

TDM BERHAD

COMPANY NO 6265-P (Incorporated in Malaysia)

INTERIM FINANCIAL STATEMENTS 30 JUNE 2019



TDM BERHAD (Company No 6265-P)

(Incorporated in Malaysia)

CONDENSED CONSOLIDATED STATEMENT OF COMPREHENSIVE INCOME FOR THE PERIOD ENDED 30 JUNE 2019

(The figures have not been audited)

	Individ Current Quarter Ended 30-Jun-19 RM'000	ual Quarter Preceding Quarter Ended 30-Jun-18 RM'000	Cumulat Current Quarter To date 30-Jun-19 RM'000	ive Quarter Preceding Quarter To date 30-Jun-18 RM'000
Revenue	99,539	97,601	204,295	214,051
Cost of sales	(70,169)	(73,820)	(140,618)	(143,762)
Gross profit	29,370	23,781	63,677	70,289
Other items of income				
Interest income	3,605	8,666	4,415	17,321
Other income	7,430	2,602	9,568	5,132
Other items of expense Distribution costs Administrative expenses Other expenses Finance costs Loss before tax	(1,481) (36,689) (2,664) (3,451) (3,880)	(1,238) (36,588) (819) (5,935) (9,531)	(2,978) (68,232) (4,377) (7,893) (5,820)	(2,955) (88,132) (1,403) (11,656) (11,404)
Income tax (expenses)/benefits	(1,462)	1,582	(4,689)	95
Loss for the period, net of tax	(5,342)	(7,949)	(10,509)	(11,309)
Other comprehensive income/(loss): Fair value movement of investments in securities Foreign currency translation	(1) 7,043	2 3,838	7,043	(4) (1,479)
Other comprehensive income/(loss)	7.042	2 940	7 0 4 2	(1 402)
for the period, net of tax Total comprehensive	7,042	3,840	7,043	(1,483)
income/(loss) for the period	1,700	(4,109)	(3,466)	(12,792)



TDM BERHAD (Company No 6265-P)

(Incorporated in Malaysia)

CONDENSED CONSOLIDATED STATEMENT OF COMPREHENSIVE INCOME FOR THE PERIOD ENDED 30 JUNE 2019

(The figures have not been audited)

	Individ Current Quarter Ended 30-Jun-19 RM'000	ual Quarter Preceding Quarter Ended 30-Jun-18 RM'000	Cumulativ Current Quarter To date 30-Jun-19 RM'000	ve Quarter Preceding Quarter To date 30-Jun-18 RM'000
Loss attributable to:				
Owners of the parent	(5,227)	(7,229)	(10,139)	(10,098)
Non-controlling interests	(115)	(720)	(370)	(1,211)
	(5,342)	(7,949)	(10,509)	(11,309)
Total comprehensive income/(loss) attributable to:				
Owners of the parent	1,815	(3,389)	(3,096)	(11,581)
Non-controlling interests	(115)	(720)	(370)	(1,211)
	1,700	(4,109)	(3,466)	(12,792)
Loss per share attributable to owners of the parent (sen per share):				
Basic (Note 27)	(0.31)	(0.44)	(0.60)	(0.61)

(The condensed consolidated statement of comprehensive income should be read in conjunction with the audited financial statements for the year ended 31 December 2018 and the accompanying explanatory notes attached to the interim financial statements)



CONDENSED CONSOLIDATED STATEMENT OF FINANCIAL POSITION AS AT 30 JUNE 2019

(The figures have not been audited)

	As at 30-Jun-19 RM'000	As at 31-Dec-18 RM'000
Assets		
Non-current assets		
Property, plant & equipment	1,428,326	1,439,260
Right of use asset	199,591	201,554
Intangible asset	5,892	6,321
Investment properties	3,864	10,217
Goodwill	991	991
Other investments	22,294	22,294
Investment securities	44	44
Other receivables	72,023	65,880
Deferred tax assets	17,917	13,974
	1,750,942	1,760,535
Current assets		
Biological assets	3,025	3,041
Inventories	29,267	28,021
Trade and other receivables	93,397	93,501
Prepayments	3,897	1,847
Tax recoverable	4,731	6,984
Cash and bank balances	77,553	75,405
	211,870	208,799
Total assets	1,962,812	1,969,334
Current liabilities		
Lease liability	2,350	1,561
Borrowings	62,192	58,156
Trade and other payables	135,267	140,320
Tax payable	1,458	1,263
	201,267	201,300
Net current assets	10,603	7,499
Non-current liabilities		
Retirement benefit obligations	4,914	4,719
Lease liability	200,440	202,014
Borrowings	423,898	427,929
Other payable	26,411	26,411
Deferred tax liabilities	162,126	159,739
	817,789	820,812
Total liabilities	1,019,056	1,022,112
Net assets	943,756	947,222



CONDENSED CONSOLIDATED STATEMENT OF FINANCIAL POSITION AS AT 30 JUNE 2019

(The figures have not been audited)

	As at 30-Jun-19 RM'000	As at 31-Dec-18 RM'000
Equity attributable to owners of the parent		
Share capital	350,713	350,713
Retained earnings	632,518	642,657
Other reserves	(26,390)	(33,433)
	956,841	959,937
Non-controlling interests	(13,085)	(12,715)
Total equity	943,756	947,222
Total equity and liabilities	1,962,812	1,969,334
Net assets per share (RM)	0.56	0.56

(The condensed consolidated statement of financial position should be read in conjunction with the audited financial statements for the year ended 31 December 2018 and the accompanying explanatory notes attached to the interim financial statements)



TDM BERHAD (Company No 6265-P)

(Incorporated in Malaysia)

CONDENSED CONSOLIDATED STATEMENT OF CHANGES IN EQUITY

FOR THE PERIOD ENDED 30 JUNE 2019

(The figures have not been audited)

