render:

   (i) it necessary to write off any bad debts or to make any provision for doubtful debts in respect of the financial statements of the Group and of the Company; and

   (ii) the values attributed to the current assets in the financial statements of the Group and of the Company misleading.

(c) At the date of this report, the directors are not aware of any circumstances which have arisen which would render adherence to the existing method of valuation of assets or liabilities of the Group and of the Company misleading or inappropriate.

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

(e) As at the date of this report, there does not exist:

   (i) any charge on the assets of the Group or of the Company which has arisen since the end of the financial year which secures the liabilities of any other person; or

   (ii) any contingent liability of the Group or of the Company which has arisen since the end of the financial year.

(f) In the opinion of the directors:

   (i) 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 financial year which will or may affect the ability of the Group or of the Company to meet its obligations when they fall due; and

   (ii) no item, transaction or event of a material and unusual nature has arisen in the interval between the end of the financial year and the date of this report which is likely to affect substantially the results of the operations of the Group or of the Company for the financial year in which this report is made.

DIRECTORS' REPORT (continued)

AUDITORS

The auditors, Ernst & Young, have expressed their willingness to continue in office.

Signed on behalf of the Board in accordance with a resolution of the directors dated 24 June 2015.

Tan Siok Choo | **Tan Sri Dato' Ahmad bin Mohd Don**

STATEMENT BY DIRECTORS
PURSUANT TO SECTION 169 (15) OF THE COMPANIES ACT, 1965

We, Tan Siok Choo and Tan Sri Dato' Ahmad bin Mohd Don, being two of the directors of United Malacca Berhad, do hereby state that, in the opinion of the directors, the accompanying financial statements set out on pages 57 to 157 are drawn up in accordance with Financial Reporting Standards and the requirements of the Companies Act, 1965 in Malaysia so as to give a true and fair view of the financial position of the Group and of the Company as at 30 April 2015 and of their financial performance and cash flows for the year then ended.

The supplementary information set out on page 158 have been prepared in accordance with the Guidance on Special Matter No. 1, Determination of Realised and Unrealised Profits or Losses in the Context of Disclosure Pursuant to Bursa Malaysia Securities Berhad Listing Requirements, as issued by the Malaysian Institute of Accountants.

Signed on behalf of the Board in accordance with a resolution of the directors dated 24 June 2015.

Tan Siok Choo **Tan Sri Dato' Ahmad bin Mohd Don**

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

I, Lai Swee Kee, being the chief financial officer primarily responsible for the financial management of United Malacca Berhad, do solemnly and sincerely declare that the accompanying financial statements and the supplementary information set out on pages 57 to 158 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.

Subscribed and solemnly declared)
by the abovenamed Lai Swee Kee)
at Melaka in the State of Melaka)
on 24 June 2015) **Lai Swee Kee**

Before me,

Wee Ai Yen
Commissioner for Oaths
Melaka, Malaysia

INDEPENDENT AUDITORS' REPORT
TO THE MEMBERS OF UNITED MALACCA BERHAD (INCORPORATED IN MALAYSIA)

REPORT ON THE FINANCIAL STATEMENTS

We have audited the financial statements of United Malacca Berhad, which comprise the statements of financial position of the Group and of the Company as at 30 April 2015, and the income statements, statements of comprehensive income, statements of changes in equity and statements of cash flows of the Group and of the Company for the year then ended, and a summary of significant accounting policies and other explanatory notes, as set out on pages 57 to 157.

Directors' responsibility for the financial statements

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

Auditors' responsibility

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

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

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

Opinion

In our opinion, the financial statements give a true and fair view of the financial position of the Group and of the Company as at 30 April 2015 and of their financial performance and cash flows for the year then ended in accordance with Financial Reporting Standards and the requirements of the Companies Act, 1965 in Malaysia.

INDEPENDENT AUDITORS' REPORT (continued)
TO THE MEMBERS OF UNITED MALACCA BERHAD (INCORPORATED IN MALAYSIA)

REPORT ON OTHER LEGAL AND REGULATORY REQUIREMENTS

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

(a) In our opinion, the accounting and other records and the registers required by the Act to be kept by the Company and its subsidiaries have been properly kept in accordance with the provisions of the Act.

(b) We are satisfied that the financial statements of the subsidiaries that have been consolidated with the financial statements of the Company 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.

(c) The auditors' reports on the financial statements of the subsidiaries were not subject to any qualification and did not include any comment required to be made under Section 174(3) of the Act.

OTHER REPORTING RESPONSIBILITIES

The supplementary information set out on page 158 is disclosed to meet the requirement of Bursa Malaysia Securities Berhad. The directors are responsible for the preparation of the supplementary information in accordance with Guidance on Special Matter No. 1, Determination of Realised and Unrealised Profits or Losses in the Context of Disclosure Pursuant to Bursa Malaysia Securities Berhad Listing Requirements, as issued by the Malaysian Institute of Accountants ("MIA Guidance") and the directive of Bursa Malaysia Securities Berhad. In our opinion, the supplementary information is prepared, in all material respects, in accordance with the MIA Guidance and the directive of Bursa Malaysia Securities Berhad.

OTHER MATTERS

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

Ernst & Young
AF: 0039
Chartered Accountants

Lee Ah Too
2187/09/15(J)
Chartered Accountant

Melaka, Malaysia
Date: 24 June 2015

INCOME STATEMENTS
FOR THE FINANCIAL YEAR ENDED 30 APRIL 2015

	Note	Group		Company	
		2015 RM'000	2014 RM'000 (restated)	2015 RM'000	2014 RM'000 (restated)
Revenue	8	**213,152**	244,347	**85,784**	**90,780**
Cost of sales		**(141,096)**	(153,947)	**(29,822)**	(28,899)
Gross profit		**72,056**	90,400	**55,962**	61,881
Other income	9	**10,100**	16,940	**1,927**	17,430
Selling and distribution expenses		**(5,121)**	(5,149)	**(2,574)**	(2,302)
Administrative expenses		**(14,680)**	(13,623)	**(8,254)**	(6,857)
Interest expense		**-**	-	**(21)**	(21)
Other expenses		**(1,322)**	(292)	**(1,207)**	(258)
Replanting expenses		**(2,596)**	(4,179)	**(1,643)**	(2,580)
Profit before tax	10	**58,437**	84,097	**44,190**	67,293
Income tax expense	13	**(11,253)**	(13,899)	**(945)**	(1,829)
Profit net of tax		**47,184**	70,198	**43,245**	65,464
Earnings per share attributable to owners of the Company (sen per share):					
Basic	14	**22.77**	34.13		
Diluted	14	**22.77**	34.13		

The accompanying accounting policies and explanatory notes form an integral part of the financial statements.

STATEMENTS OF COMPREHENSIVE INCOME
FOR THE FINANCIAL YEAR ENDED 30 APRIL 2015

	Group		Company	
	2015 RM'000	2014 RM'000 (restated)	2015 RM'000	2014 RM'000 (restated)
Profit net of tax	**47,184**	70,198	**43,245**	65,464
Other comprehensive (loss)/income:				
Items that will be subsequently reclassified to profit or loss:				
Net loss on fair value changes on available-for-sale investments	**(978)**	(66)	**(978)**	(66)
Transfer of loss/(gain) on disposal of available-for-sale investments to profit or loss	**460**	(457)	**460**	(457)
	(518)	(523)	**(518)**	(523)
Items that will not be subsequently reclassified to profit or loss:				
Recognition of deferred tax liabilities on revaluation surplus of freehold lands and biological assets on freehold lands upon increase of Real Property Gain Tax ("RPGT") rate	**-**	(9,268)	**-**	(6,883)
Reversal of deferred tax liabilities to asset revaluation reserve upon reduction in tax rate	**-**	2,912	**-**	926
	-	(6,356)	**-**	(5,957)
Total comprehensive income for the year	**46,666**	63,319	**42,727**	58,984

The accompanying accounting policies and explanatory notes form an integral part of the financial statements.

STATEMENTS OF FINANCIAL POSITION
AS AT 30 APRIL 2015

	Note	Group 30.4.2015 RM'000	Group 30.4.2014 RM'000 (restated)	Group 1.5.2013 RM'000 (restated)	Company 30.4.2015 RM'000	Company 30.4.2014 RM'000 (restated)	Company 1.5.2013 RM'000 (restated)
Assets							
Non-current assets							
Property, plant and equipment	16	**681,453**	692,545	685,060	**354,431**	362,883	361,986
Biological assets	17	**846,483**	827,418	803,422	**423,861**	406,996	386,064
Prepaid land lease payments	18	**11,355**	11,829	10,254	**-**	-	-
Investment property	19	**1,054**	1,040	960	**1,054**	1,040	960
Goodwill on consolidation	20	**18,628**	18,628	18,628	**-**	-	-
Investment in subsidiaries	21	**-**	-	-	**140,954**	140,954	140,954
Available-for-sale investments	22	**25,002**	47,418	57,105	**25,002**	47,418	57,105
		1,583,975	1,598,878	1,575,429	**945,302**	959,291	947,069
Current assets							
Inventories	23	**8,733**	8,618	9,746	**1,943**	1,285	3,205
Trade and other receivables	24	**19,594**	17,181	12,334	**9,380**	5,446	5,394
Held-for-trading investments	25	**17,164**	14,168	7,182	**17,164**	14,168	7,182
Held-to-maturity investments	26	**731**	23,703	28,440	**294**	23,204	26,512
Financial assets at fair value through profit or loss	27	**110,298**	39,791	38,590	**110,264**	39,760	38,560
Cash and bank balances	28	**73,803**	108,488	69,724	**57,697**	97,111	62,075
		230,323	211,949	166,016	**196,742**	180,974	142,928
Non-current assets held for sale		**-**	-	31,536	**-**	-	23,801
		230,323	211,949	197,552	**196,742**	180,974	166,729
Total assets		**1,814,298**	1,810,827	1,772,981	**1,142,044**	1,140,265	1,113,798
Equity and liabilities							
Equity attributable to owners of the Company							
Share capital	29	**207,719**	206,503	205,109	**207,719**	206,503	205,109
Share premium	29	**33,551**	26,070	17,987	**33,551**	26,070	17,485
Other reserves	30	**863,724**	869,526	879,990	**388,322**	392,319	400,886
Retained earnings	31	**575,175**	573,858	543,038	**463,227**	467,654	443,568
Total equity		**1,680,169**	1,675,957	1,646,124	**1,092,819**	1,092,546	1,067,048
Non-current liability							
Deferred tax liabilities	32	**111,605**	111,661	105,232	**40,973**	40,576	34,131
Current liabilities							
Trade and other payables	33	**21,022**	20,996	20,235	**8,155**	6,911	12,619
Income tax payable		**1,502**	2,213	1,390	**97**	232	-
		22,524	23,209	21,625	**8,252**	7,143	12,619
Total liabilities		**134,129**	134,870	126,857	**49,225**	47,719	46,750
Total equity and liabilities		**1,814,298**	1,810,827	1,772,981	**1,142,044**	1,140,265	1,113,798

The accompanying accounting policies and explanatory notes form an integral part of the financial statements.

STATEMENTS OF CHANGES IN EQUITY
FOR THE FINANCIAL YEAR ENDED 30 APRIL 2015

GROUP 2015	Share capital (Note 29) RM'000	Share premium (Note 29) RM'000	Fair value adjustment reserve (Note 30) RM'000	Asset revaluation reserve (Note 30) RM'000	Foreign currency translation reserve (Note 30) RM'000	Employee share option reserve (Note 30) RM'000	Employee share incentive reserve (Note 30) RM'000	Total other reserves (Note 30) RM'000	Retained earnings (Note 31) RM'000	Total equity RM'000
	Attributable to owners of the Company									
		Non-distributable							Distributable	
Opening balance at 1 May 2014										
As previously stated	206,503	26,070	23,030	730,346	-	7,091	-	760,467	593,846	1,586,886
Prior year adjustments (Note 42(a))	-	-	-	109,059	-	-	-	109,059	(19,988)	89,071
As restated	206,503	26,070	23,030	839,405	-	7,091	-	869,526	573,858	1,675,957
Total comprehensive (loss)/income	-	-	(518)	-	-	-	-	(518)	47,184	46,666
Transfer to retained earnings:										
Realisation of asset revaluation reserve upon:										
- Depreciation	-	-	-	(3,601)	-	-	-	(3,601)	3,601	-
- Property, plant and equipment written off	-	-	-	(3)	-	-	-	(3)	3	-
	-	-	-	(3,604)	-	-	-	(3,604)	3,604	-
Transactions with owners:										
Fair value of share options granted to eligible directors and employees	-	-	-	-	-	657	-	657	-	657
Shares issued pursuant to ESOS	1,216	7,481	-	-	-	(2,064)	-	(2,064)	-	6,633
Employee share options forfeited	-	-	-	-	-	(273)	-	(273)	273	-
Dividends (Note 15)	-	-	-	-	-	-	-	-	(49,744)	(49,744)
	1,216	7,481	-	-	-	(1,680)	-	(1,680)	(49,471)	(42,454)
Closing balance at 30 April 2015	207,719	33,551	22,512	835,801	-	5,411	-	863,724	575,175	1,680,169

STATEMENTS OF CHANGES IN EQUITY (continued)
FOR THE FINANCIAL YEAR ENDED 30 APRIL 2015

GROUP (continued) 2014	Attributable to owners of the Company									
		Non-distributable							Distributable	
	Share capital (Note 29) RM'000	Share premium (Note 29) RM'000	Fair value adjustment reserve (Note 30) RM'000	Asset revaluation reserve (Note 30) RM'000	Foreign currency translation reserve (Note 30) RM'000	Employee share option reserve (Note 30) RM'000	Employee share incentive reserve (Note 30) RM'000	Total other reserves (Note 30) RM'000	Retained earnings (Note 31) RM'000	Total equity RM'000
Opening balance at 1 May 2013										
As previously stated	205,109	17,987	23,553	725,920	(140)	7,400	-	756,733	561,706	1,541,535
Prior year adjustments (Note 42(a))	-	-	-	123,257	-	-	-	123,257	(18,668)	104,589
As restated	205,109	17,987	23,553	849,177	(140)	7,400	-	879,990	543,038	1,646,124
Total comprehensive (loss)/income (restated)	-	-	(523)	(6,356)	-	-	-	(6,879)	70,198	63,319
Transfer to retained earnings:										
Realisation of share premium upon disposal of an associate	-	(502)	-	-	-	-	-	-	502	-
Realisation of asset revaluation reserve upon:										
- Depreciation	-	-	-	(3,415)	-	-	-	(3,415)	3,415	-
- Disposal of property, plant and equipment	-	-	-	-	-	-	-	-	-	-
- Property, plant and equipment written off	-	-	-	(1)	-	-	-	(1)	1	-
Realisation of foreign currency translation reserve upon disposal of an associate	-	-	-	-	140	-	-	140	(140)	-
	-	(502)	-	(3,416)	140	-	-	(3,276)	3,778	-
Transactions with owners:										
Fair value of share options granted to eligible directors and employees	-	-	-	-	-	1,760	-	1,760	-	1,760
Shares issued pursuant to ESOS	1,209	7,449	-	-	-	(2,028)	-	(2,028)	-	6,630
Employee share options forfeited	-	-	-	-	-	(41)	-	(41)	41	-
ESIP expense	-	-	-	-	-	-	1,321	1,321	-	1,321
Shares issued pursuant to ESIP	185	1,136	-	-	-	-	(1,321)	(1,321)	-	-
Dividends (Note 15)	-	-	-	-	-	-	-	-	(43,197)	(43,197)
	1,394	8,585	-	-	-	(309)	-	(309)	(43,156)	(33,486)
Closing balance at 30 April 2014 (restated)	206,503	26,070	23,030	839,405	-	7,091	-	869,526	573,858	1,675,957

STATEMENTS OF CHANGES IN EQUITY (continued)
FOR THE FINANCIAL YEAR ENDED 30 APRIL 2015

	Attributable to owners of the Company								
	Non-distributable							Distributable	
COMPANY 2015	Share capital (Note 29) RM'000	Share premium (Note 29) RM'000	Fair value adjustment reserve (Note 30) RM'000	Asset revaluation reserve (Note 30) RM'000	Employee share option reserve (Note 30) RM'000	Employee share incentive reserve (Note 30) RM'000	Total other reserves (Note 30) RM'000	Retained earnings (Note 31) RM'000	Total equity RM'000
Opening balance at 1 May 2014									
As previously stated	206,503	26,070	23,029	330,439	7,091	-	360,559	477,290	1,070,422
Prior year adjustments (Note 42(a))	-	-	-	31,760	-	-	31,760	(9,636)	22,124
As restated	206,503	26,070	23,029	362,199	7,091	-	392,319	467,654	1,092,546
Total comprehensive (loss)/income	-	-	(518)	-	-	-	(518)	43,245	42,727
Transfer to retained earnings:									
Realisation of asset revaluation reserve upon depreciation	-	-	-	(1,799)	-	-	(1,799)	1,799	-
	-	-	-	(1,799)	-	-	(1,799)	1,799	-
Transactions with owners:									
Fair value of share options granted to eligible directors and employees	-	-	-	-	657	-	657	-	657
Shares issued pursuant to ESOS	1,216	7,481	-	-	(2,064)	-	(2,064)	-	6,633
Employee share options forfeited	-	-	-	-	(273)	-	(273)	273	-
Dividends (Note 15)	-	-	-	-	-	-	-	(49,744)	(49,744)
	1,216	7,481	-	-	(1,680)	-	(1,680)	(49,471)	(42,454)
Closing balance at 30 April 2015	207,719	33,551	22,511	360,400	5,411	-	388,322	463,227	1,092,819

STATEMENTS OF CHANGES IN EQUITY (continued)
FOR THE FINANCIAL YEAR ENDED 30 APRIL 2015

COMPANY (continued) 2014	Share capital (Note 29) RM'000	Share premium (Note 29) RM'000	Fair value adjustment reserve (Note 30) RM'000	Asset revaluation reserve (Note 30) RM'000	Employee share option reserve (Note 30) RM'000	Employee share incentive reserve (Note 30) RM'000	Total other reserves (Note 30) RM'000	Retained earnings (Note 31) RM'000	Total equity RM'000
	Attributable to owners of the Company								
		Non-distributable						Distributable	
Opening balance at 1 May 2013									
As previously stated	205,109	17,485	23,552	329,681	7,400	-	360,633	451,902	1,035,129
Prior year adjustments (Note 42(a))	-	-	-	40,253	-	-	40,253	(8,334)	31,919
As restated	205,109	17,485	23,552	369,934	7,400	-	400,886	443,568	1,067,048
Total comprehensive (loss)/income (restated)	-	-	(523)	(5,957)	-	-	(6,480)	65,464	58,984
Transfer to retained earnings:									
Realisation of asset revaluation reserve upon:									
- Depreciation	-	-	-	(1,777)	-	-	(1,777)	1,777	-
- Property, plant and equipment written off	-	-	-	(1)	-	-	(1)	1	-
	-	-	-	(1,778)	-	-	(1,778)	1,778	-
Transactions with owners:									
Fair value of share options granted to eligible directors and employees	-	-	-	-	1,760	-	1,760	-	1,760
Shares issued pursuant to ESOS	1,209	7,449	-	-	(2,028)	-	(2,028)	-	6,630
Employee share options forfeited	-	-	-	-	(41)	-	(41)	41	-
ESIP expense	-	-	-	-	-	1,321	1,321	-	1,321
Shares issued pursuant to ESIP	185	1,136	-	-	-	(1,321)	(1,321)	-	-
Dividends (Note 15)	-	-	-	-	-	-	-	(43,197)	(43,197)
	1,394	8,585	-	-	(309)	-	(309)	(43,156)	(33,486)
Closing balance at 30 April 2014 (restated)	206,503	26,070	23,029	362,199	7,091	-	392,319	467,654	1,092,546

The accompanying accounting policies and explanatory notes form an integral part of the financial statements.

STATEMENTS OF CASH FLOWS
FOR THE FINANCIAL YEAR ENDED 30 APRIL 2015

	Note	Group 2015 RM'000	Group 2014 RM'000 (restated)	Company 2015 RM'000	Company 2014 RM'000 (restated)
Operating activities					
Profit before tax		**58,437**	84,097	**44,190**	67,293
Adjustments for:					
Amortisation of prepaid land lease payments	10	**260**	196	**-**	-
Depreciation of property, plant and equipment	10	**18,163**	16,941	**6,398**	6,332
Dividend income	9	**(2,187)**	(2,133)	**-**	-
Fair value of share options expensed off:					
- employees	11	**522**	1,456	**306**	653
- non-executive directors	12	**135**	304	**135**	304
Gain from fair value adjustment of investment property	9	**(14)**	(80)	**(14)**	(80)
(Gain)/loss on disposal of:					
- an associate	9	**-**	(5,675)	**-**	(13,410)
- available-for-sale investments	9,10	**460**	(457)	**460**	(457)
- non-current asset held for sale	9	**-**	(261)	**-**	(261)
- property, plant and equipment	9	**(194)**	(32)	**(53)**	(6)
Interest expense	10	**-**	-	**21**	21
Interest income	9	**(3,117)**	(3,647)	**-**	-
Net fair value gains on financial assets at fair value through profit or loss:					
- realised	9	**(2,505)**	(1,065)	**(2,503)**	(1,064)
- unrealised	9	**(102)**	(136)	**(101)**	(136)
Net fair value (gains)/losses on held-for-trading investments:					
- realised	9	**(565)**	(853)	**(565)**	(853)
- unrealised	9,10	**188**	(650)	**188**	(650)
Property, plant and equipment written off	10	**461**	47	**356**	22
Unrealised foreign exchange (gain)/loss	9,10	**(38)**	2	**(38)**	2
Operating cash flows before changes in working capital		**69,904**	88,054	**48,780**	57,710
Changes in working capital:					
(Increase)/decrease in inventories		**(115)**	1,128	**(658)**	1,920
Decrease/(increase) in trade and other receivables		**1,262**	(6,762)	**(3,124)**	(2,017)
Increase/(decrease) in trade and other payables		**26**	(851)	**1,244**	(5,708)
Cash flows from operations		**71,077**	81,569	**46,242**	51,905
Interest received		**3,353**	3,577	**-**	-
Interest paid		**-**	-	**(21)**	(21)
Income taxes refunded		**-**	2,449	**-**	2,042
Income taxes paid		**(12,021)**	(13,002)	**(683)**	(1,041)
Net cash flows from operating activities		**62,409**	74,593	**45,538**	52,885

STATEMENTS OF CASH FLOWS (continued)
FOR THE FINANCIAL YEAR ENDED 30 APRIL 2015

	Note	Group 2015 RM'000	Group 2014 RM'000 (restated)	Company 2015 RM'000	Company 2014 RM'000 (restated)
Investing activities					
Dividend received from:					
- available-for-sale investments		**1,724**	1,742	**-**	-
- held-for-trading investments		**483**	340	**-**	-
Purchase of:					
- available-for-sale investments		**(1,564)**	(1,542)	**(1,564)**	(1,542)
- financial assets at fair value through profit or loss		**(128,433)**	-	**(128,433)**	-
- held-for-trading investments		**(28,341)**	(14,925)	**(28,341)**	(14,925)
- property, plant and equipment	16	**(12,330)**	(28,107)	**(2,642)**	(10,621)
Proceeds from disposal of:					
- an associate		**-**	36,315	-	36,315
- available-for-sale investments		**23,002**	11,163	**23,002**	11,163
- financial assets at fair value through profit or loss		**60,533**	-	**60,533**	-
- held-for-trading investments		**24,950**	9,295	**24,950**	9,295
- non-current asset held for sale		**-**	1,157	**-**	1,157
- property, plant and equipment		**478**	204	**110**	72
Additions of:					
- biological assets		**(14,337)**	(20,320)	**(12,582)**	(17,628)
- prepaid land lease payments	18	**(3,120)**	(642)	**-**	-
Net withdrawal of held-to-maturity investments		**22,972**	4,737	**22,910**	3,308
Net cash flows (used in)/from investing activities		**(53,983)**	(583)	**(42,057)**	16,594
Financing activities					
Dividends paid	15	**(49,744)**	(43,197)	**(49,744)**	(43,197)
Payment of fair value of share options granted to eligible employees by subsidiaries		**-**	-	**216**	803
Proceeds from exercise of:					
- employee share options under ESOS		**6,633**	6,630	**6,633**	6,630
- ESIP shares		**-**	1,321	**-**	1,321
Net cash flows used in financing activities		**(43,111)**	(35,246)	**(42,895)**	(34,443)
Net change in cash and bank balances		**(34,685)**	38,764	**(39,414)**	35,036
Cash and bank balances at beginning of financial year		**108,488**	69,724	**97,111**	62,075
Cash and bank balances at end of financial year	28	**73,803**	108,488	**57,697**	97,111

The accompanying accounting policies and explanatory notes form an integral part of the financial statements.

