

# Financial Statements *Penyata Kewangan*

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## Directors' Report for the year ended 31 December 2003

The Directors have pleasure in submitting their report and the audited financial statements of the Group and of the Company for the year ended 31 December 2003.

### Principal activities

The principal activity of the Company is that of an investment holding company, whilst the principal activities of the subsidiaries are as stated in Note 29 to the financial statements. There has been no significant change in the nature of these activities during the financial year.

### Results

|                         | Group<br>RM'000 | Company<br>RM'000 |
|-------------------------|-----------------|-------------------|
| Net profit for the year | 161,989         | 176,693           |

### Reserves and provisions

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

### Dividends

Since the end of the previous financial year, the Company paid:

- i) a final dividend of 25 sen per share less tax and 27 sen per share tax exempt totalling RM42,210,000 and RM63,315,000 respectively in respect of the year ended 31 December 2002 on 25 April 2003;
- ii) a first interim dividend of 35 sen per share less tax totalling RM59,094,000 in respect of the year ended 31 December 2003 on 20 September 2003.

The final dividend recommended by the Directors in respect of the year ended 31 December 2003 is 38.95 sen per share less tax and 21.95 sen tax exempt dividend per share totalling RM65,763,180 and RM51,472,750 respectively.

### Directors of the Company

Directors who served since the date of the last report are:

#### Director

Gen. (Rtd) Tan Sri Dato' Mohd Ghazali Seth (Chairman)

Tan Sri Dato' Ernest Zulliger

YAM Dato' Seri Syed Anwar Jamalullail

Mr. Jimmy Tan @ Tan Meng Kow

Mr. Michael W. Garrett

Mr. Pierre Francois Streit

YM Tengku Tan Sri Dr. Mahaleel bin Tengku Ariff  
(appointed on 30.4.2003)

Mr. Sullivan Joseph O'Carroll (appointed on 1.7.2003)

Mr. José Lopez Y Vargas (resigned on 30.6.2003)

#### Alternate

Mr. José Lopez Y. Vargas (resigned on 30.6.2003)

Mr. Faiçal Krichane

Mr. Faiçal Krichane (resigned on 1.7.2003)

Mr. Sullivan Joseph O'Carroll (appointed on 1.7.2003)

Mr. Pierre Francois Streit (appointed on 1.7.2003)

Mr. Pierre Francois Streit (resigned on 30.6.2003)

The holdings and deemed holdings in the ordinary shares of the Company and of its related companies of those who were Directors at year end as recorded in the Register of Directors' Shareholdings are as follows:

| Shareholdings in which<br>Directors have direct interest | Number of ordinary shares of RM1.00 each |        |      |                  |
|----------------------------------------------------------|------------------------------------------|--------|------|------------------|
|                                                          | At<br>1.1.2003                           | Bought | Sold | At<br>31.12.2003 |
| The Company                                              |                                          |        |      |                  |
| Nestlé (Malaysia) Berhad                                 |                                          |        |      |                  |
| Gen. (Rtd) Tan Sri Dato' Mohd Ghazali Seth               | 10,000                                   | –      | –    | 10,000           |
| Mr. Jimmy Tan @ Tan Meng Kow                             | 3,000                                    | –      | –    | 3,000            |

|                               | Number of ordinary shares of CHF1.00 each |        |      |                  |
|-------------------------------|-------------------------------------------|--------|------|------------------|
|                               | At 1.1.2003/<br>Date of<br>appointment    | Bought | Sold | At<br>31.12.2003 |
| Holding company               |                                           |        |      |                  |
| Nestlé S.A.                   |                                           |        |      |                  |
| Mr. Pierre Francois Streit    | 350                                       | –      | –    | 350              |
| Mr. Sullivan Joseph O'Carroll | 90                                        | –      | –    | 90               |

None of the other Directors holding office at 31 December 2003 had any interest in the ordinary shares of the Company and its related companies during the year.

#### Directors' benefits

Since the end of the previous financial year, no Director of the Company has received nor become entitled to receive a benefit (other than a benefit included in the aggregate amount of emoluments received or due and receivable by Directors as shown in the financial statements and the fixed salary of a full time employee of related companies) by reason of a contract made by the Company or a related corporation with the Director or with a firm of which the Director is a member, or with a company in which the Director has a substantial financial interest, except for any benefit which may be deemed to have arisen in the normal course of business by virtue of Jimmy Tan @ Tan Meng Kow being a director and shareholder of companies which have distributorship contracts with Nestlé Products Sdn. Bhd., the terms of which are similar to such contracts with its other distributors.

There were no arrangements during and at the end of the financial year, which had the object of enabling Directors of the Company to acquire benefits by means of the acquisition of shares in or debentures of the Company or any other body corporate.

#### Issue of shares and debentures

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

#### Options granted over unissued shares

No options were granted to any person to take up unissued shares of the Company during the year.

## Directors' Report for the year ended 31 December 2003

### Other statutory information

Before the financial statements of the Group and of the Company were made out, the Directors took reasonable steps to ascertain that:

- i) all known bad debts have been written off and adequate provision made for doubtful debts, and
- ii) all current assets have been stated at the lower of cost and net realisable value.

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

- i) that would render the amount written off for bad debts, or the amount of the provision for doubtful debts, in the Group and in the Company inadequate to any substantial extent, or
- ii) that would render the value attributed to the current assets in the Group and in the Company financial statements misleading, or
- iii) which have arisen which render adherence to the existing method of valuation of assets or liabilities of the Group and of the Company misleading or inappropriate, or
- iv) not otherwise dealt with in this report or the financial statements, that would render any amount stated in the financial statements of the Group and of the Company misleading.

At the date of this report there does not exist:

- i) any charge on the assets of the Group or of the Company that has arisen since the end of the financial year and which secures the liabilities of any other person, or
- ii) any contingent liability in respect of the Group or of the Company that has arisen since the end of the financial year.

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

In the opinion of the Directors, except as disclosed in the financial statements, the results of the operations of the Group and of the Company for the financial year ended 31 December 2003 have not been substantially affected by any item, transaction or event of a material and unusual nature nor has any such item, transaction or event occurred in the interval between the end of that financial year and the date of this report.

### Auditors

The auditors, Messrs KPMG, have indicated their willingness to accept re-appointment.

Signed in accordance with a resolution of the Directors:

.....  
**Sullivan Joseph O'Carroll**

.....  
**Pierre Francois Streit**

Petaling Jaya,  
26 February 2004

## Statement by Directors pursuant to Section 169 (15) of the Companies Act, 1965

In the opinion of the Directors, the financial statements set out on pages 76 to 101 are drawn up in accordance with the provisions of the Companies Act, 1965 and applicable approved accounting standards in Malaysia so as to give a true and fair view of the state of affairs of the Group and of the Company at 31 December 2003 and of the results of their operations and cash flows for the year ended on that date.

Signed in accordance with a resolution of the Directors:

.....  
**Sullivan Joseph O'Carroll**

.....  
**Pierre Francois Streit**

Petaling Jaya,  
26 February 2004

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

I, **Pierre Francois Streit**, the Director primarily responsible for the financial management of Nestlé (Malaysia) Berhad, do solemnly and sincerely declare that the financial statements set out on pages 76 to 101 are, to the best of my knowledge and belief, correct and I make this solemn declaration conscientiously believing the same to be true, and by virtue of the provisions of the Statutory Declarations Act, 1960.

Subscribed and solemnly declared by the above named in Petaling Jaya on 26 February 2004.

.....  
**Pierre Francois Streit**

Before me:

G. Vijayan @ Baskaran, PPN  
Commissioner of Oath (No. B014)  
Petaling Jaya

## Report of the Auditors to the members of Nestlé (Malaysia) Berhad

We have audited the financial statements set out on pages 76 to 101. The preparation of the financial statements is the responsibility of the Company's Directors. Our responsibility is to express an opinion on the financial statements based on our audit.

We conducted our audit in accordance with approved Standards on Auditing in Malaysia. These standards require that we plan and perform the audit to obtain all the information and explanations, which we consider necessary to provide us with evidence to give reasonable assurance that the financial statements are free of material misstatement. An audit includes examining, on a test basis, evidence relevant to the amounts and disclosures in the financial statements. An audit also includes an assessment of the accounting principles used and significant estimates made by the Directors as well as evaluating the overall adequacy of the presentation of information in the financial statements. We believe our audit provides a reasonable basis for our opinion.

In our opinion:

- (a) the financial statements are properly drawn up in accordance with the provisions of the Companies Act, 1965 and applicable approved accounting standards in Malaysia so as to give a true and fair view of:
  - i) the state of affairs of the Group and of the Company at 31 December 2003 and the results of their operations and cash flows for the year ended on that date; and
  - ii) the matters required by Section 169 of the Companies Act, 1965 to be dealt with in the financial statements of the Group and of the Company; and
- (b) the accounting and other records and the registers required by the Companies Act, 1965 to be kept by the Company and the subsidiaries of which we have acted as auditors have been properly kept in accordance with the provisions of the said Act.

We are satisfied that the financial statements of the subsidiaries that have been consolidated with the Company's financial statements are in form and content appropriate and proper for the purposes of the preparation of the consolidated financial statements and we have received satisfactory information and explanations required by us for those purposes.

The audit reports on the financial statements of the subsidiaries were not subject to any qualification and did not include any comment made under subsection (3) of Section 174 of the Act.

### **KPMG**

Firm Number: AF 0758  
Chartered Accountants

### **Ampalavanar s/o Segarajah**

Partner  
Approval Number: 1293/10/04(J)

Kuala Lumpur,  
26 February 2004

## Balance Sheets as at 31 December 2003

|                                           | Note | Group          |                | Company        |                |
|-------------------------------------------|------|----------------|----------------|----------------|----------------|
|                                           |      | 2003<br>RM'000 | 2002<br>RM'000 | 2003<br>RM'000 | 2002<br>RM'000 |
| <b>Property, plant and equipment</b>      | 2    | 538,454        | 578,911        | –              | –              |
| <b>Investments in subsidiaries</b>        | 3    | –              | –              | 232,992        | 230,424        |
| <b>Investment in an associate</b>         | 4    | 2,237          | 1,871          | 3,000          | 3,000          |
| <b>Intangible assets</b>                  | 5    | 96,134         | 98,204         | –              | –              |
|                                           |      | 636,825        | 678,986        | 235,992        | 233,424        |
| <b>Current assets</b>                     |      |                |                |                |                |
| Inventories                               | 6    | 234,320        | 300,277        | –              | –              |
| Trade and other receivables               | 7    | 410,501        | 383,753        | 322,875        | 217,235        |
| Tax recoverable                           |      | 1,386          | 11,451         | 1,278          | 2,547          |
| Cash and cash equivalents                 | 8    | 73,869         | 36,208         | 36             | 34             |
|                                           |      | 720,076        | 731,689        | 324,189        | 219,816        |
| <b>Current liabilities</b>                |      |                |                |                |                |
| Trade and other payables                  | 9    | 319,658        | 292,996        | 157,064        | 62,197         |
| Borrowings                                | 10   | 303,252        | 541,352        | –              | –              |
| Taxation                                  |      | 4,976          | 17,865         | –              | –              |
|                                           |      | 627,886        | 852,213        | 157,064        | 62,197         |
| <b>Net current assets/(liabilities)</b>   |      | 92,190         | (120,524)      | 167,125        | 157,619        |
|                                           |      | 729,015        | 558,462        | 403,117        | 391,043        |
| <b>Financed by:</b>                       |      |                |                |                |                |
| <b>Capital and reserves</b>               |      |                |                |                |                |
| Share capital                             | 11   | 234,500        | 234,500        | 234,500        | 234,500        |
| Reserves                                  |      | 166,211        | 188,610        | 168,617        | 156,543        |
|                                           |      | 400,711        | 423,110        | 403,117        | 391,043        |
| <b>Minority shareholders' interests</b>   | 12   | –              | 2,465          | –              | –              |
| <b>Long term and deferred liabilities</b> |      |                |                |                |                |
| Deferred tax liabilities                  | 13   | 29,875         | 31,897         | –              | –              |
| Retirement benefits                       | 14   | 48,429         | 50,990         | –              | –              |
| Borrowings                                | 10   | 250,000        | 50,000         | –              | –              |
|                                           |      | 729,015        | 558,462        | 403,117        | 391,043        |

The financial statements were approved and authorised for issue by the Board of Directors on 26 February 2004.

The notes set out on pages 81 to 101 form an integral part of, and should be read in conjunction with, these financial statements.

## Income Statements for the year ended 31 December 2003

|                                                             | Note | Group          |                | Company        |                |
|-------------------------------------------------------------|------|----------------|----------------|----------------|----------------|
|                                                             |      | 2003<br>RM'000 | 2002<br>RM'000 | 2003<br>RM'000 | 2002<br>RM'000 |
| <b>Revenue – sale of goods</b>                              |      | 2,656,989      | 2,479,649      | –              | –              |
| <b>– dividends</b>                                          |      | –              | –              | 224,906        | 219,373        |
| Cost of sales                                               |      | (1,825,714)    | (1,695,848)    | –              | –              |
| <b>Gross profit</b>                                         |      | 831,275        | 783,801        | 224,906        | 219,373        |
| Distribution costs                                          |      | (236,500)      | (223,099)      | –              | –              |
| Administration and marketing expenses                       |      | (330,331)      | (326,896)      | (824)          | (569)          |
| Other operating expenses                                    |      | (20,769)       | (14,482)       | –              | –              |
| Other operating income                                      |      | 3,573          | 86             | –              | –              |
| <b>Operating profit</b>                                     |      | 247,248        | 219,410        | 224,082        | 218,804        |
| Interest expense                                            |      | (16,956)       | (20,682)       | (4,816)        | (4,332)        |
| Interest income                                             |      | 531            | 687            | 6,401          | 6,176          |
| (Loss)/Profit on closure/sale<br>of businesses/subsidiaries |      | (29,072)       | 34,436         | –              | 16,625         |
| Share of profit of associate                                |      | 366            | 353            | –              | –              |
| <b>Profit before taxation</b>                               | 15   | 202,117        | 234,204        | 225,667        | 237,273        |
| Tax                                                         | 17   | (40,094)       | (51,548)       | (48,974)       | (43,242)       |
| <b>Profit after taxation</b>                                |      | 162,023        | 182,656        | 176,693        | 194,031        |
| Less: Minority interests                                    |      | (34)           | (71)           | –              | –              |
| <b>Net profit for the year</b>                              |      | 161,989        | 182,585        | 176,693        | 194,031        |
| <hr/>                                                       |      |                |                |                |                |
| Basic earnings per ordinary share (sen)                     | 18   | 69             | 78             |                |                |
| <hr/>                                                       |      |                |                |                |                |
| Dividends per ordinary share                                |      |                |                |                |                |
| – gross (sen)                                               | 19   | 96             | 101            |                |                |
| – net (sen)                                                 | 19   | 75             | 82             |                |                |

The notes set out on pages 81 to 101 form an integral part of, and should be read in conjunction with, these financial statements.

## Consolidated Statement of changes in equity for the year ended 31 December 2003

|                                                                |      |                            | Non-<br>distributable      | Distributable                |                               |                 |
|----------------------------------------------------------------|------|----------------------------|----------------------------|------------------------------|-------------------------------|-----------------|
|                                                                | Note | Share<br>capital<br>RM'000 | Share<br>premium<br>RM'000 | Hedging<br>reserve<br>RM'000 | Retained<br>profits<br>RM'000 | Total<br>RM'000 |
| Group                                                          |      |                            |                            |                              |                               |                 |
| At 1 January 2002                                              |      | 234,500                    | 33,000                     | 1,842                        | 231,149                       | 500,491         |
| Effects of adopting<br>MASB 29                                 | 20   | –                          | –                          | –                            | (34,042)                      | (34,042)        |
| Restated balance                                               |      | 234,500                    | 33,000                     | 1,842                        | 197,107                       | 466,449         |
| Cash flow hedges                                               |      |                            |                            |                              |                               |                 |
| Effective portion of changes in fair value                     |      | –                          | –                          | 9,629                        | –                             | 9,629           |
| Transferred to income statement                                |      | –                          | –                          | (1,842)                      | –                             | (1,842)         |
| Net gains and losses not recognised<br>in the income statement |      | –                          | –                          | 7,787                        | –                             | 7,787           |
| Net profit for the year                                        |      | –                          | –                          | –                            | 182,585                       | 182,585         |
| Dividends paid                                                 |      |                            |                            |                              |                               |                 |
| – 2001 final                                                   | 19   | –                          | –                          | –                            | (145,202)                     | (145,202)       |
| – 2002 interim                                                 | 19   | –                          | –                          | –                            | (50,652)                      | (50,652)        |
| – 2002 special                                                 | 19   | –                          | –                          | –                            | (35,175)                      | (35,175)        |
| At 31 December 2002/<br>1 January 2003                         |      | 234,500                    | 33,000                     | 9,629                        | 148,663                       | 425,792         |
| Effects of adopting<br>MASB 29                                 | 20   | –                          | –                          | –                            | (2,683)                       | (2,683)         |
| Restated balance                                               |      | 234,500                    | 33,000                     | 9,629                        | 145,980                       | 423,109         |
| Cash flow hedges                                               |      |                            |                            |                              |                               |                 |
| Effective portion of changes in fair value                     |      | –                          | –                          | (10,139)                     | –                             | (10,139)        |
| Transferred to income statement                                |      | –                          | –                          | (9,629)                      | –                             | (9,629)         |
| Net gains and losses not recognised<br>in the income statement |      | –                          | –                          | (19,768)                     | –                             | (19,768)        |
| Net profit for the year                                        |      | –                          | –                          | –                            | 161,989                       | 161,989         |
| Dividends paid                                                 |      |                            |                            |                              |                               |                 |
| – 2002 final                                                   | 19   | –                          | –                          | –                            | (105,525)                     | (105,525)       |
| – 2003 interim                                                 | 19   | –                          | –                          | –                            | (59,094)                      | (59,094)        |
| At 31 December 2003                                            |      | 234,500                    | 33,000                     | (10,139)                     | 143,350                       | 400,711         |
|                                                                |      | Note 11                    |                            |                              | Note 21                       |                 |

The notes set out on pages 81 to 101 form an integral part of, and should be read in conjunction with, these financial statements.