	Attributable to owners of the parent								
		Equity	Non-distributable	Distributable		Non-	distributable		
	Total equity RM'000	attributable to owners of the parent RM'000	Share	Retained earnings RM'000	Total other reserves RM'000	Foreign currency reserve RM'000	Fair value adjustment reserve RM'000	Transaction with non-controlling interest RM'000	Non-controlling interests RM'000
Opening balance at									
1 January 2019	947,222	959,937	350,713	642,657	(33,433)	(50,944)	17,542	(31)	(12,715)
Loss for the period	(10,509)	(10,139)	-	(10,139)	-	-	-	-	(370)
Other comprehensive loss									
Foreign currency translation	7,043	7,043	-	-	7,043	7,043	-	-	-
Other comprehensive income									
for the period, net of tax	7,043	7,043	-	-	7,043	7,043	-	-	-
Total comprehensive loss									
for the period, net of tax	(3,466)	(3,096)	-	(10,139)	7,043	7,043	-	-	(370)
Closing balance at									
30 June 2019	943,756	956,841	350,713	632,518	(26,390)	(43,901)	17,542	(31)	(13,085)
Opening balance at									
1 January 2018	1,012,221	1,022,077	345,017	725,607	(48,547)	(48,468)	(48)	(31)	(9,856)
Adoption of MFRS 9	43,384	43,384	-	-	43,384	-	43,384	-	-
	1,055,605	1,065,461	345,017	725,607	(5,163)	(48,468)	43,336	(31)	(9,856)
Loss for the period	(11,309)	(10,098)	-	(10,098)	-	-	-	-	(1,211)
Other comprehensive income									
Fair value movement of investments									
in securities	(4)	(4)	-	-	(4)	-	(4)	-	
Foreign currency translation	(1,479)	(1,479)	-	-	(1,479)	(1,479)	-	-	-
Other comprehensive loss									
for the period, net of tax	(1,483)	(1,483)	-	-	(1,483)	(1,479)	(4)	-	-
Total comprehensive loss									
for the period, net of tax	(12,792)	(11,581)	-	(10,098)	(1,483)	(1,479)	(4)	-	(1,211)
Closing balance at									
30 June 2018	1,042,813	1,053,880	345,017	715,509	(6,646)	(49,947)	43,332	(31)	(11,067)

(The condensed consolidated statement of changes in equity should be read in conjunction with the audited financial statements for the year ended 31 December 2018 and the accompanying explanatory notes attached to the interim financial statements)



CONDENSED CONSOLIDATED STATEMENT OF CASH FLOWS FOR THE PERIOD ENDED 30 JUNE 2019

(The figures have not been audited)

	Period Ended		
	30-Jun-19 RM'000	30-Jun-18 RM'000	
Cash flows from operating activities			
Loss before tax	(5,820)	(11,404)	
Adjustments for: Interest expense Depreciation of property, plant and equipment Amortisation of bearer plant Amortisation of intangible asset Amortisation of investment property Amortisation of finance lease Inventories written off Expected credit losses of receivables Gain on disposal of investment property	7,893 30,334 6,011 429 157 1,963 28 1,096 (5,203)	11,656 22,286 6,484 429 92 - 196 903 -	
Dividend income	-	(2,141)	
Unrealised loss on the foreign exchange of investment in fixed income securities Bad debt written off Profit from Al-Mudharabah Interest income Provision for short term accumulating compensated absences Provision for retirement benefit obligations Fair value changes in biological assets Total adjustments	- 48 (336) (4,079) 42 229 16 38,628	19,950 - (2,535) (14,786) 4 196 935 43,669	
Operating cash flows before changes in working capital	32,808	32,265	
<u>Changes in working capital</u> (Increase)/decrease in inventories (Increase)/decrease in receivables Decrease in payables Total changes in working capital	(1,246) (8,089) (7,970) (17,305)	1,030 14,033 (2,328) 12,735	
Cash flows from operations Interest paid Interest received Taxes paid Tax refund Retirement benefits paid Annual leave paid	15,503 (7,893) 336 (6,764) 2,760 (34) (44)	45,000 (11,656) 2,535 (11,079) - -	
Net cash flows generated from operating activities	3,864	24,800	

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CONDENSED CONSOLIDATED STATEMENT OF CASH FLOWS FOR THE PERIOD ENDED 30 JUNE 2019

(The figures have not been audited)

	Period Ended		
	30-Jun-19 RM'000	30-Jun-18 RM'000	
Cash flows from investing activities			
Purchase of property, plant and equipment Dividend received	(18,409)	(26,884) 2,141	
Proceeds from disposal of investment property	12,000	-	
Withdrawal/(additions) of deposit with licensed banks Increase in deposit with licensed banks	4,716	(521)	
pledged as securities for certain banking facilities	(2)	555	
Net cash flows used in investing activities	(1,695)	(24,709)	
Cash flows from financing activities			
Drawdowns of bank borrowings	30,699	12,728	
Drawdowns of hire purchase facilities	-	773	
Repayments of bank borowings	(28,427)	(17,349)	
Repayments of hire purchase facilities	(2,263)	(2,174)	
(Repayments)/drawdowns of bank overdraft	(9)	15,772	
Net cash flows generated from financing activities		9,750	
Net increase in cash and cash equivalents	2,169	9,841	
Cash and cash equivalents at 1 January	38,978	56,980	
Effect of foreign exchange rate changes	14	(1,479)	
Cash and cash equivalents at end of the period	41,161	65,342	
Cash and cash equivalents at end of the period comprise of t	he following:		
Cash and banks balances	77,553	100,401	
Less: Deposits pledged for bank facilities	(34,235)	(32,681)	
Less: Deposits with licensed banks with maturity period	-		
more than 3 months	(2,157)	(2,378)	
Cash and cash equivalents	41,161	65,342	

(The condensed consolidated statement of cash flows should be read in conjunction with the audited financial statements for the year ended 31 December 2018 and the accompanying explanatory notes attached to the interim financial statements)



Explanatory Notes Pursuant to MFRS 134

Notes:

1. Accounting policies and basis of preparation

The interim financial statements are unaudited and have been prepared in accordance with the requirements of MFRS 134: Interim Financial Reporting and paragraph 9.22 of the Main Market Listing Requirements of Bursa Malaysia Securities Berhad.

The interim financial statements should be read in conjunction with the audited financial statements for the year ended 31 December 2018. These explanatory notes attached to the interim financial statements provide an explanation of events and transactions that are significant to an understanding of the changes in the financial position and performance of the Group since the year ended 31 December 2018.

The interim financial statements of the Group for the financial period ended 30 June 2019 was prepared in accordance with the Malaysian Financial Reporting Standards ("MFRS") Framework.

The accounting policies applied in this interim financial statements are the same as those applied in the Group's consolidated financial statements as at and for the year ended 31 December 2018, except MFRS 16 Leases which the Group adopted from 1 January 2019.