NOTES TO THE FINANCIAL STATEMENTS
FOR THE FINANCIAL YEAR ENDED 30 APRIL 2015

1. CORPORATE INFORMATION

The Company is a public limited liability company, incorporated and domiciled in Malaysia, and is listed on the Main Market of Bursa Malaysia Securities Berhad. The registered office of the Company is located at 6th Floor, No. 61, Jalan Melaka Raya 8, Taman Melaka Raya, 75000 Melaka.

The principal activities of the Company consist of cultivation of oil palm and investment holding. The principal activities of the subsidiaries are described in Note 21. There have been no significant changes in the nature of the principal activities during the financial year.

2. BASIS OF PREPARATION

These financial statements have been prepared in accordance with Financial Reporting Standards ("FRS") as issued by the Malaysian Accounting Standards Board ("MASB") and the requirements of the Companies Act, 1965 in Malaysia.

The financial statements have also been prepared on a historical basis, unless otherwise indicated in the accounting policies below.

The financial statements are presented in Ringgit Malaysia ("RM") and all values are rounded to the nearest thousand ("RM'000") except when otherwise indicated.

3. SUMMARY OF SIGNIFICANT ACCOUNTING POLICIES

3.1 Basis of consolidation

The consolidated financial statements comprise the financial statements of the Company and its subsidiaries as at the reporting date. The financial statements of the subsidiaries used in the preparation of the consolidated financial statements are prepared for the same reporting date as the Company. Consistent accounting policies are applied for like transactions and events in similar circumstances.

The Company controls an investee if and only if the Company has all the following:

(i) power over the investee (i.e existing rights that give it the current ability to direct the relevant activities of the investee);

(ii) exposure, or rights, to variable returns from its investment with the investee; and

(iii) the ability to use its power over the investee to affect its returns.

When the Company has less than a majority of the voting rights of an investee, the Company considers the following in assessing whether or not the Company's voting rights in an investee are sufficient to give it power over the investee:

(i) the size of the Company's holding of voting rights relative to the size and dispersion of holdings of the other vote holders;

(ii) potential voting rights held by the Company, other vote holders or other parties;

(iii) rights arising from other contractual arrangements; and

3. SUMMARY OF SIGNIFICANT ACCOUNTING POLICIES (continued)

3.1 Basis of consolidation (continued)

(iv) any additional facts and circumstances that indicate that the Company/Group has, or does not have, the current ability to direct the relevant activities at the time that decisions need to be made, including voting patterns at previous shareholders' meetings.

Subsidiaries are consolidated when the Company obtains control over the subsidiary and ceases when the Company loses control of the subsidiary. All intra-group balances, income and expenses and unrealised gains and losses resulting from intra-group transactions are eliminated in full.

Losses within a subsidiary are attributed to the non-controlling interests even if that results in a deficit balance.

Changes in the Group's ownership interests in subsidiaries that do not result in the Group losing control over the subsidiaries are accounted for as equity transactions. The carrying amounts of the Group's interests and the non-controlling interests are adjusted to reflect the changes in their relative interests in the subsidiaries. The resulting difference is recognised directly in equity and attributed to owners of the Company.

When the Group loses control of a subsidiary, a gain or loss calculated as the difference between (i) the aggregate of the fair value of the consideration received and the fair value of any retained interest and (ii) the previous carrying amount of the assets and liabilities of the subsidiary and any non-controlling interest, is recognised in profit or loss. The subsidiary's cumulative gain or loss which has been recognised in other comprehensive income and accumulated in equity are reclassified to profit or loss or where applicable, transferred directly to retained earnings. The fair value of any investment retained in the former subsidiary at the date control is lost is regarded as the cost on initial recognition of the investment.

3.2 Business combinations and goodwill

Acquisitions of subsidiaries are accounted for using the acquisition method. The cost of an acquisition is measured as the aggregate of the consideration transferred, measured at acquisition date fair value and the amount of any non-controlling interests in the acquiree. The Group elects on a transaction-by-transaction basis whether to measure the non-controlling interests in the acquiree either at fair value or at the proportionate share of the acquiree's identifiable net assets. Transaction costs incurred are expensed and included in administrative expenses.

Any contingent consideration to be transferred by the acquirer will be recognised at fair value at the acquisition date. Subsequent changes in the fair value of the contingent consideration which is deemed to be an asset or liability, will be recognised in accordance with FRS 139 either in profit or loss or as a change to other comprehensive income. If the contingent consideration is classified as equity, it will not be remeasured. Subsequent settlement is accounted for within equity. In instances where the contingent consideration does not fall within the scope of FRS 139, it is measured in accordance with the appropriate FRS.

When the Group acquires a business, it assesses the financial assets and liabilities assumed for appropriate classification and designation in accordance with the contractual terms, economic circumstances and pertinent conditions as at the acquisition date. This includes the separation of embedded derivatives in host contracts by the acquiree.

3. SUMMARY OF SIGNIFICANT ACCOUNTING POLICIES (continued)

3.2 Business combinations and goodwill (continued)

If the business combination is achieved in stages, the acquisition date fair value of the acquirer's previously held equity interest in the acquiree is remeasured to fair value at the acquisition date through profit or loss.

Goodwill is initially measured at cost, being the excess of the aggregate of the consideration transferred and the amount recognised for non-controlling interests over the net identifiable assets acquired and liabilities assumed. If this consideration is lower than fair value of the net assets of the subsidiary acquired, the difference is recognised in profit or loss.

After initial recognition, goodwill is measured at cost less accumulated impairment losses. For the purpose of impairment testing, goodwill acquired in a business combination is, from the acquisition date, allocated to each of the Group's cash-generating units that are expected to benefit from the combination, irrespective of whether other assets or liabilities of the acquiree are assigned to those units.

Where goodwill forms part of a cash-generating unit and part of the operation within that unit is disposed of, the goodwill associated with the operation disposed of is included in the carrying amount of the operation when determining the gain or loss on disposal of the operation. Goodwill disposed of in this circumstance is measured based on the relative values of the operation disposed of and the portion of the cash-generating unit retained.

3.3 Foreign currency translation

(a) Functional and presentation currency

The Group's and the Company's financial statements are presented in Ringgit Malaysia which is also the Company's functional currency. Each entity in the Group determines its own functional currency and items included in the financial statements of each entity are measured using that functional currency.

(b) Transactions and balances

Transactions in foreign currencies are initially recorded by the Group entities at the functional currency rates prevailing at the date of the transaction.

Monetary assets and liabilities denominated in foreign currencies are retranslated at the functional currency spot rate of exchange ruling at the reporting date.

All differences are taken to the in profit or loss with the exception of all monetary items that forms part of a net investment in a foreign operation. These are recognised in other comprehensive income until the disposal of the net investment, at which time they are reclassified to profit or loss. Tax charges and credits attributable to exchange differences on those monetary items are also recorded in other comprehensive income.

Non-monetary items that are measured in terms of historical cost in a foreign currency are translated using the exchange rates as at the dates of the initial transactions. Non-monetary items measured at fair value in a foreign currency are translated using the exchange rates at the date when the fair value is determined. The gain or loss arising on translation of non-monetary items is recognised in line with the gain or loss of the item that gave rise to the translation difference (translation differences on items whose gain or loss is recognised in other comprehensive income or profit or loss is also recognised in other comprehensive income or profit or loss respectively).

3. SUMMARY OF SIGNIFICANT ACCOUNTING POLICIES (continued)

3.4 Property, plant and equipment

Property, plant and equipment are stated at cost, net of accumulated depreciation and/or accumulated impairment losses, if any. Such cost includes the cost of replacing component parts of the property, plant and equipment and borrowing costs for long-term construction projects if the recognition criteria are met.

Subsequent to recognition, property, plant and equipment except for freehold lands, long term leasehold lands and buildings are measured at cost less accumulated depreciation and accumulated impairment losses.

When significant parts of property, plant and equipment are required to be replaced at intervals, the Group derecognises the replaced part, and recognises the new part with its own associated useful life and depreciation. Likewise, when a major inspection is performed, its cost is recognised in the carrying amount of the plant and equipment as a replacement if the recognition criteria are satisfied. All other repair and maintenance costs are recognised in the profit or loss as incurred. The present value of the expected cost for the decommissioning of the asset after its use is included in the cost of the respective asset if the recognition criteria for a provision are met.

Freehold lands, long term leasehold lands and buildings are measured at fair value less accumulated depreciation and impairment losses recognised after the date of the revaluation. Valuations are performed with sufficient regularity at least once every 5 years to ensure that the carrying amount does not differ materially from the fair value of the freehold lands, long term leasehold lands and buildings at the reporting date.

Any revaluation surplus is recognised in other comprehensive income and accumulated in equity under the asset revaluation reserve, except to the extent that it reverses a revaluation decrease of the same asset previously recognised in profit or loss, in which case the increase is recognised in profit or loss. A revaluation deficit is recognised in profit or loss, except to the extent that it offsets an existing surplus on the same asset carried in the asset revaluation reserve.

Any accumulated depreciation as at the revaluation date is eliminated against the gross carrying amount of the asset and the net amount is restated to the revalued amount of the asset. The revaluation surplus included in the asset revaluation reserve in respect of an asset is transferred directly to retained earnings on retirement or disposal of the asset.

Freehold land has an unlimited useful life and therefore is not depreciated. Long term leasehold land is depreciated on a straight-line basis over the period of the respective leases whilst depreciation of other property, plant and equipment is computed on a straight-line basis over the estimated useful lives of the assets, at the following annual rates:

Buildings	2% to 5%
Plant and machinery	5% to 10%
Office equipment, furniture and fittings	5% to 25%
Motor vehicles, tractors, trailers and boats	10% to 25%

Capital work-in-progress is not depreciated as this asset is not yet available for use.

The carrying values of property, plant and equipment are reviewed for impairment when events or changes in circumstances indicate that the carrying value may not be recoverable.

3. SUMMARY OF SIGNIFICANT ACCOUNTING POLICIES (continued)

3.4 Property, plant and equipment (continued)

An item of property, plant and equipment is derecognised upon disposal or when no future economic benefits are expected from its use or disposal. Any gain or loss on derecognition of the asset (calculated as the difference between the net disposal proceeds and the carrying amount of the asset) is included in the profit or loss in the year the asset is derecognised.

The assets' residual values, useful lives and methods of depreciation are reviewed at each financial year end and adjusted prospectively, if appropriate.

3.5. Biological assets

Biological assets represent new planting expenditure on oil palm, which consist of cost of land clearing, upkeep of trees to maturity and attributable amortisation and depreciation charges capitalised. The normal period to maturity after the month of planting is 48 months. Net income from scout harvesting in immature areas is credited against the new planting expenditure.

Biological assets are stated at cost or revalued amounts and are not amortised. Revalued amounts are the fair values at the date of the revaluation less any accumulated impairment losses. Fair value is determined based on existing use basis by appraisal that is undertaken by an independent professional valuer. The revaluation surplus arising is credited to the asset revaluation reserve included within equity.

Valuations are performed with sufficient regularity at least once every 5 years to ensure that the carrying amount does not differ materially from the fair value of the biological assets at the reporting date.

3.6 Prepaid land lease payments

Prepaid land lease payments are initially measured at cost. Following initial recognition, prepaid land lease payments are measured at cost less accumulated amortisation and accumulated impairment losses. Prepaid land lease payments are amortised on a straight line basis over their lease terms.

3.7 Investment property

Investment property is initially measured at cost, including transaction costs. Subsequent to initial recognition, investment property is measured at fair value which reflects market conditions at the reporting date. Fair value is arrived at by reference to market evidence of transaction prices for similar properties and is performed by registered independent valuer having an appropriate recognised professional qualification. Gain or loss arising from change in the fair value of investment property is included in profit or loss in the year in which it arise.

A property is classified and accounted for as an investment property on a property-by-property basis when the Group holds it to earn rentals or for capital appreciation or both.

Investment property is derecognised when either it has been disposed of or when the investment property is permanently withdrawn from use and no future economic benefit is expected from its disposal. Any gain or loss on the retirement or disposal of an investment property is recognised in profit or loss in the year of retirement or disposal.

3. SUMMARY OF SIGNIFICANT ACCOUNTING POLICIES (continued)

3.7 Investment property (continued)

Transfers are made to or from investment property only when there is a change in use. For a transfer from investment property to owner-occupied property, the deemed cost for subsequent accounting is the fair value at the date of change in use. For a transfer from owner-occupied property to investment property, the property is accounted for in accordance with the accounting policy for property, plant and equipment set out in Note 3.4 up to the date of change in use.

3.8 Impairment of non-financial assets

The Group assesses at each reporting date whether there is an indication that an asset may be impaired. If any indication exists, or when annual impairment testing for an asset is required, the Group estimates the asset's recoverable amount. An asset's recoverable amount is the higher of an asset's or cash-generating unit's ("CGU") fair value less costs to sell and its value in use and is determined for an individual asset, unless the asset does not generate cash inflows that are largely independent of those from other assets or groups of assets.

Where the carrying amount of an asset or CGU exceeds its recoverable amount, the asset is considered impaired and is written down to its recoverable amount. In assessing value in use, the estimated future cash flows are discounted to their present value using a pre-tax discount rate that reflects current market assessments of the time value of money and the risks specific to the asset. In determining fair value less costs to sell, recent market transactions are taken into account, if available. If no such transactions can be identified, an appropriate valuation model is used. These calculations are corroborated by valuation multiples, quoted share prices for publicly traded subsidiaries or other available fair value indicators.

The Group bases its impairment calculation on detailed budgets and forecast calculations which are prepared separately for each of the Group's cash-generating units to which the individual assets are allocated. These budgets and forecast calculations are generally covering a period of five years. For longer periods, a long term growth rate is calculated and applied to project future cash flows after the fifth year.

Impairment losses of continuing operations, including impairment on inventories, are recognised in the profit or loss in those expense categories consistent with the function of the impaired asset, except for a property previously revalued where the revaluation was taken to other comprehensive income. In this case, the impairment is also recognised in other comprehensive income up to the amount of any previous revaluation.

Goodwill is tested for impairment annually at reporting date and when circumstances indicate that the carrying value may be impaired. Impairment is determined by assessing the recoverable amount of each CGU (or group of CGUs) to which the goodwill relates. When the recoverable amount of the CGU is less than its carrying amount, an impairment loss is recognised. Impairment losses relating to goodwill cannot be reversed in future periods.

3. SUMMARY OF SIGNIFICANT ACCOUNTING POLICIES (continued)

3.8 Impairment of non-financial assets (continued)

An assessment is made at each reporting date as to whether there is any indication that previously recognised impairment losses may no longer exist or may have decreased. If such indication exists, the Group estimates the asset's or cash-generating unit's recoverable amount. A previously recognised impairment loss is reversed only if there has been a change in the assumptions used to determine the asset's recoverable amount since the last impairment loss was recognised. The reversal is limited so that the carrying amount of the asset does not exceed its recoverable amount, nor exceed the carrying amount that would have been determined, net of depreciation, had no impairment loss been recognised for the asset in prior years. Such reversal is recognised in the income statement unless the asset is carried at a revalued amount, in which case the reversal is treated as a revaluation increase.

3.9 Subsidiaries

A subsidiary is an entity over which the Group has all the following:

(i) Power over the investee (i.e existing rights that give it the current ability to direct the relevant activities of the investee);

(ii) Exposure, or rights, to variable returns from its investment with the investee; and

(iii) The ability to use its power over the investee to affect its returns.

In the Company's separate financial statements, investments in subsidiaries are accounted for at cost less impairment losses. On disposal of such investments, the difference between net disposal proceeds and their carrying amounts is included in profit or loss.

3.10 Financial instruments

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

Financial assets and financial liabilities are offset and the net amount is reported in the consolidated statement of financial position if there is a currently enforceable legal right to offset the recognised amounts and there is an intention to settle on a net basis, to realise the assets and settle the liabilities simultaneously.

(a) Financial assets

(i) Initial recognition and measurement

Financial assets within the scope of FRS 139 are classified as financial assets at fair value through profit or loss, loans and receivables, held-to-maturity investments, available-for-sale financial assets, or as derivatives designated as hedging instruments in an effective hedge, as appropriate. The Group determines the classification of its financial assets at initial recognition.

All financial assets are recognised initially at fair value plus, in the case of assets not at fair value through profit or loss, directly attributable transaction costs.

3. SUMMARY OF SIGNIFICANT ACCOUNTING POLICIES (continued)

3.10 Financial instruments (continued)

(a) Financial assets (continued)

(i) Initial recognition and measurement (continued)

Purchases or sales of financial assets that require delivery of assets within a time frame established by regulation or convention in the marketplace (regular way trades) are recognised on the trade date, i.e., the date that the Group commits to purchase or sell the asset.

The Group's financial assets include available-for-sale investments, trade and other receivables, held-for-trading investments, held-to-maturity investments, cash and bank balances.

(ii) Subsequent measurement

The subsequent measurement of financial assets depends on their classification as follows:

<u>Financial assets at fair value through profit or loss</u>

Financial assets at fair value through profit or loss includes financial assets held for trading and financial assets designated upon initial recognition at fair value through profit or loss. Financial assets are classified as held for trading if they are acquired for the purpose of selling or repurchasing in the near term. This category includes derivative financial instruments entered into by the Group that are not designated as hedging instruments in hedge relationships as defined by FRS 139. Derivatives, including separated embedded derivatives are also classified as held for trading unless they are designated as effective hedging instruments.

Financial assets at fair value through profit and loss are carried in the statement of financial position at fair value with changes in fair value recognised in finance income or finance costs in the profit or loss.

The Group evaluates its financial assets held for trading, other than derivatives, to determine whether the intention to sell them in the near term is still appropriate. When the Group is unable to trade these financial assets due to inactive markets and management's intention to sell them in the foreseeable future significantly changes, the Group may elect to reclassify these financial assets in rare circumstances. The reclassification to loans and receivables, available-for-sale or held to maturity depends on the nature of the asset. This evaluation does not affect any financial assets designated at fair value through profit or loss using the fair value option at designation.

Derivatives embedded in host contracts are accounted for as separate derivatives and recorded at fair value if their economic characteristics and risks are not closely related to those of the host contracts and the host contracts are not held for trading or designated at fair value though profit or loss. These embedded derivatives are measured at fair value with changes in fair value recognised in the profit or loss. Reassessment only occurs if there is a change in the terms of the contract that significantly modifies the cash flows that would otherwise be required.

3. SUMMARY OF SIGNIFICANT ACCOUNTING POLICIES (continued)

3.10 Financial instruments (continued)

(a) Financial assets (continued)

(ii) Subsequent measurement (continued)

Loans and receivables

Loans and receivables are non-derivative financial assets with fixed or determinable payments that are not quoted in an active market. After initial measurement, such financial assets are subsequently measured at amortised cost using the effective interest rate method ("EIR"), less impairment. Amortised cost is calculated by taking into account any discount or premium on acquisition and fees or costs that are an integral part of the EIR. The EIR amortisation is included in finance income in the profit or loss. The losses arising from impairment are recognised in the profit or loss in finance costs.

Held-to-maturity investments

Non-derivative financial assets with fixed or determinable payments and fixed maturities are classified as held-to-maturity when the Group has the positive intention and ability to hold them to maturity. After initial measurement, held-to-maturity investments are measured at amortised cost using the effective interest method, less impairment. Amortised cost is calculated by taking into account any discount or premium on acquisition and fees or costs that are an integral part of the EIR. The EIR amortisation is included in finance income in the profit or loss. The losses arising from impairment are recognised in the profit or loss in finance costs.

Available-for-sale financial investments

Available-for-sale financial investments include equity and debt securities. Equity investments classified as available-for-sale are those, which are neither classified as held for trading nor designated at fair value through profit or loss. Debt securities in this category are those which are intended to be held for an indefinite period of time and which may be sold in response to needs for liquidity or in response to changes in the market conditions.

After initial measurement, available-for-sale financial investments are subsequently measured at fair value with unrealised gains or losses recognised as other comprehensive income in the available-for-sale reserve until the investment is derecognised, at which time the cumulative gain or loss is recognised in other operating income, or determined to be impaired, at which time the cumulative loss is reclassified to the profit or loss in finance costs and removed from the available-for-sale reserve. Interest income on available-for-sale debt securities is calculated using the effective interest method and is recognised in profit or loss.

3. SUMMARY OF SIGNIFICANT ACCOUNTING POLICIES (continued)

3.10 Financial instruments (continued)

(a) Financial assets (continued)

(ii) Subsequent measurement (continued)

Available-for-sale financial investments (continued)

The Group evaluates its available-for-sale financial assets to determine whether the ability and intention to sell them in the near term is still appropriate. When the Group is unable to trade these financial assets due to inactive markets and management's intention to do so significantly changes in the foreseeable future, the Group may elect to reclassify these financial assets in rare circumstances.

Reclassification to loans and receivables is permitted when the financial assets meet the definition of loans and receivables and the Group has the intent and ability to hold these assets for the foreseeable future or until maturity. Reclassification to the held-to-maturity category is permitted only when the entity has the ability and intention to hold the financial asset accordingly.

For a financial asset reclassified out of the available-for-sale category, any previous gain or loss on that asset that has been recognised in equity is amortised to profit or loss over the remaining life of the investment using the EIR. Any difference between the new amortised cost and the expected cash flows is also amortised over the remaining life of the asset using the EIR. If the asset is subsequently determined to be impaired, then the amount recorded in equity is reclassified to the profit or loss.

(iii) Derecognition

A financial asset (or, where applicable a part of a financial asset or part of a group of similar financial assets) is derecognised when:

- The rights to receive cash flows from the asset have expired;

- The Group has transferred its rights to receive cash flows from the asset or has assumed an obligation to pay the received cash flows in full without material delay to a third party under a 'pass-through' arrangement; and either (a) the Group has transferred substantially all the risks and rewards of the asset, or (b) the Group has neither transferred nor retained substantially all the risks and rewards of the asset, but has transferred control of the asset.

3. SUMMARY OF SIGNIFICANT ACCOUNTING POLICIES (continued)

3.10 Financial instruments (continued)

(a) Financial assets (continued)

(iii) Derecognition (continued)

When the Group has transferred its rights to receive cash flows from an asset or has entered into a pass-through arrangement, and has neither transferred nor retained substantially all of the risks and rewards of the asset nor transferred control of it, the asset is recognised to the extent of the Group's continuing involvement in it.

In that case, the Group also recognises an associated liability. The transferred asset and the associated liability are measured on a basis that reflects the rights and obligations that the Group has retained.

Continuing involvement that takes the form of a guarantee over the transferred asset is measured at the lower of the original carrying amount of the asset and the maximum amount of consideration that the Group could be required to repay.

(b) Impairment of financial assets

The Group and the Company assess at each reporting date whether there is any objective evidence that a financial asset or a group of financial assets is impaired. A financial asset or a group of financial assets is deemed to be impaired if, and only if, there is objective evidence of impairment as a result of one or more events that has occurred after the initial recognition of the asset (an incurred 'loss event') and that loss event has an impact on the estimated future cash flows of the financial asset or the group of financial assets that can be reliably estimated. Evidence of impairment may include indications that the debtors or a group of debtors is experiencing significant financial difficulty, default or delinquency in interest or principal payments, the probability that they will enter bankruptcy or other financial reorganisation and where observable data indicate that there is a measurable decrease in the estimated future cash flows, such as changes in arrears or economic conditions that correlate with defaults.