## Statement of Changes in equity for the year ended 31 December 2003

|                             |      | Non-distributable       |                         | Distributable              |                 |
|-----------------------------|------|-------------------------|-------------------------|----------------------------|-----------------|
|                             | Note | Share capital<br>RM'000 | Share premium<br>RM'000 | Retained profits<br>RM'000 | Total<br>RM'000 |
| <b>Company</b>              |      |                         |                         |                            |                 |
| At 1 January 2002           |      | 234,500                 | 33,000                  | 160,541                    | 428,041         |
| Net profit for the year     |      | –                       | –                       | 194,031                    | 194,031         |
| Dividends paid              |      |                         |                         |                            |                 |
| – 2001 final                | 19   | –                       | –                       | (145,202)                  | (145,202)       |
| – 2002 interim              | 19   | –                       | –                       | (50,652)                   | (50,652)        |
| – 2002 special              | 19   | –                       | –                       | (35,175)                   | (35,175)        |
| <b>At 31 December 2002/</b> |      |                         |                         |                            |                 |
| <b>At 1 January 2003</b>    |      | 234,500                 | 33,000                  | 123,543                    | 391,043         |
| Net profit for the year     |      | –                       | –                       | 176,693                    | 176,693         |
| Dividends paid              |      |                         |                         |                            |                 |
| – 2002 final                | 19   | –                       | –                       | (105,525)                  | (105,525)       |
| – 2003 interim              | 19   | –                       | –                       | (59,094)                   | (59,094)        |
| <b>At 31 December 2003</b>  |      | 234,500                 | 33,000                  | 135,617                    | 403,117         |
|                             |      | Note 11                 |                         | Note 21                    |                 |

The notes set out on pages 81 to 101 form an integral part of, and should be read in conjunction with, these financial statements.

## Cash Flow Statements for the year ended 31 December 2003

|                                                               | Group            |                  | Company          |                  |
|---------------------------------------------------------------|------------------|------------------|------------------|------------------|
|                                                               | 2003<br>RM'000   | 2002<br>RM'000   | 2003<br>RM'000   | 2002<br>RM'000   |
| <b>Cash flows from operating activities</b>                   |                  |                  |                  |                  |
| Profit before taxation                                        | 202,117          | 234,204          | 225,667          | 237,273          |
| Adjustments for:                                              |                  |                  |                  |                  |
| Amortisation of goodwill                                      | 6,130            | 6,127            | —                | —                |
| Amortisation of development costs                             | 6,232            | 1,344            | —                | —                |
| Depreciation                                                  | 70,793           | 73,984           | —                | —                |
| Gain on disposal of subsidiaries/businesses                   | —                | (34,436)         | —                | (16,625)         |
| Interest expense                                              | 16,956           | 20,682           | 4,816            | 4,332            |
| Interest income                                               | (531)            | (687)            | (6,401)          | (6,176)          |
| Impairment losses on property, plant and equipment            | 24,867           | —                | —                | —                |
| (Gain)/Loss on disposal of property, plant and equipment      | (3,573)          | 111              | —                | —                |
| Property, plant and equipment written off                     | 17               | 395              | —                | —                |
| Retirement benefits written back                              | (2,561)          | —                | —                | —                |
| Share of profit of associate                                  | (366)            | (353)            | —                | —                |
| Operating profit before working capital changes               | 320,081          | 301,371          | 224,082          | 218,804          |
| (Increase)/Decrease in working capital:                       |                  |                  |                  |                  |
| Inventories                                                   | 65,957           | 12,464           | —                | —                |
| Trade and other receivables                                   | (35,475)         | 2,030            | (105,640)        | 15,090           |
| Trade and other payables                                      | 13,559           | 1,970            | 94,867           | 22,625           |
| Cash generated from operations                                | 364,122          | 317,835          | 213,309          | 256,519          |
| Income taxes paid                                             | (44,627)         | (49,223)         | (47,705)         | (43,989)         |
| Interest paid                                                 | (15,208)         | (20,578)         | (4,816)          | (4,332)          |
| <b>Net cash generated from operating activities</b>           | <b>304,287</b>   | <b>248,034</b>   | <b>160,788</b>   | <b>208,198</b>   |
| <b>Cash flows from investing activities</b>                   |                  |                  |                  |                  |
| Acquisition of additional interest in a subsidiary            | (2,568)          | —                | (2,568)          | —                |
| Purchase of property, plant and equipment                     | (61,550)         | (80,888)         | —                | —                |
| Proceeds from disposal of property, plant and equipment       | 9,902            | 988              | —                | —                |
| Interest received                                             | 531              | 687              | 6,401            | 6,176            |
| Development costs                                             | (10,223)         | (19,962)         | —                | —                |
| Disposal of subsidiaries/businesses, net of cash disposed     | —                | 34,436           | —                | 16,675           |
| <b>Net cash (used in)/generated from investing activities</b> | <b>(63,908)</b>  | <b>(64,739)</b>  | <b>3,833</b>     | <b>22,851</b>    |
| <b>Cash flows from financing activities</b>                   |                  |                  |                  |                  |
| (Repayment of)/proceeds from borrowings                       | (39,800)         | 68,266           | —                | —                |
| Payment of finance lease liabilities                          | (554)            | (752)            | —                | —                |
| Dividends paid                                                | (164,619)        | (231,029)        | (164,619)        | (231,029)        |
| <b>Net cash used in financing activities</b>                  | <b>(204,973)</b> | <b>(163,515)</b> | <b>(164,619)</b> | <b>(231,029)</b> |
| <b>Net increase in cash and cash equivalents</b>              | <b>35,406</b>    | <b>19,780</b>    | <b>2</b>         | <b>20</b>        |
| <b>Cash and cash equivalents at beginning of year</b>         | <b>36,208</b>    | <b>16,428</b>    | <b>34</b>        | <b>14</b>        |
| <b>Cash and cash equivalents at end of year</b>               | <b>71,614</b>    | <b>36,208</b>    | <b>36</b>        | <b>34</b>        |
| Cash and cash equivalents comprise:                           |                  |                  |                  |                  |
| Short term deposits with licensed banks                       | 48,550           | —                | —                | —                |
| Cash and bank balances                                        | 25,319           | 36,208           | 36               | 34               |
| Overdrafts                                                    | (2,255)          | —                | —                | —                |
|                                                               | <b>71,614</b>    | <b>36,208</b>    | <b>36</b>        | <b>34</b>        |

The notes set out on pages 81 to 101 form an integral part of, and should be read in conjunction with, these financial statements.

## Notes to the financial statements

### 1. Summary of significant accounting policies

The following accounting policies are adopted by the Group and the Company and are consistent with those adopted in previous years except for the adoption of the following:

- i) MASB 25, Income Taxes; and
- ii) MASB 29, Employee Benefits.

In addition to the new policies and extended disclosures where required by these new standards, the effect of the changes in the above accounting policies are disclosed in Note 20 to these financial statements.

#### (a) Basis of accounting

The financial statements of the Group and of the Company are prepared on the historical basis except as disclosed in the notes to the financial statements and in compliance with the provisions of the Companies Act, 1965, and applicable approved accounting standards in Malaysia and International Accounting Standard (IAS) 39.

#### (b) Basis of consolidation

Subsidiaries are those enterprises controlled by the Company. Control exists when the Company has the power, directly or indirectly, to govern the financial and operating policies of an enterprise so as to obtain benefits from its activities. The financial statements of subsidiaries are included in the consolidated financial statements from the date that control effectively commences until the date that control effectively ceases. Subsidiaries are consolidated using the acquisition method of accounting.

Under the acquisition method of accounting, the results of subsidiaries acquired or disposed of during the year are included from the date of acquisition or up to the date of disposal. At the date of acquisition, the fair values of the subsidiaries' net assets are determined and these values are reflected in the Group financial statements. The difference between the acquisition cost and the fair values of the subsidiaries' net assets is reflected as goodwill or negative goodwill as appropriate.

A subsidiary is excluded from consolidation when control is intended to be temporary if the subsidiary is acquired and held exclusively with a view of its subsequent disposal in the near future and it has not previously been consolidated or it operates under severe long term restrictions which significantly impair its ability to transfer funds to the Company.

Subsidiaries excluded on these grounds are accounted for as investments.

Intragroup transactions and balances and the resulting unrealised profits are eliminated on consolidation. Unrealised losses resulting from intragroup transactions are also eliminated unless cost cannot be recovered.

#### (c) Associates

Associates are those enterprises in which the Group has significant influence, but not control, over the financial and operating policies.

The consolidated financial statements include the total recognised gains and losses of associates on an equity accounted basis from the date that significant influence effectively commences until the date that significant influence effectively ceases.

Unrealised profits arising on transactions between the Group and its associates which are included in the carrying amount of the related assets and liabilities are eliminated partially to the extent of the Group's interests in the associates. Unrealised losses on such transactions are also eliminated partially unless cost cannot be recovered.

Goodwill on acquisition is calculated based on the fair value of net assets acquired.

#### (d) Property, plant and equipment

Capital work-in-progress are stated at cost. All other property, plant and equipment are stated at cost less accumulated depreciation and accumulated impairment losses.

Property, plant and equipment retired from active use and held for disposal are stated at the carrying amount at the date when the asset is retired from active use, less impairment losses, if any.

#### Depreciation

Leasehold land is amortised in equal instalments over the period of the respective leases which range from 60 to 88 years while buildings are depreciated on a straight line basis over 50 years. The straight-line method is used to write off the cost of the other assets over the term of their estimated useful lives at the following principal annual rates:

|                                |            |
|--------------------------------|------------|
| Plant and machinery            | 6.67% –10% |
| Tools, furniture and equipment | 20%        |
| Motor vehicles                 | 20%        |
| Information systems            | 33.33%     |

## Notes to the financial statements

### (e) Intangible assets

#### i) Goodwill

Goodwill on consolidation is stated at cost less accumulated amortisation. Goodwill is amortised from the date of initial recognition over its estimated useful life of twenty years. Purchased goodwill is similarly amortised.

#### ii) Development costs

Expenditure on development activities for the implementation of substantially improved processes is capitalised if the process is technically and commercially feasible and the Group has sufficient resources to complete the development. The expenditure capitalised principally comprises direct staff related costs. Other development expenditure is recognised in the income statement as an expense as incurred.

Capitalised development expenditure is amortised and recognised as an expense on a systematic basis after completion of the development so as to reflect the pattern in which related economic benefits are recognised over 5 years.

### (f) Finance leases

Leases in which the Group assumes substantially all the risks and rewards of ownership are classified as finance leases. Assets acquired by way of finance leases are stated at an amount equal to the lower of their fair values and the present value of the minimum lease payments at the inception of the leases, less accumulated depreciation and impairment losses.

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

### (g) Investments

Investments in subsidiaries and associates are stated at cost, less impairment loss where applicable.

### (h) Trade and other receivables

Trade and other receivables are stated at cost less allowance for doubtful debts.

### (i) Liabilities

Borrowings and trade and other payables are stated at cost.

### (j) Inventories

Raw materials, work-in-progress and manufactured inventories are stated at the lower of cost and net realisable value with first-in, first-out being the main basis for cost. For work-in-progress and manufactured inventories, cost consists of materials, direct labour and an appropriate proportion of fixed and variable production overheads.

### (k) Cash and cash equivalents

Cash and cash equivalents consist of cash on hand, balances and deposits with banks and highly liquid investments which have an insignificant risk of changes in value. For the purpose of the cash flow statement, cash and cash equivalents are presented net of bank overdrafts and pledged deposits.

### (l) Impairment

The carrying amount of assets, other than inventories and financial assets (other than investments in subsidiaries and associates), are reviewed at each balance sheet date to determine whether there is any indication of impairment. If any such indication exists, the asset's recoverable amount is estimated. An impairment loss is recognised whenever the carrying amount of an asset or the cash-generating unit to which it belongs exceeds its recoverable amount. Impairment losses are recognised in the income statement.

The recoverable amount is the greater of the asset's net selling price and its value in use. In assessing value in use, 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. For an asset that does not generate largely independent cash inflows, the recoverable amount is determined for the cash-generating unit to which the asset belongs.

An impairment loss in respect of goodwill is not reversed unless the loss was caused by a specific external event of an exceptional nature that is not expected to recur and subsequent external events have occurred that reverse the effect of that event.

In respect of other assets, an impairment loss is reversed if there has been a change in the estimates used to determine the recoverable amount.

An impairment loss is reversed only to the extent that the asset's carrying amount does not exceed the carrying amount that would have been determined, net of depreciation or amortisation, if no impairment loss had been recognised. The reversal is recognised in the income statement.

**(m) Income tax**

Tax on the profit or loss for the year comprises current and deferred tax. Income tax is recognised in the income statement.

Current tax expense is the expected tax payable on the taxable income for the year, using tax rates enacted or substantially enacted at the balance sheet date, and any adjustment to tax payable in respect of previous years.

Deferred tax is provided, using the liability method, on temporary differences arising between the tax bases of assets and liabilities and their carrying amounts in the financial statements. Temporary differences are not recognised for goodwill not deductible for tax purposes and the initial recognition of assets or liabilities that at the time of the transaction affects neither accounting nor taxable profit. The amount of deferred tax provided is based on the expected manner of realisation or settlement of the carrying amount of assets and liabilities, using tax rates enacted or substantially enacted at the balance sheet date.

A deferred tax asset is recognised only to the extent that it is probable that future taxable profits will be available against which the asset can be utilised.

**(n) Employee benefits**

**i) Short term benefits**

Wages, salaries and bonuses are recognised as an expense in the year in which the associated services are rendered by employees of the Group. 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, and short

term non-accumulating compensated absences such as sick leave are recognised when absences occur.

**ii) Defined contribution plans**

Obligations for contributions to defined contribution plans are recognised as an expense in the income statement as incurred.

**iii) Defined benefit plans**

The net obligation in respect of defined benefit plans is calculated separately for each plan by estimating the amount of future benefit that employees have earned in return for their service in the current and prior periods; that benefit is discounted to determine the present value, and the fair value of any plan assets is deducted. The discount rate is the market yield at the balance sheet date on high quality corporate bonds or government bonds. The calculation is performed by an actuary using the projected unit credit method.

When the benefits of a plan are improved, the portion of the increased benefit relating to past service by employees is recognised as an expense in the income statement on a straight-line basis over the average period until the benefits become vested. To the extent that the benefits vest immediately, the expense is recognised immediately in the income statement.

In calculating the obligation in respect of a plan, to the extent that any cumulative unrecognised actuarial gain or loss exceeds ten percent of the greater of the present value of the defined benefit obligation and the fair value of plan assets, that portion is recognised in the income statement over the expected average remaining working lives of the employees participating in the plan. Otherwise, the actuarial gain or loss is not recognised.

Where the calculation results in a benefit to the Company, the recognised asset is limited to the net total of any unrecognised actuarial losses and past service costs and the present value of any future refunds from the plan or reductions in future contributions to the plan.

## Notes to the financial statements

### (o) Foreign currency transactions

Transactions in foreign currencies are translated to Ringgit Malaysia at rates of exchange ruling at the date of the transactions. Monetary assets and liabilities denominated in foreign currencies at the balance sheet date are translated to Ringgit Malaysia at the foreign exchange rates ruling at that date. Foreign exchange differences arising on translation are recognised in the income statement.

The closing rates used in the translation of foreign currency monetary assets and liabilities are as follows:

|      |        |             |         |
|------|--------|-------------|---------|
| 1USD | RM3.80 | (2002: 1USD | RM3.80) |
| 1AUD | RM2.85 | (2002: 1AUD | RM2.15) |
| 1SGD | RM2.24 | (2002: 1SGD | RM2.19) |
| 1EUR | RM4.79 | (2002: 1EUR | RM3.98) |
| 1CHF | RM3.07 | (2002: 1CHF | RM2.74) |

### (p) Derivative financial instruments

Derivative financial instruments such as foreign exchange contracts and commodity futures are used as hedges to manage operational exposures to foreign exchange and commodity price risks. They are entered into with high credit quality financial institutions and brokers, consistent with specific approval, limit and monitoring procedures. In accordance with its treasury and commodity purchasing policies, the Group does not hold derivative instruments for trading purposes.

The fair value of forward exchange contracts and commodity futures are calculated by reference to current forward exchange rates and commodity futures prices, respectively, for contracts with similar maturity profiles.