MFRS 16 supersedes MFRS 117 Leases, IC Interpretation 4, Determining whether an Arrangement contains a Lease, IC Interpretation 115, Operating Leases—Incentives and IC Interpretation 127, Evaluating the Substance of Transactions Involving the Legal Form of a Lease. The standard introduces a single lessee accounting model and requires a lessee to recognise assets and liabilities for all leases with a term of more than 12 months, unless the underlying asset is of low value.

The Group has applied the standard using the modified retrospective approach, under which the cummulative effect of initial recognition is recognised in the retained earnings.

Lessor accounting under MFRS 16 is substantially unchanged from MFRS 117, therefore did not have an impact for lease where the Group is the lessor.

As for lessee accounting, the adoption of MFRS 16 does not have a material effect on the Group's financial statements. Minor adjustments arising from the initial application of the new lease model in the opening balances as at 1 January 2019 are disclosed as below:

Impact of adoption of MFRS 16 to opening balance 1 January 2019 RM'000

	201,554 (202,014) (460)
_	460

Right of use asset Lease liability

Retained earnings

Any other revised MFRSs, amendments to MFRS and IC Interpretations which are mandatory for companies with financial periods beginning on or after 1 January 2019 did not give rise to any significant effects on the financial statements of the Group.

1. Accounting policies and basis of preparation (cont'd.)

At the date of authorisation of these interim financial statements, the following MFRS, IC Interpretations and Amendments to IC Interpretations were issued but not yet effective and have not been applied by the Group:

MFRS, IC Interpretation and Amendments to IC Interpretations	Effective for annual periods beginning on or after
Amendments to MFRS 3 Business Combinations (Definition of a Business)	1 January 2020
Amendments to MFRS 101 Presentation of Financial Statements	
(Definition of Material)	1 January 2020
Amendments to MFRS 108 Accounting Policies, Changes in Accounting	
Estimates and Errors (Definition of Material)	1 January 2020
MFRS 17: Insurance Contracts	1 January 2021
Amendments to MFRS 10 and MFRS 128 Sale and Contribution of	
Assets between an Investor and its Associates or Joint Venture	Deferred

2. Declaration of audit qualification

The preceding annual financial statements for the year ended 31 December 2018 were reported without any qualification.

3. Seasonal or cyclical factors

The operations of the Group are not affected by any cyclical factors, other than the cyclical production of fresh fruit bunches (FFB).

4. Nature and amount of items affecting assets, liabilities, equity, net income, or cash flows that are unusual because of their nature, size or incidence

There were no items affecting assets, liabilities, equity, net income, or cash flows that are unusual because of their nature, size, or incidence during the quarter ended 30 June 2019.

5. Nature and amount of changes in estimates of amounts reported in prior interim periods of the current financial year, which give a material effect in the current interim period

There were no changes in estimates of amounts, which give a material effect in the current interim period.

6. Details of issue, cancellation, repurchase, resale and repayment of debt and equity securities

There were no issuances, cancellations, repurchases, resale and repayments of debt and equity securities during the current quarter.

7. Dividends paid

There were no dividend paid by the Group during the quarter under review.

8. Segmental reporting

The segments are reported in a manner that is more consistent with internal reporting provided to the chief operating decision maker whereby the Group's business is presented in term of business division and geographical perspective. The operating performance is based on a measure of adjusted earning before interest, tax, depreciation and amortisation (EBITDA). The measurement basis excludes the effects of non-operational items from the reporting segments such as fair value gains and losses, foreign exhange gains and losses, impairment losses and gains or losses on disposal of assets.

3 months ended 30 June 2019

	Planta				
	Malaysia RM'000	Indonesia RM'000	Healthcare RM'000	Others RM'000	Group RM'000
Total revenue	46,348	18	55,209	-	101,575
Intersegment revenue	(1,904)	-	(132)	-	(2,036)
External revenue	44,444	18	55,077	-	99,539
Adjusted EBITDA	5,872	1,471	7,863	(6)	15,200
Gain on disposal of investment property	5,203	-	-	-	5,203
Fair value changes in biological assets	(953)	-	-	-	(953)
Expected credit losses of receivables	-	-	(866)	-	(866)
EBITDA	10,122	1,471	6,997	(6)	18,584
Depreciation & amortisation	(10,630)	(8,413)	(3,575)	-	(22,618)
Profit from Al-Mudharabah	33	-	155	-	188
Interest income	-	3,417	-	-	3,417
Finance costs	(2,263)	-	(1,188)	-	(3,451)
(Loss)/Profit before tax	(2,738)	(3,525)	2,389	(6)	(3,880)

3 months ended 30 June 2018

	Plantation				
	Malaysia RM'000	Indonesia RM'000	Healthcare RM'000	Others RM'000	Group RM'000
Total revenue	52,050	57	47,688	-	99,795
Intersegment revenue	(1,989)	-	(205)	-	(2,194)
External revenue	50,061	57	47,483	-	97,601
Adjusted EBITDA	2,636	(2,749)	4,879	(5)	4,761
Fair value changes in biological assets	2	-	-	-	2
Expected credit losses of receivables	(1)	-	(423)	-	(424)
EBITDA	2,637	(2,749)	4,456	(5)	4,339
Depreciation & amortisation	(11,731)	(1,195)	(3,675)	-	(16,601)
Profit from Al-Mudharabah	246	882	146	-	1,274
Interest income	7,389	3	-	-	7,392
Finance costs	(4,657)	(351)	(927)	-	(5,935)
Loss before tax	(6,116)	(3,410)	-	(5)	(9,531)

8. Segmental reporting (cont'd.)

6 months ended 30 June 2019

	Plantation				
	Malaysia RM'000	Indonesia RM'000	Healthcare RM'000	Others RM'000	Group RM'000
Total revenue	94,893	32	113,777	-	208,702
Intersegment revenue	(3,820)	-	(587)	-	(4,407)
External Revenue	91,073	32	113,190	-	204,295
Adjusted EBITDA	18,048	(3,026)	17,446	(7)	32,461
Gain on disposal of investment property	5,203	-	-	-	5,203
Fair value changes of biological assets	(16)	-	-	-	(16)
Expected credit losses of receivables		-	(1,096)	-	(1,096)
EBITDA	23,235	(3,026)	16,350	(7)	36,552
Depreciation & amortisation	(21,351)	(10,333)	(7,210)	-	(38,894)
Profit from Al-Mudharabah	122	-	214	-	336
Interest income	-	4,079	-	-	4,079
Finance costs	(5,649)	-	(2,244)	-	(7,893)
(Loss)/Profit before tax	(3,643)	(9,280)	7,110	(7)	(5,820)
30 June 2019 Assets	1,241,885	457,780	260,615	2,532	1,962,812
Liabilities	886,878	7,910	122,798	1,470	1,019,056
Exchange rate ratio	MYR 1.00	IDR 3,413			