<u>Financial assets carried at amortised cost</u>

For financial assets carried at amortised cost, the Group first assesses whether objective evidence of impairment exists individually for financial assets that are individually significant, or collectively for financial assets that are not individually significant. If the Group determines that no objective evidence of impairment exists for an individually assessed financial asset, whether significant or not, it includes the asset in a group of financial assets with similar credit risk characteristics and collectively assesses them for impairment. Assets that are individually assessed for impairment and for which an impairment loss is, or continues to be, recognised are not included in a collective assessment of impairment.

3. SUMMARY OF SIGNIFICANT ACCOUNTING POLICIES (continued)

3.10 Financial instruments (continued)

(b) Impairment of financial assets (continued)

Financial assets carried at amortised cost (continued)

If there is objective evidence that an impairment loss has been incurred, the amount of the loss is measured as the difference between the assets carrying amount and the present value of estimated future cash flows (excluding future expected credit losses that have not yet been incurred). The present value of the estimated future cash flows is discounted at the financial asset's original effective interest rate. If a loan has a variable interest rate, the discount rate for measuring any impairment loss is the current effective interest rate.

The carrying amount of the asset is reduced through the use of an allowance account and the amount of the loss is recognised in the profit or loss. Interest income continues to be accrued on the reduced carrying amount and is accrued using the rate of interest used to discount the future cash flows for the purpose of measuring the impairment loss. The interest income is recorded as part of finance income in the profit or loss.

Loans together with the associated allowance are written off when there is no realistic prospect of future recovery and all collateral has been realised or has been transferred to the Group. If, in a subsequent year, the amount of the estimated impairment loss increases or decreases because of an event occurring after the impairment was recognised, the previously recognised impairment loss is increased or reduced by adjusting the allowance account. If a future write-off is later recovered, the recovery is credited to finance costs in the profit or loss.

Available-for-sale investments

For available-for-sale financial investments, the Group assesses at each reporting date whether there is objective evidence that an investment or a group of investments is impaired.

In the case of equity investments classified as available-for-sale, objective evidence would include a significant or prolonged decline in the fair value of the investment below its cost. 'Significant' is evaluated against the original cost of the investment and 'prolonged' against the period in which the fair value has been below its original cost. Where there is evidence of impairment, the cumulative loss - measured as the difference between the acquisition cost and the current fair value, less any impairment loss on that investment previously recognised in the profit or loss - is removed from other comprehensive income and recognised in the profit or loss. Impairment losses on equity investments are not reversed through the profit or loss; increases in their fair value after impairments are recognised directly in other comprehensive income.

Future interest income continues to be accrued based on the reduced carrying amount of the asset, using the rate of interest used to discount the future cash flows for the purpose of measuring the impairment loss. The interest income is recorded as part of finance income. If, in a subsequent year, the fair value of a debt instrument increases and the increase can be objectively related to an event occurring after the impairment loss was recognised in the profit or loss, the impairment loss is reversed through the profit or loss.

3. SUMMARY OF SIGNIFICANT ACCOUNTING POLICIES (continued)

3.10 Financial instruments (continued)

(c) Financial liabilities

(i) Initial recognition and measurement

Financial liabilities within the scope of FRS 139 are classified as financial liabilities at fair value through profit or loss, loans and borrowings, or as derivatives designated as hedging instruments in an effective hedge, as appropriate. The Group determines the classification of its financial liabilities at initial recognition.

All financial liabilities are recognised initially at fair value and, in the case of loans and borrowings, carried at amortised cost. This includes directly attributable transaction costs.

The Group's financial liabilities include trade and other payables.

(ii) Subsequent measurement

The measurement of financial liabilities depends on their classification as follows:

<u>Financial liabilities at fair value through profit or loss</u>

Financial liabilities at fair value through profit or loss include financial liabilities held for trading and financial liabilities designated upon initial recognition as at fair value through profit or loss.

Financial liabilities are classified as held for trading if they are acquired for the purpose of selling in the near term. This category includes derivative financial instruments entered into by the Group that are not designated as hedging instruments in hedge relationships as defined by FRS 139. Separated embedded derivatives are also classified as held for trading unless they are designated as effective hedging instruments.

Gains or losses on liabilities held for trading are recognised in the profit or loss.

Financial liabilities designated upon initial recognition at fair value through profit or loss are designated at the initial date of recognition, and only if the criteria in FRS 139 are satisfied. No financial liability has been designated at fair value through profit or loss during the reporting period.

<u>Loans and borrowings</u>

After initial recognition, interest bearing loans and borrowings are subsequently measured at amortised cost using the effective interest rate method. Gains and losses are recognised in the profit or loss when the liabilities are derecognised as well as through the effective interest rate method ("EIR") amortisation process.

Amortised cost is calculated by taking into account any discount or premium on acquisition and fees or costs that are an integral part of the EIR. The EIR amortisation is included in finance costs in the profit or loss.

This category generally applies to interest-bearing loans and borrowings.

3. SUMMARY OF SIGNIFICANT ACCOUNTING POLICIES (continued)

3.10 Financial instruments (continued)

(c) Financial liabilities (continued)

(ii) Subsequent measurement (continued)

<u>Financial guarantee contracts</u>

Financial guarantee contracts issued by the Group are those contracts that require a payment to be made to reimburse the holder for a loss it incurs because the specified debtor fails to make a payment when due in accordance with the terms of a debt instrument. Financial guarantee contracts are recognised initially as a liability at fair value, adjusted for transaction costs that are directly attributable to the issuance of the guarantee. Subsequently, the liability is measured at the higher of the best estimate of the expenditure required to settle the present obligation at the reporting date and the amount recognised less cumulative amortisation.

(iii) Derecognition

A financial liability is derecognised when the obligation under the liability is discharged or cancelled or expires.

When an existing financial liability is replaced by another from the same lender on substantially different terms, or the terms of an existing liability are substantially modified, such an exchange or modification is treated as a derecognition of the original liability and the recognition of a new liability, and the difference in the respective carrying amounts is recognised in the profit or loss.

(d) Offsetting of financial instruments

Financial assets and financial liabilities are offset and the net amount reported in the consolidated statement of financial position if, and only if, there is a currently enforceable legal right to offset the recognised amounts and there is an intention to settle on a net basis, or to realise the assets and settle the liabilities simultaneously.

3.11 Inventories

Inventories comprise produce stocks, nursery stocks, estate and palm oil mill stores.

Produce stocks are valued at the lower of cost and net realisable value. Cost is determined on the weighted average ex-estate/mill production costs and includes transport charges, where appropriate. Net realisable value is the estimated selling price in the ordinary course of business less estimated costs of completion and the estimated costs necessary to make the sale.

Nursery stocks are valued at the lower of cost (determined on the weighted average basis) and net realisable value. Cost of nursery stocks includes where appropriate the cost of direct materials and direct labour.

Estate and palm oil mill stores are valued at the lower of cost (determined on the weighted average basis) and net realisable value.

3. SUMMARY OF SIGNIFICANT ACCOUNTING POLICIES (continued)

3.12 Cash and bank balances

Cash and bank balances comprise cash at banks and on hand, short-term deposits with a maturity of three months or less and highly liquid investments that are readily convertible to known amount of cash which are subject to an insignificant risk of changes in value.

3.13 Share capital and share issuance expenses

An equity instrument is any contract that evidences a residual interest in the assets of the Group and the Company after deducting all of its liabilities. Ordinary shares are equity instruments.

Ordinary shares are recorded at the proceeds received, net of directly attributable incremental transaction costs. Ordinary shares are classified as equity. Dividends on ordinary shares are recognised in equity in the period in which they are declared.

3.14 Dividend distributions

The Group recognises a liability to make cash or non-cash distributions to owners of equity when the distribution is authorised and is no longer at the discretion of the Group. A corresponding amount is recognised directly in equity. Non-cash distributions are measured at the fair value of the assets to be distributed. Upon settlement of the distribution of non-cash assets, any difference between the carrying amount of the liability and the carrying amount of the assets distributed is recognised in income as a separate line in statements of comprehensive income.

3.15 Provisions

Provisions are recognised when the Group has a present obligation (legal or constructive) as a result of a past event, it is probable that an outflow of resources embodying economic benefits will be required to settle the obligation and a reliable estimate can be made of the amount of the obligation. Where the Group expects some or all of a provision to be reimbursed, for example under an insurance contract, the reimbursement is recognised as a separate asset but only when the reimbursement is virtually certain. The expense relating to any provision is presented in the profit or loss net of any reimbursement.

If the effect of the time value of money is material, provisions are discounted using a current pre-tax rate that reflects, where appropriate, the risks specific to the liability. Where discounting is used, the increase in the provision due to the passage of time is recognised as a finance cost.

3.16 Contingencies

A contingent liability or asset is a possible obligation or asset that arises from past events and whose existence will be confirmed only by the occurrence or non-occurrence of uncertain future event(s) not wholly within the control of the Group.

Contingent liabilities and assets are not recognised in the statements of financial position of the Group and of the Company.

3. SUMMARY OF SIGNIFICANT ACCOUNTING POLICIES (continued)

3.17 Revenue and other income

Revenue and other income are recognised to the extent that it is probable that the economic benefits will flow to the Group and the revenue and other income can be reliably measured. Revenue and other income are measured at the fair value of consideration received or receivable.

The Company and its subsidiaries assess their revenue arrangements against specific criteria in order to determine if the Company and its subsidiaries are acting as principal or agent. The Group and the Company have concluded that they are acting as a principal in all of its revenue arrangements.

The following specific recognition criteria must also be met before revenue is recognised:

(a) Sale of produce crops, crude palm oil and palm kernel

Revenue from sale of produce crops, crude palm oil and palm kernel is recognised upon the transfer of significant risk and rewards of ownership of the goods to the customers.

(b) Interest income

Interest income is recognised using the effective interest method.

(c) Dividend income

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

(d) Rental income

Rental income arising from operating leases on leased assets is accounted for on a straight-line basis over the lease terms.

3.18 Employee benefits

(a) Short term benefits

Wages, salaries, bonuses and social security contributions are recognised as an expense in the year in which the associated services are rendered by employees. Short term accumulating compensated absences such as paid annual leave are recognised when services are rendered by employees that increase their entitlement to future compensated absences. Short term non-accumulating compensated absences such as sick leave are recognised when the absences occur.

(b) Defined contribution plans

The Group makes contributions to the Employees Provident Fund in Malaysia, a defined contribution pension scheme. Contributions to defined contribution pension schemes are recognised as an expense in the period in which the related service is performed.

3. SUMMARY OF SIGNIFICANT ACCOUNTING POLICIES (continued)

3.18 Employee benefits (continued)

(c) Employee share option plan

Employees of the Group receive remuneration in the form of share options as consideration for services rendered. The cost of these equity-settled transactions with employees is measured by reference to the fair value of the options at the date on which the options are granted. This cost is recognised in the profit or loss, with a corresponding increase in the employee share option reserve over the vesting period.

The cumulative expense recognised at each reporting date until the vesting date reflects the extent to which the vesting period has expired and the Group's best estimate of the number of options that will ultimately vest. The charge or credit to profit or loss for a period represents the movement in cumulative expense recognised at the beginning and end of that period. No expense is recognised for options that do not ultimately vest.

When the options are exercised, the employee share option reserve is transferred to share premium if new shares are issued.

The employee share option reserve is transferred to retained earnings upon forfeiture or expiry of the share options.

(d) Employee share incentive plan ("ESIP")

The Company's ESIP, an equity-settled, share-based compensation plan, allows the directors and selected executives of the Group to be entitled for ordinary shares of the Company as consideration for services rendered. The fair value of ordinary shares granted to directors and selected executives is recognised in the profit or loss, with a corresponding increase in the employee share incentive reserve within equity over the vesting period.

The fair value of ordinary shares is measured at grant date, take into account, if any, the market vesting conditions.

When the ordinary shares are exercised, the employee share incentive reserve is transferred to share premium if new shares are issued.

3.19 Leases

The determination of whether an arrangement is, or contains, a lease is based on the substance of the arrangement at the inception date, whether fulfilment of the arrangement is dependent on the use of a specific asset or assets or the arrangement conveys a right to use the asset, even if that right is not explicitly specified in an arrangement.

(a) Group as lessee

Finance leases which transfer to the Group substantially all the risks and benefits incidental to ownership of the leased item, are capitalised at the commencement of the lease at the fair value of the leased property or, if lower, at the present value of the minimum lease payments. Lease payments are apportioned between finance charges and reduction of the lease liability so as to achieve a constant rate of interest on the remaining balance of the liability. Finance charges are recognised in finance costs in the profit or loss.

NOTES TO THE FINANCIAL STATEMENTS (continued)
FOR THE FINANCIAL YEAR ENDED 30 APRIL 2015

3. SUMMARY OF SIGNIFICANT ACCOUNTING POLICIES (continued)

3.19 Leases (continued)

(a) Group as lessee (continued)

A leased asset is depreciated over the useful life of the asset. However, if there is no reasonable certainty that the Group will obtain ownership by the end of the lease term, the asset is depreciated over the shorter of the estimated useful life of the asset and the lease term.

Operating lease payments are recognised as an operating expense in the profit or loss on a straight-line basis over the lease term.

(b) Group as lessor

Leases in which the Group do not transfer substantially all the risks and benefits of ownership of the asset are classified as operating leases. Initial direct costs incurred in negotiating an operating lease are added to the carrying amount of the leased asset and recognised over the lease term on the same bases as rental income. Contingent rents are recognised as revenue in the period in which they are earned.

3.20 Borrowing costs

Borrowing costs consist of interest and other costs that the Company incurred in connection with the borrowing of funds from a subsidiary.

Borrowing costs are recognised in the profit or loss in the period they are incurred.

3.21 Replanting expenditure

Replanting expenditure consists of expenses incurred from land clearing to the point of harvesting and is recognised in the profit or loss in the period that it is incurred.

3.22 Taxes

(a) Current income tax

Current income tax assets and liabilities for the current period are measured at the amount expected to be recovered from or paid to the taxation authorities. The tax rates and tax laws used to compute the amount are those that are enacted or substantively enacted, at the reporting date in the countries where the Group operates and generates taxable income.

Current income tax relating to items recognised directly in equity is recognised in equity and not in the profit or loss. Management periodically evaluates positions taken in the tax returns with respect to situations in which applicable tax regulations are subject to interpretation and establishes provisions where appropriate.

(b) Deferred tax

Deferred tax is provided using the liability method on temporary differences at the reporting date between the tax bases of assets and liabilities and their carrying amounts for financial reporting purposes at the reporting date.

3. SUMMARY OF SIGNIFICANT ACCOUNTING POLICIES (continued)

3.22 Taxes (continued)

(b) Deferred tax (continued)

Deferred tax liabilities are recognised for all temporary differences, except:

(i) where the deferred tax liability arises from the initial recognition of goodwill or of an asset or liability in a transaction that is not a business combination and, at the time of the transaction, affects neither the accounting profit nor taxable profit or loss; and

(ii) in respect of taxable temporary differences associated with investments in subsidiaries and associates where the timing of the reversal of the temporary differences can be controlled and it is probable that the temporary differences will not reverse in the foreseeable future.

Deferred tax assets are recognised for all deductible temporary differences, carry forward of unused tax credits and unused tax losses, to the extent that it is probable that taxable profit will be available against which the deductible temporary differences, and the carry forward of unused tax credits and unused tax losses can be utilised, except:

(i) where the deferred tax asset relating to the deductible temporary difference arises from the initial recognition of an asset or liability in a transaction that is not a business combination and, at the time of the transaction, affects neither the accounting profit nor taxable profit or loss; and

(ii) in respect of deductible temporary differences associated with investments in subsidiaries and associates deferred tax assets are recognised only to the extent that it is probable that the temporary differences will reverse in the foreseeable future and taxable profit will be available against which the temporary differences can be utilised.

The carrying amount of deferred tax assets is reviewed at each reporting date and reduced to the extent that it is no longer probable that sufficient taxable profit will be available to allow all or part of the deferred tax asset to be utilised. Unrecognised deferred tax assets are reassessed at each reporting date and are recognised to the extent that it has become probable that future taxable profits will allow the deferred tax asset to be recovered.

Deferred tax assets and liabilities are measured at the tax rates that are expected to apply in the year when the asset is realised or the liability is settled, based on tax rates (and tax laws) that have been enacted or substantively enacted at the reporting date.

Deferred tax relating to items recognised outside profit or loss is recognised outside profit or loss. Deferred tax items are recognised in correlation to the underlying transaction either in other comprehensive income or directly in equity.

Deferred tax assets and deferred tax liabilities are offset if a legally enforceable right exists to set off current tax assets against current income tax liabilities and the deferred taxes relate to the same taxable entity and the same taxation authority.

Tax benefits acquired as part of a business combination, but not satisfying the criteria for separate recognition at that date, would be recognised subsequently if new information about facts and circumstances changed. The adjustment would either be treated as a reduction to goodwill (as long as it does not exceed goodwill) if it is incurred during the measurement period or in profit or loss.

3. SUMMARY OF SIGNIFICANT ACCOUNTING POLICIES (continued)

3.23 Current versus non-current classification

Assets and liabilities in statements of financial position are presented based on current/non-current classification. An asset is current when it is:

- Expected to be realised or intended to sold or consumed in normal operating cycle;
- Held primarily for the purpose of trading;
- Expected to be realised within twelve months after the reporting period, or
- Cash or cash equivalent unless restricted from being exchanged or used to settle a liability for at least twelve months after the reporting period.

All other assets are classified as non-current. A liability is current when:

- It is expected to be settled in normal operating cycle;
- It is held primarily for the purpose of trading;
- It is due to be settled within twelve months after the reporting period; or
- There is no unconditional right to defer the settlement of the liability for at least twelve months after the reporting period.

All other liabilities are classified as non-current.

Deferred tax assets and liabilities are classified as non-current assets and liabilities.

3.24 Fair value measurement

Fair value is the price that would be received to sell an asset or paid to transfer a liability in an orderly transaction between market participants at the measurement date. The fair value measurement is based on the presumption that the transaction to sell the asset or transfer the liability takes place either:

- In the principal market for the asset or liability; or
- In the absence of a principal market, in the most advantageous market for the asset or liability.

The principal or the most advantageous market must be accessible to by the Group or by the Company.

The fair value of an asset or a liability is measured using the assumptions that market participants would use when pricing the asset or liability, assuming that market participants act in their economic best interest.

A fair value measurement of a non-financial asset takes into account a market participant’s ability to generate economic benefits by using the asset in its highest and best use or by selling it to another market participant that would use the asset in its highest and best use.

3. SUMMARY OF SIGNIFICANT ACCOUNTING POLICIES (continued)

3.24 Fair value measurement (continued)

Valuation techniques that are appropriate in the circumstances and for which sufficient data are available, are used to measure fair value, maximising the use of relevant observable inputs and minimising the use of unobservable inputs.

All assets and liabilities for which fair value is measured or disclosed in the financial statements are categorised within the fair value hierarchy, described as follows, based on the lowest level input that is significant to the fair value measurement as a whole:

Level 1 - Quoted (unadjusted) market prices in active markets for identical assets or liabilities

Level 2 - Valuation techniques for which the lowest level input that is significant to the fair value measurement is directly or indirectly observable

Level 3 - Valuation techniques for which the lowest level input that is significant to the fair value measurement is unobservable

For assets and liabilities that are recognised in the financial statements on a recurring basis, the Group and the Company determine whether transfers have occurred between levels in the hierarchy by re-assessing categorisation (based on the lowest Level input that is significant to the fair value measurement as a whole) at the end of each reporting period.

Policies and procedures are determined by senior management for both recurring fair value measurement and for non-recurring measurement.

External valuers are involved for valuation of significant assets and significant liabilities. Involvement of external valuers is decided by senior management. Selection criteria include market knowledge, reputation, independence and whether professional standards are maintained. The senior management decides, after discussions with the external valuers, which valuation techniques and inputs to use for each case.

At each reporting date, the senior management analyses the movements in the values of assets and liabilities which are required to be re-measured or re-assessed according to the accounting policies of the Group and of the Company. For this analysis, the senior management verifies the major inputs applied in the latest valuation by agreeing the information in the valuation computation to contracts and other relevant documents.

The senior management, in conjunction with the external valuers, also compares the changes in the fair value of each asset and liability with relevant external sources to determine whether the change is reasonable.

For the purpose of fair value disclosures, classes of assets and liabilities are determined based on the nature, characteristics and risks of the asset or liability and the level of the fair value hierarchy as explained above.

4. CHANGES IN ACCOUNTING POLICIES

The accounting policies adopted are consistent with those of the previous financial year except as follows:

On 1 May 2014, the Group and the Company adopted the following amended FRSs and IC Interpretation mandatory for the annual periods beginning on or after 1 January 2014.

Description	**Effective for annual periods beginning on or after**
Amendments to FRS 10, FRS 12 and FRS 127: *Investment Entities*	1 January 2014
Amendments to FRS 132: *Offsetting Financial Assets and Financial Liabilities*	1 January 2014
Amendments to FRS 136: *Recoverable Amount Disclosures for Non-Financial Assets*	1 January 2014
Amendments to FRS 139: *Novation of Derivatives and Continuation of Hedge Accounting*	1 January 2014
IC Interpretation 21 *Levies*	1 January 2014

The nature and impact of the above amended FRSs and IC interpretation are described as below:

Amendments to FRS 10, FRS 12 and FRS 127: *Investment Entities*

These amendments provide an exception to the consolidation requirement for entities that meet the definition of an investment entity under FRS 10 *Consolidated Financial Statements* and must be applied retrospectively, subject to certain transition relief. The exception to consolidation requires investment entities to account for subsidiaries at fair value through profit or loss. These amendments have no impact on the Group, since none of the entities in the Group qualifies to be an investment entity under FRS 10.

Amendments to FRS 132: *Offsetting Financial Assets and Financial Liabilities*

The amendments clarify the meaning of “currently has a legally enforceable right to set-off” and “simultaneous realisation and settlement”. These amendments are to be applied retrospectively. These amendments have no impact on the Group, since none of the entities in the Group has any offsetting arrangements.

Amendments to FRS 136: *Recoverable Amount Disclosures for Non-Financial Assets*

The amendments to FRS 136 remove the requirement to disclose the recoverable amount of a cash-generating unit (CGU) to which goodwill or other intangible assets with indefinite useful lives has been allocated when there has been no impairment or reversal of impairment of the related CGU. In addition, the amendments introduce additional disclosure requirements when the recoverable amount is measured at fair value less costs of disposal. These new disclosures include the fair value hierarchy, key assumptions and valuation techniques used which are in line with the disclosure required by FRS 13 *Fair Value Measurements.*

The application of these amendments has had no impact on the disclosures in the Group’s financial statements.

4. CHANGES IN ACCOUNTING POLICIES (continued)

Amendments to FRS 139: *Novation of Derivatives and Continuation of Hedge Accounting*

These amendments provide relief from discontinuing hedge accounting when novation of a derivative designated as a hedging instrument meets certain criteria. The Group has not novated its derivatives during the current period. However, these amendments would be considered for future novation.

IC Interpretation 21 *Levies*

IC 21 defines a levy and clarifies that the obligating event which gives rise to the liability is the activity that triggers the payment of the levy, as identified by legislation. For a levy which is triggered upon reaching a minimum threshold, IC 21 clarifies that no liability should be recognised before the specified minimum threshold is reached. Retrospective application is required. The application of IC 21 has had no material impact on the disclosures or on the amounts recognised in the Group's financial statements.

5. STANDARDS ISSUED BUT NOT YET EFFECTIVE

The standards that are issued but not yet effective up to the date of issuance of the Group's financial statements are disclosed below. The Group intends to adopt these standards, if applicable, when they become effective.