### Foreign currency risk

The primary purpose of the Group's foreign currency hedging activities is to protect against the volatility associated with foreign currency sales and purchases of manufactured inventories, purchases of materials and other assets and liabilities created in the normal course of business. The Group primarily utilises forward foreign exchange contracts with maturities of less than twelve months to hedge firm commitments. Under this programme, increases or decreases in the Group's firm commitments are partially offset by gains and losses on the hedging instruments.

### Commodity price risk

Commodity instruments are used to ensure the Group's access to raw materials at an appropriate price. Outright purchase transactions are recorded at the contracted rates. Changes in the fair value of open commodity instruments designated as effective hedges are recognised in equity until the actual purchase transactions are recognised in the financial statements.

### Hedging – Cash flow budgets

Where a derivative financial instrument is designated as a hedge of the variability in cash flows of a recognised liability, a firm commitment or a highly probable forecasted transaction, the effective part of any gain or loss on the derivative financial instrument is recognised directly in equity. When the firm commitment or forecasted transaction results in the recognition of an asset or liability, the cumulative gain or loss is removed from equity and included in the initial measurement of the asset or liability. Otherwise the cumulative gain or loss is removed from equity and recognised in the income statement at the same time as the hedged transaction. The ineffective part of any gain or loss is recognised in the income statement immediately.

When a hedging instrument or hedge relationship is terminated but the hedged transaction still is expected to occur, the cumulative gain or loss at that point remains in equity and is recognised in accordance with the above policy when the transaction occurs. If the hedged transaction is no longer probable, the cumulative unrealised gain or loss recognised in equity is recognised in the income statement immediately.

(q) Revenue

i) Sale of goods

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

ii) Dividend income

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

iii) Interest income

Interest income is recognised in the income statement as it accrues, taking into account the effective yield on the asset.

(r) Financing costs

All interest and other costs incurred in connection with borrowings are expensed as incurred. The interest component of finance lease payments is recognised in the income statement so as to give a constant periodic rate of interest on the outstanding liability at the end of each accounting period.

## Notes to the financial statements

### 2. Property, plant and equipment

|                                                       | Long term<br>leasehold<br>land and<br>buildings<br>RM'000 | Plant,<br>machinery,<br>tools, furniture<br>and equipment<br>RM'000 | Motor<br>vehicles<br>RM'000 | Information<br>systems<br>RM'000 | Capital<br>work-in-<br>progress<br>RM'000 | Total<br>RM'000 |
|-------------------------------------------------------|-----------------------------------------------------------|---------------------------------------------------------------------|-----------------------------|----------------------------------|-------------------------------------------|-----------------|
| <b>Group</b>                                          |                                                           |                                                                     |                             |                                  |                                           |                 |
| <b>Cost</b>                                           |                                                           |                                                                     |                             |                                  |                                           |                 |
| Opening balance                                       | 275,451                                                   | 887,834                                                             | 22,751                      | 47,259                           | 10,463                                    | 1,243,758       |
| Additions                                             | 3,708                                                     | 42,421                                                              | 1,981                       | 6,496                            | 6,944                                     | 61,550          |
| Disposals                                             | (96)                                                      | (40,007)                                                            | (4,673)                     | (2,138)                          | –                                         | (46,914)        |
| Write off                                             | –                                                         | (202)                                                               | –                           | –                                | –                                         | (202)           |
| Transfer in/(out)                                     | 623                                                       | 13,207                                                              | –                           | 1,709                            | (15,539)                                  | –               |
| Closing balance                                       | 279,686                                                   | 903,253                                                             | 20,059                      | 53,326                           | 1,868                                     | 1,258,192       |
| <b>Accumulated depreciation and impairment losses</b> |                                                           |                                                                     |                             |                                  |                                           |                 |
| Accumulated depreciation                              | 55,352                                                    | 539,990                                                             | 14,250                      | 34,287                           | –                                         | 643,879         |
| Accumulated impairment losses                         | 917                                                       | 20,032                                                              | –                           | 19                               | –                                         | 20,968          |
| Opening balance                                       | 56,269                                                    | 560,022                                                             | 14,250                      | 34,306                           | –                                         | 664,847         |
| Depreciation charge for the year                      | 4,954                                                     | 55,090                                                              | 3,036                       | 7,713                            | –                                         | 70,793          |
| Impairment charge for the year                        | 4,943                                                     | 19,459                                                              | 465                         | –                                | –                                         | 24,867          |
| Disposals                                             | (15)                                                      | (32,794)                                                            | (4,651)                     | (3,124)                          | –                                         | (40,584)        |
| Write off                                             | –                                                         | (185)                                                               | –                           | –                                | –                                         | (185)           |
| Accumulated depreciation                              | 60,291                                                    | 580,842                                                             | 12,635                      | 38,876                           | –                                         | 692,644         |
| Accumulated impairment losses                         | 5,860                                                     | 20,750                                                              | 465                         | 19                               | –                                         | 27,094          |
| Closing balance                                       | 66,151                                                    | 601,592                                                             | 13,100                      | 38,895                           | –                                         | 719,738         |
| <b>Net book value</b>                                 |                                                           |                                                                     |                             |                                  |                                           |                 |
| At 31 December 2003                                   | 213,535                                                   | 301,661                                                             | 6,959                       | 14,431                           | 1,868                                     | 538,454         |
| At 31 December 2002                                   | 219,182                                                   | 327,812                                                             | 8,501                       | 12,953                           | 10,463                                    | 578,911         |
| For the year ended 31 December 2002                   |                                                           |                                                                     |                             |                                  |                                           |                 |
| Depreciation charge                                   | 4,819                                                     | 59,713                                                              | 3,079                       | 6,373                            | –                                         | 73,984          |

#### Assets under lease

Included in property, plant and equipment of the Group are information systems acquired under lease agreements costing Nil (2002 – RM1,995,000).

#### Impairment loss

Operations in the sugar business ceased 1 May 2003 causing the Group to assess the recoverable amount of a number of specialised plant and machineries and motor vehicles dedicated to that business and write down the carrying amount of these assets by RM24.9 million based on nil recoverable amount. However, subsequently, certain of these assets were sold for RM4 million to related companies.

## 3. Investments in subsidiaries

|                           | <b>Company</b> |               |
|---------------------------|----------------|---------------|
|                           | <b>2003</b>    | <b>2002</b>   |
|                           | <b>RM'000</b>  | <b>RM'000</b> |
| Unquoted shares – at cost | 232,992        | 230,424       |

Details of the subsidiaries are shown in Note 29.

## 4. Investment in an associate

|                                    | <b>Group</b>  |               | <b>Company</b> |               |
|------------------------------------|---------------|---------------|----------------|---------------|
|                                    | <b>2003</b>   | <b>2002</b>   | <b>2003</b>    | <b>2002</b>   |
|                                    | <b>RM'000</b> | <b>RM'000</b> | <b>RM'000</b>  | <b>RM'000</b> |
| Unquoted shares – at cost          | 3,000         | 3,000         | 3,000          | 3,000         |
| Share of post-acquisition reserves | (763)         | (1,129)       | –              | –             |
|                                    | <b>2,237</b>  | <b>1,871</b>  | <b>3,000</b>   | <b>3,000</b>  |
| Represented by:                    |               |               |                |               |
| Group's share of net assets        | <b>2,237</b>  | <b>1,871</b>  |                |               |

The associated company is incorporated in Malaysia.

| <b>Name</b>                        | <b>Effective ownership interest</b> |             | <b>Principal activities</b>   |
|------------------------------------|-------------------------------------|-------------|-------------------------------|
|                                    | <b>2003</b>                         | <b>2002</b> |                               |
|                                    | <b>%</b>                            | <b>%</b>    |                               |
| Nihon Canpack (Malaysia) Sdn. Bhd. | 20                                  | 20          | Manufacture of canned drinks. |

## Notes to the financial statements

### 5. Intangible assets

|                                     | <b>Goodwill<br/>RM'000</b> | <b>Development<br/>costs<br/>RM'000</b> | <b>Total<br/>RM'000</b> |
|-------------------------------------|----------------------------|-----------------------------------------|-------------------------|
| <b>Group</b>                        |                            |                                         |                         |
| <b>Cost</b>                         |                            |                                         |                         |
| Opening balance                     |                            |                                         |                         |
| – Development costs                 | –                          | 21,815                                  | 21,815                  |
| – Goodwill on consolidation         | 113,478                    | –                                       | 113,478                 |
| – Purchased goodwill                | 9,180                      | –                                       | 9,180                   |
|                                     | 122,658                    | 21,815                                  | 144,473                 |
| Addition                            | 69*                        | 10,223                                  | 10,292                  |
| Closing balance                     | 122,727                    | 32,038                                  | 154,765                 |
| <b>Amortisation</b>                 |                            |                                         |                         |
| Opening balance                     | 44,925                     | 1,344                                   | 46,269                  |
| Amortisation charge for the year    | 6,130                      | 6,232                                   | 12,362                  |
| Closing balance                     | 51,055                     | 7,576                                   | 58,631                  |
| <b>Net book value</b>               |                            |                                         |                         |
| At 31 December 2003                 | 71,672                     | 24,462                                  | 96,134                  |
| At 31 December 2002                 | 77,733                     | 20,471                                  | 98,204                  |
| For the year ended 31 December 2002 |                            |                                         |                         |
| Amortisation charge                 | 6,127                      | 1,344                                   | 7,471                   |

\* Goodwill on consolidation

### 6. Inventories

|                           | <b>Group</b>           |                        |
|---------------------------|------------------------|------------------------|
|                           | <b>2003<br/>RM'000</b> | <b>2002<br/>RM'000</b> |
| Raw and packing materials | 103,260                | 99,878                 |
| Work-in-progress          | 7,878                  | 12,737                 |
| Manufactured inventories  | 123,182                | 187,662                |
|                           | 234,320                | 300,277                |

## 7. Trade and other receivables

|                                             | Group          |                | Company        |                |
|---------------------------------------------|----------------|----------------|----------------|----------------|
|                                             | 2003<br>RM'000 | 2002<br>RM'000 | 2003<br>RM'000 | 2002<br>RM'000 |
| Trade receivables                           | 267,275        | 264,015        | –              | –              |
| Related companies – trade                   | 57,983         | 59,135         | –              | –              |
| – non trade                                 | 11,616         | 4,598          | –              | –              |
| Associate – trade                           | 3,020          | 562            | –              | –              |
| Holding company                             | 1,819          | –              | 1,819          | –              |
| Subsidiaries                                | –              | –              | 319,466        | 217,135        |
| Other receivables, deposits and prepayments | 67,886         | 45,814         | 1,590          | 100            |
| Foreign exchange contracts                  | 902            | 763            | –              | –              |
| Commodity futures                           | –              | 8,866          | –              | –              |
|                                             | 410,501        | 383,753        | 322,875        | 217,235        |

The amounts due from holding company, related companies and an associate are unsecured, interest free and have no fixed terms of repayment.

The amount due from subsidiaries is unsecured, non-trade in nature, subject to interest at rates ranging from 3.00% to 3.35% (2002 – 3.00% to 3.50%) and has no fixed terms of repayment.

Included in other receivables, deposits and prepayments of the Group are staff loans of RM27,272,000 (2002 – RM24,838,000), including RM118,000 (2002 – RM18,000) due from certain Directors of the Company in respect of car loans made under the Nestlé corporate expatriation policy. Included also in this amount is collateral held with a clearing counterparty of RM8,627,000 (2002 – Nil).

The foreign exchange contracts and commodity futures are designated as cash flow hedges.

An unrealised gain on the foreign exchange contracts and commodity futures of RM902,000 and Nil (2002 – RM763,000 and RM8,866,000) respectively was recognised in equity at year end. The gains are expected to be recognised in the income statement when the forecasted transactions occur as follows:

|                                   | Gains          |                |
|-----------------------------------|----------------|----------------|
|                                   | 2003<br>RM'000 | 2002<br>RM'000 |
| <b>Group</b>                      |                |                |
| <b>Foreign exchange contracts</b> |                |                |
| Less than three months            | 763            | 763            |
| Between three months and one year | 139            | –              |
|                                   | 902            | 763            |
| <b>Commodity futures</b>          |                |                |
| <b>– Cocoa and coffee</b>         |                |                |
| Less than three months            | –              | 3,905          |
| Between three months and one year | –              | 4,961          |
|                                   | –              | 8,866          |

## Notes to the financial statements

### 8. Cash and cash equivalents

|                              | Group          |                | Company        |                |
|------------------------------|----------------|----------------|----------------|----------------|
|                              | 2003<br>RM'000 | 2002<br>RM'000 | 2003<br>RM'000 | 2002<br>RM'000 |
| Deposits with licensed banks | 48,550         | –              | –              | –              |
| Cash and bank balances       | 25,319         | 36,208         | 36             | 34             |
|                              | 73,869         | 36,208         | 36             | 34             |

### 9. Trade and other payables

|                                     | Group          |                | Company        |                |
|-------------------------------------|----------------|----------------|----------------|----------------|
|                                     | 2003<br>RM'000 | 2002<br>RM'000 | 2003<br>RM'000 | 2002<br>RM'000 |
| Trade payables                      | 154,230        | 141,570        | –              | –              |
| Related companies – trade           | 65,570         | 71,901         | –              | –              |
| – non-trade                         | 48,377         | 46,752         | –              | –              |
| Other payables and accrued expenses | 40,440         | 32,773         | 183            | 209            |
| Subsidiaries                        | –              | –              | 156,881        | 61,988         |
| Commodity futures                   | 11,041         | –              | –              | –              |
|                                     | 319,658        | 292,996        | 157,064        | 62,197         |

The amount due to subsidiaries is unsecured, non-trade in nature, subject to interest at rates ranging from 3.00% to 3.35% (2002 – 3.00% to 3.50%) and has no fixed terms of repayment.

The amounts due to related companies are unsecured, interest free and have no fixed terms of repayment.

The commodity futures are designated as cash flow hedges.

An unrealised loss of RM11,041,000 (2002 – Nil) on the commodity futures was recognised in equity at year end.

The loss is expected to be recognised in the income statement when the forecasted transactions occur as follows:

|                                   | Losses         |                |
|-----------------------------------|----------------|----------------|
|                                   | 2003<br>RM'000 | 2002<br>RM'000 |
| <b>Group</b>                      |                |                |
| <b>Commodity futures</b>          |                |                |
| – Cocoa and coffee                |                |                |
| Less than three months            | 8,806          | –              |
| Between three months and one year | 2,235          | –              |
|                                   | 11,041         | –              |

## 10. Borrowings

|                              | Group          |                |
|------------------------------|----------------|----------------|
|                              | 2003<br>RM'000 | 2002<br>RM'000 |
| <b>Current</b>               |                |                |
| Bankers' acceptances         | –              | 36,200         |
| Overdrafts                   | 2,255          | –              |
| Revolving credits            | –              | 190,000        |
| Commercial papers            | 225,000        | 200,000        |
| Medium term notes            | –              | 50,000         |
| Finance lease liabilities    | –              | 554            |
| Foreign currency (USD) loans | 75,997         | 64,598         |
|                              | 303,252        | 541,352        |
| <b>Non-current</b>           |                |                |
| Medium term notes            | 250,000        | 50,000         |

All borrowings are unsecured. Interest rates and the maturity profile of the borrowings are as follows:

|                                                                                      | Total<br>RM'000 | Under<br>1 year<br>RM'000 | 1 – 2<br>years<br>RM'000 | 2 – 5<br>years<br>RM'000 |
|--------------------------------------------------------------------------------------|-----------------|---------------------------|--------------------------|--------------------------|
| <b>Group</b>                                                                         |                 |                           |                          |                          |
| Overdrafts – 6.00% (2002 – Nil)                                                      | 2,255           | 2,255                     | –                        | –                        |
| Commercial papers – variable at 2.93%<br>to 5.18% (2002 – 2.84% to 3.06%)            | 225,000         | 225,000                   | –                        | –                        |
| Medium term notes – fixed at 3.30%<br>to 5.18% (2002 – 4.50% to 5.45%)               | 250,000         | –                         | –                        | 250,000                  |
| Foreign currency (USD) loans – variable at<br>1.21% to 2.03% (2002 – 1.58% to 2.00%) | 75,997          | 75,997                    | –                        | –                        |
|                                                                                      | 553,252         | 303,252                   | –                        | 250,000                  |

**Finance lease liabilities**

Finance lease liabilities were payable as follows:

|                    | Payments<br>2002<br>RM'000 | Interest<br>2002<br>RM'000 | Principal<br>2002<br>RM'000 |
|--------------------|----------------------------|----------------------------|-----------------------------|
| <b>Group</b>       |                            |                            |                             |
| Less than one year | 602                        | 48                         | 554                         |

## Notes to the financial statements

### 11. Share capital

|                               | <b>Group and Company</b> |               |
|-------------------------------|--------------------------|---------------|
|                               | <b>2003</b>              | <b>2002</b>   |
|                               | <b>RM'000</b>            | <b>RM'000</b> |
| Ordinary shares of RM100 each |                          |               |
| Authorised                    | 300,000                  | 300,000       |
| Issued and fully paid         | 234,500                  | 234,500       |

### 12. Minority shareholders' interests

This consisted of the minority shareholders' proportion of share capital and reserves of subsidiaries.