6 months ended 30 June 2018

	Planta	ation			
	Malaysia RM'000	Indonesia RM'000	Healthcare RM'000	Others RM'000	Group RM'000
Total revenue	118,811	96	99,086	-	217,993
Intersegment revenue	(3,404)	-	(538)	-	(3,942)
External Revenue	115,407	96	98,548	-	214,051
Adjusted EBITDA Unrealised loss on the foreign exchange of	25,976	(5,402)	13,446	(10)	34,010
investment in fixed income securities	(19,950)	-	-	-	(19,950)
Fair value changes of biological assets	(935)	-	-	-	(935)
Expected credit losses of receivables	(2)	-	(901)	-	(903)
EBITDA	5,089	(5,402)	12,545	(10)	12,222
Depreciation & amortisation	(21,451)	(630)	(7,210)	-	(29,291)
Profit from Al-Mudharabah	529	1,759	247	-	2,535
Interest income	14,696	90	-	-	14,786
Finance costs	(9,098)	(702)	(1,856)	-	(11,656)
(Loss)/Profit before tax	(10,235)	(4,885)	3,726	(10)	(11,404)
31 December 2018 Assets	1,243,750	454,838	268,209	2,537	1,969,334
Liabilities	881,449	6,490	132,707	1,466	1,022,112
Exchange rate ratio	MYR 1.00	IDR 3,493			
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9. Valuation on non-current assets

The Group upon the adoption of MFRS has elected to use cost model from previous revaluation model. This change in accounting policy has resulted in revaluation amount on the transition date be recorded as deemed cost.

10. Material subsequent event

There were no material subsequent event of the Group for the financial period under review.

11. Changes in the composition of the Group

There is no changes in the composition of the Group during quarter under review.

12. Changes in contingent liabilities or contingent assets

There were no changes in contingent liabilities from the previous audited financial statements to the date of this quarterly report.

13. Capital commitments

Capital commitments as at 30 June 2019 are as follows:

	RM '000
Authorised by the Directors and contracted	976
Authorised by the Directors but not contracted	149,819
	150,795

ADDITIONAL INFORMATION REQUIRED BY BURSA MALAYSIA LISTING REQUIREMENT

14. Review of the performance of the Group, setting out material factors affecting the earnings and/or revenue of the Group for the current quarter and financial year to date

Individual quarter - Q2 2019 versus Q2 2018

	Q2 2019 RM'000	Q2 2018 RM'000	•			
REVENUE						
Plantation	44,462	50,118	(5,656)	-11%		
Healthcare Total revenue	55,077 99,539	47,483 97,601	7,594 1,938	16% 2%		
PROFIT/(LOSS) BEFORE TAX						
Plantation	7,343	(113)	7,456	6598%		
Healthcare	7,863	4,879	2,984	61%		
Others Adjusted EBITDA	(6) 15,200	(5) 4,761	(1) 10,439	-20% 219%		
-	-	4,701	-			
Gain on disposal of investment property	5,203	- 2	5,203	100%		
Fair value changes of biological assets Expected credit losses of receivables	(953) (866)	ے (424)	(955) (442)	-47750% -104%		
	(000)	(121)	(112)	10170		
EBITDA	18,584	4,339	14,245	328%		
Depreciation & amortisation	(22,618)	(16,601)	(6,017)	-36%		
Profit from Al-Mudharabah	188	1,274	(1,086)	-85%		
Interest income	3,417	7,392	(3,975)	-54%		
Finance costs	(3,451)	(5,935)	2,484	42%		
Loss before tax	(3,880)	(9,531)	5,651	59%		

The Group's revenue for the three months ended 30 June 2019 rose by 2% compared to the previous year corresponding quarter mainly due to higher patient number at Healthcare Division.

PLANTATION DIVISION

The Plantation Division recorded lower revenue by 11% mainly due to lower CPO and PK prices by 18% and 38% respectively.

However, this partly offset with higher CPO and PK productions by 24% and 15% respectively.

The Plantation Division registered an adjusted EBITDA of RM7.3 million during the quarter.

14. Review of the performance of the Group, setting out material factors affecting the earnings and/or revenue of the Group for the current quarter and financial year to date (cont'd.)

Individual quarter - Q2 2019 versus Q2 2018 (cont'd.)

Below are the key operating statistics for Plantation division:

Plantation Statistics	Q2 2019	Q2 2018	Changes	%
CPO production (mt)	20,408	16,439	3,969	24%
PK production (mt)	4,441	3,870	571	15%
FFB production (mt)	90,122	81,883	8,239	10%
CPO average price (RM)	2,018	2,472	(454)	-18%
PK average price (RM)	1,161	1,874	(713)	-38%
Mature area (hectare)	36,191	36,910	(719)	-2%
Immature area (hectare)	7,807	7,081	726	10%
Oil extraction rate (OER)	20.10%	19.95%	0.15%	1%
Kernel extraction rate (KER)	4.37%	4.70%	-0.33%	-7%

HEALTHCARE DIVISION

Our Healthcare Division continue to show strong performance during the quarter with 16% increased in revenue and adjusted EBITDA grew by 61% compared to the previous corresponding quarter. These were mainly due to higher inpatient and outpatient number by 11% and 9% respectively compared to the previous corresponding quarter. The increase in the number of inpatient days by 7% and the average revenue per inpatient by 8% also contributed to the better financial results compared to the previous corresponding quarter.

Below are the key operating statistics for Healthcare division:

Healthcare Statistics	Q2 2019	Q2 2018	Changes	%
Number of inpatient	5,853	5,279	574	11%
Number of outpatient	40,467	37,100	3,367	9%
Inpatient days	17,940	16,731	1,209	7%
Occupancy rate (%)	50%	52%	-2%	-4%
Average length of stay (day)	2.85	2.91	(0.06)	-2%
Number of bed	407	407	-	-
Average revenue per inpatient (RM)	7,237	6,719	518	8%

14. Review of the performance of the Group, setting out material factors affecting the earnings and/or revenue of the Group for the current quarter and financial year to date (cont'd.)