Description	**Effective for annual periods beginning on or after**
Amendments to FRS 119: *Defined Benefit Plans: Employee Contributions*	1 July 2014
Annual Improvements to FRSs 2010–2012 Cycle	1 July 2014
Annual Improvements to FRSs 2011–2013 Cycle	1 July 2014
Annual Improvements to FRSs 2012–2014 Cycle	1 January 2016
FRS 14 *Regulatory Deferral Accounts*	1 January 2016
Amendments to FRS 10 and FRS 128: *Sale or Contribution of Assets between an Investor and its Associate or Joint Venture*	1 January 2016
Amendments to FRS 10, FRS 12 and FRS 128: *Investment Entities: Applying the Consolidation Exception*	1 January 2016
Amendments to FRS 11: *Accounting for Acquisitions of Interests in Joint Operations*	1 January 2016
Amendments to FRS 116 and FRS 138: *Clarification of Acceptable Methods of Depreciation and Amortisation*	1 January 2016
Amendments to FRS 127: *Equity Method in Separate Financial Statements*	1 January 2016
Amendments to FRS 101: *Disclosure Initiative*	1 January 2016
FRS 9 *Financial Instruments (IFRS 9 as issued by IASB in July 2014)*	1 January 2018

5. STANDARDS ISSUED BUT NOT YET EFFECTIVE (continued)

The directors expect that the adoption of the above standards will have no material impact on the financial statements in the period of initial application except as discussed below:

Amendments to FRS 119: *Defined Benefit Plans: Employee Contributions*

The amendments to FRS 119 clarify how an entity should account for contributions made by employees or third parties to defined benefit plans, based on whether those contributions are dependent on the number of years of service provided by the employee. For contributions that are independent of the number of years of service, an entity is permitted to recognise such contributions as a reduction in the service cost in the period in which the service is rendered, instead of allocating the contributions to the periods of service. For contributions that are dependent on the number of years of service, the entity is required to attribute them to the employees' periods of service.

The directors of the Company do not anticipate that the application of these amendments will have a significant impact on the Group's financial statements.

Annual Improvements to FRSs 2010–2012 Cycle

The Annual Improvements to FRSs 2010-2012 Cycle include a number of amendments to various FRSs, which are summarised below. The directors of the Company do not anticipate that the application of these amendments will have a significant impact on the Group's financial statements.

Standards	Descriptions
FRS 2 *Share-based Payment*	This improvement clarifies various issues relating to the definitions of performance and service conditions which are vesting conditions, including: - A performance condition must contain a service condition; - A performance target must be met while the counterparty is rendering service; - A performance target may relate to the operations or activities of an entity, or those of another entity in the same group; - A performance condition may be a market or non-market condition; and - If the counterparty, regardless of the reason, ceases to provide service during the vesting period, the service condition is not satisfied. This improvement is effective for share-based payment transactions for which the grant date is on or after 1 July 2014.
FRS 3 *Business Combinations*	The amendments to FRS 3 clarifies that contingent consideration classified as liabilities (or assets) should be measured at fair value through profit or loss at each reporting date, irrespective of whether the contingent consideration is a financial instrument within the scope of FRS 9 or FRS 139. The amendments are effective for business combinations for which the acquisition date is on or after 1 July 2014.

NOTES TO THE FINANCIAL STATEMENTS (continued)
FOR THE FINANCIAL YEAR ENDED 30 APRIL 2015

5. STANDARDS ISSUED BUT NOT YET EFFECTIVE (continued)

Annual Improvements to FRSs 2010–2012 Cycle (continued)

Standards	Descriptions
FRS 8 ***Operating Segments***	The amendments are to be applied retrospectively and clarify that: - an entity must disclose the judgements made by management in applying the aggregation criteria in FRS 8, including a brief description of operating segments that have been aggregated and the economic characteristics used to assess whether the segments are similar; and - the reconciliation of segment assets to total assets is only required to be disclosed if the reconciliation is reported to the chief operating decision maker.
FRS 116 ***Property, Plant and Equipment and*** **FRS 138** ***Intangible Assets***	The amendments remove inconsistencies in the accounting for accumulated depreciation or amortisation when an item of property, plant and equipment or an intangible asset is revalued. The amendments clarify that the gross carrying amount is adjusted in a manner consistent with the revaluation of the carrying amount of the asset and that accumulated depreciation/amortisation is the difference between the gross carrying amount and the carrying amount after taking into account accumulated impairment losses.
FRS 124 ***Related Party Disclosures***	The amendments clarify that a management entity providing key management personnel services to a reporting entity is a related party of the reporting entity. The reporting entity should disclose as related party transactions the amounts incurred for the service paid or payable to the management entity for the provision of key management personnel services.

5. STANDARDS ISSUED BUT NOT YET EFFECTIVE (continued)

Annual Improvements to FRSs 2011–2013 Cycle

The Annual Improvements to FRSs 2011-2013 Cycle include a number of amendments to various FRSs, which are summarised below. The directors of the Company do not anticipate that the application of these amendments will have a significant impact on the Group's financial statements.

Standards	Descriptions
FRS 3 *Business Combinations*	The amendments to FRS 3 clarify that the standard does not apply to the accounting for formation of all types of joint arrangement in the financial statements of the joint arrangement itself. This amendment is to be applied prospectively.
FRS 13 *Fair Value Measurement*	The amendments to FRS 13 clarify that the portfolio exception in FRS 13 can be applied not only to financial assets and financial liabilities, but also to other contracts within the scope of FRS 9 (or FRS 139 as applicable).
FRS 140 *Investment Property*	The amendments to FRS 140 clarify that an entity acquiring investment property must determine whether: - the property meets the definition of investment property in terms of FRS 140; and - the transaction meets the definition of a business combination under FRS 3, to determine if the transaction is a purchase of an asset or is a business combination.

5. STANDARDS ISSUED BUT NOT YET EFFECTIVE (continued)

Annual Improvements to FRSs 2012–2014 Cycle

The Annual Improvements to FRSs 2012-2014 Cycle include a number of amendments to various FRSs, which are summarised below. The directors the Company do not anticipate that the application of these amendments will have a significant impact on the Group's financial statements.

Standards	Descriptions
FRS 5 *Non-current Assets Held for Sale and Discontinued Operations*	The amendment to FRS 5 clarifies that changing from one of these disposal methods to the other should not be considered to be a new plan of disposal, rather it is a continuation of the original plan. There is therefore no interruption of the application of the requirements in FRS 5. The amendment also clarifies that changing the disposal method does not change the date of classification. This amendment is to be applied prospectively to changes in methods of disposal that occur in annual periods beginning on or after 1 January 2016, with earlier application permitted.
FRS 7 *Financial Instruments: Disclosures*	The amendment clarifies that a servicing contract that includes a fee can constitute continuing involvement in a financial asset. An entity must assess the nature of the fee and arrangement against the guidance for continuing involvement in FRS 7 in order to assess whether the disclosures are required. In addition, the amendment also clarifies that the disclosures in respect of offsetting of financial assets and financial liabilities are not required in the condensed interim financial report.
FRS 119 *Employee Benefits*	The amendment to FRS 119 clarifies that market depth of high quality corporate bonds is assessed based on the currency in which the obligation is denominated, rather than the country where the obligation is located. When there is no deep market for high quality corporate bonds in that currency, government bond rates must be used.
FRS 134 *Interim Financial Reporting*	FRS 134 requires entities to disclose information in the notes to the interim financial statements 'if not disclosed elsewhere in the interim financial report'. The amendment states that the required interim disclosures must either be in the interim financial statements or incorporated by cross-reference between the interim financial statements and wherever they are included within the greater interim financial report (e.g., in the management commentary or risk report). The other information within the interim financial report must be available to users on the same terms as the interim financial statements and at the same time.

5. STANDARDS ISSUED BUT NOT YET EFFECTIVE (continued)

Amendments to FRS 10 and FRS 128: *Sale or Contribution of Assets between an Investor and its Associate or Joint Venture*

The amendments clarify that:

- gains and losses resulting from transactions involving assets that do not constitute a business, between investor and its associate or joint venture are recognised in the entity's financial statements only to the extent of unrelated investors' interests in the associate or joint venture; and

- gains and losses resulting from transactions involving the sale or contribution to an associate of a joint venture of assets that constitute a business is recognised in full.

The amendments are to be applied prospectively to the sale or contribution of assets occurring in annual periods beginning on or after 1 January 2016. Earlier application is permitted.

Amendments to FRS 10, FRS 12 and FRS 128: *Investment Entities: Applying the Consolidation Exception*

The amendments clarify that the exemption from presenting consolidated financial statements applies to a parent entity that is a subsidiary of an investment entity, when the investment entity measures all of its subsidiaries at fair value. The amendments further clarify that only a subsidiary that is not an investment entity itself and provides support services to the investment entity is consolidated. In addition, the amendments also provides that if an entity that is not itself an investment entity has an interest in an associate or joint venture that is an investment entity, the entity may, when applying the equity method, retain the fair value measurement applied by that investment entity associate or joint venture to the investment entity associate's or joint venture's interests in subsidiaries.

The amendments are to be applied retrospectively and are effective for annual periods beginning on or after 1 January 2016, with early adoption permitted. These amendments will not have any impact on the Group's financial statements.

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

The amendments clarify that revenue reflects a pattern of economic benefits that are generated from operating a business (of which the asset is part) rather than the economic benefits that are consumed through the use of an asset. As a result, a revenue-based method cannot be used to depreciate property, plant and equipment and may only be used in very limited circumstances to amortise intangible assets.

The amendments are effective prospectively for annual periods beginning on or after 1 January 2016, with early adoption permitted. These amendments are not expected to have any impact to the Group as the Group has not used a revenue-based method to depreciate its non-current assets.

Amendments to FRS 127: *Equity Method in Separate Financial Statements*

The amendments will allow entities to use the equity method to account for investments in subsidiaries, joint ventures and associate in their separate financial statements. Entities already applying FRS and electing to change to the equity method in its separate financial statements will have to apply this change retrospectively. For first-time adopters of FRS electing to use the equity method in its separate financial statements, they will be required to apply this method from the date of transition to FRS. The amendments are effective for annual periods beginning on or after 1 January 2016, with early adoption permitted. These amendments will not have any impact on the Group's financial statements.

5. STANDARDS ISSUED BUT NOT YET EFFECTIVE (continued)

Amendments to FRS 101: *Disclosure Initiatives*

The amendments to FRS 101 include narrow-focus improvements in the following five areas:

- Materiality
- Disaggregation and subtotals
- Notes structure
- Disclosure of accounting policies
- Presentation of items of other comprehensive income arising from equity accounted investments

The directors of the Company do not anticipate that the application of these amendments will have a material impact on the Group's financial statements.

FRS 9 *Financial Instruments*

In November 2014, MASB issued the final version of FRS 9 *Financial Instruments* which reflects all phases of the financial instruments project and replaces FRS 139 *Financial Instruments: Recognition and Measurement* and all previous versions of FRS 9. The standard introduces new requirements for classification and measurement, impairment and hedge accounting. FRS 9 is effective for annual periods beginning on or after 1 January 2018, with early application permitted. Retrospective application is required, but comparative information is not compulsory. The adoption of FRS 9 will have an effect on the classification and measurement of the Group's financial assets, but no impact on the classification and measurement of the Group's financial liabilities.

6. MALAYSIAN FINANCIAL REPORTING STANDARDS ("MFRS FRAMEWORK")

On 19 November 2011, the Malaysian Accounting Standards Board ("MASB") issued a new MASB approved accounting framework, the Malaysian Financial Reporting Standards ("MFRS Framework").

The MFRS Framework is to be applied by all Entities Other Than Private Entities for annual periods beginning on or after 1 January 2012, with the exception of entities that are within the scope of MFRS 141: Agriculture ("MFRS 141") and IC Interpretation 15: Agreements for Construction of Real Estate ("IC 15"), including its parent, significant investor and venturer (herein called "Transitioning Entities").

Transitioning Entities are allowed to defer the adoption of the new MFRS Framework and may in the alternative, apply Financial Reporting Standards ("FRS") as its financial reporting framework for annual periods beginning on or after 1 January 2014.

The Company and certain subsidiaries in the Group fall within the scope definition of Transitioning Entities and have opted to defer adoption of the new MFRS Framework. Accordingly, the Group will present its first set of MFRS financial statements for annual periods beginning on or after 1 May 2016 as mandated by the MASB.

In presenting its first MFRS financial statements, the Group will be required to restate the comparative financial statements to amounts reflecting the application of MFRS Framework. The majority of the adjustments required on transition will be made, retrospectively, against opening retained earnings.

The Group has not completed its assessment of the financial effects of the differences between Financial Reporting Standards and accounting standards under the MFRS Framework. Accordingly, the financial performance and financial position as disclosed in these financial statements could be different if prepared under the MFRS Framework.

7. SIGNIFICANT ACCOUNTING JUDGMENTS, ESTIMATES AND ASSUMPTIONS

The preparation of the Group's financial statements requires management to make judgments, estimates and assumptions that affect the reported amounts of revenues, expenses, assets and liabilities, and the disclosure of contingent liabilities at the reporting date, if any. However, uncertainty about these assumptions and estimates could result in outcomes that could require a material adjustment to the carrying amount of the assets or liabilities affected in the future period.

7.1. Judgment made in applying accounting policies

In the process of applying the Group's accounting policies, management has made the following judgment, apart from those involving estimations, which has the most significant effect on the amounts recognised in the financial statements:

Classification between investment property and property, plant and equipment

The Group has developed certain criteria based on FRS 140 in making judgment as to whether or not a property qualifies as an investment property. Investment property is a property held to earn rentals or for capital appreciation or both.

The Group owns an office building which comprises a portion that is held to earn rentals and another portion that is held for own use. Since the office building cannot be sold separately and the portion of the office building that is held for own use is not insignificant, the Group has classified the whole office building as property, plant and equipment.

7.2. Estimates and assumptions

The key assumptions concerning the future and other key sources of estimation uncertainty at the reporting date that have a significant risk of causing a material adjustment to the carrying amounts of assets and liabilities within the next financial year are discussed below. The Group based its assumptions and estimates on parameters available when the consolidated financial statements are prepared. Existing circumstances and assumptions about future developments, however may change due to market changes or circumstances arising beyond the control of the Group. Such changes are reflected in the assumptions when they occur.

(a) Useful lives of property, plant and equipment

The cost of property, plant and equipment, except for freehold land and capital work-in-progress, is depreciated on a straight-line basis over the assets' estimated useful lives. Management reviews the remaining useful lives of property, plant and equipment other than leasehold land at the end of each financial year and ensures consistency with previous estimates and patterns of consumptions of the economic benefits that embodies the items in these assets. Changes in useful lives of property, plant and equipment may result in revision of future depreciation charges.

(b) Estimation of recoverable amounts on biological assets

Management considers the carrying amounts relating to biological assets to closely reflect fair values determined based on their last acquisition date or their last valuation date as such revaluations are done with sufficient frequency.

7. SIGNIFICANT ACCOUNTING JUDGMENTS, ESTIMATES AND ASSUMPTIONS (continued)

7.2. Estimates and assumptions (continued)

(c) Impairment of goodwill

Goodwill is tested for impairment annually and at other times when such indicators exist. This requires an estimation of the value in use of the cash-generating units to which goodwill is allocated.

When value in use calculations are undertaken, management estimates the expected future cash flows from the asset or cash-generating unit and chooses a suitable discount rate in order to calculate the present value of those cash flows. Further details of the carrying value and the key assumptions applied in the impairment assessment of goodwill are disclosed in Note 20.

(d) Deferred tax assets

Deferred tax assets are recognised for all deductible temporary differences to the extent that it is probable that taxable profit will be available against which the deductible temporary differences can be utilised. Significant management judgment is required to determine the amount of deferred tax assets that can be recognised, based upon the likely timing and level of future taxable profits together with future tax planning strategies.

(e) Income tax

Judgment is involved in determining the provision for income taxes. There may be certain transactions and computations for which the ultimate tax determination is uncertain during the ordinary course of business. The Group and the Company recognise liabilities for expected tax issues based on estimates of whether additional taxes will be due. Where the final tax outcome of these matters is different from the amounts that were initially recognised, such differences will impact the income tax and deferred tax provisions in the period in which such determination is made.

(f) Employee share options

The Group measures the cost of equity-settled transactions with eligible directors and employees by reference to the fair value of the equity instruments at the date at which they are granted. Estimating fair value for share-based payment transactions requires determining the most appropriate valuation model, which is dependent on the terms and conditions of the grant. This estimate also requires determining the most appropriate inputs to the valuation model including the expected life of the share option, volatility and dividend yield and making assumptions about them. The assumptions and model used for estimating fair value for share-based payment transactions are disclosed in Note 34.

(g) Employee share incentive

The Group measures the cost of equity-settled transactions with directors and selected executives by reference to the fair value of the equity instruments at the date at which they are granted, take into account, if any, the market vesting conditions.

NOTES TO THE FINANCIAL STATEMENTS (continued)
FOR THE FINANCIAL YEAR ENDED 30 APRIL 2015

8. REVENUE

	Group		Company	
	2015 RM'000	2014 RM'000	2015 RM'000	2014 RM'000 (restated)
Sale of oil palm products	**213,152**	244,347	**53,621**	55,583
Interest income	**-**	-	**2,400**	3,027
Net fair value gains on financial assets at fair value through profit or loss:				
- realised	**-**	-	**2,503**	1,064
- unrealised	**-**	-	**101**	136
Dividend income from:				
- subsidiaries	**-**	-	**24,972**	28,837
- available-for-sale investments (quoted in Malaysia)	**-**	-	**959**	1,195
- available-for-sale investment (quoted outside Malaysia)	**-**	-	**-**	19
- available-for-sale investment (unquoted in Malaysia)	**-**	-	**765**	528
- held-for-trading investments (quoted in Malaysia)	**-**	-	**403**	391
- held-for-trading investments (quoted outside Malaysia)	**-**	-	**60**	-
	213,152	244,347	**85,784**	90,780

9. OTHER INCOME

	Group		Company	
	2015 RM'000	2014 RM'000 (restated)	2015 RM'000	2014 RM'000
Additional compensation received from compulsory land acquisition	**-**	1,139	**-**	1,139
Dividend income from:				
- available-for-sale investments (quoted in Malaysia)	**959**	1,195	**-**	-
- available-for-sale investment (quoted outside Malaysia)	**-**	19	**-**	-
- available-for-sale investment (unquoted in Malaysia)	**765**	528	**-**	-
- held-for-trading investments (quoted in Malaysia)	**403**	391	**-**	-
- held-for-trading investments (quoted outside Malaysia)	**60**	-	**-**	-
Gain from fair value adjustment of investment property (Note 19)	**14**	80	**14**	80
Gain on disposal of:				
- an associate	**-**	5,675	**-**	13,410
- available-for-sale investments	**-**	457	**-**	457
- non-current-asset held for sale	**-**	261	**-**	261
- property, plant and equipment	**194**	32	**53**	6
Insurance claim received	**304**	29	**304**	16
Insurance commission received	**181**	192	**181**	192
Interest income	**3,117**	3,647	**-**	-
Miscellaneous income	**365**	519	**249**	77
Net fair value gains on held-for-trading investments:				
- realised	**565**	853	**565**	853
- unrealised	**-**	650	**-**	650
Net fair value gains on financial assets at fair value through profit or loss:				
- realised	**2,505**	1,065	**-**	-
- unrealised	**102**	136	**-**	-
Net foreign exchange gain:				
- realised	**222**	-	**222**	-
- unrealised	**38**	-	**38**	-
Net rental income	**306**	72	**301**	289
	10,100	16,940	**1,927**	17,430

10. PROFIT BEFORE TAX

The following items have been included in arriving at profit before tax:

	Group		Company	
	2015	**2014**	**2015**	**2014**
	RM'000	**RM'000**	**RM'000**	**RM'000**
Amortisation of prepaid land lease payments (Note 18)	**260**	196	**-**	-
Auditors' remuneration:				
- Statutory audits	**175**	175	**84**	84
- Other services	**168**	100	**135**	65
Depreciation of property, plant and equipment (Note 16)	**18,163**	16,941	**6,398**	6,332
Employee benefits expense (Note 11)	**38,970**	44,554	**13,329**	13,139
Interest expense *	**-**	-	**21**	21
Non-executive directors' remuneration (Note 12)	**918**	1,215	**918**	1,215
Loss on disposal of available-for-sale investment	**460**	-	**460**	-
Net foreign exchange loss:				
- realised	**-**	5	**-**	5
- unrealised	**-**	2	**-**	2
Property, plant and equipment written off	**461**	47	**356**	22
Net fair value losses on held-for-trading investments:				
- unrealised	**188**	-	**188**	-

* This represents the interest expense paid for loan from a subsidiary, bearing interest at the rate of one percent (1%) above Malayan Banking Berhad's 12 months fixed deposit interest rate per annum (Note 33(c)).

11. EMPLOYEE BENEFITS EXPENSE

	Group		Company	
	2015	**2014**	**2015**	**2014**
	RM'000	**RM'000**	**RM'000**	**RM'000**
Wages and salaries	**33,899**	36,491	**11,168**	10,266
Contributions to defined contribution plan	**2,123**	2,476	**822**	812
Social security contributions	**162**	165	**63**	56
ESIP expense	**-**	871	**-**	260
Fair value of share options granted under ESOS	**522**	1,456	**306**	653
Other staff related expenses	**2,264**	3,095	**970**	1,092
	38,970	44,554	**13,329**	13,139

12. DIRECTORS' REMUNERATION

The remuneration received or receivable by directors of the Company during the financial year are as follows:

	Group and Company 2015 RM'000	Group and Company 2014 RM'000
Non-executive:		
Fees	**252**	280
Other emoluments	**531**	181
ESIP expense	**-**	450
Fair value of share options granted under ESOS	**135**	304
Total non-executive directors' remuneration (excluding benefits-in-kind) (Note 10 and 35(c))	**918**	1,215
Estimated money value of benefits-in-kind	**31**	31
Total non-executive directors' remuneration (including benefits-in-kind)	**949**	1,246

The details of remuneration received or receivable by each director of the Company during the financial year are as follows:

	Fees RM'000	Other emoluments RM'000	ESIP expense RM'000	Fair value of share options granted under ESOS RM'000	Estimated money value of benefits-in -kind RM'000	Total RM'000
2015						
Non-executive directors:						
Tan Siok Choo	80	45	-	6	31	162
Datuk Boon Weng Siew *	12	306	-	6	-	324
Tan Sri Dato' Ahmad bin Mohd Don	40	47	-	6	-	93
Tan Jiew Hoe	40	34	-	6	-	80
Teo Leng	40	54	-	34	-	128
Dato' Tan Ang Meng	40	45	-	77	-	162
	252	531	-	135	31	949

* Datuk Boon Weng Siew retired on 22 August 2014 and his other emoluments included a gratuity amounting to RM300,000 was approved by the shareholders in the annual general meeting held on 22 August 2014.

12. DIRECTORS' REMUNERATION (continued)

	Fees RM'000	Other emoluments RM'000	ESIP expense RM'000	Fair value of share options granted under ESOS RM'000	Estimated money value of benefits-in -kind RM'000	Total RM'000
2014						
Non-executive directors:						
Tan Siok Choo	80	38	75	31	31	255
Datuk Boon Weng Siew	40	21	75	31	-	167
Tan Sri Dato' Ahmad bin Mohd Don	40	34	75	31	-	180
Tan Jiew Hoe	40	22	75	31	-	168
Teo Leng	40	35	75	68	-	218
Dato' Tan Ang Meng	40	31	75	112	-	258
	280	181	450	304	31	1,246

The number of directors of the Company whose total remuneration for the Group during the financial year fell within the following bands is analysed below:

	Number of directors 2015	2014
Non-executive directors:		
RM50,001 - RM100,000	**2**	-
RM100,001 - RM150,000	**1**	-
RM150,001 - RM200,000	**2**	3
RM200,001 - RM250,000	**-**	1
RM250,001 - RM300,000	**-**	2
RM300,001 - RM350,000	**1**	-

13. INCOME TAX EXPENSE

Major components of income tax expense

The major components of income tax expense for the financial years ended 30 April 2015 and 2014 are:

	Group		Company	
	2015 RM'000	**2014 RM'000 (restated)**	**2015 RM'000**	**2014 RM'000 (restated)**
Current income tax:				
Current year income tax	**11,211**	13,982	**840**	1,330
Under/(over)provision in prior years	**98**	(156)	**(292)**	11
	11,309	13,826	**548**	1,341
Deferred tax (Note 32):				
Reversal of temporary differences	**(50)**	936	**377**	831
Effect of reduction in tax rate	**53**	(506)	**20**	(73)
Overprovision in prior years	**(59)**	(357)	**-**	(270)
	(56)	73	**397**	488
Income tax expense recognised in profit or loss	**11,253**	13,899	**945**	1,829

Current income tax is calculated at the statutory tax rate of 25% (2014: 25%) of the estimated assessable profit for the year.