### 13. Deferred tax liabilities

The recognised deferred tax assets and liabilities, before/after offsetting, are as follows:

|                               | <b>Group</b>  |               |
|-------------------------------|---------------|---------------|
|                               | <b>2003</b>   | <b>2002</b>   |
|                               | <b>RM'000</b> | <b>RM'000</b> |
| Property, plant and equipment |               |               |
| – capital allowances          | 46,033        | 47,001        |
| Allowances                    | (2,598)       | (827)         |
| Defined benefits obligation   | (13,560)      | (14,277)      |
|                               | 29,875        | 31,897        |

No deferred tax was recognised for the following items:

|                                  | <b>Group</b>  |               |
|----------------------------------|---------------|---------------|
|                                  | <b>2003</b>   | <b>2002</b>   |
|                                  | <b>RM'000</b> | <b>RM'000</b> |
| Deductible temporary differences | (16,682)      | (15,222)      |
| Unabsorbed capital allowances    | 32,719        | 35,060        |
| Unutilised tax losses            | 67,380        | 67,380        |
|                                  | 83,417        | 87,218        |

The above items do not expire under current tax legislation. Deferred tax assets have not been recognised in respect of these items because it is not probable that future taxable profit will be available against which the relevant subsidiary can utilise the benefits.

## 14. Retirement benefits

|                                                      | Group          |                |
|------------------------------------------------------|----------------|----------------|
|                                                      | 2003<br>RM'000 | 2002<br>RM'000 |
| Present value of funded obligations                  | 130,265        | 122,618        |
| Fair value of plan assets                            | (80,114)       | (71,325)       |
| Present value of net obligations                     | 50,151         | 51,293         |
| Unrecognised actuarial losses                        | (1,722)        | (303)          |
| Recognised liability for defined benefit obligations | 48,429         | 50,990         |

## Liability for defined benefit obligations

The Group operates a defined benefit scheme which is administered by Nestlé Malaysia Group Retirement Scheme. The Scheme provides non-indexed retirement pension to employees who had been in the Group service before January 1, 1992, based on a percentage of final pay and with total EPF benefits derived from employee and employer contributions made throughout the period of EPF membership integrated thereto.

## Movements in the net liability recognised in the balance sheets

|                                            | Group          |                |
|--------------------------------------------|----------------|----------------|
|                                            | 2003<br>RM'000 | 2002<br>RM'000 |
| Net liability at 1 January                 | 50,990         | 47,280         |
| Expense recognised in the income statement | 5,925          | 10,764         |
| Contributions                              | (8,486)        | (7,054)        |
| Net liability at 31 December               | 48,429         | 50,990         |

## Expense recognised in the income statements

|                                | Group          |                |
|--------------------------------|----------------|----------------|
|                                | 2003<br>RM'000 | 2002<br>RM'000 |
| Current service cost           | 3,499          | 3,787          |
| Interest on obligation         | 6,910          | 7,282          |
| Expected return on plan assets | (4,484)        | (4,683)        |
| Past service cost              | –              | 4,378          |
|                                | 5,925          | 10,764         |

## Notes to the financial statements

### 14. Retirement benefits (continued)

The expense is recognised in the following line items in the income statements:

|                              | <b>Group</b>  |               |
|------------------------------|---------------|---------------|
|                              | <b>2003</b>   | <b>2002</b>   |
|                              | <b>RM'000</b> | <b>RM'000</b> |
| Cost of sales                | 1,541         | 2,800         |
| Distribution expenses        | 651           | 1,183         |
| Administrative expenses      | 3,733         | 6,781         |
|                              | <b>5,925</b>  | <b>10,764</b> |
| Actual return on plan assets | 6,722         | 4,109         |

Principal actuarial assumptions used at the balance sheet date (expressed as weighted averages):

|                                | <b>2003</b> | <b>2002</b> |
|--------------------------------|-------------|-------------|
| Discount rate                  | 7.0%        | 7.0%        |
| Expected return on plan assets | 7.0%        | 7.0%        |
| Future salary increases        | 5.5%        | 5.5%        |

### 15. Profit before taxation

|                                                             | <b>Group</b>  |               | <b>Company</b> |               |
|-------------------------------------------------------------|---------------|---------------|----------------|---------------|
|                                                             | <b>2003</b>   | <b>2002</b>   | <b>2003</b>    | <b>2002</b>   |
|                                                             | <b>RM'000</b> | <b>RM'000</b> | <b>RM'000</b>  | <b>RM'000</b> |
| <b>Profit before taxation is arrived at after charging:</b> |               |               |                |               |
| Allowance for doubtful debts                                | 6,117         | 1,569         | –              | –             |
| Amortisation of goodwill                                    | 6,130         | 6,127         | –              | –             |
| Amortisation of development costs                           | 6,232         | 1,344         | –              | –             |
| Auditors' remuneration                                      | 250           | 185           | 45             | 7             |
| Depreciation                                                | 70,793        | 73,984        | –              | –             |
| Directors' remuneration:                                    |               |               |                |               |
| – fees                                                      | 140           | 120           | 140            | 120           |
| – emoluments                                                | 2,688         | 2,263         | –              | –             |
| GLOBE project                                               | 29,108        | 32,429        | –              | –             |
| Impairment loss on property, plant and equipment            | 24,867        | –             | –              | –             |
| Closure costs                                               | 4,205         | –             | –              | –             |
| Loss on property, plant and equipment written off           | 17            | 395           | –              | –             |
| Loss on disposal of property, plant and equipment           | –             | 111           | –              | –             |
| Rental of land and buildings                                | 45,023        | 32,293        | –              | –             |
| Loss on foreign exchange                                    |               |               |                |               |
| – unrealised                                                | 509           | –             | –              | –             |
| – realised                                                  | 1,483         | –             | –              | –             |
| <b>and after crediting:</b>                                 |               |               |                |               |
| Gross dividends from unquoted subsidiaries                  | –             | –             | 224,906        | 219,373       |
| Gain on disposal of property, plant and equipment           | 3,573         | –             | –              | –             |
| Gain on foreign exchange – realised                         | –             | 1,137         | –              | –             |
| Profit on sale of businesses / subsidiaries                 | –             | 34,436        | –              | 16,625        |

The estimated monetary value of Directors' benefits-in-kind is RM748,402 (2002 – RM1,034,000).

## 16. Employee information

|                         | Group          |                | Company        |                |
|-------------------------|----------------|----------------|----------------|----------------|
|                         | 2003<br>RM'000 | 2002<br>RM'000 | 2003<br>RM'000 | 2002<br>RM'000 |
| Staff costs             |                |                |                |                |
| – defined contributions | 25,365         | 24,804         | –              | –              |
| – others                | 213,711        | 178,507        | –              | –              |
|                         | 239,076        | 203,311        | –              | –              |

The number of employees of the Group (including Executive Directors) at the end of the year was 3,472 (2002 – 3,478).

## 17. Tax expense

|                                                   | Group          |                | Company        |                |
|---------------------------------------------------|----------------|----------------|----------------|----------------|
|                                                   | 2003<br>RM'000 | 2002<br>RM'000 | 2003<br>RM'000 | 2002<br>RM'000 |
| Current tax expense                               |                |                |                |                |
| Malaysian – current                               | 46,660         | 34,969         | 48,980         | 44,201         |
| – prior year                                      | (5,556)        | (959)          | (6)            | (959)          |
|                                                   | 41,104         | 34,010         | 48,974         | 43,242         |
| Deferred tax expense                              |                |                |                |                |
| Origination and reversal of temporary differences | (1,010)        | 17,538         | –              | –              |
|                                                   | 40,094         | 51,548         | 48,974         | 43,242         |
| <b>Reconciliation of effective tax charge</b>     |                |                |                |                |
| Profit before taxation                            | 202,117        | 234,204        | 225,667        | 237,273        |
| Income tax using Malaysian tax rate (28%)         | 56,593         | 65,577         | 63,187         | 66,436         |
| Non-deductible expenses                           | 3,295          | 3,652          | 209            | 148            |
| Tax exempt income                                 | –              | (10,151)       | (14,416)       | (22,383)       |
| Unabsorbed capital allowances recognised          | (1,064)        | (1,538)        | –              | –              |
| Tax incentives                                    | (8,378)        | (11,853)       | –              | –              |
| Others                                            | (4,795)        | 6,820          | –              | –              |
|                                                   | 45,650         | 52,507         | 48,980         | 44,201         |
| Overprovision in prior years                      | (5,556)        | (959)          | (6)            | (959)          |
| Tax expense                                       | 40,094         | 51,548         | 48,974         | 43,242         |

## 18. Earnings per ordinary share – group

## Basic earnings per share

The calculation of basic earnings per share is based on the net profit attributable to ordinary shareholders of RM162.0 million (2002 – RM182.59 million) and 234.5 million (2002 – 234.5 million) ordinary shares outstanding during the year.

## Notes to the financial statements

### 19. Dividends

|                                                      | <b>Group and Company</b> |                |
|------------------------------------------------------|--------------------------|----------------|
|                                                      | <b>2003</b>              | <b>2002</b>    |
|                                                      | <b>RM'000</b>            | <b>RM'000</b>  |
| Interim paid:                                        |                          |                |
| – first 35 sen (2002 – 30 sen) per share less tax    | 59,094                   | 50,652         |
| – special Nil (2002 – 12.54 sen) per share less tax  | –                        | 21,175         |
| – special Nil (2002 – 5.97 sen) per share tax exempt | –                        | 14,000         |
| Final paid in respect of previous year:              |                          |                |
| – 25 sen (2001 – 40.39 sen) per share less tax       | 42,210                   | 68,202         |
| – 27 sen (2001 – 32.84 sen) per share tax exempt     | 63,315                   | 77,000         |
|                                                      | <b>164,619</b>           | <b>231,029</b> |

Proposed final dividend for the financial year ended 31 December 2003

The proposed final dividend of 38.95 sen per share less tax and 21.95 sen per share tax exempt totalling RM65,763,180 and RM51,472,750 respectively has not been accounted for in the financial statements of the Group and of the Company as at 31 December 2003.

### 20. Changes in accounting policies and prior year adjustments

In the current financial year, the Company adopted two new MASB Standards. The adoption of these new standards resulted in changes in accounting policies as follows:

- MASB 25, Income Taxes which has been applied retrospectively. The adoption of the standard has no material impact on the financial statements; and
- MASB 29, Employee Benefits which has been adopted retrospectively. Comparative figures have been adjusted to reflect the change in this accounting policy.

This change in accounting policy, applied retrospectively, has the following impact on the results:

|                                               | <b>Group</b>   |                 |
|-----------------------------------------------|----------------|-----------------|
|                                               | <b>2003</b>    | <b>2002</b>     |
|                                               | <b>RM'000</b>  | <b>RM'000</b>   |
| Net profit before change in accounting policy | 160,144        | 182,585         |
| Effect of adoption of MASB 29                 |                |                 |
| – Retirement benefits                         | 2,561          | (3,710)*        |
| – Related deferred tax                        | (716)          | 1,027*          |
|                                               | <b>161,989</b> | <b>179,902*</b> |

\*Given the immateriality of the amounts, the income statement has not been restated.

The net effect is shown in the statement of changes in equity.

#### Prior year adjustments

##### Change in accounting policy

The change in accounting policy due to the adoption of MASB 29 has been accounted for by restating comparatives and adjusting the opening balance of retained profits at 1 January 2002 as disclosed in Note 30 and the statement of changes in equity respectively.

**21. Distributable reserves**

Subject to agreement by the Inland Revenue Board, the Company has sufficient Section 108 tax credit and tax exempt income to frank up to RM123,800,000 of its distributable reserves at 31 December 2003 if paid out as dividends.

**22. Segmental information**

As the principal activity of the Group is the manufacture, marketing and sale of food products in Malaysia, no segmental analysis is provided. Approximately 17% (2002 – 13%) of the total sales are exports, mainly to South East Asian and Middle East countries based on location of customers.

**23. Contingent liabilities – unsecured**

|                                                   | <b>Company</b> |               |
|---------------------------------------------------|----------------|---------------|
|                                                   | <b>2003</b>    | <b>2002</b>   |
|                                                   | <b>RM'000</b>  | <b>RM'000</b> |
| Guarantees relating to borrowings of a subsidiary | 700,000        | 300,000       |

**Litigation**

A third party has filed a claim against a wholly owned subsidiary of the Company. The claim is for alleged damages which arose as a result of legal proceedings (for the recovery of debts) being mistakenly filed. The subsidiary has sought and obtained the opinion of two solicitors, both of whom are of the common opinion that the plaintiff has no legal basis to maintain the claim. The Directors do not expect any material losses to arise and therefore no provision is made in the financial statements.

**24. Operating leases**

Total future minimum lease payments under non-cancellable operating leases are as follows:

|                            | <b>Group</b>   |                |
|----------------------------|----------------|----------------|
|                            | <b>2003</b>    | <b>2002</b>    |
|                            | <b>RM'000</b>  | <b>RM'000</b>  |
| Less than one year         | 29,145         | 18,649         |
| Between one and five years | 108,381        | 69,563         |
| More than five years       | 22,832         | 60,603         |
|                            | <b>160,358</b> | <b>148,815</b> |

The Group leases a number of warehouses, offices and residences under operating leases. The leases typically run for an initial period of three years, with an option to renew the leases, with one lease running for 12 years with an option to renew for another 12 years. None of the leases include contingent rentals.

**25. Commitments**

|                                                             | <b>Group</b>  |                |
|-------------------------------------------------------------|---------------|----------------|
|                                                             | <b>2003</b>   | <b>2002</b>    |
|                                                             | <b>RM'000</b> | <b>RM'000</b>  |
| Property, plant and equipment                               |               |                |
| Authorised but not contracted for                           | 87,307        | 112,288        |
| Contracted but not provided for in the financial statements | 5,070         | 2,598          |
|                                                             | <b>92,377</b> | <b>114,886</b> |

## Notes to the financial statements

### 26. Holding company

The holding company is Nestlé S.A., a company incorporated in Switzerland.

### 27. Related parties

Controlling related party relationships are as follows:

- i) The holding company as disclosed in note 26.
- ii) The Company's subsidiaries as disclosed in note 29.

The Group also has a related party relationship with other related companies, its associate company and a Director of the Company.

#### Transactions with a Director

Significant transactions with companies in which a Director, Mr. Jimmy Tan @ Tan Meng Kow, has interest are as follows:

|       | Group          |                | Company        |                |
|-------|----------------|----------------|----------------|----------------|
|       | 2003<br>RM'000 | 2002<br>RM'000 | 2003<br>RM'000 | 2002<br>RM'000 |
| Sales | 76,387         | 90,074         | —              | —              |

These transactions have been entered into in the normal course of business and have been established under negotiated terms.

The amount owing by these companies in respect of sales is RM6,130,000 (2002 – RM5,476,000).

#### Other related party transactions

Significant related party transactions other than those disclosed elsewhere in the financial statements are as follows:

|                                 | Group          |                | Company        |                |
|---------------------------------|----------------|----------------|----------------|----------------|
|                                 | 2003<br>RM'000 | 2002<br>RM'000 | 2003<br>RM'000 | 2002<br>RM'000 |
| Subsidiary companies            |                |                |                |                |
| Interest expense payable        | —              | —              | 4,816          | 4,332          |
| Interest income receivable      | —              | —              | 6,401          | 5,707          |
| Related companies               |                |                |                |                |
| GLOBE project costs reimbursed  | 26,217         | 31,981         | —              | —              |
| Sale of subsidiaries/businesses | —              | 37,000         | —              | 16,675         |
| Purchases                       | 775,997        | 902,756        | —              | —              |
| Sales of plant and equipment    | 6,704          | —              | —              | —              |
| Purchase of plant and equipment | 3,411          | 831            | —              | —              |
| Sales                           | 384,168        | 315,453        | —              | —              |
| Royalties payable               | 114,013        | 106,899        | —              | —              |

These transactions have been entered into in the normal course of business and have been established under negotiated terms.

## 28. Financial instruments

### Financial risk management objectives and policies

Exposure to credit, interest rate and currency risk arises in the normal course of the Group's business. For this, the Group adopts the written risk management policies and guidelines issued by the parent company, Nestlé S.A., which set out the overall business strategies, the tolerance to risks and the general risk management philosophy. The Group has established processes to monitor and control the hedging of transactions in a timely and accurate manner. All new guidelines and latest updates on the policies are reviewed regularly and monitored by local management and the Board of Directors to ensure that the policy and guidelines are adhered to.

The Group's accounting policies in relation to derivative financial instruments are set out in Note 1(p).

### Credit risk

Local management has a credit policy in place and the exposure to credit risk is monitored on an ongoing basis. Credit evaluations are performed on all customers requiring credit over a certain amount with clear approving authority and limits. All major customers are required to have collateral in the form of financial assets and/or bank guarantees.

At balance sheet date, there were no significant concentrations of credit risk. The maximum exposure to credit risk was represented by the carrying amount of each financial asset.

### Foreign currency risk

The Group incurs foreign currency risk on sales, purchases and borrowings that are denominated in a currency other than Ringgit Malaysia. The currencies giving rise to this risk are primarily US Dollars, Swiss Francs, Australian Dollars and Euros.

The Group hedges a portion of all foreign trade receivables and trade payables denominated in foreign currency. Following the guidelines set out by the parent company, all foreign exchange contracts are for the purpose of hedging to protect the Group from foreign currency fluctuations and the Group is not allowed to trade other than for the purpose of hedging.

### Commodity contract risk

The Group incurs commodity contract risk on sales and purchases of main commodities like coffee and cocoa. The contracts giving rise to this risk are primarily futures contracts and options mainly in US Dollars and British Pound Sterling.