Cumulative quarter - 1H 2019 versus 1H 2018

	1H 2019 RM'000	1H 2018 RM'000	Change RM'000	es %
REVENUE				
Plantation	91,105	115,503	(24,398)	-21%
Healthcare Total revenue	113,190 204,295	98,548 214,051	14,642 (9,756)	15% -5%
PROFIT/(LOSS) BEFORE TAX				
Plantation	15,022	20,574	(5,552)	-27%
Healthcare	17,446	13,446	4,000	30%
Others	(7)	(10)	3	30%
Adjusted EBITDA	32,461	34,010	(1,549)	-5%
Gain on disposal of investment property Unrealised loss on foreign exchange	5,203	-	5,203	100%
of investment in fixed income securities	-	(19,950)	19,950	100%
Fair value changes of biological assets	(16)	(935)	919	98%
Expected credit losses of receivables	(1,096)	(903)	(193)	-21%
EBITDA	36,552	12,222	24,330	199%
Depreciation & amortisation	(38,894)	(29,291)	(9,603)	-33%
Profit from Al-Mudharabah	336	2,535	(2,199)	-87%
Interest income	4,079	14,786	(10,707)	-72%
Finance costs	(7,893)	(11,656)	3,763	32%
Loss before tax	(5,820)	(11,404)	5,584	49%

The Group's revenue for the three months ended 30 June 2019 declined by 5% compared to the previous year corresponding period mainly due to lower palm produce selling prices at Plantation Division. However, this is partly offset with higher Healthcare revenue.

PLANTATION DIVISION

The Plantation Division recorded lower revenue by 21% mainly due to lower CPO and PK prices by 18% and 42% respectively.

However, this partly offset with higher CPO and PK productions by 16% and 8% respectively.

The Plantation Division registered an adjusted EBITDA of RM15.0 million during the period.

14. Review of the performance of the Group, setting out material factors affecting the earnings and/or revenue of the Group for the current quarter and financial year to date (cont'd.)

Cumulative quarter - 1H 2019 versus 1H 2018 (cont'd.)

Below are the key operating statistics for Plantation division:

Plantation Statistics	1H 2019	1H 2018	Changes	%
CPO production (mt)	41,907	36,243	5,664	16%
PK production (mt)	9,786	9,022	764	8%
FFB production (mt)	198,512	189,931	8,581	5%
CPO average price (RM)	2,026	2,463	(437)	-18%
PK average price (RM)	1,273	2,179	(906)	-42%
Mature area (hectare)	36,191	36,910	(719)	-2%
Immature area (hectare)	7,807	7,081	726	10%
Oil extraction rate (OER)	19.85%	19.06%	0.79%	4%
Kernel extraction rate (KER)	4.64%	4.75%	-0.11%	-2%

HEALTHCARE DIVISION

Our Healthcare Division continue to show strong performance during the period with 15% increased in revenue and adjusted EBITDA grew by 30% compared to the previous corresponding period. These were mainly due to higher inpatient and outpatient number by 11% and 7% respectively compared to the previous corresponding period. The higher inpatient days by 10% also contributed to the better results compared to the previous corresponding period.

Below are the key operating statistics for Healthcare division:

Healthcare Statistics	1H 2019	1H 2018	Changes	%
Number of inpatient	12,347	11,127	1,220	11%
Number of outpatient	84,355	78,944	5,411	7%
Inpatient days	39,475	35,747	3,728	10%
Occupancy rate (%)	55%	58%	-3%	-5%
Average length of stay (day)	2.95	2.91	0.04	1%
Number of bed	407	407	-	-
Average revenue per inpatient (RM)	6,467	6,022	445	7%

15. Explanatory comment on any material change in the profit before taxation for the quarter reported on as compared with the immediate preceding quarter

Individual quarter - Q2 2019 versus Q1 2019

	Q2 2019 RM'000	Q1 2019 RM'000	Change RM'000	es %
REVENUE				
Plantation	44,462	46,643	(2,181)	-5%
Healthcare	55,077	58,113	(3,036)	-5%
Total revenue	99,539	104,756	(5,217)	-5%
PROFIT/(LOSS) BEFORE TAX				
Plantation	7,343	7,679	(336)	-4%
Healthcare	7,863	9,583	(1,720)	-18%
Others	(6)	(1)	(5)	-500%
Adjusted EBITDA	15,200	17,261	(2,061)	-12%
Gain on disposal of investment property	5,203	-	5,203	100%
Fair value changes of biological assets	(953)	937	(1,890)	-202%
Expected credit losses	(866)	(230)	(636)	-277%
EBITDA	18,584	17,968	616	3%
Depreciation & amortisation	(22,618)	(16,276)	(6,342)	-39%
Profit from Al-Mudharabah	188	148	40	27%
Interest income	3,417	662	2,755	416%
Finance costs	(3,451)	(4,442)	991	22%
Loss before tax	(3,880)	(1,940)	(1,940)	-100%

The Group's revenue for the three months ended 30 June 2019 was lower by 5% compared to the immediate preceding quarter mainly due to lower patient number at Healthcare Division.

PLANTATION DIVISION

The Plantation Division recorded lower revenue by 5% mainly due to;

- a) Lower CPO and PK prices by 1% and 15% respectively; and
- b) Lower CPO and PK productions by 5% and 17% respectively.

The Plantation Division's adjusted EBITDA grew by RM0.3 million during the period.

15. Explanatory comment on any material change in the profit before taxation for the quarter reported on as compared with the immediate preceding quarter (cont'd.)

Individual quarter - Q2 2019 versus Q1 2019 (cont'd.)

Below are the key operating statistics for Plantation division:

Plantation Statistics	Q2 2019	Q1 2019	Changes	%
CPO production (mt)	20,408	21,499	(1,091)	-5%
PK production (mt)	4,441	5,345	(904)	-17%
FFB production (mt)	90,122	108,390	(18,268)	-17%
CPO average price (RM)	2,018	2,035	(17)	-1%
PK average price (RM)	1,161	1,361	(200)	-15%
Mature area (hectare)	36,191	36,191	-	-
Immature area (hectare)	7,807	7,807	-	-
Oil extraction rate (OER)	20.10%	19.62%	0.48%	2%
Kernel extraction rate (KER)	4.37%	4.88%	-0.51%	-10%

HEALTHCARE DIVISION

Healthcare Division recorded 5% decreased in revenue mainly due to lower inpatient and outpatient number by 10% and 8% respectively compared to the immediate preceding quarter. This is mainly due to Fasting month in May and long Raya holiday in June.