The Malaysian statutory tax rate will be reduced to 24% from the current year's rate of 25%, effective year of assessment 2016.

13. INCOME TAX EXPENSE (continued)

Reconciliation between income tax expense and accounting profit

The reconciliation between income tax expense and the product of accounting profit multiplied by the applicable corporate tax rate for the financial years ended 30 April 2015 and 2014 are as follows:

	Group		Company	
	2015 RM'000	2014 RM'000 (restated)	2015 RM'000	2014 RM'000 (restated)
Accounting profit before tax	**58,437**	84,097	**44,190**	67,293
Tax at Malaysian statutory tax rate of 25% (2014: 25%)	**14,609**	21,024	**11,047**	16,823
Adjustments:				
Effect of expenditure capitalised allowable for tax deduction	**(3,639)**	(4,473)	**(3,303)**	(4,067)
Effect of income not subject to tax	**(1,360)**	(2,564)	**(7,598)**	(11,707)
Effect of utilisation of reinvestment allowance	**-**	(688)	**-**	-
Effect of non-deductible expenses	**1,551**	1,619	**1,071**	1,112
Effect of reduction in tax rate on deferred tax	**53**	(506)	**20**	(73)
Under/(over)provision of current income tax expense in prior years	**98**	(156)	**(292)**	11
Overprovision of deferred tax in prior years	**(59)**	(357)	**-**	(270)
Income tax expense recognised in profit or loss	**11,253**	13,899	**945**	1,829

14. EARNINGS PER SHARE

(a) Basic earnings per share

Basic earnings per share are calculated by dividing profit net of tax for the year attributable to owners of the Company by the weighted average number of ordinary shares in issue during the financial year as follows:

	Group	
	2015	2014 (restated)
Profit net of tax for the year attributable to owners of the Company (RM'000)	**47,184**	70,198
Weighted average number of ordinary shares in issue ('000 unit)	**207,182**	205,705
Basic earnings per share (sen)	**22.77**	34.13

14. EARNINGS PER SHARE (continued)

(b) Basic earnings per share

The share options granted under the Company's ESOS could potentially dilute basic earnings per share but have not been included in the calculation of diluted earnings per share because they are antidilutive. Therefore, both of the basic earnings per share and diluted earnings per share of the Group are the same.

15. DIVIDENDS

	Group and Company	
	2015	**2014**
	RM'000	**RM'000**
Recognised during the financial year:		
Second interim dividend for 2013:		
- single-tier dividend of 11%, on 205,365,001 ordinary shares (11 sen per ordinary share)	**-**	22,590
First interim dividend for 2014:		
- single-tier dividend of 10%, on 206,070,601 ordinary shares (10 sen per ordinary share)	**-**	20,607
Second interim dividend for 2014:		
- single-tier dividend of 11%, on 207,155,401 ordinary shares (11 sen per ordinary share)	**22,787**	-
Special dividend for 2014:		
- single-tier dividend of 5%, on 207,155,401 ordinary shares (5 sen per ordinary share)	**10,358**	-
First interim dividend for 2015:		
- single-tier dividend of 8%, on 207,485,901 ordinary shares (8 sen per ordinary share)	**16,599**	-
	49,744	43,197

The directors declared a second interim single-tier dividend in respect of the financial year ended 30 April 2015, of 8% on 208,103,501 ordinary shares, amounting to a dividend payable of RM16,648,000 (8 sen per ordinary share).

The second interim dividend is payable on 21 August 2015. The financial statements for the current financial year do not reflect this dividend. Such dividend will be accounted for in equity as an appropriation of retained earnings in the financial year ending 30 April 2016.

The directors do not recommend the payment of any final dividend in respect of the current financial year.

16. PROPERTY, PLANT AND EQUIPMENT

	Freehold lands RM'000	Long term leasehold lands RM'000	Buildings RM'000	Plant and machinery RM'000	Office equipment, furniture and fittings RM'000	Motor vehicles, tractors, trailers and boats RM'000	Capital work-in-progress RM'000	Total RM'000
Group								
2015								
At cost or valuation:								
At 1 May 2014	136,512	428,892	74,557	52,180	6,073	46,686	3,245	748,145
Additions	-	-	825	1,883	445	3,577	5,600	12,330
Disposals	-	-	-	(380)	(12)	(2,328)	-	(2,720)
Written off	-	-	(1,875)	(1,119)	(124)	(1,992)	-	(5,110)
Reclassifications	-	-	4,193	774	50	665	(5,682)	-
At 30 April 2015	136,512	428,892	77,700	53,338	6,432	46,608	3,163	752,645
Representing:								
At cost	-	-	15,993	53,338	6,432	46,608	3,163	125,534
At valuation	136,512	428,892	61,707	-	-	-	-	627,111
At 30 April 2015	136,512	428,892	77,700	53,338	6,432	46,608	3,163	752,645
Accumulated depreciation:								
At 1 May 2014	-	6,708	4,551	19,078	2,689	22,574	-	55,600
Depreciation charge for the year:	-	6,708	5,891	3,636	741	5,701	-	22,677
- Recognised in profit or loss (Note 10)	-	5,395	4,509	3,360	609	4,290	-	18,163
- Capitalised in biological assets (Note 17(a))	-	1,313	1,382	276	132	1,411	-	4,514
Disposals	-	-	-	(345)	(9)	(2,082)	-	(2,436)
Written off	-	-	(1,594)	(1,060)	(103)	(1,892)	-	(4,649)
At 30 April 2015	-	13,416	8,848	21,309	3,318	24,301	-	71,192
Net carrying amount:								
At cost	-	-	15,292	32,029	3,114	22,307	3,163	75,905
At valuation	136,512	415,476	53,560	-	-	-	-	605,548
At 30 April 2015	136,512	415,476	68,852	32,029	3,114	22,307	3,163	681,453

16. PROPERTY, PLANT AND EQUIPMENT (continued)

	Freehold lands RM'000	Long term leasehold lands RM'000	Buildings RM'000	Plant and machinery RM'000	Office equipment, furniture and fittings RM'000	Motor vehicles, tractors, trailers and boats RM'000	Capital work-in-progress RM'000	Total RM'000
Group (continued)								
2014								
At cost or valuation:								
At 1 May 2013	136,512	428,892	63,930	43,164	5,128	40,123	4,431	722,180
Additions	-	-	725	2,023	777	7,021	17,561	28,107
Disposals	-	-	-	(1,216)	-	(246)	-	(1,462)
Written off	-	-	(313)	(76)	(74)	(217)	-	(680)
Reclassifications	-	-	10,215	8,285	242	5	(18,747)	-
At 30 April 2014	136,512	428,892	74,557	52,180	6,073	46,686	3,245	748,145
Representing:								
At cost	-	-	10,940	52,180	6,073	46,686	3,245	119,124
At valuation	136,512	428,892	63,617	-	-	-	-	629,021
At 30 April 2014	136,512	428,892	74,557	52,180	6,073	46,686	3,245	748,145
Accumulated depreciation:								
At 1 May 2013	-	-	-	17,403	2,134	17,583	-	37,120
Depreciation charge for the year:	-	6,708	4,834	2,858	625	5,378	-	20,403
- Recognised in profit or loss (Note 10)	-	5,236	4,021	2,720	547	4,417	-	16,941
- Capitalised in biological assets (Note 17(a))	-	1,472	813	138	78	961	-	3,462
Disposals	-	-	-	(1,110)	-	(180)	-	(1,290)
Written off	-	-	(283)	(73)	(70)	(207)	-	(633)
At 30 April 2014	-	6,708	4,551	19,078	2,689	22,574	-	55,600
Net carrying amount:								
At cost	-	-	10,669	33,102	3,384	24,112	3,245	74,512
At valuation	136,512	422,184	59,337	-	-	-	-	618,033
At 30 April 2014	136,512	422,184	70,006	33,102	3,384	24,112	3,245	692,545

16. PROPERTY, PLANT AND EQUIPMENT (continued)

	Freehold lands RM'000	Long term leasehold lands RM'000	Buildings RM'000	Plant and machinery RM'000	Office equipment, furniture and fittings RM'000	Motor vehicles, tractors, and trailers RM'000	Capital work-in-progress RM'000	Total RM'000
Company								
2015								
At cost or valuation:								
At 1 May 2014	96,997	221,543	30,602	7,009	4,077	20,778	352	381,358
Additions	-	-	173	222	166	1,364	717	2,642
Disposals	-	-	-	(380)	(9)	(180)	-	(569)
Written off	-	-	(1,865)	(145)	(94)	(249)	-	(2,353)
Reclassifications	-	-	628	9	46	31	(714)	-
At 30 April 2015	96,997	221,543	29,538	6,715	4,186	21,744	355	381,078
Representing:								
At cost	-	-	8,267	6,715	4,186	21,744	355	41,267
At valuation	96,997	221,543	21,271	-	-	-	-	339,811
At 30 April 2013	96,997	221,543	29,538	6,715	4,186	21,744	355	381,078
Accumulated depreciation:								
At 1 May 2014	-	3,880	2,025	2,552	1,570	8,448	-	18,475
Depreciation charge for the year:	-	3,880	2,825	675	507	2,794	-	10,681
- Recognised in profit or loss (Note 10)	-	2,567	1,538	406	377	1,510	-	6,398
- Capitalised in biological assets (Note 17(a))	-	1,313	1,287	269	130	1,284	-	4,283
Disposals	-	-	-	(345)	(8)	(159)	-	(512)
Written off	-	-	(1,584)	(119)	(73)	(221)	-	(1,997)
At 30 April 2015	-	7,760	3,266	2,763	1,996	10,862	-	26,647
Net carrying amount:								
At cost	-	-	7,951	3,952	2,190	10,882	355	25,330
At valuation	96,997	213,783	18,321	-	-	-	-	329,101
At 30 April 2015	96,997	213,783	26,272	3,952	2,190	10,882	355	354,431

16. PROPERTY, PLANT AND EQUIPMENT (continued)

	Freehold lands RM'000	Long term leasehold lands RM'000	Buildings RM'000	Plant and machinery RM'000	Office equipment, furniture and fittings RM'000	Motor vehicles, tractors, and trailers RM'000	Capital work-in-progress RM'000	Total RM'000
Company (continued)								
2014								
At cost or valuation:								
At 1 May 2013	96,997	221,543	23,426	6,086	3,477	17,395	2,454	371,378
Additions	-	-	418	629	560	3,690	5,324	10,621
Disposals	-	-	-	-	-	(246)	-	(246)
Written off	-	-	(290)	(6)	(38)	(61)	-	(395)
Reclassifications	-	-	7,048	300	78	-	(7,426)	-
At 30 April 2014	96,997	221,543	30,602	7,009	4,077	20,778	352	381,358
Representing:								
At cost	-	-	7,466	7,009	4,077	20,778	352	39,682
At valuation	96,997	221,543	23,136	-	-	-	-	341,676
At 30 April 2014	96,997	221,543	30,602	7,009	4,077	20,778	352	381,358
Accumulated depreciation:								
At 1 May 2013	-	-	-	2,059	1,164	6,169	-	9,392
Depreciation charge for the year:	-	3,880	2,299	496	442	2,519	-	9,636
- Recognised in profit or loss (Note 10)	-	2,464	1,501	360	364	1,643	-	6,332
- Capitalised in biological assets (Note 17(a))	-	1,416	798	136	78	876	-	3,304
Disposals	-	-	-	-	-	(180)	-	(180)
Written off	-	-	(274)	(3)	(36)	(60)	-	(373)
At 30 April 2014	-	3,880	2,025	2,552	1,570	8,448	-	18,475
Net carrying amount:								
At cost	-	-	7,216	4,457	2,507	12,330	352	26,862
At valuation	96,997	217,663	21,361	-	-	-	-	336,021
At 30 April 2014	96,997	217,663	28,577	4,457	2,507	12,330	352	362,883

16. PROPERTY, PLANT AND EQUIPMENT (continued)

(a) Revaluation of freehold lands, long term leasehold lands and buildings

Freehold lands, long term leasehold lands and buildings were last revalued on 30 April 2013 by an independent professional valuer. The valuation was determined by reference to open market value on an existing use basis.

If the revalued freehold lands, long term leasehold lands and buildings were measured using the cost model, the carrying amounts would be as follows:

	Group		Company	
	30.4.2015 RM'000	30.4.2014 RM'000	30.4.2015 RM'000	30.4.2014 RM'000
Freehold lands				
Cost and net carrying amount	**12,807**	12,807	**10,687**	10,687
Long term leasehold lands				
Cost	**151,690**	151,690	**136,428**	136,428
Less: Accumulated depreciation	**(13,094)**	(11,356)	**(10,466)**	(8,880)
Net carrying amount	**138,596**	140,334	**125,962**	127,548
Buildings				
Cost	**82,951**	85,188	**23,281**	25,369
Less: Accumulated depreciation	**(30,034)**	(27,369)	**(6,669)**	**(6,379)**
Net carrying amount	**52,917**	57,819	**16,612**	18,990

(b) Asset pledged as security

Certain long term leasehold lands of the Company with net carrying amount of RM187,971,000 (30.4.2014: RM190,235,000) are mortgaged to secure the Company's loan from a subsidiary (Note 33(c)).

17. BIOLOGICAL ASSETS

	Group		Company	
	30.4.2015 RM'000	**30.4.2014 RM'000**	**30.4.2015 RM'000**	**30.4.2014 RM'000**
At cost or valuation:				
At beginning of financial year	**827,418**	803,422	**406,996**	386,064
Additions	**19,065**	23,996	**16,865**	20,932
At end of financial year	**846,483**	827,418	**423,861**	406,996
Representing:				
At cost	**43,061**	23,996	**37,797**	20,932
At valuation	**803,422**	803,422	**386,064**	386,064
At end of financial year	**846,483**	827,418	**423,861**	406,996

(a) Included in additions of biological assets during the financial year are:

	Group		Company	
	2015 RM'000	**2014 RM'000**	**2015 RM'000**	**2014 RM'000**
Depreciation of property, plant and equipment capitalised (Note 16)	**4,514**	3,462	**4,283**	3,304
Amortisation of prepaid land lease payments capitalised (Note 18)	**214**	214	**-**	-
	4,728	3,676	**4,283**	3,304

(b) Biological assets were last revalued on 30 April 2013 by an independent professional valuer. The valuation was determined by reference to open market value on an existing use basis.

18. PREPAID LAND LEASE PAYMENTS

	Group	
	30.4.2015	**30.4.2014**
	RM'000	**RM'000**
At cost:		
At beginning of financial year	**14,117**	12,132
Additions	**-**	1,985
At end of financial year	**14,117**	14,117
Accumulated amortisation:		
At beginning of financial year	**2,288**	1,878
Amortisation for the year:	**474**	410
- Recognised in profit or loss (Note 10)	**260**	196
- Capitalised in biological assets (Note 17(a))	**214**	214
At end of financial year	**2,762**	2,288
Net carrying amount	**11,355**	11,829
Amount to be amortised:		
- Not later than one year	**474**	410
- Later than one year but not later than five years	**1,897**	1,636
- Later than five years	**8,984**	9,783
	11,355	11,829

Additions of prepaid land lease payments

For the purpose of statement of cash flows, prepaid land lease payments purchased by the Group during the financial year were by means of:

	Group	
	2015	**2014**
	RM'000	**RM'000**
Outright purchase with cash	**-**	373
Advances paid for acquisition of land	**3,120**	269
Total cash outflows on addition of prepaid land lease payments	**3,120**	642

19. INVESTMENT PROPERTY

	Group and Company	
	30.4.2015 RM'000	**30.4.2014 RM'000**
At fair value:		
At beginning of financial year	**1,040**	960
Gain from fair value adjustment recognised in profit or loss (Note 9)	**14**	80
At end of financial year	**1,054**	1,040

Valuation of investment property

The investment property was last revalued on 30 April 2015 by an independent professional valuer. The valuation was determined by reference to open market value on an existing use basis.

20. GOODWILL ON CONSOLIDATION

	Group	
	30.4.2015 RM'000	**30.4.2014 RM'000**
At net carrying amount	**18,628**	18,628

Goodwill has been allocated to the Group's cash generating units identified according to the individual subsidiaries, namely Syarikat Penanaman Bukit Senorang Sdn. Bhd. and South-East Pahang Oil Palm Berhad, both of which are principally involved in plantation activities.

Impairment test for goodwill on consolidation

Key assumptions used in value-in-use calculations

The recoverable amount is determined based on value-in-use calculations using cash flow projections based on a master plan covering a 20 years period. The following describes each key assumption on which management has based its cash flow projections to undertake impairment testing of goodwill:

(a) Budgeted gross margin

The basis used to determine the value assigned to the budgeted gross margins is the average gross margins achieved in the year immediately before the budgeted year increased for expected efficiency improvements.

(b) Discount rate

The discount rate used is the management expected internal rate of return.

(c) Raw materials price inflation

The basis used to determine the value assigned to the raw materials price inflation is the forecast price indices during the budget year for Malaysia where raw materials are sourced. Values assigned to key assumptions are consistent with external information sources.

21. INVESTMENT IN SUBSIDIARIES

	Company 30.4.2015 RM'000	Company 30.4.2014 RM'000
Unquoted shares, at cost	**142,288**	142,288
Less: Accumulated impairment losses	**(1,334)**	(1,334)
	140,954	140,954

Details of the subsidiaries are as follows:

Name of subsidiaries	Country of incorporation	Proportion of ownership interest (%) 2015	Proportion of ownership interest (%) 2014	Principal activities
Leong Hin San Sdn. Bhd.	Malaysia	**100**	100	Cultivation of oil palm
Meridian Plantations Sdn. Bhd.	Malaysia	**100**	100	Cultivation of oil palm and palm oil milling
Syarikat Penanaman Bukit Senorang Sdn. Bhd.	Malaysia	**100**	100	Cultivation of oil palm and palm oil milling
South-East Pahang Oil Palm Berhad	Malaysia	**100**	100	Cultivation of oil palm
Masjid Tanah Properties Sdn. Bhd.	Malaysia	**100**	100	Property development (currently dormant)
Melaka Pindah Properties Sdn. Bhd.	Malaysia	**100**	100	Property development (currently dormant)
Vintage Plantations Sdn. Bhd.	Malaysia	**100**	100	Dormant

All the subsidiaries are audited by Ernst & Young.

22. AVAILABLE-FOR-SALE INVESTMENTS

	Group and Company			
	Carrying amount		Fair value	
	30.4.2015 RM'000	30.4.2014 RM'000	30.4.2015 RM'000	30.4.2014 RM'000
Quoted investments:				
In Malaysia				
- shares	**24,932**	25,135	**24,932**	25,135
Unquoted investments:				
In Malaysia				
- unit trusts	**-**	22,263	**-**	22,263
Outside Malaysia				
- shares	**70**	20	**70**	20
	70	22,283		
Total available-for-sale investments	**25,002**	47,418		

23. INVENTORIES

	Group		Company	
	30.4.2015 RM'000	30.4.2014 RM'000	30.4.2015 RM'000	30.4.2014 RM'000
At cost:				
Produce stocks	**4,481**	4,929	-	-
Nursery stocks	**521**	488	**455**	308
Estate and palm oil mill stores	**3,731**	3,201	**1,488**	977
	8,733	8,618	**1,943**	1,285

During the financial year, the amount of inventories recognised as an expense in cost of sales of the Group and the Company was RM34,407,000 (2014: RM29,114,000) and RM11,439,000 (2014: RM8,584,000) respectively.

24. TRADE AND OTHER RECEIVABLES

	Group		
	30.4.2015 RM'000	30.4.2014 RM'000 (restated)	1.5.2013 RM'000 (restated)
Trade receivables:			
Third parties	**10,848**	15,415	8,703
Other receivables:			
Advances paid for acquisition of land	**3,389**	269	-
Deposits	**254**	251	180
Prepayments	**199**	246	411
Interest receivable	**134**	370	300
Dividend receivable	**31**	51	16
Held-for-trading investments receivable	**955**	145	-
Tax recoverable	**-**	-	2,434
Sundry receivables	**3,784**	434	290
	8,746	1,766	3,631
	19,594	17,181	12,334

24. TRADE AND OTHER RECEIVABLES (continued)

	Company		
	30.4.2015 RM'000	30.4.2014 RM'000 (restated)	1.5.2013 RM'000 (restated)
Trade receivables:			
Amount due from a subsidiary	**1,592**	1,145	843
Third parties	**2,263**	2,093	878
	3,855	3,238	1,721
Other receivables:			
Amounts due from subsidiaries	**534**	948	642
Deposits	**223**	220	149
Prepayments	**74**	133	251
Interest receivable	**106**	360	287
Dividend receivable	**31**	51	16
Held-for-trading investments receivable	**955**	145	-
Tax recoverable	**-**	-	2,094
Sundry receivables	**3,602**	351	234
	5,525	2,208	3,673
	9,380	5,446	5,394

(a) Trade receivables

Trade receivables are non-interest bearing and are generally on 15 to 30 days (30.4.2014: 15 to 30 days) terms. They are recognised at their original invoiced amounts which represent their fair values on initial recognition.

Ageing analysis of trade receivables

	Group		Company	
	30.4.2015 RM'000	30.4.2014 RM'000	30.4.2015 RM'000	30.4.2014 RM'000
Neither past due nor impaired	**10,436**	15,415	**3,855**	3,238
31 to 60 days past due not impaired	**412**	-	**-**	-
	10,848	15,415	**3,855**	**3,238**

24. TRADE AND OTHER RECEIVABLES (continued)

(a) Trade receivables (continued)

<u>Trade receivables that are neither past due nor impaired</u>

Trade receivables that are neither past due nor impaired are creditworthy debtors with good payment records with the Group.

None of the trade receivables that are neither past due nor impaired have been renegotiated during the financial year.

<u>Trade receivables that are past due but not impaired</u>

The Group has trade receivables amounting to RM412,000 (30.4.2014: RM Nil) that are past due at the reporting date but not impaired. These outstanding amount are unsecured in nature.

(b) Amounts due from subsidiaries

The amounts due from subsidiaries are unsecured, non-interest bearing and repayable upon demand.

(c) Advances paid for acquisition of land

These advances were paid to vendors in relation to the acquisition of land in Sabah.