Coffee and cocoa commodity contracts are transacted by specialists based in Nestlé Australia and Nestlé UK respectively on behalf of the Group in order to obtain better leverage. Following the guidelines set out by the parent company, all commodity contracts are for the purpose of hedging to protect the Group from price fluctuations.

### Liquidity risk

The Group monitors and maintains a level of cash and cash equivalents and bank credit lines deemed adequate by the management to finance the Group's operations and to mitigate the effect of fluctuation in cash flows.

### Interest rate risk

Interest rates of the Group's borrowings vary with reference to the prime lending rates of the banks except for medium term notes and finance lease obligations where interest rates are fixed.

## Notes to the financial statements

The following table shows information about the enterprise's exposure to interest rate risk.

### Effective interest rates and repricing analysis

In respect of interest-earning financial assets and interest-bearing financial liabilities, the following table indicates their effective interest rates at the balance sheet date and the periods in which they reprice or mature, whichever is earlier.

|                                     | Effective<br>interest rate<br>per annum<br>% | 2003            |                            |                           |
|-------------------------------------|----------------------------------------------|-----------------|----------------------------|---------------------------|
|                                     |                                              | Total<br>RM'000 | Within<br>1 year<br>RM'000 | 1 to 5<br>years<br>RM'000 |
| Group                               |                                              |                 |                            |                           |
| Financial assets                    |                                              |                 |                            |                           |
| Deposits placed with licensed banks | 2.20                                         | 48,550          | 48,550                     | –                         |
| Financial liabilities               |                                              |                 |                            |                           |
| Overdrafts                          | 6.00                                         | 2,255           | 2,255                      | –                         |
| Commercial papers                   | 3.36                                         | 225,000         | 225,000                    | –                         |
| Medium term notes                   | 3.72                                         | 250,000         | –                          | 250,000                   |
| Foreign currency (USD) loans        | 1.41                                         | 75,997          | 75,997                     | –                         |

|                              |                                              | 2002            |                            |                           |
|------------------------------|----------------------------------------------|-----------------|----------------------------|---------------------------|
|                              | Effective<br>interest rate<br>per annum<br>% | Total<br>RM'000 | Within<br>1 year<br>RM'000 | 1 to 5<br>years<br>RM'000 |
| Group                        |                                              |                 |                            |                           |
| Financial liabilities        |                                              |                 |                            |                           |
| Bankers' acceptances         | 2.88                                         | 36,200          | 36,200                     | —                         |
| Revolving credits            | 3.07                                         | 190,000         | 190,000                    | —                         |
| Commercial papers            | 2.90                                         | 200,000         | 200,000                    | —                         |
| Medium term notes            | 5.05                                         | 100,000         | 50,000                     | 50,000                    |
| Foreign currency (USD) loans | 1.86                                         | 64,598          | 64,598                     | —                         |

### Fair values

#### Recognised financial instruments

The carrying amounts in respect of cash and cash equivalents, trade and other receivables, trade and other payables and short term borrowings approximate fair value due to the relatively short term nature of these financial instruments. Unrealised gains and losses in foreign exchange contracts and commodity futures are shown in notes 7 and 9.

The contracted amount and fair value of other financial instruments as at 31 December are:

|                   | 2003<br>Carrying<br>amount<br>RM'000 | 2003<br>Fair<br>value<br>RM'000 | 2002<br>Carrying<br>amount<br>RM'000 | 2002<br>Fair<br>value<br>RM'000 |
|-------------------|--------------------------------------|---------------------------------|--------------------------------------|---------------------------------|
| <b>Group</b>      |                                      |                                 |                                      |                                 |
| Medium term notes | 250,000                              | 240,627                         | 100,000                              | 101,980                         |

## 29. Subsidiaries

The subsidiary companies, all incorporated in Malaysia, are as follows:

| Name                                      | Effective ownership interest |           | Principal activities                                                                                                                                                                                                                                                      |
|-------------------------------------------|------------------------------|-----------|---------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------|
|                                           | 2003<br>%                    | 2002<br>% |                                                                                                                                                                                                                                                                           |
| Nestlé Products Sdn. Bhd.                 | 100                          | 100       | Marketing and the sale, both locally and for export, of sweetened condensed milk, powdered milk and drinks, liquid milk and juices, instant coffee, sugar and chocolate confectionery products, instant noodles, culinary products, cereals, yogurt and related products. |
| Nestlé Foods (Malaysia) Sdn. Bhd.         | 100                          | 100       | Manufacture of drinks, liquid milk and juices, instant coffee, sugar and chocolate confectionery products, instant noodles, culinary products, cereals, yogurt and related products.                                                                                      |
| Nestlé Asean (Malaysia) Sdn. Bhd.         | 100                          | 95        | Manufacture and packaging of culinary and chocolate-based food products.                                                                                                                                                                                                  |
| Nestlé Manufacturing (Malaysia) Sdn. Bhd. | 100                          | 100       | Manufacture and packaging of ice-cream.                                                                                                                                                                                                                                   |
| Nestlé Cold Storage (Sabah) Sdn. Bhd.     | 100*                         | 100*      | Inactive                                                                                                                                                                                                                                                                  |
| SNF Sdn. Bhd.                             | 100~                         | 100~      | Inactive                                                                                                                                                                                                                                                                  |

\* Interest held through Nestlé Manufacturing (Malaysia) Sdn. Bhd.

~ Interest held through Nestlé Foods (Malaysia) Sdn. Bhd.

On 30 October 2003, the Group acquired the remaining 5% interest in Nestlé Asean (Malaysia) Sdn. Bhd. for a consideration of RM2,568,000 satisfied by cash. The acquisition was accounted for using the acquisition method of accounting.

For the two (2) months ended 31 December 2003, the additional 5% interest acquired in this subsidiary contributed a net loss of RM132,000 to the consolidated net profit for the year.

## 30. Comparative figures

The following comparatives have been restated to reflect the change in accounting policies as explained in Note 20 and to conform to current year's presentation.

|                                       | Group                 |                                |
|---------------------------------------|-----------------------|--------------------------------|
|                                       | As restated<br>RM'000 | As previously stated<br>RM'000 |
| Balance sheets                        |                       |                                |
| Reserves                              | 188,610               | 225,334                        |
| Retirement benefits                   | 50,990                | –                              |
| Deferred tax liability                | 31,897                | 46,163                         |
| Trade and other payables              |                       |                                |
| – Related companies – trade           | 71,901                | 118,653                        |
| – non-trade                           | 46,752                | –                              |
| Income statements                     |                       |                                |
| Administrative and marketing expenses | (326,896)             | (294,467)                      |
| Other operating expenses              | (14,482)              | (46,911)                       |
| Note 15 – Profit before taxation      |                       |                                |
| Rental of land and buildings          | (32,293)              | (20,502)                       |
| Statements of Changes in Equity       |                       |                                |
| Retained profits at 1 January 2002    | 197,107               | 231,149                        |
| Retained profits at 31 December 2002  | 145,981               | 182,705                        |

## Laporan Lembaga Pengarah bagi tahun berakhir 31 Disember 2003

Lembaga Pengarah dengan sukacitanya membentangkan laporan mereka berserta penyata-penyata kewangan Kumpulan dan Syarikat yang telah diaudit bagi tahun berakhir 31 Disember 2003.

### Aktiviti utama

Aktiviti utama Syarikat ialah sebagai sebuah syarikat pemegangan pelaburan, manakala aktiviti utama anak-anak syarikat adalah seperti yang dinyatakan dalam Nota 29 kepada penyata kewangan. Tidak ada sebarang perubahan penting dalam bentuk aktiviti-aktiviti tersebut sepanjang tahun kewangan ini.

### Keputusan

|                              | <b>Kumpulan<br/>RM'000</b> | <b>Syarikat<br/>RM'000</b> |
|------------------------------|----------------------------|----------------------------|
| Keuntungan bersih bagi tahun | 161,989                    | 176,693                    |

### Ahli Lembaga Pengarah Syarikat

Ahli Lembaga Pengarah yang berkhidmat sejak tarikh laporan yang lalu terdiri daripada:

#### Pengarah

Jen. (B) Tan Sri Dato' Mohd Ghazali Seth (Pengerusi)

Tan Sri Dato' Ernest Zulliger

YAM Dato' Seri Syed Anwar Jamalullail

Encik Jimmy Tan @ Tan Meng Kow

Encik Michael W. Garrett

Encik Pierre Francois Streit

YM Tengku Tan Sri Dr. Mahaleel bin Tengku Ariff  
(dilantik pada 30.4.2003)

Encik Sullivan Joseph O'Carroll (dilantik pada 1.7.2003)

Encik José Lopez Y Vargas (meletak jawatan pada 30.6.2003)

### Rizab dan peruntukan

Tidak ada sebarang pindahan penting kepada atau daripada rizab dan peruntukan sepanjang tahun ini kecuali seperti yang dikemukakan dalam penyata kewangan.

### Dividen

Sejak akhir tahun kewangan lepas, Syarikat telah membayar:

- dividen akhir sebanyak 25 sen sesaham ditolak cukai dan 27 sen sesaham dikecualikan cukai masing-masing berjumlah RM42,210,000 dan RM63,315,000 bagi tahun berakhir 31 Disember 2002 pada 25 April 2003;
- dividen interim pertama sebanyak 35 sen sesaham ditolak cukai berjumlah RM59,094,000 bagi tahun berakhir 31 Disember 2003 pada 20 September 2003;

Dividen akhir yang disyorkan oleh Lembaga Pengarah bagi tahun berakhir 31 Disember 2003 adalah 38.95 sen sesaham ditolak cukai dan 21.95 sen sesaham dikecualikan cukai yang masing-masing berjumlah RM65,763,180 dan RM51,472,750.

#### Pengganti

Encik José Lopez Y Vargas  
(tamat perkhidmatan pada 30.6.2003)

Encik Faiçal Krichane

Encik Faiçal Krichane (tamat perkhidmatan pada 1.7.2003)

Encik Sullivan Joseph O'Carroll (dilantik pada 1.7.2003)

Encik Pierre Francois Streit (dilantik pada 1.7.2003)

Encik Pierre Francois Streit (tamat perkhidmatan pada 30.6.2003)

Pegangan dalam saham biasa Syarikat dan syarikat-syarikat berkaitannya bagi ahli Lembaga Pengarah pada akhir tahun seperti yang dicatatkan di dalam Daftar Pegangan Saham Pengarah adalah seperti berikut:

Pegangan saham di mana para Pengarah mempunyai kepentingan langsung

**Bil. saham biasa berharga RM1.00 sesaham**

|  | <b>Pada<br/>1.1.2003</b> | <b>Dibeli</b> | <b>Dijual</b> | <b>Pada<br/>31.12.2003</b> |
|--|--------------------------|---------------|---------------|----------------------------|
|--|--------------------------|---------------|---------------|----------------------------|

**Syarikat**

Nestlé (Malaysia) Berhad

|                                          |        |   |   |        |
|------------------------------------------|--------|---|---|--------|
| Jen. (B) Tan Sri Dato' Mohd Ghazali Seth | 10,000 | – | – | 10,000 |
| Encik Jimmy Tan @ Tan Meng Kow           | 3,000  | – | – | 3,000  |

**Bil.saham biasa berharga CHF1.00 sesaham**

|  | <b>Pada<br/>1.1.2003 /<br/>Tarikh dilantik</b> | <b>Dibeli</b> | <b>Dijual</b> | <b>Pada<br/>31.12.2003</b> |
|--|------------------------------------------------|---------------|---------------|----------------------------|
|--|------------------------------------------------|---------------|---------------|----------------------------|

**Syarikat induk**

Nestlé S.A.

|                                 |     |   |   |     |
|---------------------------------|-----|---|---|-----|
| Encik Pierre Francois Streit    | 350 | – | – | 350 |
| Encik Sullivan Joseph O'Carroll | 90  | – | – | 90  |

Tidak ada para Pengarah lain yang memegang jawatan pada 31 Disember 2003 mempunyai sebarang kepentingan dalam saham biasa Syarikat dan syarikat-syarikat berkaitannya pada tahun tersebut.

**Imbuhan Pengarah**

Sejak akhir tahun kewangan lepas, tiada Pengarah Syarikat yang telah menerima atau menjadi layak untuk menerima imbuhan (selain daripada imbuhan yang termasuk dalam jumlah agregat emolumen yang diterima atau sepatutnya diterima dan akan diterima oleh para Pengarah seperti yang ditunjukkan dalam penyata kewangan dan gaji tetap sebagai kakitangan sepenuh masa syarikat yang berkaitan) disebabkan oleh satu kontrak yang dibuat oleh syarikat berkaitan dengan Pengarah tersebut atau dengan firma di mana Pengarah berkenaan adalah seorang ahli atau dengan syarikat di mana Pengarah tersebut mempunyai kepentingan kewangan yang besar, kecuali imbuhan yang dianggap dihasilkan daripada urusan biasa menurut kedudukan Jimmy Tan @ Tan Meng Kow sebagai seorang Pengarah dan pemegang saham syarikat-syarikat yang mempunyai kontrak pengedaran dengan Nestle Products Son. Bhd., yang syarat-syaratnya sama dengan kontrak seumpamanya dengan para pengedar lain.

Tidak ada sebarang urusan berlaku pada akhir tahun kewangan mahupun sepanjang tahun yang membolehkan para Pengarah Syarikat memperolehi imbuhan melalui pembelian saham atau debentur dalam Syarikat atau sebarang pertubuhan lain yang dikorporatkan.

**Terbitan saham dan debentur**

Tidak ada sebarang perubahan dalam modal terbitan dan modal berbayar Syarikat sepanjang tahun ini.

**Opsyen yang diberikan ke atas saham dan debentur yang belum terbit**

Tidak ada opsyen telah diberikan kepada sesiapa untuk mengambil saham Syarikat yang belum diterbitkan sepanjang tahun ini.

## Laporan Lembaga Pengarah bagi tahun berakhir 31 Disember 2003

### Maklumat berkanun lain

Sebelum penyata kewangan Kumpulan dan Syarikat disediakan, para Pengarah telah mengambil langkah-langkah yang munasabah bagi memastikan bahawa:

- i) semua hutang lapuk yang diketahui telah dilupuskan dan peruntukan yang mencukupi telah dibuat bagi hutang ragu, dan,
- ii) semua harta semasa dinyatakan pada yang mana lebih rendah antara kos dan nilai boleh realisasi bersih.

Pada tarikh laporan ini, para Pengarah tidak menyedari sebarang keadaan:

- i) yang mungkin menyebabkan jumlah yang dilupuskan bagi hutang lapuk atau jumlah peruntukan bagi hutang ragu, dalam Kumpulan dan Syarikat tidak mencukupi dengan ketara, atau
- ii) yang mungkin menyebabkan nilai bagi harta semasa dalam penyata kewangan Kumpulan dan Syarikat tidak tepat, atau
- iii) yang timbul dan boleh menyebabkan penggunaan kaedah penilaian harta atau tanggungan Kumpulan dan Syarikat yang sedia ada tidak tepat atau tidak sesuai, atau
- iv) yang tidak diliputi di dalam laporan ini atau penyata kewangan, yang mungkin menyebabkan sebarang jumlah yang dinyatakan di dalam penyata kewangan Kumpulan dan Syarikat mengelirukan.

Pada tarikh laporan ini tidak wujud:

- i) sebarang tuntutan terhadap harta Kumpulan atau Syarikat yang timbul sejak akhir tahun kewangan sebagai sandaran terhadap tanggungan mana-mana pihak, atau
- ii) sebarang tanggungan luar jangka bagi Kumpulan atau Syarikat yang telah timbul sejak akhir tahun kewangan ini.

Tiada tanggungan luarjangka atau tanggungan lain bagi sebarang syarikat dalam Kumpulan yang telah dikuatkuasakan, atau berkemungkinan akan dikuatkuasakan dalam tempoh dua belas bulan selepas akhir tahun kewangan yang pada pendapat para Pengarah, akan atau boleh menjejaskan dengan ketara keupayaan Kumpulan dan Syarikat untuk menjelaskan tanggungannya apabila sampai tempoh matang.

Pada pendapat para Pengarah, kecuali seperti yang dikemukakan dalam penyata kewangan, keputusan daripada operasi Kumpulan dan Syarikat bagi tahun kewangan berakhir 31 Disember 2003 telah tidak dijejaskan dengan ketara oleh sebarang perkara, urusan niaga atau peristiwa penting dan berbentuk luarbiasa yang berlaku dalam jarak waktu antara akhir tahun kewangan tersebut dan tarikh laporan ini.

### Juruaudit

Juruaudit, tetuan KPMG, menyatakan kesediaan mereka untuk menerima pelantikan semula.