Healthcare Division's adjusted EBITDA has decreased by 18% compared to Q1 2019.

Below are the key operating statistics for Healthcare division:

Healthcare Statistics	Q2 2019	Q1 2019	Changes	%
Number of inpatient	5,853	6,495	(642)	-10%
Number of outpatient	40,467	43,888	(3,421)	-8%
Inpatient days	17,940	21,535	(3,595)	-17%
Occupancy rate (%)	50%	62%	(0.12)	-19%
Average length of stay (day)	2.85	3.04	(0.19)	-6%
Number of bed	407	407	-	-
Average revenue per inpatient (RM)	7,237	6,729	508	8%

16. Commentary on the prospects, including the factors that are likely to influence the Group's prospects for the remaining period to the end of the financial year or the next financial year if the reporting period is the last quarter

Plantation

Palm oil prices was under pressure during first half 2019 despite seasonal declining in palm oil stocks. National stocks stood at 2.4 million metric tonne end June 2019 and considered high compared same period previous year. Palm prices dipped below RM1,900 per metric tonne at the end of June 2019 and with expectation of high production cycle in second half 2019, palm price is expected to continue further to be under pressure.

Since 2012, we started our replanting of old palms to rejuvenate our estates in Terengganu which will improve our age profile towards achieving higher yield.

In addition, we continue to roll out our Value Creation Plan (VCP) to strengthen the platform for sustained growth into the future. With implementation of VCP, we can expect to see a better EBITDA compare to last year.

We also embark same approach of VCP for operation in Kalimantan. As part of the VCP, our Kalimantan operation is on track to achieve the rehabilitation targets set for 2019, despite the lower as to date yields achieved up to first half of 2019.

The Group is optimistic on the long term fundamentals of the industry and will remain focused in improving productivity and optimising production cost. We are committed to sustainability agenda and the RSPO and MSPO certification to command premiums on the CSPO and CSPK sales. We are also putting effort to gain more benefit from RSPO and MSPO by securing more contracts for CSPO and CSPK.

Healthcare

Challenging economic environment and entry of new players to the industry will continue to weigh on the Healthcare sector. Nevertheless we are optimistic that our Healthcare Division growth will be supported by our capacity expansion and introduction of new service modalities.

The increase of number of bed in Kuala Terengganu Specialists Hospital to 122 from the existing 92 beds and the new opening of Cardiac Centre in Kuantan Medical Centre will provide positive contribution to the division in 2019.

Due to stronger competition and unforeseen circumstance, the Group is cautiously optimistic of achieving satisfactory operating performance in the financial year 2019.

17a. Explanatory note for any variance of actual profit after tax and minority interest and the forecast profit after tax and minority interest (where the variance exceeds 10%)

Not applicable.

17b. Explanatory note for any shortfall in the profit guarantee

There was no profit guarantee issued for the quarter ended 30 June 2019.

18. Loss for the period

	Current period to date	
	30-Jun-19 RM'000	30-Jun-18 RM'000
The following amounts have been included in arriving at loss before tax:		
Interest expense Profit from Al-Mudharabah Interest income Dividend income Depreciation of property, plant and equipment Amortisation of bearer plant Amortisation of intangible asset Amortisation of investment property Amortisation of finance lease Inventories written off Expected credit losses Bad debt written off Fair value changes of biological assets	7,893 (336) (4,079) - - 30,334 6,011 429 157 1,963 28 1,096 48 16	11,656 (2,535) (14,786) (2,141) 22,286 6,484 429 92 - 196 903 -
Unrealised loss on the foreign exchange of investment in fixed income securities Profit from Al-Mudharabah Interest income Gain on disposal of investment property	(336) (4,079) (5,203)	19,950 (2,535) (14,786) -

19. Breakdown of tax charge and explanation on variance between effective and statutory tax rate for the current quarter and preceding quarter to date

	Current Quarter		Current period to date		
	30-Jun-19 RM'000	30-Jun-18 RM'000	30-Jun-19 RM'000	30-Jun-18 RM'000	
Current income tax	2,647	286	6,353	5,937	
(Over)/Underprovision of income tax in prio	(74)	743	-	1,374	
-	2,573	1,029	6,353	7,311	
Deferred tax:					
Relating to origination and reversal of					
temporary differences	(591)	(1,047)	(1,256)	(1,895)	
Overprovision of deferred tax	(520)	(1,564)	(408)	(5,511)	
Income tax	1,462	(1,582)	4,689	(95)	

Income tax was calculated at the Malaysian statutory tax rate of 24% (2018: 24%) of the estimated assessable profit for the period.

The effective tax rate of the Group for the current quarter was higher than the statutory tax rate of the respective period principally due to certain expenses not deductible for tax purposes.

20. Amount of profits on sale of unquoted investments or properties

There was profit of RM5.2 million recognised from sale of land during the current period.

21. Corporate proposals

a. <u>Signing of Medium-Term Supply Agreement for The Supply of Crude Palm Oil</u> (CPO)/RSPO Certified Crude Palm Oil (CSPO) Between TDM Plantation Sdn. Bhd. and <u>Ikhasas CPO Sdn. Bhd.</u>

On 8 July 2019, the Company had announced that its wholly owned subsidiary, TDM Plantation Sdn. Bhd. (Company No. 110679-W) ("Seller") had entered into a Medium-Term Supply Agreement ("Agreement") with Ikhasas CPO Sdn. Bhd (Company No. 1234756-V) ("Buyer") for the supply of crude palm oil and/or RSPO certified crude palm oil ("Products") for a Supply Period of Forty Three (43) months from the first day of the calendar month following the month when payment of the first tranche of the Upfront Payment is made in accordance with the Agreement.

The sale and purchase transaction of the Products ("Transaction") will:

- i. Enable TDM Group to partly secure placement of its future CPO/CSPO.
- ii. Improve liquidity through the repayment of a portion of TDM Group's borrowings which are due for repayment in the near term, which will result in an improvement in TDM Group's current ratio. In addition, it will also improve its gearing level and thereby will create additional debt headroom for TDM Group to fund its Value Creation Plan ("VCP") and Business Development Plan ("BDP") in support of its growth strategy; and
- iii. Enable TDM Group to raise funds to finance the VCP, BDP and working capital which can be expected to contribute positively to the future earnings of TDM Group.