25. HELD-FOR-TRADING INVESTMENTS

	Group and Company			
	Carrying amount		Fair value	
	30.4.2015 RM'000	30.4.2014 RM'000	30.4.2015 RM'000	30.4.2014 RM'000
Quoted investments:				
In Malaysia				
- shares	**12,995**	12,948	**12,995**	12,948
Outside Malaysia				
- shares	**4,169**	1,220	**4,169**	1,220
	17,164	14,168		

26. HELD-TO-MATURITY INVESTMENTS

Held-to-maturity investments consist of deposits with licensed financial institutions with maturity period of more than three months as follows:

	Group		Company	
	30.4.2015 RM'000	30.4.2014 RM'000	30.4.2015 RM'000	30.4.2014 RM'000
Deposits with licensed commercial banks	**731**	23,703	**294**	23,204

(a) Interest rates of held-to-maturity investments

The weighted average effective interest rates of held-to-maturity investments at the reporting date were as follows:

	Group		Company	
	30.4.2015 %	30.4.2014 %	30.4.2015 %	30.4.2014 %
Deposits with licensed commercial banks	**3.95**	3.32	**3.95**	3.32

(b) Varying periods of held-to-maturity investments

The varying periods of held-to-maturity investments at the reporting date were as follows:

	Group		Company	
	30.4.2015 days	30.4.2014 days	30.4.2015 days	30.4.2014 days
Deposits with licensed commercial banks	**181 - 184**	181 - 184	**181 - 184**	181 - 184

27. FINANCIAL ASSETS AT FAIR VALUE THROUGH PROFIT OR LOSS

Financial assets at fair value through profit or loss consist of investment in income trust funds placed with licensed investment banks and asset management companies in Malaysia which are highly liquid and readily convertible to cash as follows:

	Group		
	Carrying amount and fair value		
	30.4.2015 RM'000	30.4.2014 RM'000 (restated)	1.5.2013 RM'000 (restated)
In Malaysia			
- income trust funds	**110,298**	39,791	38,590

	Company		
	Carrying amount and fair value		
	30.4.2015 RM'000	30.4.2014 RM'000 (restated)	1.5.2013 RM'000 (restated)
In Malaysia			
- income trust funds	**110,264**	39,760	38,560

28. CASH AND BANK BALANCES

	Group		
	30.4.2015 RM'000	30.4.2014 RM'000 (restated)	1.5.2013 RM'000 (restated)
Cash at banks and on hand	**1,051**	1,413	89
Deposits with:			
- Licensed commercial banks	**28,984**	61,090	10,282
- Licensed investment banks	**43,768**	45,985	59,353
	73,803	108,488	69,724

28. CASH AND BANK BALANCES (continued)

	Company		
	30.4.2015 RM'000	**30.4.2014 RM'000 (restated)**	**1.5.2013 RM'000 (restated)**
Cash at banks and on hand	**708**	494	40
Deposits with:			
- Licensed commercial banks	**14,658**	50,632	3,735
- Licensed investment banks	**42,331**	45,985	58,300
	57,697	97,111	62,075

(a) Interest rates of cash and bank balances

Cash at banks earn interest at floating rates based on daily bank deposit rates.

The weighted average effective interest rates of deposits at the reporting date are as follows:

	Group		Company	
	30.4.2015 %	**30.4.2014 %**	**30.4.2015 %**	**30.4.2014 %**
Deposits with:				
- Licensed commercial banks	**3.50**	3.08	**3.49**	3.11
- Licensed investment banks	**3.59**	3.20	**3.59**	3.20

(b) Varying periods of deposits

The varying periods of deposits at the reporting date are as follows:

	Group		Company	
	30.4.2015 days	**30.4.2014 days**	**30.4.2015 days**	**30.4.2014 days**
Deposits with:				
- Licensed commercial banks	**5 - 92**	2 - 92	**5 - 92**	2 - 92
- Licensed investment banks	**5 - 45**	30 - 31	**5 - 45**	30 - 31

29. SHARE CAPITAL AND SHARE PREMIUM

(a) Authorised share capital

	Group and Company			
	Number of ordinary shares of RM1 each		Amount	
	30.4.2015 '000	30.4.2014 '000	30.4.2015 RM'000	30.4.2014 RM'000
Authorised	**500,000**	500,000	**500,000**	500,000

(b) Share capital (issued and fully paid) and share premium

	Number of ordinary shares of RM1 each	Amount		
	Share capital (issued and fully paid) '000	Share capital (issued and fully paid) RM'000	Share premium RM'000	Total share capital and share premium RM'000
Group				
At 1 May 2013	205,109	205,109	17,987	223,096
Shares issued pursuant to:				
- ESOS	1,209	1,209	7,449	8,658
- ESIP	185	185	1,136	1,321
Realisation of share premium upon disposal of an associate	-	-	(502)	(502)
At 30 April 2014	206,503	206,503	26,070	232,573
Shares issued pursuant to:				
- ESOS	1,216	1,216	7,481	8,697
At 30 April 2015	207,719	207,719	33,551	241,270

29. SHARE CAPITAL AND SHARE PREMIUM (continued)

(b) Share capital (issued and fully paid) and share premium (continued)

	Number of ordinary shares of RM1 each	← Amount		→
	Share capital (issued and fully paid) '000	Share capital (issued and fully paid) RM'000	Share premium RM'000	Total share capital and share premium RM'000
Company				
At 1 May 2013	205,109	205,109	17,485	222,594
Shares issued pursuant to:				
- ESOS	1,209	1,209	7,449	8,658
- ESIP	185	185	1,136	1,321
At 30 April 2014	206,503	206,503	26,070	232,573
Shares issued pursuant to:				
- ESOS	1,216	1,216	7,481	8,697
At 30 April 2015	207,719	207,719	33,551	241,270

Share capital

The holders of ordinary shares are entitled to receive dividends as and when declared by the Company. All ordinary shares carry one vote per share without restrictions and rank equally with regard to the Company residual assets.

The Company has an employee share option plan under Employee Share Option Scheme ("ESOS") where options to subscribe for the Company's ordinary shares have been granted to eligible directors and employees of the Group.

In addition, the Company also has an Executive Share Incentive Plan ("ESIP") where ordinary shares of the Company have been granted to directors and selected executives of the Group.

Details of ESOS and ESIP granted are disclosed in Note 34.

30. OTHER RESERVES

	Fair value adjustment reserve RM'000	Asset revaluation reserve RM'000	Foreign currency translation reserve RM'000	Employee share option reserve RM'000	Employee share incentive reserve RM'000	Total RM'000
Group						
At 1 May 2014						
As previously stated	23,030	730,346	-	7,091	-	760,467
Prior year adjustments (Note 42(a))	-	109,059	-	-	-	109,059
As restated	23,030	839,405	-	7,091	-	869,526
Other comprehensive (loss)/income:						
Net loss on fair value changes on available-for-sale investments	(978)	-	-	-	-	(978)
Transfer of loss on disposal of available-for-sale investment to profit or loss	460	-	-	-	-	460
	(518)	-	-	-	-	(518)
Transfer to retained earnings:						
Realisation of asset revaluation reserve upon:						
- Depreciation	-	(3,601)	-	-	-	(3,601)
- Property, plant and equipment written off	-	(3)	-	-	-	(3)
	-	(3,604)	-	-	-	(3,604)
Transactions with owners:						
Fair value of share options granted to eligible directors and employees	-	-	-	657	-	657
Shares issued pursuant to ESOS	-	-	-	(2,064)	-	(2,064)
Employee share options forfeited	-	-	-	(273)	-	(273)
	-	-	-	(1,680)	-	(1,680)
At 30 April 2015	22,512	835,801	-	5,411	-	863,724

30. OTHER RESERVES (continued)

	Fair value adjustment reserve RM'000	Asset revaluation reserve RM'000	Foreign currency translation reserve RM'000	Employee share option reserve RM'000	Employee share incentive reserve RM'000	Total RM'000
Group (continued)						
At 1 May 2013						
As previously stated	23,553	725,920	(140)	7,400	-	756,733
Prior year adjustments (Note 42(a))	-	123,257	-	-	-	123,257
As restated	23,553	849,177	(140)	7,400	-	879,990
Other comprehensive (loss)/income:						
Net loss on fair value changes on available-for-sale investments	(66)	-	-	-	-	(66)
Transfer of gain on disposal of available-for-sale investments to profit or loss	(457)	-	-	-	-	(457)
Recognition of deferred tax liabilities on revaluation surplus of freehold lands and biological assets on freehold lands upon increase of Real Property Gain Tax ("RPGT") rate (restated)	-	(9,268)	-	-	-	(9,268)
Reversal of deferred tax liabilities to asset revaluation reserve upon reduction in tax rate (restated)	-	2,912	-	-	-	2,912
	(523)	(6,356)	-	-	-	(6,879)

30. OTHER RESERVES (continued)

	Fair value adjustment reserve RM'000	Asset revaluation reserve RM'000	Foreign currency translation reserve RM'000	Employee share option reserve RM'000	Employee share incentive reserve RM'000	Total RM'000
Group (continued)						
Transfer to retained earnings:						
Realisation of asset revaluation reserve upon:						
- Depreciation	-	(3,415)	-	-	-	(3,415)
- Property, plant and equipment written off	-	(1)	-	-	-	(1)
Realisation of foreign currency translation reserve upon disposal of an associate	-	-	140	-	-	140
	-	(3,416)	140	-	-	(3,276)
Transactions with owners:						
Fair value of share options granted to eligible directors and employees	-	-	-	1,760	-	1,760
Shares issued pursuant to ESOS	-	-	-	(2,028)	-	(2,028)
Employee share options forfeited	-	-	-	(41)	-	(41)
ESIP expenses	-	-	-	-	1,321	1,321
Shares issued pursuant to ESIP	-	-	-	-	(1,321)	(1,321)
	-	-	-	(309)	-	(309)
At 30 April 2014 (restated)	23,030	839,405	-	7,091	-	869,526

30. OTHER RESERVES (continued)

	Fair value adjustment reserve RM'000	Asset revaluation reserve RM'000	Employee share option reserve RM'000	Employee share incentive reserve RM'000	Total RM'000
Company					
At 1 May 2014					
As previously stated	23,029	330,439	7,091	-	360,559
Prior year adjustments (Note 42(a))	-	31,760	-	-	31,760
As restated	23,029	362,199	7,091	-	392,319
Other comprehensive (loss)/income:					
Net loss on fair value changes on available-for-sale investments	(978)	-	-	-	(978)
Transfer of loss on disposal of available-for-sale investment to profit or loss	460	-	-	-	460
	(518)	-	-	-	(518)
Transfer to retained earnings:					
Realisation of asset revaluation reserve upon depreciation	-	(1,799)	-	-	(1,799)
	-	(1,799)	-	-	(1,799)
Transactions with owners:					
Fair value of share options granted to eligible directors and employees	-	-	657	-	657
Shares issued pursuant to ESOS	-	-	(2,064)	-	(2,064)
Employee share options forfeited	-	-	(273)	-	(273)
	-	-	(1,680)	-	(1,680)
At 30 April 2015	22,511	360,400	5,411	-	388,322

30. OTHER RESERVES (continued)

	Fair value adjustment reserve RM'000	Asset revaluation reserve RM'000	Employee share option reserve RM'000	Employee share incentive reserve RM'000	Total RM'000
Company (continued)					
At 1 May 2013					
As previously stated	23,552	329,681	7,400	-	360,633
Prior year adjustments (Note 42(a))	-	40,253	-	-	40,253
As restated	23,552	369,934	7,400	-	400,886
Other comprehensive (loss)/income:					
Net loss on fair value changes on available-for-sale investments	(66)	-	-	-	(66)
Transfer of gain on disposal of available-for-sale investments to profit or loss	(457)	-	-	-	(457)
Recognition of deferred tax liabilities on revaluation surplus of freehold lands and biological assets on freehold lands upon increase of RPGT rate (restated)	-	(6,883)	-	-	(6,883)
Reversal of deferred tax liabilities to asset revaluation reserve upon reduction in tax rate (restated)	-	926	-	-	926
	(523)	(5,957)	-	-	(6,480)
Transfer to retained earnings:					
Realisation of asset revaluation reserve upon:					
- Depreciation	-	(1,777)	-	-	(1,777)
- Property, plant and equipment written off	-	(1)	-	-	(1)
	-	(1,778)	-	-	(1,778)
Transactions with owners:					
Fair value of share options granted to eligible directors and employees	-	-	1,760	-	1,760
Shares issued pursuant to ESOS	-	-	(2,028)	-	(2,028)
Employee share options forfeited	-	-	(41)	-	(41)
ESIP expenses	-	-	-	1,321	1,321
Shares issued pursuant to ESIP	-	-	-	(1,321)	(1,321)
	-	-	(309)	-	(309)
At 30 April 2014 (restated)	23,029	362,199	7,091	-	392,319

30. OTHER RESERVES (continued)

(a) Fair value adjustment reserve

Fair value adjustment reserve represents the cumulative fair value changes of available-for-sale investments until they are disposed or impaired. This reserve arose following the adoption of FRS 139 *Financial Instruments: Recognition and Measurement* on 1 May 2010, the effect of which, was recognised as an opening balance of fair value adjustment reserve on that date.

(b) Asset revaluation reserve

Asset revaluation reserve represents increases in the fair value of freehold lands, long term leasehold lands, buildings, biological assets and investment property, net of tax, and decreases to the extent that such decreases relate to an increase on the same asset previously recognised in other comprehensive income.

(c) Employee share option reserve

Employee share option reserve represents the fair value of equity-settled share options granted to the eligible directors and employees under ESOS (Note 34). This reserve is made up of the cumulative value of services receive from the eligible directors and employees recorded over the vesting period commencing from the grant date of equity-settled share options, and is reduced by the forfeiture or exercise of the share options.

(d) Employee share incentive reserve

Employee share incentive reserve represents the fair value of equity-settled shares granted to directors and selected executives under ESIP (Note 34). This reserve is made up of the cumulative value of services received from the directors and selected executives recorded on grant of shares, and is transferred to share premium upon vesting of the shares granted.

31. RETAINED EARNINGS

The Company may distribute dividends out of its entire retained earnings under the single tier system.

32. DEFERRED TAX LIABILITIES

Deferred income tax as at 30 April relates to the following:

	At 1 May 2013									
	As previously stated RM'000	Prior year adjustments (Note 42(a)) RM'000	As restated RM'000	Recognised in profit or loss RM'000 (restated)	Overprovision in prior years RM'000	Recognised in other comprehensive income RM'000 (restated)	At 30 April 2014 RM'000 (restated)	Recognised in profit or loss RM'000	Overprovision in prior years RM'000	At 30 April 2015 RM'000
Group										
Deferred tax assets:										
Provisions	(961)	-	(961)	297	-	-	(664)	(156)	-	(820)
Unabsorbed capital allowances	(656)	-	(656)	(891)	-	-	(1,547)	(112)	-	(1,659)
	(1,617)	-	(1,617)	(594)	-	-	(2,211)	(268)	-	(2,479)
Deferred tax liabilities:										
Property, plant and equipment	14,017	18,668	32,685	2,167	(357)	-	34,495	1,417	(59)	35,853
Asset revaluation reserve	197,421	(123,257)	74,164	(1,143)	-	6,356	79,377	(1,146)	-	78,231
	211,438	(104,589)	106,849	1,024	(357)	6,356	113,872	271	(59)	114,084
	209,821	(104,589)	105,232	430	(357)	6,356	111,661	3	(59)	111,605

32. DEFERRED TAX LIABILITIES (continued)

	At 1 May 2013								
	As previously stated RM'000	Prior year adjustments (Note 42(a)) RM'000	As restated RM'000	Recognised in profit or loss RM'000 (restated)	Overprovision in prior years RM'000	Recognised in other comprehensive income RM'000 (restated)	At 30 April 2014 RM'000 (restated)	Recognised in profit or loss RM'000	At 30 April 2015 RM'000
Company									
Deferred tax assets:									
Provisions	(595)	-	(595)	175	-	-	(420)	(47)	(467)
Unabsorbed capital allowances	(656)	-	(656)	(891)	-	-	(1,547)	(112)	(1,659)
	(1,251)	-	(1,251)	(716)	-	-	(1,967)	(159)	(2,126)
Deferred tax liabilities:									
Property, plant and equipment	3,300	8,334	11,634	2,060	(270)	-	13,424	1,125	14,549
Asset revaluation reserve	64,001	(40,253)	23,748	(586)	-	5,957	29,119	(569)	28,550
	67,301	(31,919)	35,382	1,474	(270)	5,957	42,543	556	43,099
	66,050	(31,919)	34,131	758	(270)	5,957	40,576	397	40,973

32. DEFERRED TAX LIABILITIES (continued)

	Group			Company		
	30.4.2015 RM'000	30.4.2014 RM'000 (restated)	1.5.2013 RM'000 (restated)	30.4.2015 RM'000	30.4.2014 RM'000 (restated)	1.5.2013 RM'000 (restated)
Presented after appropriate offsetting as follows:						
Deferred tax assets	**(2,479)**	(2,211)	(1,617)	**(2,126)**	(1,967)	(1,251)
Deferred tax liabilities	**114,084**	113,872	106,849	**43,099**	42,543	35,382
	111,605	111,661	105,232	**40,973**	40,576	34,131

33. TRADE AND OTHER PAYABLES

	Group		Company	
	30.4.2015 RM'000	30.4.2014 RM'000	30.4.2015 RM'000	30.4.2014 RM'000
Trade payables:				
Third parties	**6,455**	5,674	**1,848**	1,136
Other payables:				
Directors' fees and other emoluments	**129**	120	**129**	120
Amount due to a subsidiary	**-**	-	**2**	2
Loan from a subsidiary	**-**	-	**500**	500
Balance outstanding on acquisition of land	**1,003**	1,869	**-**	-
Accruals and sundry payables	**13,435**	13,333	**5,676**	5,153
	14,567	15,322	**6,307**	5,775
	21,022	20,996	**8,155**	6,911

(a) Trade and other payables

These amounts are non-interest bearing and are normally settled on 30 to 60 days (30.4.2014: 30 to 60 days) terms.

(b) Amount due to a subsidiary

This amount is unsecured, non-interest bearing and repayable on demand.

33. TRADE AND OTHER PAYABLES (continued)

(c) Loan from a subsidiary

This loan is bearing interest at the rate of one percent (1%) above Malayan Banking Berhad's 12 months fixed deposit interest rate per annum and secured by a first mortgage over certain of the Company's long term leasehold lands (Note 16(b)). The loan is repayable on demand.

34. EMPLOYEE BENEFITS

Employee Share Scheme

The Company's Employee Share Scheme ("ESS") is governed by the By-Laws approved by the shareholders at an Extraordinary General Meeting held on 29 August 2009. The ESS was implemented on 18 June 2010 and is in force for a period of 10 years from the date of implementation.

The ESS comprises Employee Share Option Scheme ("ESOS") and Executive Share Incentive Plan ("ESIP") for the directors and eligible employees of the Company and its subsidiaries.

Under the ESOS, an eligible employee will be offered an option which entitles the eligible employee to subscribe for and/or acquire a certain number of shares of the Company at a future date at pre-determined prices, subject to meeting certain prescribed conditions.

Under ESIP, the selected executive will be granted the right to have a certain number of ordinary shares of RM1.00 each in the Company vested in and transferred to the selected executive at a future date, subject to meeting certain prescribed conditions, including the achievement of pre-determined service conditions and/or performance targets.

The salient features of the By-Laws are as follows:

(a) The maximum number of new or existing shares of the Company to be made available under the ESS during the duration of the ESS shall not exceed fifteen percent (15%) of the issued and paid-up share capital of the Company at any one time. Not more that fifty percent (50%) of the total shares of the Company available under the ESS shall be allocated, in aggregate, to directors and senior management of the Group. Further, not more than ten percent (10%) of the total shares of the Company available under the ESS shall be allocated to any individual selected executive or eligible employee, who either singly or collectively through persons connected with him holds twenty percent (20%) or more of the issued and paid-up share capital of the Company.

(b) Any director of the Company or employee of any company within the Group shall be eligible to be considered for the grant and/or offer under the ESS.

34. EMPLOYEE BENEFITS (continued)

Employee Share Scheme (continued)

(c) Option price (the price at which an eligible employee shall be entitled to subscribe for or acquire shares of the Company upon the exercise of the option under the ESOS) and the grant price (the reference price adopted in determining the number of shares of the Company to be vested in and transferred to the selective executives pursuant to the right under the ESIP) shall be determined by the ESS Committee at its discretion after taking into consideration the following factors:

(i) the five (5) day weighted average market price of the underlying shares immediately prior to the date of grant and/or date of offer by the ESS Committee, with a discount of not more than ten per centum (10%) therefrom, if deemed appropriate; or

(ii) the par value of shares of the Company,

whichever is the higher.

(d) Any new shares of the Company to be allotted and issued upon any exercise of the option shall, upon issue and allotment, rank pari passu in all respects with existing ordinary shares of the Company save and except that the shares shall not be entitled to participate in any dividends, rights, allotments and/or others distributions that may be declared, where the entitlement date precedes the date of allotment.

Employee Share Option Scheme ("ESOS")

Movement of share options during the financial year

The following table illustrates the number ("No.") and weighted average exercise price ("WAEP") of, and movements in, share options during the financial year:

	2015		2014	
	No.	**WAEP (RM)**	**No.**	**WAEP (RM)**
Outstanding at beginning of financial year	**6,205,700**	**5.87**	6,094,900	5.67
- Granted	**-**	**-**	1,350,000	6.42
- Exercised	**(1,215,900)**	**5.46**	(1,208,600)	5.49
- Forfeited	**(843,200)**	**6.24**	(30,600)	6.13
Outstanding at end of financial year	**4,146,600**	**5.91**	6,205,700	5.87
Exercisable at end of financial year	**2,573,600**	**5.65**	2,202,700	5.60

34. EMPLOYEE BENEFITS (continued)

Employee Share Scheme (continued)

Employee Share Option Scheme ("ESOS") (continued)

Movement of share options during the financial year (continued)

- The weighted average fair value of options granted during the financial year was RM1.43 (2014: RM1.49).

- The weighted average share price at the date of exercise of the options during the financial year was RM6.85 (2014: RM7.22).

- The range of exercise prices for options outstanding at the end of financial year was RM5.42 to RM6.49 (2014: RM5.42 to RM6.49). The weighted average remaining contractual life for these options is 1.72 years (2014: 2.46 years).

During the financial year, options for 1,215,900 (2014: 1,208,600) ordinary shares of the Company were exercised at a weighted average price of RM5.46 each (2014: RM5.49 each), with a total cash consideration of RM6,633,000 (2014: RM6,630,000) paid to the Company.

Fair value of share options granted

The fair value of the share options granted under ESOS is estimated at the grant date using a binomial option pricing model, taking into account the terms and conditions upon which the options were granted.

The inputs to the option pricing model for the financial years ended 30 April 2015 and 2014 are as follows:

	2015	**2014**
Dividend yield (%)	**N/A**	3.13
Expected volatility (%)	**N/A**	14.19
Risk-free interest rate (% p.a.)	**N/A**	3.39
Expected life of option (years)	**N/A**	5.00

The expected life of the options is based on indicative of exercise patterns that may occur. The expected volatility reflects the assumption that the historical volatility over a period similar to the life of the options is indicative of future trends, which may not necessary be the actual outcome.

During the financial year, fair value of share options granted amounting to RM657,000 (2014: RM1,760,000) for the Group and RM441,000 (2014: RM957,000) for the Company were charged to profit or loss. No cash outflow was incurred for this charge to profit or loss.

Employee Share Incentive Plan ("ESIP")

Movement of ordinary shares granted during the financial year

During the financial year, no ordinary shares ("ESIP shares") has been granted to the directors and selected executives of the Company and its subsidiaries.

In the previous financial year, 185,300 ordinary shares of RM1 each ("ESIP shares") has been granted to the directors and selected executives. The vesting period of ESIP shares was from 7 November 2013 to 31 December 2013.

34. EMPLOYEE BENEFITS (continued)

Employee Share Scheme (continued)

Employee Share Incentive Plan ("ESIP") (continued)

Movement of ordinary shares granted during the financial year (continued)

The following table illustrates the movements of ordinary shares granted during the financial year:

	No. of ordinary shares of RM 1 each	
	2015	**2014**
At beginning of financial year	**-**	-
- Granted	**-**	185,300
- Vested	**-**	(185,300)
At end of financial year	**-**	-

- All ordinary shares granted in the previous financial year were vested and resulted in the issuance of 185,300 ordinary shares of RM1 each as disclosed in Note 28(b).

- The weighted average share price at the grant date and exercise date in the previous financial year was RM7.13.

- The weighted average share price at the date of vesting in the previous financial year was RM7.27.

Fair value of ordinary shares granted

The fair value of ordinary shares granted is measured at grant date, take into account, if any, the market vesting conditions.

In the previous financial year, fair value of ordinary shares granted ("ESIP expense") amounting to RM1,321,000 for the Group and RM710,000 for the Company were charged to profit or loss.