Ditandatangani menurut resolusi para Pengarah:

.....  
**Sullivan Joseph O'Carroll**

.....  
**Pierre Francois Streit**

Petaling Jaya,  
26 Februari 2004

## *Penyata oleh Pengarah-pengarah menurut Seksyen 169(15) Akta Syarikat, 1965*

*Pada pendapat para Pengarah, penyata kewangan yang dibentangkan di muka surat 108 hingga 133, disediakan menurut piawaian perakaunan diluluskan yang diterima pakai di Malaysia supaya memberi gambaran yang benar dan saksama mengenai kedudukan Kumpulan dan Syarikat pada 31 Disember 2003 serta keputusan operasi dan aliran tunai bagi tahun yang berakhir pada tarikh tersebut.*

*Ditandatangani menurut resolusi para Pengarah:*

.....  
**Sullivan Joseph O'Carroll**

.....  
**Pierre Francois Streit**

*Petaling Jaya,  
26 Februari 2004*

## *Pengakuan Berkanun menurut Seksyen 169(16) Akta Syarikat, 1965*

Saya, **Pierre Francois Streit**, Pengarah utama yang bertanggungjawab ke atas pengurusan kewangan Nestlé (Malaysia) Berhad, mengaku bahawa penyata kewangan yang dibentangkan di muka surat 108 hingga 133, pada sebaik-baik pengetahuan dan kepercayaan saya adalah betul dan saya membuat pengakuan ini dengan penuh kepercayaan akan kebenarannya dan menurut Akta Akuan Berkanun, 1960.

Ditandatangani dan diakui oleh penama di atas di Petaling Jaya pada 26 Februari 2004.

.....  
**Pierre Francois Streit**

Di hadapan saya:

G. Vijayan @ Baskaran, PPN  
Pesuruhjaya Sumpah (No. B014)  
Petaling Jaya

## Laporan Juruaudit kepada Ahli-ahli Nestlé (Malaysia) Berhad

Kami telah mengaudit penyata kewangan yang dibentangkan di muka surat 108 hingga 133. Penyediaan penyata kewangan ini adalah tanggungjawab para Pengarah Syarikat. Tanggungjawab kami adalah memberikan pendapat tentang penyata kewangan ini berdasarkan audit kami.

Kami menjalankan audit mengikut Piawaian Pengauditan yang diluluskan di Malaysia. Piawaian-piawaian ini memerlukan kami merancang dan menjalankan audit bagi memperoleh semua maklumat dan penjelasan yang kami anggap perlu untuk menyediakan kami bukti bagi memberikan jaminan bahawa penyata kewangan ini bebas daripada salahnyata yang ketara. Sesebuah audit meliputi pemeriksaan, yang berasaskan ujian, bukti yang menyokong jumlah dan pendedahan di dalam penyata kewangan. Audit juga meliputi penaksiran prinsip-prinsip perakaunan yang digunakan dan anggaran penting yang dibuat oleh para Pengarah serta penilaian ke atas pembentangan maklumat secara keseluruhan di dalam penyata kewangan. Kami percaya audit kami menyediakan asas yang wajar bagi kami memberi pendapat.

Pada pendapat kami:

- (a) penyata kewangan ini telah disediakan dengan sempurna menurut peruntukan Akta Syarikat, 1965 dan piawaian perakaunan diluluskan yang diterima pakai di Malaysia supaya dapat memberi gambaran yang benar dan saksama tentang:
  - i) kedudukan Kumpulan dan Syarikat pada 31 Disember 2003 dan keputusan operasinya bagi tahun yang berakhir pada tarikh tersebut; dan
  - ii) perkara-perkara yang dikehendaki oleh Seksyen 169 Akta Syarikat, 1965 untuk diuruskan di dalam penyata kewangan Kumpulan dan Syarikat; dan
- (b) rekod perakaunan dan rekod-rekod lain serta daftar-daftar yang dikehendaki oleh Akta Syarikat, 1965 supaya disimpan oleh Syarikat dan anak-anak syarikatnya yang diaudit oleh kami telah disimpan dengan sempurna menurut peruntukan Akta tersebut.

Kami berpuashati bahawa penyata kewangan anak-anak syarikat yang telah disatukan dengan penyata kewangan Syarikat adalah dalam bentuk dan kandungan yang sesuai dan teratur bagi tujuan penyediaan penyata kewangan yang disatukan dan kami telah menerima maklumat dan penjelasan memuaskan yang kami perlukan untuk tujuan tersebut.

Laporan audit mengenai penyata kewangan anak-anak syarikat tidak tertakluk kepada sebarang syarat dan tidak mengandungi sebarang ulasan yang dibuat di bawah seksyen kecil (3) Seksyen 174 Akta tersebut.

### KPMG

Nombor Firma: AF 0758  
Akauntan Berkanun

### Ampalavanar s/o Segarajah

Rakan dalam Firma  
Nombor Kelulusan: 1293/10/04(J)

Kuala Lumpur,  
26 Februari 2004

## Kunci Kira-kira pada 31 Disember 2003

|                                                  | Nota | Kumpulan       |                | Syarikat       |                |
|--------------------------------------------------|------|----------------|----------------|----------------|----------------|
|                                                  |      | 2003<br>RM'000 | 2002<br>RM'000 | 2003<br>RM'000 | 2002<br>RM'000 |
| <b>Hartanah, loji dan peralatan</b>              | 2    | 538,454        | 578,911        | –              | –              |
| <b>Pelaburan dalam anak-anak syarikat</b>        | 3    | –              | –              | 232,992        | 230,424        |
| <b>Pelaburan dalam sebuah syarikat bersekutu</b> | 4    | 2,237          | 1,871          | 3,000          | 3,000          |
| <b>Harta tidak ketara</b>                        | 5    | 96,134         | 98,204         | –              | –              |
|                                                  |      | 636,825        | 678,986        | 235,992        | 233,424        |
| <b>Harta semasa</b>                              |      |                |                |                |                |
| Inventori                                        | 6    | 234,320        | 300,277        | –              | –              |
| Penghutang perdagangan dan penghutang lain       | 7    | 410,501        | 383,753        | 322,875        | 217,235        |
| Cukai diperolehi semula                          |      | 1,386          | 11,451         | 1,278          | 2,547          |
| Tunai dan setara tunai                           | 8    | 73,869         | 36,208         | 36             | 34             |
|                                                  |      | 720,076        | 731,689        | 324,189        | 219,816        |
| <b>Tanggungan semasa</b>                         |      |                |                |                |                |
| Pemiutang perdagangan dan pemiutang lain         | 9    | 319,658        | 292,996        | 157,064        | 62,197         |
| Pinjaman                                         | 10   | 303,252        | 541,352        | –              | –              |
| Cukai                                            |      | 4,976          | 17,865         | –              | –              |
|                                                  |      | 627,886        | 852,213        | 157,064        | 62,197         |
| <b>Harta semasa bersih/(Tanggungan)</b>          |      | 92,190         | (120,524)      | 167,125        | 157,619        |
|                                                  |      | 729,015        | 558,462        | 403,117        | 391,043        |
| <b>Dibiayai oleh:</b>                            |      |                |                |                |                |
| <b>Modal dan rizab</b>                           |      |                |                |                |                |
| Modal saham                                      | 11   | 234,500        | 234,500        | 234,500        | 234,500        |
| Rizab                                            |      | 166,211        | 188,610        | 168,617        | 156,543        |
|                                                  |      | 400,711        | 423,110        | 403,117        | 391,043        |
| <b>Kepentingan pemegang saham minoriti</b>       | 12   | –              | 2,465          | –              | –              |
| <b>Tanggungan jangka panjang dan tertunda</b>    |      |                |                |                |                |
| Cukai tertunda                                   | 13   | 29,875         | 31,897         | –              | –              |
| Faedah persaraan                                 | 14   | 48,429         | 50,990         | –              | –              |
| Pinjaman                                         | 10   | 250,000        | 50,000         | –              | –              |
|                                                  |      | 729,015        | 558,462        | 403,117        | 391,043        |

Penyata kewangan ini telah dilulus dan disahkan untuk terbitan oleh Lembaga Pengarah pada 26 Februari 2004.

Nota-nota yang dibentangkan di muka surat 113 hingga 133 adalah sebahagian daripada penyata kewangan ini, dan perlu dibaca bersama-sama dengan penyata kewangan ini.

## Penyata Pendapatan bagi tahun berakhir 31 Disember 2003

|                                                                                    | Nota | Kumpulan       |                | Syarikat       |                |
|------------------------------------------------------------------------------------|------|----------------|----------------|----------------|----------------|
|                                                                                    |      | 2003<br>RM'000 | 2002<br>RM'000 | 2003<br>RM'000 | 2002<br>RM'000 |
| <b>Hasil – jualan barangan</b>                                                     |      | 2,656,989      | 2,479,649      | –              | –              |
| <b>– dividen</b>                                                                   |      | –              | –              | 224,906        | 219,373        |
| Kos jualan                                                                         |      | (1,825,714)    | (1,695,848)    | –              | –              |
| <b>Keuntungan kasar</b>                                                            |      | 831,275        | 783,801        | 224,906        | 219,373        |
| Kos pengedaran                                                                     |      | (236,500)      | (223,099)      | –              | –              |
| Perbelanjaan pentadbiran dan pemasaran                                             |      | (330,331)      | (326,896)      | (824)          | (569)          |
| Perbelanjaan operasi lain                                                          |      | (20,769)       | (14,482)       | –              | –              |
| Pendapatan operasi lain                                                            |      | 3,573          | 86             | –              | –              |
| <b>Keuntungan operasi</b>                                                          |      | 247,248        | 219,410        | 224,082        | 218,804        |
| Perbelanjaan faedah                                                                |      | (16,956)       | (20,682)       | (4,816)        | (4,332)        |
| Pendapatan faedah                                                                  |      | 531            | 687            | 6,401          | 6,176          |
| (Kerugian) / Keuntungan semasa penutupan /<br>penjualan perniagaan / anak syarikat |      | (29,072)       | 34,436         | –              | 16,625         |
| Bahagian keuntungan daripada sebuah<br>syarikat bersekutu                          |      | 366            | 353            | –              | –              |
| <b>Keuntungan sebelum cukai</b>                                                    | 15   | 202,117        | 234,204        | 225,667        | 237,273        |
| Perbelanjaan cukai                                                                 | 17   | (40,094)       | (51,548)       | (48,974)       | (43,242)       |
| <b>Keuntungan selepas cukai</b>                                                    |      | 162,023        | 182,656        | 176,693        | 194,031        |
| Tolak: Kepentingan minoriti                                                        |      | (34)           | (71)           | –              | –              |
| <b>Keuntungan bersih bagi tahun</b>                                                |      | 161,989        | 182,585        | 176,693        | 194,031        |
| <hr/>                                                                              |      |                |                |                |                |
| Pendapatan asas sesaham biasa (sen)                                                | 18   | 69             | 78             |                |                |
| <hr/>                                                                              |      |                |                |                |                |
| Dividen sesaham biasa                                                              |      |                |                |                |                |
| – kasar (sen)                                                                      | 19   | 96             | 101            |                |                |
| – bersih (sen)                                                                     | 19   | 75             | 82             |                |                |

Nota-nota yang dibentangkan di muka surat 113 hingga 133 adalah sebahagian daripada penyata kewangan ini, dan perlu dibaca bersama-sama dengan penyata kewangan ini.

## Penyata Perubahan dalam Ekuiti yang disatukan bagi tahun berakhir 31 Disember 2003

|                                                                               |      |                          | Tidak boleh<br>diagihkan   | Boleh<br>diagihkan               |                                   |                  |
|-------------------------------------------------------------------------------|------|--------------------------|----------------------------|----------------------------------|-----------------------------------|------------------|
|                                                                               | Nota | Modal<br>saham<br>RM'000 | Premium<br>saham<br>RM'000 | Rizab<br>lindung nilai<br>RM'000 | Keuntungan<br>tersimpan<br>RM'000 | Jumlah<br>RM'000 |
| Kumpulan                                                                      |      |                          |                            |                                  |                                   |                  |
| Pada 1 Januari 2002                                                           |      | 234,500                  | 33,000                     | 1,842                            | 231,149                           | 500,491          |
| Kesan dari adaptasi<br>MASB 29                                                | 20   | –                        | –                          | –                                | (34,042)                          | (34,042)         |
| Baki dinyatakan semula                                                        |      | 234,500                  | 33,000                     | 1,842                            | 197,107                           | 466,449          |
| Aliran tunai terlindung                                                       |      |                          |                            |                                  |                                   |                  |
| Bahagian perubahan efektif dalam nilai saksama                                |      | –                        | –                          | 9,629                            | –                                 | 9,629            |
| Dipindahkan kepada penyata pendapatan                                         |      | –                        | –                          | (1,842)                          | –                                 | (1,842)          |
| Keuntungan dan kerugian bersih tidak<br>diiktiraf di dalam penyata pendapatan |      | –                        | –                          | 7,787                            | –                                 | 7,787            |
| Keuntungan bersih bagi tahun                                                  |      | –                        | –                          | –                                | 182,585                           | 182,585          |
| Dividen dibayar                                                               |      |                          |                            |                                  |                                   |                  |
| – akhir 2001                                                                  | 19   | –                        | –                          | –                                | (145,202)                         | (145,202)        |
| – interim 2002                                                                | 19   | –                        | –                          | –                                | (50,652)                          | (50,652)         |
| – khas 2002                                                                   | 19   | –                        | –                          | –                                | (35,175)                          | (35,175)         |
| Pada 31 Disember 2002/<br>Pada 1 Januari 2003                                 |      | 234,500                  | 33,000                     | 9,629                            | 148,663                           | 425,792          |
| Kesan dari adaptasi<br>MASB 29                                                | 20   | –                        | –                          | –                                | (2,683)                           | (2,683)          |
| Baki dinyatakan semula                                                        |      | 234,500                  | 33,000                     | 9,629                            | 145,980                           | 423,109          |
| Aliran tunai terlindung                                                       |      |                          |                            |                                  |                                   |                  |
| Bahagian perubahan efektif dalam nilai saksama                                |      | –                        | –                          | (10,139)                         | –                                 | (10,139)         |
| Dipindahkan kepada penyata pendapatan                                         |      | –                        | –                          | (9,629)                          | –                                 | (9,629)          |
| Keuntungan dan kerugian bersih tidak<br>diiktiraf di dalam penyata pendapatan |      | –                        | –                          | (19,768)                         | –                                 | (19,768)         |
| Keuntungan bersih bagi tahun                                                  |      | –                        | –                          | –                                | 161,989                           | 161,989          |
| Dividen dibayar                                                               |      |                          |                            |                                  |                                   |                  |
| – akhir 2002                                                                  | 19   | –                        | –                          | –                                | (105,525)                         | (105,525)        |
| – interim 2003                                                                | 19   | –                        | –                          | –                                | (59,094)                          | (59,094)         |
| Pada 31 Disember 2003                                                         |      | 234,500                  | 33,000                     | (10,139)                         | 143,350                           | 400,711          |
|                                                                               |      | Nota 11                  |                            |                                  | Nota 21                           |                  |

Nota-nota yang dibentangkan di muka surat 113 hingga 133 adalah sebahagian daripada penyata kewangan ini, dan perlu dibaca bersama-sama dengan penyata kewangan ini.

## Penyata Perubahan dalam Ekuiti bagi tahun berakhir 31 Disember 2003

|                                                        |      |                          | Tidak boleh<br>diagihkan   | Boleh<br>Diagihkan                |                  |
|--------------------------------------------------------|------|--------------------------|----------------------------|-----------------------------------|------------------|
|                                                        | Nota | Modal<br>saham<br>RM'000 | Premium<br>saham<br>RM'000 | Keuntungan<br>tersimpan<br>RM'000 | Jumlah<br>RM'000 |
| <b>Syarikat</b>                                        |      |                          |                            |                                   |                  |
| <b>Pada 1 Januari 2002</b>                             |      | 234,500                  | 33,000                     | 160,541                           | 428,041          |
| Keuntungan bersih bagi tahun                           |      | –                        | –                          | 194,031                           | 194,031          |
| Dividen dibayar                                        |      |                          |                            |                                   |                  |
| – akhir 2001                                           | 19   | –                        | –                          | (145,202)                         | (145,202)        |
| – interim 2002                                         | 19   | –                        | –                          | (50,652)                          | (50,652)         |
| – khas 2002                                            | 19   | –                        | –                          | (35,175)                          | (35,175)         |
| <b>Pada 31 Disember 2002 /<br/>Pada 1 Januari 2003</b> |      | 234,500                  | 33,000                     | 123,543                           | 391,043          |
| Keuntungan bersih bagi tahun                           |      | –                        | –                          | 176,693                           | 176,693          |
| Dividen dibayar                                        |      |                          |                            |                                   |                  |
| – akhir 2002                                           | 19   | –                        | –                          | (105,525)                         | (105,525)        |
| – interim 2003                                         | 19   | –                        | –                          | (59,094)                          | (59,094)         |
| <b>Pada 31 Disember 2003</b>                           |      | 234,500                  | 33,000                     | 135,617                           | 403,117          |
|                                                        |      | Nota 11                  |                            | Nota 21                           |                  |

Nota-nota yang dibentangkan di muka surat 113 hingga 133 adalah sebahagian daripada penyata kewangan ini, dan perlu dibaca bersama-sama dengan penyata kewangan ini.