The execution of the Agreement is not subjected to any approval from the Shareholders and/or any relevant Regulatory Authorities.

21. Corporate proposals (cont'd.)

b. <u>The Development of Biogas Plants With Power Generation Facilities at Kemaman Palm</u> <u>Oil Mill and Sg. Tong Palm Oil Mill</u>

- i. Signing of built, own, operate and transfer agreements between TDM Plantation Sdn. Bhd. and Concord Biotech Sdn. Bhd.; and
- ii. Signing of Sub-Lease Agreements between Kumpulan Ladang-Ladang Trengganu Sdn. Bhd. and Concord Biotech Sdn. Bhd.

On 9 August 2019, the Company had announced that its wholly owned subsidiaries, entered the following agreements pertaining to the development of Biogas Plants with power generation facilities at Kemaman Palm Oil Mill ("KPOM") and Sg. Tong Palm Oil Mill ("STPOM").

1. TDM Plantation Sdn. Bhd. (Company No. 110679-W) ("TDMP") entered into Built, Own, Operate and Transfer ("BOOT") agreement with Concord Biotech Sdn. Bhd. (Company No. 941412-V) ("CBSB") ("BOOT Agreement").

The BOOT agreement entails granting and authorizing CBSB to design, engineer, finance, construct, commission, own, operate, transfer, maintain and manage directly a Biogas Plant with Power Generation Facilities at Sungai Tong Palm Oil Mill, Sungai Tong, Setiu, Terengganu and Kemaman Palm Oil Mill, Padang Kubu, Kemaman, Terengganu on a BOOT basis.

2. Kumpulan Ladang-Ladang Trengganu Sdn Bhd (Company No. 13017-V) ("KLLT") entered into Sub-Lease agreement with CBSB ("Sub-Lease Agreement").

The Lease Agreement is related to the leasing of part of lands under the following titles for the development of Bio-Gas Plants:-

- i. Q.T.(R) Kemanan, Lot PT. LO 28, Mukim Tebak, Daerah Kemaman, Terengganu; and
- ii. GRN6521, Lot 7663, Mukim Belara, Daerah Kuala Terengganu, Terengganu.

22. Trade receivables

Trade receivables are non-interest bearing and are generally on 30 to 90 days (2018: 30 to 90 days) terms. They are recognised at their original invoice amounts which represent their fair values on initial recognition.

Ageing analysis of trade receivables

	As at 30-Jun-19 RM'000	As at 31-Dec-18 RM'000
Neither past due nor impaired	19,388	30,860
1 to 30 days past due not impaired	10,415	5,177
31 to 60 days past due not impaired	12,742	2,475
61 to 90 days past due not impaired	6,242	3,663
	29,399	11,315
Impaired	9,907	10,090
	58,694	52,265

Receivables that are neither past due nor impaired

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

None of the Group's trade receivables that are neither past due nor impaired have been renegotiated during the financial period.

Receivables that are past due but not impaired

The Group has trade receivables amounting to RM29,399,000 (2018: RM11,315,000) that are past due at the reporting date but not impaired.

Based on past experience and no adverse information to date, the directors of the Company are of the opinion that no provision for impairment is necessary in respect of these balances as there has not been a significant change in the credit guality and the balances are still considered fully recoverable.

Receivables that are impaired

The Group's trade receivables that are impaired at the reporting date and the movements of the allowance accounts used to record the impairment are as follows:

		Group individually impaired		
	As at	As at		
	30-Jun-19	31-Dec-18		
	RM'000	RM'000		
Trade receivables-nominal amounts	9,907	10,090		
Less: Allowance for impairment	(9,907)	(10,090)		
	-	-		

Movement in allowance accounts:

	Group		
	As at	As at	
	30-Jun-19	31-Dec-18	
	RM'000	RM'000	
At 1 January	10,090	10,537	
Charge for the year	1,096	151	
Written back	(1,279)	(598)	
At 30 June 2019/31 December 2018	9,907	10,090	

Trade receivables that are individually determined to be impaired at the reporting date relate to debtors that are in significant financial difficulties and have defaulted on payments. These receivables are not secured by any collateral or credit enhancements.

23. Borrowings and debt securities as at the end of the reporting period

Details of the Group's borrowings as at 30 June 2019 and 31 December 2018 are as follows:

As at 30 June 2019

	Long term RM'000	Short term RM'000	Total borrowings RM'000
Secured			
Bank loans	357,306	44,705	402,011
Bank overdraft	14,290	-	14,290
Obligation under hire purchase	5,110	2,487	7,597
	376,706	47,192	423,898
Unsecured			
Bank loans	47,192	15,000	62,192
	47,192	15,000	62,192
	423,898	62,192	486,090

As at 31 December 2018

	Long term RM'000	Short term RM'000	Total borrowings RM'000
Secured			
Bank loans	364,266	42,977	407,243
Bank overdraft	14,299	-	14,299
Obligation under hire purchase	6,208	179	6,387
	384,773	43,156	427,929
Unsecured			
Bank loans	43,156	15,000	58,156
	43,156	15,000	58,156
	427,929	58,156	486,085
Bank loans	43,156	15,000	58,156

Weighted average effective interest rate of the Group borrowings is 4.93% (2018: 5.17%) per annum.

24. Summary of off balance sheet financial instruments by type and maturity profile

The Group did not enter into any contract involving off balance sheet financial instruments during the financial period ended 30 June 2019.

25. Changes in material litigation (including status of any pending material litigation) since the last annual balance sheet date

1. KUALA TERENGGANU HIGH COURT [TA23CvC-2-06/2018]

Lim Puay Leng vs

1. Dr. Azhar Bin Zainuddin

2. Kuala Terengganu Specialist Hospital Sdn Bhd

The Plaintiff alleges that the 1st Defendant, a Consultant Ophthalmologist, has negligently fail to carry out a medical procedure on him.

Due to the alleged negligence, the Plaintiff claims for the following:

- i. General damages of RM1,000,000.00 or any amount as granted by the Court with interest;
- ii. Special damages with interest;
- iii. Exemplary damages of RM100,000.00 or any amount as granted by the Court with interest;
- iv. Aggravated damages of RM200,000.00 or any amount as granted by the Court with interest;
- v. Interest on general damages and special damages calculated at the rate of 4% per annum from the date of the Writ up to the date of full settlement;
- vi. Costs; and
- vii. Such further or other relief as the Court deems fit.