35. RELATED PARTY DISCLOSURES

(a) Transactions with related parties

In addition to the related party transactions information as disclosed in Note 8, the Group and the Company had the following significant transactions with related parties at terms agreed between the parties during the financial year:

	Group		Company	
	2015 RM'000	**2014 RM'000**	**2015 RM'000**	**2014 RM'000**
Subsidiaries				
- Sale of oil palm fresh fruit bunches	**-**	-	**27,358**	29,243
- Administrative expenses charged	**-**	-	**5,150**	4,726
- ESIP expense charged	**-**	-	**-**	611
- Fair value of share options granted to eligible employees charged	**-**	-	**216**	803
A licensed commercial bank in which one of the directors of the Company is a director				
- Interest income	**568**	972	**445**	402

(b) Balances with related parties

	Group		Company	
	30.4.2015 RM'000	**30.4.2014 RM'000**	**30.4.2015 RM'000**	**30.4.2014 RM'000**
A licensed commercial bank in which one of the directors of the Company is a director				
- Placement in current accounts	**-**	864	**-**	5
- Placement in deposits	**-**	53,332	**-**	43,336
- Placement in held-to-maturity investments	**-**	5,629	**-**	5,131

Information regarding other outstanding balances arising from related party transactions as at 30 April 2015 and 30 April 2014 are disclosed in Note 24 and 33.

35. RELATED PARTY DISCLOSURES (continued)

(c) Compensation of key management personnel

The remuneration of directors and other members of key management, being the Chief Executive Officer, Chief Financial Officer, General Manager (Administration and Corporate Affairs), General Managers (Plantations) and General Manager (Oil Mills) during the financial year was as follows:

	Group		Company	
	2015 RM'000	**2014 RM'000**	**2015 RM'000**	**2014 RM'000**
Short-term employee benefits	**2,716**	2,904	**2,591**	2,445
Contributions to defined contribution plan	**288**	361	**270**	294
Social security contributions	**1**	-	**1**	-
ESIP expense	**-**	877	**-**	569
Fair value of share options granted under ESOS	**182**	600	**174**	397
	3,187	4,742	**3,036**	3,705

The directors and other members of key management have been granted the following number of ordinary shares under ESIP:

	Number of ordinary shares of RM1 each			
	Group		Company	
	2015	**2014**	**2015**	**2014**
At beginning of financial year	**-**	-	**-**	-
- Granted	**-**	123,000	**-**	109,500
- Vested	**-**	(123,000)	**-**	(109,500)
At end of financial year	**-**	-	**-**	-

Included in the total compensation of key management personnel was non-executive directors' remuneration amounting to RM918,000 (2014: RM1,215,000) (Note 12).

35. RELATED PARTY DISCLOSURES (continued)

(c) Compensation of key management personnel (continued)

Directors' interest in Employee Share Option Scheme ("ESOS")

The following table illustrates the number of share options granted to eligible directors:

Granted date	Exercise price	Granted (Number of options)	Adjustment for bonus issue (Number of options)	Total (Number of options)	Number of eligible directors
3 August 2010	RM8.13	1,300,000	-	1,300,000	6 ^
	RM5.42 *	-	568,000	568,000	
				1,868,000	
1 November 2011	RM5.82	270,000	-	270,000	1
7 November 2012	RM6.49	270,000	-	270,000	1

* On 3 August 2010, 1,300,000 share options were granted to six directors of the Company under ESOS at an exercise price of RM8.13 each. Consequent to the implementation of the bonus issue on the basis of one ordinary share for every two existing ordinary shares which was completed on 2 November 2010, an additional 568,000 share options entitlement on the unexercised options were granted to the six directors and the exercise price has been adjusted to RM5.42 each accordingly.

^ Included three former directors.

The following table illustrates the number ("No.") and weighted average exercise price ("WAEP") of, and movements in, share options granted to eligible directors (included share options granted to a retired former director) during the financial year:

	2015 No.	2015 WAEP (RM)	2014 No.	2014 WAEP (RM)
Outstanding at beginning of financial year	**1,281,000**	**5.71**	1,281,000	5.71
- Exercised	**(225,000)**	**5.52**	-	-
Outstanding at end of financial year	**1,056,000**	**5.75**	1,281,000	5.71
Exercisable at end of financial year	**840,000**	**5.61**	741,000	5.56

Directors' interest in Employee Share Incentive Plan ("ESIP")

During the financial year, no ordinary shares ("ESIP shares") has been granted to the directors.

In the previous financial year, the Company has granted 63,000 ordinary shares of RM1 each ("ESIP shares") to the directors. The vesting period of ESIP shares was from 7 November 2013 to 31 December 2013.

36. CAPITAL COMMITMENTS

	Group		Company	
	30.4.2015 RM'000	30.4.2014 RM'000	30.4.2015 RM'000	30.4.2014 RM'000
Capital expenditure approved and contracted for:				
Biological assets	**-**	91	**-**	-
Prepaid land lease payments	**-**	503	**-**	-
Purchase of property, plant and equipment	**-**	1,080	**-**	116
	-	1,674	**-**	116
Capital expenditure approved but not contracted for:				
Biological assets	**8,837**	11,025	**6,861**	9,621
Construction of new oil mill	**56,736**	57,020	**-**	-
Purchase of property, plant and equipment	**23,367**	22,577	**11,457**	11,179
	88,940	90,622	**18,318**	20,800
	88,940	92,296	**18,318**	20,916

37. SEGMENT INFORMATION

(a) Segment information is presented in respect of the Group's business segments. The primary format of business segments is based on the Group's management and internal reporting structure. No geographical segment information is presented as the business operations of the Group are operated in Malaysia only.

Management monitors the operating results of its business segments separately for the purpose of making decisions about resource allocation and performance assessment.

Segment results and assets include items directly attributable to a segment as well as those that can be allocated on a reasonable basis. Income tax expense is managed on a Group basis and is not allocated to any business segment.

Additions to non-current assets is the total cost incurred during the year to acquire segment assets that are expected to be used or hold for more than one financial period.

(b) The directors are of the opinion that all inter-company transactions have been entered into in the normal course of business and have been established on terms and conditions that are not materially different from those obtainable in transactions with unrelated parties.

(c) Business segments

The Group is organised into two business segments as follows:

(i) Plantation - cultivation of oil palm and palm oil milling
(ii) Investment holding

37. SEGMENT INFORMATION (continued)

(c) Business segments (continued)

The following table provides an analysis of the Group's revenue, results, assets and other segment information by business segments:

	Plantation RM'000	Investment holding RM'000	Consolidated RM'000
30 April 2015			
Revenue:			
Total sale of oil palm products	257,647	-	257,647
Inter-company sales	(44,495)	-	(44,495)
Total revenue	213,152	-	213,152
Results:			
Segment results/profit before tax	50,548	7,889	58,437
Income tax expense			(11,253)
Profit net of tax			47,184
Assets:			
Segment assets	1,585,126	229,172	1,814,298
Other segment information:			
Material income			
Dividend income	-	2,187	2,187
Interest income	-	3,117	3,117
Net fair value gains on financial assets at fair value through profit or loss:			
- realised	-	2,505	2,505
- unrealised	-	102	102
Net fair value gains on held-for-trading investments:			
- realised	-	565	565

37. SEGMENT INFORMATION (continued)

(c) Business segments (continued)

	Plantation RM'000	Investment holding RM'000	Consolidated RM'000
30 April 2015 (continued)			
Material expenses			
Amortisation of prepaid land lease payments	260	-	260
Depreciation of property, plant and equipment	18,163	-	18,163
Fair value of share options granted to eligible directors and employees expensed off	657	-	657
Loss on disposal of available-for-sale investments	-	460	460
Net fair value losses on held-for-trading investments:			
- unrealised	-	188	188
Additions to non-current assets			
Purchase of:			
- available-for-sale-investments	-	1,564	1,564
- property, plant and equipment	12,330	-	12,330
Additions of:			
- biological assets	19,065	-	19,065
30 April 2014			
Revenue:			
Total sale of oil palm products	291,285	-	291,285
Inter-company sales	(46,938)	-	(46,938)
Total revenue	244,347	-	244,347
Results:			
Segment results/profit before tax	69,646	14,451	84,097
Income tax expense (restated)			(13,899)
Profit net of tax (restated)			70,198
Assets:			
Segment assets	1,577,066	233,761	1,810,827

37. SEGMENT INFORMATION (continued)

(c) Business segments (continued)

	Plantation RM'000	Investment holding RM'000	Consolidated RM'000
30 April 2014 (continued)			
Other segment information:			
Material income			
Additional compensation received from compulsory land acquisition	1,139	-	1,139
Dividend income	-	2,133	2,133
Gain on disposal of:			
- an associate	-	5,675	5,675
- available-for-sale investments	-	457	457
Interest income	-	3,647	3,647
Net fair value gains on financial assets at fair value through profit or loss:			
- realised	-	1,065	1,065
- unrealised	-	136	136
Net fair value gains on held-for-trading investments:			
- realised	-	853	853
- unrealised	-	650	650
Material expenses			
Amortisation of prepaid land lease payments	196	-	196
Depreciation of property, plant and equipment	16,941	-	16,941
ESIP expense	1,321	-	1,321
Fair value of share options granted to eligible directors and employees expensed off	1,760	-	1,760
Additions to non-current assets			
Purchase of:			
- available-for-sale-investments	-	1,542	1,542
- property, plant and equipment	28,107	-	28,107
Additions of:			
- biological assets	23,996	-	23,996
- prepaid land lease payments	1,985	-	1,985

38. FINANCIAL ASSETS AND LIABILITIES

(a) Financial assets

Total financial assets of the Group and of the Company at the reporting date consist of the following:

	Note	Group		
		30.4.2015 RM'000	30.4.2014 RM'000 (restated)	1.5.2013 RM'000 (restated)
Available-for-sale investments	22	**25,002**	47,418	57,105
Trade and other receivables *	24	**16,006**	16,666	11,923
Held-for-trading investments	25	**17,164**	14,168	7,182
Held-to-maturity investments	26	**731**	23,703	28,440
Financial assets at fair value through profit or loss	27	**110,298**	39,791	38,590
Cash and bank balances	28	**73,803**	108,488	69,724
		243,004	250,234	212,964

* Excluding advances paid for acquisition of land and prepayments of the Group amounting to RM3,588,000 (30.4.2014: RM515,000 and 1.5.2013: RM411,000) which are not recoverable in cash.

	Note	Company		
		30.4.2015 RM'000	30.4.2014 RM'000 (restated)	1.5.2013 RM'000 (restated)
Available-for-sale investments	22	**25,002**	47,418	57,105
Trade and other receivables *	24	**9,306**	5,313	5,143
Held-for-trading investments	25	**17,164**	14,168	7,182
Held-to-maturity investments	26	**294**	23,204	26,512
Financial assets at fair value through profit or loss	27	**110,264**	39,760	38,560
Cash and bank balances	28	**57,697**	97,111	62,075
		219,727	226,974	196,577

* Excluding advances paid for acquisition of land and prepayments of the Company amounting to RM74,000 (30.4.2014: RM133,000 and 1.5.2013: RM251,000) which are not recoverable in cash.

(b) Financial liabilities

Trade and other payables of the Group and of the Company amounting to RM21,022,000 (30.4.2014: RM20,996,000) and RM8,155,000 (30.4.2014: RM6,911,000) respectively as disclosed in Note 33 represent total financial liabilities carried at amortised cost.

39. FAIR VALUE OF FINANCIAL INSTRUMENTS

(a) Financial instruments that are carried at fair value

The followings are the classes of financial instruments that are carried at fair value which is determined directly by reference to their published market bid price at the reporting date:

	Note
Available-for-sale investments	22
Held-for-trading investments	25
Financial assets at fair value through profit or loss	27

(b) Financial instruments that are not carried at fair value and whose carrying amounts are reasonable approximation of fair value

The followings are the classes of financial instruments that are not carried at fair value and whose carrying amounts are reasonable approximation of fair value:

	Note
Trade and other receivables *	37(a)
Held-to-maturity investments	37(a)
Trade and other payables	37(b)

* Excluding advances paid for acquisition of land and prepayments.

The carrying amounts of these financial assets and liabilities are reasonable approximation of fair values due to their short-term nature.

39. FAIR VALUE OF FINANCIAL INSTRUMENTS (continued)

(c) Fair value hierarchy

At the reporting date, the Group and the Company held the following financial instruments carried at fair value in the statements of financial position:

	Group			
	Level 1 RM'000	**Level 2 RM'000**	**Level 3 RM'000**	**Total RM'000**
<u>30 April 2015</u>				
Available-for-sale investments:				
<u>Quoted investments:</u>				
In Malaysia				
- shares	24,932	-	-	24,932
<u>Unquoted investments:</u>				
Outside Malaysia				
- shares	-	70	-	70
Held-for-trading investments:				
<u>Quoted investments:</u>				
In Malaysia				
- shares	12,995	-	-	12,995
Outside Malaysia				
- shares	4,169	-	-	4,169
Financial assets at fair value through profit or loss:				
In Malaysia				
- income trust funds	110,298	-	-	110,298

39. FAIR VALUE OF FINANCIAL INSTRUMENTS (continued)

(c) Fair value hierarchy (continued)

	Group			
	Level 1 RM'000	**Level 2 RM'000**	**Level 3 RM'000**	**Total RM'000**
30 April 2014				
Available-for-sale investments:				
Quoted investments:				
In Malaysia				
- shares	25,135	-	-	25,135
Unquoted investments:				
In Malaysia				
- unit trusts	-	22,263	-	22,263
Outside Malaysia				
- shares	-	20	-	20
Held-for-trading investments:				
Quoted investments:				
In Malaysia				
- shares	12,948	-	-	12,948
Outside Malaysia				
- shares	1,220	-	-	1,220
Financial assets at fair value through profit or loss:				
In Malaysia				
- income trust funds	39,791	-	-	39,791

39. FAIR VALUE OF FINANCIAL INSTRUMENTS (continued)

(c) Fair value hierarchy (continued)

	Company			
	Level 1 RM'000	Level 2 RM'000	Level 3 RM'000	Total RM'000
<u>**30 April 2015**</u>				
Available-for-sale investments:				
<u>Quoted investments:</u>				
In Malaysia				
- shares	24,932	-	-	24,932
<u>Unquoted investments:</u>				
Outside Malaysia				
- shares	-	70	-	70
Held-for-trading investments:				
<u>Quoted investments:</u>				
In Malaysia				
- shares	12,995	-	-	12,995
Outside Malaysia				
- shares	4,169	-	-	4,169
Financial assets at fair value through profit or loss:				
In Malaysia				
- income trust funds	110,264	-	-	110,264

39. FAIR VALUE OF FINANCIAL INSTRUMENTS (continued)

(c) Fair value hierarchy (continued)

	Company			
	Level 1 RM'000	**Level 2 RM'000**	**Level 3 RM'000**	**Total RM'000**
30 April 2014				
Available-for-sale investments:				
Quoted investments:				
In Malaysia				
- shares	25,135	-	-	25,135
Unquoted investments:				
In Malaysia				
- unit trusts	-	22,263	-	22,263
Outside Malaysia				
- shares	-	20	-	20
Held-for-trading investments:				
Quoted investments:				
In Malaysia				
- shares	12,948	-	-	12,948
Outside Malaysia				
- shares	1,220	-	-	1,220
Financial assets at fair value through profit or loss:				
In Malaysia				
- income trust funds	39,760	-	-	39,760

No transfers between any levels of the fair value hierachy took place during the current financial year. There was also no changes in the purpose of any financial assets that subsequently resulted in a different classification of that asset.

40. FINANCIAL RISK MANAGEMENT OBJECTIVE AND POLICIES

The Group and the Company are exposed to financial risks arising from their operations and the use of financial instruments. The key financial risks include credit risk, liquidity risk, interest rate risk, foreign currency risk and market price risk.

The Board of Directors reviews and agrees policies and procedures for the management of these risks. The audit committee provides independent oversight to the effectiveness of the risk management process.

The following sections provide details regarding the Group's and the Company's exposure to the abovementioned financial risks and the objectives, policies and processes for the management of these risks.

(a) Credit risk

Credit risk is the risk of loss that may arise on outstanding financial instruments should a counterparty default on its obligations. The Group's and the Company's exposure to credit risk arises primarily from trade and other receivables. For other financial assets (including investment in unit trust funds and equity instruments, held-to-maturity investments and cash and bank balances), the Group and the Company minimise credit risk by dealing exclusively with high credit rating counterparties.

The Group's and the Company's objective is to seek continual revenue growth while minimising losses incurred due to increase of credit risk exposure. The Group trades only with recognised and creditworthy third parties. In addition, receivable balances are monitored on an ongoing basis. There were no known bad debts during the financial year.

<u>Exposure to credit risk</u>

At the reporting date, the Group's and the Company's maximum exposure to credit risk is represented by the carrying amount of each class of financial assets recognised in the statements of financial position.

<u>Credit risk concentration profile</u>

The Group has no significant concentration of credit risk that may arise from exposure to a single debtor or to groups of debtors.

<u>Financial assets that are neither past due nor impaired</u>

Information regarding trade receivables that are neither past due nor impaired is disclosed in Note 24(a).

Investment in unit trust funds, equity instruments and deposits with banks are placed with or entered into with reputable financial institutions or companies with high credit ratings and no history of default.

<u>Financial assets that are past due but not impaired</u>

Information regarding trade receivables that are past due but not impaired is disclosed in Note 24(a).

40. FINANCIAL RISK MANAGEMENT OBJECTIVE AND POLICIES (continued)

(b) Liquidity risk

Liquidity risk is the risk that the Group or the Company will encounter difficulty in meeting financial obligations due to shortage of funds.

The Group and the Company have no external borrowings and have adequate cash or cash convertible assets to meet all its working capital requirements.

All the trade and other payables of the Group and the Company are repayable within one year.

(c) Interest rate risk

Interest rate risk is the risk that the fair value or future cash flows of the Group's and the Company's financial instruments will fluctuate because of changes in market interest rates.

The Group has no interest-bearing debt. However, the Group and the Company have short term interest bearing financial assets as at 30 April 2015. The investment in financial assets are mainly short term in nature and are not held for speculative purposes but have been mostly placed in deposits which classified as held-to-maturity investments or cash and bank balances.

<u>Sensitivity analysis for interest rate risk</u>

At the reporting date, if interest rates had been 25 basis points higher/lower, with all other variables held constant, the Group's and the Company's profit net of tax would have been RM177,000 (2014: RM214,000) and RM136,000 (2014: RM177,000) higher/lower respectively, arising mainly as a result of higher/lower interest income from placements of fund in short term deposits and fixed deposits.

(d) Foreign currency risk

Foreign currency risk is the risk that the fair value or future cash flows of a financial instrument will fluctuate because of changes in foreign exchanges rates.

The Group and the Company are exposed to currency translation risk arising from the investment in shares quoted outside Malaysia which is held for trading and managed by a licensed fund manager.

The Group and the Company also own cash and cash equivalents denominated in foreign currencies which managed by the abovementioned licensed fund manager for investment in shares quoted outside Malaysia purpose. At the reporting date, such foreign currency balances (mainly in United States Dollar ("USD"), Singapore Dollar ("SGD") and Hong Kong Dollar ("HKD")) amount to RM645,000 (30.4.2014: RM117,000).

<u>Sensitivity analysis for foreign currency risk</u>

The hypothetical sensitivity of the Group's and the Company's profit net of tax to a 3% change in HKD, Indonesian Rupiah ("IDR"), Korean Won ("KRW"), Phillippine Peso ("PHP"), SGD, Thai Bath ("THB") and USD exchange rates at the reporting date against RM, assuming all other variables remain unchanged, is insignificant.

40. FINANCIAL RISK MANAGEMENT OBJECTIVE AND POLICIES (continued)

(e) Market price risk

Market price risk is the risk that the fair value or future cash flows of the Group's and the Company's financial instruments will fluctuate because of changes in market prices. The Group and the Company are exposed to market price risk as follows:

(i) Commodity price risk

The Group and the Company are exposed to market price risk arising from price fluctuations on crude palm oil ("CPO") and palm kernel ("PK") in the commodity market. Management reviews these risks and takes proactive measures to mitigate its effects by monitoring the market condition and maximising production and operational efficiencies on a regular basis.

Sensitivity analysis for commodity price risk

The following table demonstrates the sensitivity of the Group's and the Company's profit net of tax to a reasonable possible change in commodity prices of CPO and PK at the reporting date, with all other variables held constant.

	Group		Company	
	2015 RM'000	**2014 RM'000**	**2015 RM'000**	**2014 RM'000**
Increase/(decrease) on profit net of tax				
- CPO price 5% higher	**5,653**	6,160	**2,055**	2,107
- CPO price 5% lower	**(5,653)**	(6,160)	**(2,055)**	(2,107)
- PK price 5% higher	**1,011**	1,030	**353**	345
- PK price 5% lower	**(1,011)**	(1,030)	**(353)**	(345)

(ii) Equity price risk

The Group's and the Company's investment in unit trust funds (comprising equity funds and income trust funds) and equity instruments (comprising quoted shares listed on Bursa Malaysia Securities Berhad and outside Malaysia) are subject to fluctuation in net asset values of the unit trust funds and market prices of equity instruments. These instruments are classified as available-for-sale investments, held-for-trading investments or financial assets at fair value through profit or loss.

For investment in unit trust funds, the Group's objective is to manage market price risk by investing in unit trust funds with consistent returns. A careful selection of fund managers with creditable performance track record is carried out. In addition, the fund managers of the unit trust funds are required to provide write-ups of the funds' holdings and investment strategies for the management's review regularly.

For long term investment in shares which classified as available-for-sale investments, the Group's objective is to manage market price risk by investing in shares with consistent dividend returns.

40. FINANCIAL RISK MANAGEMENT OBJECTIVE AND POLICIES (continued)

(e) Market price risk (continued)

(ii) Equity price risk (continued)

For investment in quoted shares held for trading managed by licensed fund managers, a careful selection of fund manager with creditable performance track record is carried out. The market price risk is managed by the fund managers by maintaining a mix of securities with consistent dividend yield and potential for capital appreciation in order to achieve a reasonable rate of return. The fund managers of the equity portfolio are required to provide monthly write-up of the fund's holdings and investment strategies for management's review.

Sensitivity analysis for equity price risk

The analysis below is performed for reasonably possible price movements in investment in unit trust funds and quoted shares which classified as available-for-sale investments or held-for-trading investments at the reporting date:

	Group		Company	
	Increase/ (decrease) on profit before tax RM'000	Increase/ (decrease) on equity RM'000	Increase/ (decrease) on profit before tax RM'000	Increase/ (decrease) on equity RM'000
30 April 2015				
Available-for-sale investments:				
Investment in shares				
- Market value + 5%	-	1,250	-	1,250
- Market value - 5%	-	(1,250)	-	(1,250)
Held-for-trading investments:				
Investment in shares				
- Market value + 5%	858	858	858	858
- Market value - 5%	(858)	(858)	(858)	(858)
Financial assets at fair value through profit or loss:				
Investment in income trust funds				
- Market value + 5%	5,515	5,515	5,513	5,513
- Market value - 5%	(5,515)	(5,515)	(5,513)	(5,513)

40. FINANCIAL RISK MANAGEMENT OBJECTIVE AND POLICIES (continued)

(e) Market price risk (continued)

(ii) Equity price risk (continued)

Sensitivity analysis for equity price risk (continued)

	Group		Company	
	Increase/ (decrease) on profit before tax RM'000	Increase/ (decrease) on equity RM'000	Increase/ (decrease) on profit before tax RM'000	Increase/ (decrease) on equity RM'000
30 April 2014				
Available-for-sale investments:				
Investment in equity funds				
- Market value + 5%	-	1,113	-	1,113
- Market value - 5%	-	(1,113)	-	(1,113)
Investment in shares				
- Market value + 5%	-	1,258	-	1,258
- Market value - 5%	-	(1,258)	-	(1,258)
Held-for-trading investments:				
Investment in shares				
- Market value + 5%	708	708	708	708
- Market value - 5%	(708)	(708)	(708)	(708)
Financial assets at fair value through profit or loss:				
Investment in income trust funds				
- Market value + 5%	1,990	1,990	1,988	1,988
- Market value - 5%	(1,990)	(1,990)	(1,988)	(1,988)

41. CAPITAL MANAGEMENT

The primary objective of the Group's capital management is to ensure that it maintains a strong credit rating and healthy capital ratios in order to support its business and maximise shareholders' value.