## Penyata Aliran Tunai bagi tahun berakhir 31 Disember 2003

|                                                                                                                                      | Kumpulan         |                  | Syarikat         |                  |
|--------------------------------------------------------------------------------------------------------------------------------------|------------------|------------------|------------------|------------------|
|                                                                                                                                      | 2003<br>RM'000   | 2002<br>RM'000   | 2003<br>RM'000   | 2002<br>RM'000   |
| <b>Aliran tunai daripada aktiviti operasi</b>                                                                                        |                  |                  |                  |                  |
| Keuntungan sebelum cukai                                                                                                             | 202,117          | 234,204          | 225,667          | 237,273          |
| Pelarasan bagi:                                                                                                                      |                  |                  |                  |                  |
| Pelunasan muhibah                                                                                                                    | 6,130            | 6,127            | —                | —                |
| Pelunasan kos pembangunan                                                                                                            | 6,232            | 1,344            | —                | —                |
| Susutnilai                                                                                                                           | 70,793           | 73,984           | —                | —                |
| Keuntungan daripada pelupusan anak syarikat/perniagaan                                                                               | —                | (34,436)         | —                | (16,625)         |
| Perbelanjaan faedah                                                                                                                  | 16,956           | 20,682           | 4,816            | 4,332            |
| Pendapatan faedah                                                                                                                    | (531)            | (687)            | (6,401)          | (6,176)          |
| Muhibah dilupuskan daripada hartanah, loji dan peralatan<br>(Keuntungan)/Kerugian daripada pelupusan hartanah,<br>loji dan peralatan | 24,867           | —                | —                | —                |
| Hartanah, loji dan peralatan dilupuskan                                                                                              | (3,573)          | 111              | —                | —                |
| Faedah persaraan (dinyatakan semula)                                                                                                 | 17               | 395              | —                | —                |
| Bahagian keuntungan daripada sebuah syarikat bersekutu                                                                               | (2,561)          | —                | —                | —                |
|                                                                                                                                      | (366)            | (353)            | —                | —                |
| Keuntungan operasi sebelum perubahan modal kerja                                                                                     | 320,081          | 301,371          | 224,082          | 218,804          |
| Pertambahan/Pengurangan dalam modal kerja:                                                                                           |                  |                  |                  |                  |
| Inventori                                                                                                                            | 65,957           | 12,464           | —                | —                |
| Penghutang perdagangan dan penghutang lain                                                                                           | (35,475)         | 2,030            | (105,640)        | 15,090           |
| Pemiutang perdagangan dan pemiutang lain                                                                                             | 13,559           | 1,970            | 94,867           | 22,625           |
| Tunai dijana daripada operasi                                                                                                        | 364,122          | 317,835          | 213,309          | 256,519          |
| Cukai pendapatan dibayar                                                                                                             | (44,627)         | (49,223)         | (47,705)         | (43,989)         |
| Faedah dibayar                                                                                                                       | (15,208)         | (20,578)         | (4,816)          | (4,332)          |
| <b>Tunai bersih dijana daripada aktiviti operasi</b>                                                                                 | <b>304,287</b>   | <b>248,034</b>   | <b>160,788</b>   | <b>208,198</b>   |
| <b>Aliran tunai daripada aktiviti pelaburan</b>                                                                                      |                  |                  |                  |                  |
| Pengambilalihan pegangan saham tambahan dalam<br>sebuah anak syarikat                                                                | (2,568)          | —                | (2,568)          | —                |
| Pembelian hartanah, loji dan peralatan                                                                                               | (61,550)         | (80,888)         | —                | —                |
| Pendapatan daripada penjualan hartanah, loji dan peralatan                                                                           | 9,902            | 988              | —                | —                |
| Faedah diterima                                                                                                                      | 531              | 687              | 6,401            | 6,176            |
| Kos pembangunan                                                                                                                      | (10,223)         | (19,962)         | —                | —                |
| Penjualan anak-anak syarikat/perniagaan, bersih tunai dijual                                                                         | —                | 34,436           | —                | 16,675           |
| <b>Tunai bersih (digunakan dalam)/dijana daripada<br/>aktiviti pelaburan</b>                                                         | <b>(63,908)</b>  | <b>(64,739)</b>  | <b>3,833</b>     | <b>22,851</b>    |
| <b>Aliran tunai daripada aktiviti pembiayaan</b>                                                                                     |                  |                  |                  |                  |
| (Pembayaran semula)/Pendapatan daripada pinjaman                                                                                     | (39,800)         | 68,266           | —                | —                |
| Pembayaran tanggungan pajakan kewangan                                                                                               | (554)            | (752)            | —                | —                |
| Dividen dibayar                                                                                                                      | (164,619)        | (231,029)        | (164,619)        | (231,029)        |
| <b>Tunai bersih digunakan dalam aktiviti</b>                                                                                         | <b>(204,973)</b> | <b>(163,515)</b> | <b>(164,619)</b> | <b>(231,029)</b> |
| <b>Pertambahan bersih dalam tunai dan setara tunai</b>                                                                               | <b>35,406</b>    | <b>19,780</b>    | <b>2</b>         | <b>20</b>        |
| <b>Tunai dan setara tunai pada awal tahun</b>                                                                                        | <b>36,208</b>    | <b>16,428</b>    | <b>34</b>        | <b>14</b>        |
| <b>Tunai dan setara tunai pada akhir tahun</b>                                                                                       | <b>71,614</b>    | <b>36,208</b>    | <b>36</b>        | <b>34</b>        |
| Tunai dan setara tunai meliputi:                                                                                                     |                  |                  |                  |                  |
| Deposit jangka pendek dengan bank-bank berlesen                                                                                      | 48,550           | —                | —                | —                |
| Tunai dan baki bank                                                                                                                  | 25,319           | 36,208           | 36               | 34               |
| Overdraf                                                                                                                             | (2,255)          | —                | —                | —                |
|                                                                                                                                      | <b>71,614</b>    | <b>36,208</b>    | <b>36</b>        | <b>34</b>        |

Nota-nota yang dibentangkan di muka surat 113 hingga 133 adalah sebahagian daripada penyata kewangan ini, dan perlu dibaca bersama-sama dengan penyata kewangan ini.

## Nota-nota kepada penyata kewangan

### 1. Ringkasan dasar-dasar perakaunan penting

Dasar-dasar perakaunan berikut digunakan oleh Kumpulan dan Syarikat dan ia selaras dengan dasar-dasar yang digunakan pada tahun-tahun lepas kecuali bagi:

- (i) MASB 25, Cukai Pendapatan; dan
- (ii) MASB 29, Faedah Pekerja.

Sebagai tambahan kepada dasar-dasar baru dan pendedahan tambahan yang diperlukan oleh piawaian baru ini, kesan daripada perubahan-perubahan dalam dasar-dasar perakaunan dinyatakan dalam Nota 20 kepada Penyata Kewangan berikut.

#### (a) Asas perakaunan

Penyata kewangan Kumpulan dan Syarikat disediakan menurut asas sejarah kecuali seperti yang dinyatakan di dalam nota-nota kepada penyata kewangan dan menurut piawaian perakaunan diluluskan yang diterima pakai di Malaysia dan Piawaian Perakaunan Antarabangsa (IAS) 39.

#### (b) Asas penyatuan

Anak-anak syarikat adalah entiti perniagaan yang dikawal oleh Syarikat. Kawalan wujud apabila Syarikat mempunyai kuasa, secara langsung atau tidak langsung, untuk mentadbir dasar kewangan dan operasi sesebuah entiti untuk memperolehi keuntungan daripada aktiviti perniagaannya. Penyata kewangan anak-anak syarikat dimasukkan ke dalam penyata kewangan yang disatukan dari tarikh kawalan berkuatkuasa sehingga tarikh kawalan tersebut tamat. Anak-anak syarikat disatu menggunakan kaedah pengambilalihan perakaunan.

Di bawah kaedah pengambilalihan perakaunan, keputusan anak-anak syarikat yang diambilalih atau dijual pada tahun tersebut dimasukkan dari tarikh pengambilalihan atau sehingga tarikh penjualan. Pada tarikh pengambilalihan, nilai saksama harta bersih anak syarikat ditentukan dan nilai-nilai tersebut ditunjukkan di dalam penyata kewangan Kumpulan. Perbezaan antara kos pengambilalihan dan nilai saksama harta bersih anak-anak syarikat ditunjukkan sebagai muhibah atau muhibah negatif mengikut kesesuaian.

Sesebuah anak syarikat dikeluarkan daripada penyatuan apabila kawalan hanya untuk sementara waktu jika anak syarikat tersebut diambilalih dan dipegang secara eksklusif dengan tujuan untuk dijual pada masa hadapan yang

terdekat dan tidak disatukan sebelumnya atau ia beroperasi di bawah halangan jangka panjang yang menjejaskan dengan ketara keupayaannya untuk memindahkan dana kepada Syarikat. Anak-anak syarikat yang dikeluarkan berdasarkan alasan ini diambilkira sebagai pelaburan.

Urusniaga dalam kumpulan dan baki serta keuntungan belum direalisasi yang terhasil daripadanya dihapuskan semasa penyatuan. Kerugian yang belum direalisasi yang terhasil daripada urusniaga dalam kumpulan juga dihapuskan kecuali apabila kos tidak boleh diperolehi semula.

#### (c) Syarikat bersekutu

Syarikat-syarikat bersekutu adalah perniagaan yang mana Kumpulan mempunyai pengaruh penting ke atas, tetapi bukan kawalan, ke atas dasar-dasar kewangan dan operasinya.

Penyata kewangan yang disatukan termasuk jumlah keuntungan dan kerugian syarikat-syarikat bersekutu yang diiktiraf berasaskan kepada perkiraan ekuiti dari tarikh pengaruh penting berkuatkuasa sehingga tarikh pengaruh penting tersebut tamat.

Keuntungan belum direalisasi yang timbul daripada urusniaga antara Kumpulan dan syarikat-syarikat bersekutunya yang meliputi jumlah nilai bawa harta dan tanggungan berkaitan dihapuskan sebahagiannya setakat kepentingan Kumpulan di dalam syarikat bersekutu berkenaan. Kerugian belum direalisasi daripada urusniaga sedemikian juga dihapuskan sebahagiannya kecuali apabila kos tidak boleh diperolehi semula.

Muhibah daripada pengambilalihan dikira berasaskan nilai saksama harta bersih yang diambilalih.

#### (d) Hartanah, loji dan peralatan

Modal kerja dalam pelaksanaan adalah dinyatakan pada kos. Semua hartanah, loji dan peralatan lain dinyatakan pada kos tolak susut nilai terkumpul dan kerugian penurunan nilai terkumpul. Hartanah, loji dan peralatan yang tidak lagi digunakan dan disimpan untuk dilupuskan dinyatakan pada tarikh apabila aset tidak lagi digunakan secara aktif, ditolak kerugian penurunan nilai, jika ada.

## Nota-nota kepada penyata kewangan

### Susutnilai

Tanah pegangan pajakan dilunaskan dalam ansuran yang sama banyak sepanjang tempoh pajakan masing-masing selama antara 60 hingga 88 tahun sementara bangunan disusutnilai berasaskan garis lurus sepanjang tempoh 50 tahun. Kaedah garis lurus ini digunakan untuk melupuskan kos harta lain sepanjang anggaran jangka masa kegunaannya mengikut kadar tahunan utama berikut:

|                            |             |
|----------------------------|-------------|
| Loji dan jentera           | 6.67% – 10% |
| Alat perabot dan peralatan | 20%         |
| Kenderaan bermotor         | 20%         |
| Sistem maklumat            | 33.33%      |

### (e) Harta tidak ketara

#### i) Muhibah

Muhibah daripada penyatuan dinyatakan pada kos tolak pelunasan terkumpul. Muhibah dilunaskan dari tarikh permulaan pengiktirafan sepanjang jangka masa anggaran hayatnya selama dua puluh tahun. Muhibah yang dibeli turut dilunaskan dengan cara yang sama.

#### ii) Kos pembangunan

Perbelanjaan daripada aktiviti pembangunan untuk memperbaiki cara pemprosesan dipermodalkan jika proses berkenaan secara teknikal dan komersial berdaya maju dan Kumpulan mempunyai sumber yang mencukupi untuk menyiapkan pembangunan tersebut. Perbelanjaan yang dipermodalkan meliputi kos langsung berkaitan pekerja. Perbelanjaan pembangunan lain diiktiraf di dalam penyata pendapatan sebagai perbelanjaan apabila berlaku.

Perbelanjaan pembangunan yang dipermodal dilunaskan dan diiktiraf secara sistematik sebagai perbelanjaan selepas pembangunan disiapkan supaya menggambarkan pola di mana manfaat dari segi ekonomi yang berkaitan diiktiraf sepanjang tempoh 5 tahun.

### (f) Pajakan kewangan

Pajakan di mana Kumpulan memegang ke atas sebahagian besar risiko dan ganjaran pemilikan dikelaskan sebagai pajakan kewangan. Harta yang diperolehi dengan cara pajakan kewangan dinyatakan pada suatu jumlah yang sama dengan nilai yang lebih rendah antara nilai saksama dan nilai minimum semasa pembayaran pajakan pada permulaan pajakan, tolak susut nilai terkumpul dan kerugian penurunan nilai.

Dalam mengira nilai semasa daripada pembayaran pajakan minimum, kadar diskaun adalah kadar faedah tersirat dalam pajakan, jika ia praktikal untuk ditentukan; jika tidak, kadar pinjaman tambahan Kumpulan digunakan.

### (g) Pelaburan

Pelaburan dalam anak-anak syarikat dan syarikat-syarikat bersekutu dinyatakan pada kos, tolak penurunan nilai, mengikut kesesuaian.

### (h) Penghutang perdagangan dan penghutang lain

Penghutang perdagangan dan penghutang lain dinyatakan pada kos tolak peruntukan bagi hutang ragu.

### (i) Tanggungan

Penghutang pinjaman dan perdagangan dan penghutang lain dinyatakan pada kos.

### (j) Inventori

Bahan mentah, kerja dalam proses dan inventori yang siap dikilang dinyatakan pada yang mana lebih rendah antara kos dan nilai boleh realisasi bersih mengikut kaedah masuk dahulu, keluar dahulu yang menjadi asas utama untuk kos. Bagi kerja dalam proses dan inventori yang siap dikilang, kos meliputi bahan, buruh langsung dan overhead pengeluaran yang tetap dan berubah yang tertentu.

### (k) Tunai dan setara tunai

Tunai dan setara tunai meliputi tunai dalam tangan, baki dan deposit dengan bank dan pelaburan berkecairan tinggi yang mempunyai risiko perubahan nilai yang tidak ketara. Untuk tujuan penyata aliran tunai, tunai dan setara tunai dibentangkan selepas ditolak overdraf bank dan deposit yang dicagarkan.

### (l) Penurunan nilai

Jumlah bawa harta Kumpulan, selain daripada inventori dan harta kewangan (selain daripada pelaburan dalam anak syarikat dan syarikat bersekutu) disemak semula pada setiap tarikh kunci kira-kira untuk menentukan sama ada terdapat tanda-tanda penurunan. Jika tanda-tanda sedemikian wujud, maka jumlah boleh diperolehi semula harta tersebut dianggarkan. Kerugian penurunan diiktiraf apabila jumlah bawa sesuatu harta atau unit yang menjana tunai miliknya melebihi jumlah boleh diperolehi semula. Kerugian penurunan diiktiraf di dalam penyata pendapatan.

Jumlah boleh dikutip semula harta adalah lebih tinggi daripada harga jualan bersih harta tersebut dan nilai kegunaannya. Untuk menaksir nilai kegunaannya, anggaran aliran tunai masa hadapan didiskaun kepada nilai semasanya menggunakan kadar diskaun sebelum cukai yang menggambarkan taksiran pasaran semasa bagi nilai wang dan risiko khusus untuk harta tersebut. Bagi harta yang tidak menjana aliran tunai dengan sendiri, jumlah boleh diperolehi semula ditentukan bagi unit menjana tunai yang dimiliki oleh harta tersebut.

Kerugian penurunan bagi muhibah tidak berbalik kecuali kerugian tersebut disebabkan oleh peristiwa luaran tertentu berbentuk luar biasa yang berlaku sehingga menyebabkan kesan peristiwa tersebut berbalik.

Bagi harta-harta lain, kerugian penurunan nilai berbalik jika terdapat perubahan dalam anggaran yang digunakan untuk menentukan jumlah boleh diperolehi semula.

Kerugian penurunan nilai adalah berbalik hanya hingga ke tahap jumlah bawa harta yang tidak melebihi jumlah bawa yang mungkin ditentukan, selepas ditolak susutnilai atau pelunasan, jika tiada kerugian penurunan nilai diiktiraf. Pembalikan tersebut diiktiraf di dalam penyata pendapatan.

#### (m) Cukai Pendapatan

Cukai ke atas keuntungan atau kerugian tahunan adalah terdiri daripada cukai semasa dan cukai tertunda. Cukai pendapatan diiktiraf dalam penyata pendapatan.

Perbelanjaan cukai semasa merupakan jangkaan cukai boleh dibayar ke atas pendapatan bercukai tahunan, menggunakan kadar cukai yang ditetapkan pada kunci kira-kira dan sebarang pindaan kepada cukai boleh bayar bagi tahun sebelumnya.

Cukai tertunda diambilkira, mengikut kaedah tanggungan, ke atas semua perbezaan masa yang timbul antara asas cukai bagi aset dan tanggungan serta jumlah yang dibawa dalam penyata pendapatan. Perbezaan sementara tidak diiktiraf kerana muhibah tidak boleh ditolak untuk tujuan cukai dan pengiktirafan awal aset atau tanggungan pada masa urusaniaga tidak memberi kesan kepada perakaunan atau keuntungan bercukai. Jumlah cukai tertunda adalah dikira mengikut cara jangkaan pengiktirafan atau penyelesaian jumlah boleh bawa aset dan tanggungan, menggunakan kadar cukai yang ditetapkan pada tarikh kunci kira-kira.