Kuala Terengganu Specialist Sdn Bhd ("2nd Defendant/KTS") has filed its Statement of Defence on 7 August 2018.

We had been informed by KTS's solicitor that the Court has fixed 29 August 2019 for decision of the case.

25. Changes in material litigation (including status of any pending material litigation) since the last annual balance sheet date (cont'd.)

2. KUANTAN HIGH COURT [CA226CvC-31-06/2018]

Dato' Mohamad Alias A Bakar bin Ali vs

- 1. Kuantan Medical Centre Sdn Bhd
- 2. Dr. Abdul Aziz Bin Awang
- 3. Dr. Md Lukman Bin Mohd Mokhtar

The Plaintiff alleges that the 2nd Defendant and 3rd Defendant, as the agents of the 1st Defendant, have negligently fail to carry out medical procedures on him.

Due to the alleged negligence, the Plaintiff claims for the following:

- i. General damages and aggravated damages;
- ii. Interest thereon calculated at the rate of 8% per annum from the date of service of the Writ up to the date of judgment;
- iii. Special damages of RM1,104.414.51;
- iv. Interest thereon calculated at the rate of 4% per annum from 3 July 2012 up to the date of judgment;
- v. Interest on the judgment sum calculated at the applicable statutory rate from the date of judgment up to the date of payment;
- vi. Costs; and
- vii. Such further or other relief as the Court deems fit.

The Kuantan High Court has fixed a further case management hearing on 31 January 2019 with the following directions:-

- 1. Plaintiff's solicitor to file and serve the Statement of Agreed Facts, Issues To Be Tried and Supplementary Common Bundle of Documents;
- 2. Parties to file and serve their respective list of witnesses; and
- 3. Parties to file and serve their respective expert reports.

The Court has set new date of the trial has been fixed as follows:

- i. 23 October 2019 24 October 2019
- ii. 18 November 2019 19 November 2019

- 25. Changes in material litigation (including status of any pending material litigation) since the last annual balance sheet date (cont'd.)
 - 3. KUALA TERENGGANU HIGH COURT WRIT SUMMON NO: TA-23NCVC-2-08/2019

Wahab bin Mohd Said - Plaintiff vs

- 1) Dr. Juzar Mohsinbhai Jadliwala
- 2) Kuala Terengganu Specialist Hospital Defendants

The Plaintiff alleges that the 1st Defendant, Dr Juzar Mohsinbhai Jadliwala as an employee, representative and/or agent to 2nd Defendant has negligently fail to carry out a medical procedure on him.

Due to alleged negligence, the Plaintiff claims for the following:-

- a) General damages of RM 700,000.00 or any amount as granted by the court;
- b) Special damages with interest;
- c) Exemplary damages of RM 300,000.00 or any amount granted by the Court;
- d) Aggravated damages of RM 300,000.00 or any amount granted by the Court;
- e) Interest on the damages calculated at rate of 5% per annum from the date of action up to the date of full settlement;
- f) Costs; and
- g) Such other relief as the Court deems fit.

KTS in the process of appointing its solicitors to represent them and to prepare the Statement of Defence accordingly.

The Court has fixed for case management on 19 September 2019.

25. Changes in material litigation (including status of any pending material litigation) since the last annual balance sheet date (cont'd.)

4. SHAH ALAM HIGH COURT SUMMON NO: BA-22NCVC-298-07/2019

Dato' Haji Mohamat Bin Muda - Plaintiff vs TDM Berhad & 6 Others - Defendants

The Company and its members of Board of Directors had on 25 July 2019 received a Writ of Summons together with a Statement of Claims, both dated 17 July ("Writ") filed by Dato' Mohamat bin Muda ("Plaintiff") throught his solicitor Messrs. S Murthi & Associated.

TDM is named as the Defendant 1 and its members of the Board as Defendant 2 to Defendant 7. The Plaintiff claims against all the Defendants for the breach of Contract of Services and tortious act against the Contract of Services.

The Plaintiff claims against the Defendant 1 for the following:-

- a) RM1,050,025.00 on breach of Contract of Services;
- b) Alternatively, damages assessed by the court calculated from the date of judgement, payable to the Plaintiff within 14 days from the date of the court order; and
- c) Interest of 5% on the judgment sum up to full settlement.

The Plaintiff claims against the Defendant 2 to the Defendant 7 for the following:-

- a) Compensation on the tortious act including the damage to the Plaintiff's reputation as assesses by the Court payable to the Plaintiff within 14 days from the court order;
- b) Interest of 5% on the assessment amount from the date of assessment until full settlement;
- c) Cost; and
- d) Such further or other relief as the court deems fit.

We have instructed Messrs Azman Wan Helmi & Associates to represent all Defendants in this suit.

Notice of Appearance was filed on 31 July 2019.

New court directive for this suit as follows:-

- i) Defendants to file Statement of Defence by 20 August 2019;
- ii) Plaintiff to file Reply to Statement of Defence by 3 September 2019; and
- iii) New Case Management fixed on 5 September 2019 to Parties update to the Court the status of pleading.

26. Dividend proposed

There were no dividend proposed of the Group during the quarter under review.

27. Loss per share

Basic loss per share is calculated by dividing the loss for the period, net of tax, attributable to owners of the parent by the weighted average number of ordinary shares in issue during the period.

	Individua Current Quarter Ended 30-Jun-19	l Quarter Preceding Quarter Ended 30-Jun-18	Cumulativ Current Quarter To date 30-Jun-19	e Quarter Preceding Quarter To date 30-Jun-18
Loss for the period, net of tax, attributable to owners (RM'000)	(5,227)	(7,229)	(10,139)	(10,098)
Weighted average number of ordinary shares in issue for basic loss per share computation ('000)	1,682,641	1,657,878	1,682,641	1,657,878
Basic loss per share (sen)	(0.31)	(0.44)	(0.60)	(0.61)

28. The interim financial statements were authorised for issue by the Board of Directors in accordance with a resolution of the directors on 26 August 2019.

BY ORDER OF THE BOARD

WAN HASLINDA WAN YUSOFF Company Secretary

Kuala Terengganu 27 August 2019