The Group regularly reviews its capital structure to ensure optimal capital structure and shareholders' return, taking into consideration future requirements of the Group and capital efficiency, prevailing and projected profitability and projected operating cash flows. To maintain or adjust the capital structure, the Group may adjust the dividend payment to shareholders or issue new shares.

The Group is not subject to any externally imposed capital requirements.

The total amount of capital and distributable reserves for the Group and the Company at the reporting date is analysed as follows:

	Group		Company	
	30.4.2015 RM'000	30.4.2014 RM'000 (restated)	30.4.2015 RM'000	30.4.2014 RM'000 (restated)
Share capital	**207,719**	206,503	**207,719**	206,503
Share premium	**33,551**	26,070	**33,551**	26,070
Retained earnings	**575,175**	573,858	**463,227**	467,654
	816,445	806,431	**704,497**	700,227

42. PRIOR YEAR ADJUSTMENTS AND COMPARATIVES

(a) Deferred tax liabilities

In the prior financial years, there were (over)/underprovision of deferred tax liabilities in relation to the original cost of biological assets and revaluation surplus arising from biological assets. Comparative amounts have been restated accordingly as follows:

	As previously stated RM'000	Adjustment RM'000	As restated RM'000
<u>Group</u>			
Income statement For the financial year ended 30 April 2014			
Income tax expense	(12,579)	(1,320)	(13,899)
Profit net of tax	71,518	(1,320)	70,198

42. PRIOR YEAR ADJUSTMENTS AND COMPARATIVES (continued)

(a) Deferred tax liabilities (continued)

	As previously stated RM'000	Adjustment RM'000	As restated RM'000
<u>**Group (continued)**</u>			
Statement of financial position			
As at 30 April 2014			
Other reserves	760,467	109,059	869,526
Retained earnings	593,846	(19,988)	573,858
Deferred tax liabilities	200,732	(89,071)	111,661
Statement of financial position			
As at 1 May 2013			
Other reserves	756,733	123,257	879,990
Retained earnings	561,706	(18,668)	543,038
Deferred tax liabilities	209,821	(104,589)	105,232

The above adjustments have increased the net assets per share of the Group as at 30 April 2014 and 1 May 2013 by RM0.44 and RM0.51 respectively.

	As previously stated RM'000	Adjustment RM'000	As restated RM'000
<u>**Company**</u>			
Income statement			
For the financial year ended 30 April 2014			
Income tax expense	(527)	(1,302)	(1,829)
Profit net of tax	66,766	(1,302)	65,464
Statement of financial position			
As at 30 April 2014			
Other reserves	360,559	31,760	392,319
Retained earnings	477,290	(9,636)	467,654
Deferred tax liabilities	62,700	(22,124)	40,576

42. PRIOR YEAR ADJUSTMENTS AND COMPARATIVES (continued)

(a) Deferred tax liabilities (continued)

	As previously stated RM'000	Adjustment RM'000	As restated RM'000
<u>**Company (continued)**</u>			
Statement of financial position			
As at 1 May 2013			
Other reserves	360,633	40,253	400,886
Retained earnings	451,902	(8,334)	443,568
Deferred tax liabilities	66,050	(31,919)	34,131

The above adjustments have increased the net assets per share of the Company as at 30 April 2014 and 1 May 2013 by RM0.11 and RM0.15 respectively.

(b) Investment in income trust funds

In the prior financial years, the Group and the Company have classified the investment in income trust funds placed with licensed investment banks and asset management companies under cash and bank balances. In the current financial year, the investment in income trust funds has been reclassified from cash and bank balance to financial assets at fair value through profit or loss.

Comparative amounts have been restated accordingly as follows:

	As previously stated RM'000	Re-classification RM'000	As restated RM'000
<u>**Group**</u>			
Statement of financial position			
As at 30 April 2014			
Trade and other receivables	17,606	(425)	17,181
Financial assets at fair value through profit or loss	-	39,791	39,791
Cash and bank balances	147,854	(39,366)	108,488

42. PRIOR YEAR ADJUSTMENTS AND COMPARATIVES (continued)

(b) Investment in income trust funds (continued)

	As previously stated RM'000	Re-classification RM'000	As restated RM'000
Group (continued)			
Statement of cash flows For the financial year ended 30 April 2014			
Interest income	(4,848)	1,201	(3,647)
Net fair value gains on financial assets at fair value through profit or loss:			
- realised	-	(1,065)	(1,065)
- unrealised	-	(136)	(136)
Interest received	4,642	(1,065)	3,577
Cash and bank balances as at:			
- 1 May 2013	108,025	(38,301)	69,724
- 30 April 2014	147,854	(39,366)	108,488
Company			
Statement of financial position As at 30 April 2014			
Trade and other receivables	5,871	(425)	5,446
Financial asset at fair value through profit or loss	-	39,760	39,760
Cash and bank balances	136,446	(39,335)	97,111
Statement of cash flows For the financial year ended 30 April 2014			
Net fair value gains on financial assets at fair value through profit or loss:			
- realised	-	(1,064)	(1,064)
- unrealised	-	(136)	(136)
Increase in trade and other receivables	(2,153)	136	(2,017)
Cash and bank balances as at:			
- 1 May 2013	100,346	(38,271)	62,075
- 30 April 2014	136,446	(39,335)	97,111

The above reclassifications have no effect on the financial performance of the Group and the Company.

43. AUTHORISATION OF FINANCIAL STATEMENTS FOR ISSUE

The financial statements for the financial year ended 30 April 2015 were authorised for issue by the Board of Directors in accordance with a resolution of the directors on 24 June 2015.

SUPPLEMENTARY INFORMATION
FOR THE FINANCIAL YEAR ENDED 30 APRIL 2015

Breakdown of retained earnings into realised and unrealised profits or losses

The breakdown of the retained earnings of the Group and the Company as at 30 April 2015 and 30 April 2014 into realised and unrealised profits or losses as below is presented in accordance with the directive issued by Bursa Malaysia Securities Berhad dated 25 March 2010 and prepared in accordance with Guidance on Special Matter No. 1, Determination of Realised and Unrealised Profits or Losses in the Context of Disclosure Pursuant to Bursa Malaysia Securities Berhad Listing Requirements, as issued by the Malaysian Institute of Accountants.

	Group		Company	
	30.4.2015 RM'000	30.4.2014 RM'000 (restated)	30.4.2015 RM'000	30.4.2014 RM'000 (restated)
Total retained earnings of the Company and its subsidiaries:				
- Realised	**604,433**	601,514	**465,287**	468,827
- Unrealised	**(12,439)**	(11,647)	**(2,060)**	(1,173)
	591,994	589,867	**463,227**	467,654
Less: Consolidation adjustments	**(16,819)**	(16,009)	**-**	-
Total retained earnings	**575,175**	573,858	**463,227**	467,654

LIST OF PROPERTIES HELD
AS AT 30 APRIL 2015

Location	Tenure	Titled Hectarage	Description	Year of Acquisition/ Revaluation *	Carrying Amount of Properties # as at 30 April 2015 RM'000
Masjid Tanah Estate 78300 Masjid Tanah Melaka	Freehold Leasehold (expiring on: 31-12-2033 15-03-2066)	354.3 2.8 0.2	Oil palm estate	2013 *	31,480
Pelin Estate 71300 Rembau Negeri Sembilan	Freehold	154.3	Oil palm estate	2013 *	11,314
Machap Estate 76100 Durian Tunggal Melaka	Freehold Leasehold (expiring on: 20-12-2024 25-04-2025 21-03-2038)	244.5 215.7 153.0 240.2	Oil palm estate	2013 *	58,665
Tampin Estate 73300 Batang Melaka Negeri Sembilan	Freehold	298.9	Oil palm estate	2013 *	16,490
Selandar Estate Selandar P.O. 77500 Jasin Melaka	Freehold Leasehold (expiring on: 31-07-2025)	194.5 22.1	Oil palm estate	2013 *	17,748
Batu Anam Estate Batu Anam P.O. 85100 Batu Anam Segamat, Johor	Freehold	864.9	Oil palm estate	2013 *	44,063
Malaka Pinda Estate Alor Gajah P.O. 78000 Alor Gajah Melaka	Freehold Leasehold (expiring on: 21-03-2038 22-10-2048 25-10-2053)	68.0 112.1 20.3 123.8	Oil palm estate	2013 *	23,499
Leong Hin San Estate 71200 Rantau Negeri Sembilan	Freehold	844.6	Oil palm estate	2013 *	50,011
Bukit Senorang Estate 28380 Kemayan Pahang	Leasehold (expiring on: 14-05-2066 11-01-2069 15-12-2072 04-03-2073)	 196.1 403.0 604.5 425.3	Oil palm estate and palm oil mill	2013 *	108,886
South East Pahang Estate 28380 Kemayan Pahang	Leasehold (expiring on: 06-09-2066 18-09-2084)	 202.3 1,416.4	Oil palm estate	2013 *	84,772
Mamahat Estate Labuk Sugut Beluran District 90000 Sabah	Lease land (expiring between: 2031 and 2032 2097 and 2099)	 30.1 1,396.5	Oil palm estate	2013 *	103,575

LIST OF PROPERTIES HELD (continued)
AS AT 30 APRIL 2015

Location	Tenure	Titled Hectarage	Description	Year of Acquisition/ Revaluation *	Carrying Amount of Properties # as at 30 April 2015 RM'000
Paitan and Tanjong Nipis Estates Labuk Sugut Beluran District 90000 Sabah	Leasehold (expiring between: 2098 and 2102) Lease land (expiring between: 2031 and 2035 2098 and 2100)	918.1 979.2 1,222.8	Oil palm estate and palm oil mill	2013 *	208,438
Tengkarasan Estate Labuk Sugut Beluran District 90000 Sabah	Leasehold (expiring on 2100) Lease land (expiring between: 2031 and 2035 2098 and 2100) (expiring on: 08-01-2043)	68.2 938.1 1,291.9 508.3	Oil palm estate	2013 * 2013	160,738
Millian-Labau Estate Sungai Millian-Labau Kinabatangan District 89950 Nabawan Sabah	Leasehold (expiring on: 31-12-2098)	10,126.3	Oil palm estate	2013 *	546,647
Head Office Building No. 61, Jalan Melaka Raya 8 Taman Melaka Raya 75000 Melaka	Leasehold (expiring on: 07-07-2093)	93,972 sq. ft.	Office building (Age of building: 9 years)	2013 *	10,696
Office Building Lot 6, Block E Keningau Plaza 89008 Keningau, Sabah	Leasehold (expiring on: 31-12-2097)	4,280 sq. ft.	Shophouse (Age of building: 5 years)	2015 *	1,054
Regional Office Building Lot 10, Block 19 Lorong Bandar Indah 5 Bandar Indah Mile 4, North Road 90000 Sandakan, Sabah	Leasehold (expiring on 2882)	2,000 sq. ft.	Shophouse (Age of building: 14 years)	2013 *	763
Awana Condominium Unit 5542 Awana Condominium 8th Mile, Genting Highlands 89000 Genting Highlands Pahang	Freehold	1,258 sq. ft.	Holiday condominium (Age of building: 28 years)	2013 *	311
Executive Bungalow MDLB 1849 Taman Khong Lok Jalan Airport Sandakan 90000 Sandakan, Sabah	Leasehold (expiring on: 09-07-2887)	7,880 sq. ft.	Company bungalow (Age of building: 15 years)	2013 *	582
				TOTAL	**1,479,732**

Include freehold lands, leasehold lands, buildings and biological assets.

ANALYSIS OF SHAREHOLDINGS
AS AT 30 JUNE 2015

Authorised capital	:	RM500,000,000
Issued & Paid-up capital	:	RM208,297,501
Class of share	:	Ordinary shares of RM1.00 each

VOTING RIGHTS OF SHAREHOLDERS

Subject to the provisions of the Securities Industry (Central Depositories) (Foreign Ownership) Regulations 1996, every entitled member of the Company present in person or by proxy shall have one vote on a show of hand and in the case of poll shall have one vote for every share of which he/she is the holder.

DISTRIBUTION SCHEDULE

Size of Shareholdings	No. of Shareholders	Total Holdings	%
Less than 100	206	11,004	0.01
100 to 1,000	945	757,008	0.36
1,001 to 10,000	4,760	18,662,030	8.96
10,001 to 100,000	1,354	35,838,072	17.21
100,001 to less than 5% of issued capital	127	87,792,372	42.15
5% and above of issued shares	4	65,237,015	31.32
	7,396	**208,297,501**	**100**

DIRECTORS' SHAREHOLDINGS

Name of Directors	Direct shareholdings	Percentage of issued capital	Indirect shareholdings	Percentage of issued capital
Tan Siok Choo	3,604,681	1.73	2,605,549	1.25
Tan Sri Dato' Ahmad bin Mohd Don	10,500	0.005	-	-
Tan Jiew Hoe	251,625	0.121	2,525,021	1.21
Teo Leng	77,000	0.037	-	-
Dato' Tan Ang Meng	21,500	0.01	-	-

ANALYSIS OF SHAREHOLDINGS (continued)
AS AT 30 JUNE 2015

Name	Shareholdings registered in the name of the substantial shareholders	Shareholdings in which the substantial shareholders are deemed to be interested	Total	Percentage of issued capital
Oversea-Chinese Banking Corporation Ltd	-	29,589,138 *1	29,589,138	14.21
Great Eastern Life Assurance (Malaysia) Bhd	28,185,701	-	28,185,701	13.53
Aberdeen Asset Management PLC and its subsidiaries	-	31,357,150 *2	31,357,150	15.05
Mitsubishi UFJ Trust Financial Group, Inc	-	31,357,150 *3	31,357,150	15.05
HSBC Nominees (Asing) Sdn. Bhd. - Exempt An For The Hongkong And Shanghai Corporation Limited (HBAP-SGDIV-ACCL)	-	17,838,485	17,838,485	8.56
Aberdeen Asset Management Asia Ltd	-	15,850,950 *4	15,850,950	7.61
Aberdeen Asset Management Sdn Bhd	-	15,420,900	15,420,900	7.40
Aberdeen International Fund Managers Limited	-	11,040,250	11,040,250	5.30
Employees Provident Fund Board	11,765,800	-	11,765,800	5.65
Lee Foundation	-	10,435,963 *5	10,435,963	5.01

1. Oversea-Chinese Banking Corporation Ltd is deemed interested in the shareholdings registered in the following names:-
   - Malaysia Nominees (Tempatan) Sdn Bhd – for Great Eastern Life Assurance (Malaysia) Berhad – 28,185,701
   - Citigroup Nominees (Asing) Sdn. Bhd. for CB Singapore GW for Orient Holdings Private Limited – 1,392,187
   - Apex Pharmacy Holdings Sdn. Bhd. – 11,250

2. Aberdeen Asset Management PLC and its subsidiaries is deemed interested in the shareholdings registered in the following nominees:-
   - Aberdeen Asset Management Asia Limited – 15,850,950
   - Aberdeen Asset Management Sdn Bhd – 15,420,900
   - Aberdeen Islamic Asset Management Sdn Bhd – 85,300
   - Aberdeen Asset Management Incorporated – 502,700
   - Aberdeen International Fund Managers Limited – 11,040,250

3. Deemed interested by virtue of its shareholdings of more than 15% held in Aberdeen Asset Management PLC by Mitsubishi UFJ Trust & Banking Corp, a wholly subsidiary of Mitsubishi UFJ Trust Financial Group, Inc.

4. Aberdeen Asset Management Asia Limited is deemed interested in the shareholdings held via the following nominees:-
   - BNP Paribas Securities Services – 14,079,450
   - BNP Paribas Trust Services Singapore Limited – 1,268,800
   - Northern Trust – Chicago – 388,700
   - State Street Bank & Trust – 114,000

5. Lee Foundation is deemed interested in the shareholdings held via the following nominees:-
   HSBC Nominees (Asing) Sdn Bhd for
   - Lee Pineapple Company Pte Ltd - 126,562

   Citigroup Nominees (Asing) Sdn Bhd
   - Exempt an for OCBC Securities Private Limited (for Singapore Investments Pte Ltd) – 1,984,500
   - Selat Pte Ltd – 4,869,744
   - Singapore Investments Pte Ltd – 3,455,157

ANALYSIS OF SHAREHOLDINGS (continued)
AS AT 30 JUNE 2015

LIST OF TOP 30 SHAREHOLDERS AS AT 30/6/2015

		No. of share	%
(1)	Malaysia Nominees (Tempatan) Sdn Bhd - Great Eastern Life Assurance (Malaysia) Berhad	28,185,701	13.53
(2)	HSBC Nominees (Asing) Sdn Bhd - Exempt An for The Hong Kong and Shanghai Banking Corporation Limited (HBAP-SGDIV-ACCL)	17,838,485	8.56
(3)	Citigroup Nominees (Asing) Sdn Bhd - Exempt An for OCBC Securities Private Limited (CLIENT A/C-NR)	14,307,757	6.87
(4)	HSBC Nominees (Asing) Sdn Bhd - BNP Paribas Secs Svs Lux for Aberdeen Global	11,040,250	5.30
(5)	Cartaban Nominees (Asing) Sdn Bhd - Exempt An for Standard Chartered Bank Singapore Branch (SG PVB CL AC)	7,700,000	3.70
(6)	Citigroup Nominees (Tempatan) Sdn Bhd - Employees Provident Fund Board (Aberdeen)	7,486,600	3.59
(7)	CIMB Group Nominees (Tempatan) Sdn Bhd - Exempt An For Khazanah Nasional Berhad (VCAM)	6,323,600	3.04
(8)	Citigroup Nominees (Tempatan) Sdn Bhd - Kumpulan Wang Persaraan (Diperbadankan) (Aberdeen)	5,480,000	2.63
(9)	Citigroup Nominees (Tempatan) Sdn Bhd - Employees Provident Fund Board	4,279,200	2.05
(10)	Tan Siok Choo	3,604,681	1.73
(11)	Tan Siok Lee	3,111,222	1.49
(12)	HSBC Nominees (Asing) Sdn Bhd - BNP Paribas Secs Svs Paris for Aberdeen Asian Smaller Companies Investments Trust PLC	3,039,200	1.46
(13)	Tan Siok Eng	2,633,963	1.26
(14)	Lim Cheng Neo	2,605,549	1.25
(15)	Alros Sdn Bhd	2,057,625	0.99
(16)	Klebang Investments Pte Ltd	1,906,400	0.92
(17)	AMSEC Nominees (Tempatan) Sdn Bhd - Aberdeen Asset Management Sdn Bhd for Tenaga Nasional Berhad Retirement Benefit Trust Fund (FM-Aberdeen)	1,590,000	0.76

ANALYSIS OF SHAREHOLDINGS (continued)
AS AT 30 JUNE 2015

LIST OF TOP 30 SHAREHOLDERS AS AT 30/6/2015 (continued)

	No. of share	%
(18) Citigroup Nominees (Asing) Sdn Bhd CB Spore GW for Orient Holdings (Private) Limited	1,392,187	0.67
(19) HSBC Nominees (Asing) Sdn Bhd Exempt An For BNP Paribas Securities Services (Singapore-SGD)	1,268,800	0.61
(20) Tan Jin Tuan	1,119,310	0.54
(21) Chee Bay Hoon & Co. Sdn Bhd	1,060,000	0.51
(22) Citigroup Nominees (Asing) Sdn Bhd - CBNY for Dimensional Emerging Markets Value Fund	960,500	0.46
(23) Amanahraya Trustees Berhad - Public Smallcap Fund	913,800	0.44
(24) Amanahraya Trustees Berhad - Public Strategic Smallcap Fund	817,400	0.39
(25) Seah Mok Khoon	800,000	0.38
(26) Swee Cheng Investments Private Limited	750,000	0.36
(27) Nora Ee Siong Chee	718,875	0.35
(28) Chee Swee Cheng & Co Sdn Bhd	714,042	0.34
(29) Lok Choon Hong	517,000	0.25
(30) Yeo Khee Bee	470,000	0.23
	134,692,147	**64.66**

FORM OF PROXY

United Malacca Berhad
(1319-V)
(Incorporated in Malaysia)

I/We ....
(FULL NAME IN CAPITAL)

of ....
(FULL ADDRESS)

being a member of UNITED MALACCA BERHAD hereby appoint ....

....
(FULL NAME IN CAPITAL)

of ....
(FULL ADDRESS)

or failing him/her ....
(FULL NAME IN CAPITAL)

of...
(FULL ADDRESS)

or the Chairperson of the Meeting as my/our proxy to vote for me/us and on my/our behalf at the 101st Annual General Meeting of the Company to be held on Friday, 21 August 2015 at 11.00 a.m. and at any adjournment thereof.

My/our proxy is to vote on the Resolutions as indicated by an "X" in the appropriate spaces below:

Resolution	Relating to:	For	Against
No. 1	To receive the Directors' Reports and Audited Financial Statement for financial year ended 30 April 2015 and Report of the Auditors		
No. 2	Approval of Directors' fees for the financial year ending 30 April 2016		
No. 3	Re-election of Mr. Tan Jiew Hoe, a Director retiring by rotation in accordance with Article 118 of the Company's Articles of Association		
No. 4	Re-election of Dato' Tan Ang Meng, a Director retiring by rotation in accordance with Article 118 of the Company's Articles of Association		
No. 5	Re-appointment and remuneration of Auditors		
	Special Business :-		
No. 6	Continuing in office as Independent Non-Executive Director by Tan Sri Dato' Ahmad Bin Mohd Don		

As Witness my hand this ....day of 2015

No. of Share Units Held

Signed by the said: ....
(Signature of Member)

in the presence of: ....
(Name & Signature of Witness)

Notes:

1 A member of the Company entitled to attend, speak and vote at the meeting is entitled to appoint a proxy or proxies to attend, speak and vote in his stead. A proxy need not be a member of the Company. A member shall not be entitled to appoint more than two (2) proxies to attend at the same meeting. Where a member appoints two (2) proxies, the appointment shall be invalid unless he specifies the proportion of his holdings to be represented by each proxy.

2. The right of foreign Depositors to vote in respect of their deposited securities with Bursa Malaysian Depository Sdn Bhd is subject to Section 41(1)(e) and Section 41(2) of the Securities Industry (Central Depositories) Act, 1991 and Securities Industry (Central Depositories)(Foreign Ownership) Regulations, 1996. The position of Depositors in this regard will be determined based on The General Meeting Record of Depositors. Depositors whose shares exceed the prescribed limit as at the date of The General Meeting Record of Depositors may attend the above Meeting but are not entitled to vote. Consequently, a proxy appointed by a Depositor who is not entitled to vote will also not be entitled to vote at the above meeting.

3. The instrument appointing a proxy must be deposited at the Registered Office of the Company at United Malacca Berhad Building, 6th floor, No. 61, Jalan Melaka Raya 8, Taman Melaka Raya, 75000 Melaka not less than 48 hours before the time appointed for holding the Meeting or any adjournment thereof for the proxy to be valid.

4. Only members whose name appear in the Register of Members or registered in the General Meeting Record of Depositors on or before 5.00 p.m. on 14 August 2015 shall be eligible to attend the Annual General Meeting.

5. Where this proxy form is executed by a corporation, it must be either under its seal or under the hand of an officer or attorney duly authorized.

6. The proxy will vote or abstain at his discretion if no indication is given *please fold along this line (1)*

United **Malacca** Berhad
(1319-V)
(Incorporated in Malaysia)

Stamp

The Company Secretary
United **Malacca** Berhad
(Company No. 1319-V)
6th Floor, No. 61, Jalan Melaka Raya 8,
Taman Melaka Raya,
75000 Melaka.

please fold along this line (2)

6th Floor, No. 61,
Jalan Melaka Raya 8,
Taman Melaka Raya, 75000 Melaka,
P.O.Box 117, 75720 Melaka
Tel : 06-2823700 **Fax** : 06-2834599
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