Aset cukai tertunda adalah diiktiraf hanya setakat kebarangkalian terdapat keuntungan bercukai masa hadapan yang boleh digunakan ke atas aset.

#### (n) Faedah Pekerja

##### i) Faedah Jangka Pendek

Upah, gaji dan bonus diiktiraf sebagai perbelanjaan dalam tahun di mana kakitangan syarikat memberikan perkhidmatan yang berkaitan. Pengumpulan jangka pendek gantirugi ketidakhadiran seperti cuti tahunan berbayar diiktiraf apabila pekerja-pekerja memberikan perkhidmatan yang meningkatkan hak mereka untuk gantirugi hadapan ketidakhadiran dan gantirugi ketidakhadiran tidak terkumpul jangka pendek seperti cuti sakit diiktiraf apabila ketidakhadiran berlaku.

##### ii) Rancangan Caruman Tertakrif

Jumlah yang perlu dicarum bagi rancangan caruman tertakrif diiktiraf sebagai perbelanjaan dalam penyata pendapatan pada masa ia terjadi.

##### iii) Rancangan Faedah Tertakrif

Jumlah yang wajib dibayar bagi rancangan faedah tertakrif dihitung secara berasingan untuk setiap rancangan dengan menaksir jumlah faedah hadapan yang telah diperolehi oleh pekerja atas perkhidmatan mereka dalam tempoh semasa dan sebelum; faedah itu dinilai semula untuk menentukan nilai semasa, dan nilai saksama bagi aset rancangan ditolak. Kadar diskaun ialah kadar hasil pasaran pada kunci kira-kira atas bon korporat berkualiti tinggi atau bon kerajaan. Pengiraan dilakukan oleh aktuari menggunakan kaedah anggaran unit kredit.

Apabila faedah sesebuah rancangan diperbaiki, bahagian faedah yang ditingkatkan berkaitan dengan khidmat terdahulu pekerja-pekerja diiktiraf sebagai perbelanjaan dalam penyata pendapatan menurut kaedah garis lurus sepanjang tempoh purata sehingga faedah menjadi hak kepada pekerja. Jika faedah menjadi hak kepada pekerja secara serta-merta, perbelanjaan diiktiraf terus ke dalam penyata pendapatan.

## Nota-nota kepada penyata kewangan

Bagi mengira jumlah yang perlu dibayar berhubung sesebuah rancangan, jika keuntungan atau kerugian terkumpul aktuarial yang tidak dikenalpasti melebihi sepuluh peratus dari nilai semasa jumlah perlu dibayar bagi kewajipan faedah tertakrif dan nilai saksama aset rancangan, bahagian itu diiktiraf dalam penyata pendapatan sepanjang purata jangkaan tempoh perkhidmatan kakitangan yang menyertai rancangan ini. Selain itu, keuntungan atau kerugian aktuarial tidak akan diiktiraf.

Apabila pengiraan menghasilkan faedah kepada Syarikat, aset yang diiktiraf adalah terhad kepada jumlah bersih kerugian aktuarial yang tidak diiktiraf dan kos perkhidmatan yang lalu serta nilai kini sebarang pulangan balik dari rancangan atau pengurangan dalam caruman akan datang.

### (o) Urusniaga matawang asing

Urusniaga dalam matawang asing ditukar kepada Ringgit Malaysia pada kadar pertukaran yang berkuatkuasa pada tarikh urusniaga. Harta dan tanggungan berbentuk wang dalam matawang asing pada tarikh kunci kira-kira ditukar kepada Ringgit Malaysia pada kadar pertukaran matawang asing yang berkuatkuasa pada tarikh tersebut. Perbezaan pertukaran matawang asing yang timbul daripada pertukaran diiktiraf didalam penyata pendapatan.

Kadar penutup yang digunakan dalam pertukaran harta dan tanggungan matawang asing adalah seperti berikut.

|      |        |             |         |
|------|--------|-------------|---------|
| 1USD | RM3.80 | (2002: 1USD | RM3.80) |
| 1AUD | RM2.85 | (2002: 1AUD | RM2.15) |
| 1SGD | RM2.24 | (2002: 1SGD | RM2.19) |
| 1EUR | RM4.79 | (2002: 1EUR | RM3.98) |
| 1CHF | RM3.07 | (2002: 1CHF | RM2.74) |

### (p) Instrumen kewangan derivatif

Instrumen kewangan derivatif seperti kontrak pertukaran matawang asing dan dagangan hadapan komoditi digunakan untuk melindungi nilai akibat pendedahan operasi kepada risiko pertukaran matawang asing dan harga komoditi. Ia dilaksanakan dengan institusi kewangan dan broker berkualiti kredit yang tinggi, selaras dengan kelulusan khusus, prosedur had dan pemantauan. Selaras dengan dasar perbendaharaan dan pembelian komoditinya, Kumpulan tidak memegang instrumen derivatif untuk tujuan perdagangan.

Nilai saksama kontrak pertukaran hadapan dan dagangan hadapan komoditi dikira dengan masing-masing merujuk kepada kadar pertukaran hadapan semasa dan harga dagangan hadapan komoditi, bagi kontrak dengan profil kematangan yang serupa.

### Risiko matawang asing

Tujuan utama aktiviti perlindungan nilai matawang asing Kumpulan adalah untuk perlindungan daripada ketidakstabilan aktiviti jual beli dalam matawang asing bagi inventori yang dikilang, pembelian bahan dan harta lain serta tanggungan yang wujud dalam perjalanan biasa perniagaan. Kumpulan menggunakan terutamanya kontrak tukaran matawang asing hadapan dengan kematangan kurang dari dua belas bulan untuk melindungi komitmen yang sebenar. Di bawah program ini, peningkatan atau penurunan dalam komitmen sebenar Kumpulan ditampung sebahagiannya oleh keuntungan dan kerugian ke atas instrumen perlindungan nilai.

### Risiko harga komoditi

Instrumen komoditi diguna bagi memastikan Kumpulan memperoleh bahan mentah pada harga yang sesuai. Urusniaga pembelian keseluruhan dicatat pada kadar yang dikontrakkan. Perubahan dalam nilai saksama instrumen komoditi terbuka yang ditetapkan sebagai perlindungan nilai efektif diiktiraf dalam ekuiti sehingga urusniaga pembelian sebenar diiktiraf di dalam penyata kewangan.

### Perlindungan nilai – Aliran tunai yang dilindung nilai

Jika instrumen kewangan derivatif ditetapkan sebagai suatu perlindungan boleh berubah dalam aliran tunai daripada tanggungan yang diiktiraf bagi suatu komitmen sebenar atau urusniaga diramalkan yang amat berkemungkinan akan berlaku, bahagian efektif bagi sebarang keuntungan atau kerugian akan diiktiraf ke dalam ekuiti. Jika komitmen dijangka akan menyebabkan pengiktirafan harta atau tanggungan, sebarang kerugian atau keuntungan akan dikeluarkan daripada ekuiti dan dimasukkan sebagai ukuran awal harta atau tanggungan. Jika tidak, keuntungan atau kerugian terkumpul akan dikeluarkan daripada ekuiti dan diiktiraf di dalam penyata pendapatan pada masa urusniaga tersebut. Bahagian tidak efektif daripada sebarang keuntungan atau kerugian diiktiraf dengan segera di dalam penyata pendapatan.

*Apabila sesuatu instrumen perlindungan nilai atau perhubungan perlindungan nilai ditamatkan tetapi urusanniaga yang dilindungi masih dijangka akan berlaku, keuntungan atau kerugian terkumpul dalam keadaan tersebut kekal dalam ekuiti dan diiktiraf apabila urusanniaga berlaku. Jika urusanniaga yang dilindungi tidak lagi berkemungkinan berlaku, sebarang keuntungan atau kerugian yang belum direalisasi dalam ekuiti akan diiktiraf dengan segera di dalam penyata pendapatan.*

**(q) Hasil**

**i) Jualan barangan**

*Hasil daripada jualan barangan diukur pada nilai saksama pembayaran yang akan diterima dan diiktiraf di dalam penyata pendapatan apabila sebahagian besar risiko dan ganjaran telah dipindahkan kepada pembeli.*

**ii) Pendapatan dividen**

*Pendapatan dividen diiktiraf apabila hak untuk menerima bayaran ditentukan.*

**iii) Pendapatan faedah**

*Pendapatan faedah diiktiraf di dalam penyata pendapatan apabila ia terakru, dengan mengambilkira hasil efektif daripada harta tersebut.*

**(r) Kos pembiayaan**

*Semua kos faedah dan kos lain yang ditanggung berhubung dengan pinjaman dibelanjakan apabila berlaku. Bahagian faedah pembayaran pajakan kewangan diiktiraf di dalam penyata pendapatan supaya memberi kadar berkala yang seragam daripada tanggungan tertunggak pada akhir setiap tempoh perakaunan.*

## Nota-nota kepada penyata kewangan

### 2. Hartanah, loji dan peralatan

|                                                          | Tanah dan<br>bangunan<br>pegangan pajakan<br>jangka panjang<br>RM'000 | Loji, jentera<br>perkakasan,<br>perabot dan<br>peralatan<br>RM'000 | Kenderaan<br>bermotor<br>RM'000 | Sistem<br>maklumat<br>RM'000 | Modal<br>kerja dalam<br>proses<br>RM'000 | Jumlah<br>RM'000 |
|----------------------------------------------------------|-----------------------------------------------------------------------|--------------------------------------------------------------------|---------------------------------|------------------------------|------------------------------------------|------------------|
| <b>Kumpulan</b>                                          |                                                                       |                                                                    |                                 |                              |                                          |                  |
| <b>Kos</b>                                               |                                                                       |                                                                    |                                 |                              |                                          |                  |
| Baki pembukaan                                           | 275,451                                                               | 887,834                                                            | 22,751                          | 47,259                       | 10,463                                   | 1,243,758        |
| Tambahan                                                 | 3,708                                                                 | 42,421                                                             | 1,981                           | 6,496                        | 6,944                                    | 61,550           |
| Penjualan                                                | (96)                                                                  | (40,007)                                                           | (4,673)                         | (2,138)                      | –                                        | (46,914)         |
| Pelupusan                                                | –                                                                     | (202)                                                              | –                               | –                            | –                                        | (202)            |
| Pindahan ke dalam/(keluar)                               | 623                                                                   | 13,207                                                             | –                               | 1,709                        | (15,539)                                 | –                |
| Baki penutup                                             | 279,686                                                               | 903,253                                                            | 20,059                          | 53,326                       | 1,868                                    | 1,258,192        |
| <b>Susutnilai terkumpul dan kerugian penurunan nilai</b> |                                                                       |                                                                    |                                 |                              |                                          |                  |
| Susutnilai terkumpul                                     | 55,352                                                                | 539,990                                                            | 14,250                          | 34,287                       | –                                        | 643,879          |
| Kerugian penurunan nilai terkumpul                       | 917                                                                   | 20,032                                                             | –                               | 19                           | –                                        | 20,968           |
| Baki pembukaan                                           | 56,269                                                                | 560,022                                                            | 14,250                          | 34,306                       | –                                        | 664,847          |
| Caj susutnilai bagi tahun                                | 4,954                                                                 | 55,090                                                             | 3,036                           | 7,713                        | –                                        | 70,793           |
| Caj penurunan nilai bagi tahun                           | 4,943                                                                 | 19,459                                                             | 465                             | –                            | –                                        | 24,867           |
| Penjualan                                                | (15)                                                                  | (32,794)                                                           | (4,651)                         | (3,124)                      | –                                        | (40,584)         |
| Pelupusan                                                | –                                                                     | (185)                                                              | –                               | –                            | –                                        | (185)            |
| Susutnilai terkumpul                                     | 60,291                                                                | 580,842                                                            | 12,635                          | 38,876                       | –                                        | 692,644          |
| Kerugian penurunan nilai terkumpul                       | 5,860                                                                 | 20,750                                                             | 465                             | 19                           | –                                        | 27,094           |
| Baki penutup                                             | 66,151                                                                | 601,592                                                            | 13,100                          | 38,895                       | –                                        | 719,738          |
| <b>Nilai buku bersih</b>                                 |                                                                       |                                                                    |                                 |                              |                                          |                  |
| Pada 31 Disember 2003                                    | 213,535                                                               | 301,661                                                            | 6,959                           | 14,431                       | 1,868                                    | 538,454          |
| Pada 31 Disember 2002                                    | 219,182                                                               | 327,812                                                            | 8,501                           | 12,953                       | 10,463                                   | 578,911          |
| Bagi tahun berakhir 31 Disember 2002                     |                                                                       |                                                                    |                                 |                              |                                          |                  |
| Caj susutnilai                                           | 4,819                                                                 | 59,713                                                             | 3,079                           | 6,373                        | –                                        | 73,984           |

#### Harta di bawah pajakan

Termasuk di dalam hartanah, loji dan peralatan Kumpulan adalah sistem maklumat yang diperolehi di bawah perjanjian pajakan dengan kos sebanyak Nil (2002 – RM1,995,000)

#### Kerugian dari Pelupusan

Berikutan penutupan perniagaan berasaskan gula pada 1 Mei 2003, Kumpulan telah menganggarkan jumlah yang boleh diperolehi semula bagi beberapa peralatan, mesin dan kenderaan yang digunakan khas bagi perniagaan tersebut. Jumlah nilai bawa yang dilupuskan adalah RM24.9 juta dengan andaian tiada jumlah yang boleh diperolehi semula. Walaubagaimanapun, sebahagian daripada harta-harta ini telah dapat dijual pada harga RM4 juta kepada syarikat-syarikat berkaitan.

## 3. Pelaburan dalam anak-anak syarikat

|                                     | <b>Syarikat</b> |               |
|-------------------------------------|-----------------|---------------|
|                                     | <b>2003</b>     | <b>2002</b>   |
|                                     | <b>RM'000</b>   | <b>RM'000</b> |
| Saham tidak disenaraikan – pada kos | 232,992         | 230,424       |

Keterangan mengenai anak-anak syarikat ditunjukkan dalam Nota 29.

## 4. Pelaburan dalam syarikat bersekutu

|                                         | <b>Kumpulan</b> |               | <b>Syarikat</b> |               |
|-----------------------------------------|-----------------|---------------|-----------------|---------------|
|                                         | <b>2003</b>     | <b>2002</b>   | <b>2003</b>     | <b>2002</b>   |
|                                         | <b>RM'000</b>   | <b>RM'000</b> | <b>RM'000</b>   | <b>RM'000</b> |
| Saham tidak disenaraikan – pada kos     | 3,000           | 3,000         | 3,000           | 3,000         |
| Bahagian rizab selepas pengambilalihan  | (763)           | (1,129)       | –               | –             |
|                                         | 2,237           | 1,871         | 3,000           | 3,000         |
| Diwakili oleh:                          |                 |               |                 |               |
| Bahagian Kumpulan daripada harta bersih | 2,237           | 1,871         |                 |               |

Syarikat bersekutu diperbadankan di Malaysia.

| <b>Nama</b>                        | <b>Kepentingan<br/>pemilikan efektif</b> |             | <b>Aktiviti Utama</b>        |
|------------------------------------|------------------------------------------|-------------|------------------------------|
|                                    | <b>2003</b>                              | <b>2002</b> |                              |
|                                    | <b>%</b>                                 | <b>%</b>    |                              |
| Nihon Canpack (Malaysia) Sdn. Bhd. | 20                                       | 20          | Mengilang minuman dalam tin. |

## Nota-nota kepada penyata kewangan

### 5. Harta tidak ketara

|                                      | <b>Muhibah<br/>RM'000</b> | <b>Kos<br/>Pembangunan<br/>RM'000</b> | <b>Jumlah<br/>RM'000</b> |
|--------------------------------------|---------------------------|---------------------------------------|--------------------------|
| <b>Kumpulan</b>                      |                           |                                       |                          |
| <b>Kos</b>                           |                           |                                       |                          |
| Baki pembukaan                       |                           |                                       |                          |
| – Kos pembangunan                    | –                         | 21,815                                | 21,815                   |
| – Muhibah daripada penyatuan         | 113,478                   | –                                     | 113,478                  |
| – Pembelian muhibah                  | 9,180                     | –                                     | 9,180                    |
|                                      | 122,658                   | 21,815                                | 144,473                  |
| Tambahan                             | 69*                       | 10,223                                | 10,292                   |
| Baki penutup                         | 122,727                   | 32,038                                | 154,765                  |
| <b>Pelunasan</b>                     |                           |                                       |                          |
| Baki pembukaan                       | 44,925                    | 1,344                                 | 46,269                   |
| Caj pelunasan bagi tahun             | 6,130                     | 6,232                                 | 12,362                   |
| Baki penutup                         | 51,055                    | 7,576                                 | 58,631                   |
| <b>Nilai buku bersih</b>             |                           |                                       |                          |
| Pada 31 Disember 2003                | 71,672                    | 24,462                                | 96,134                   |
| Pada 31 Disember 2002                | 77,733                    | 20,471                                | 98,204                   |
| Bagi tahun berakhir 31 Disember 2002 |                           |                                       |                          |
| Caj pelunasan                        | 6,127                     | 1,344                                 | 7,471                    |

\* Muhibah atas penyatuan

### 6. Inventori

|                               | <b>Kumpulan</b>        |                        |
|-------------------------------|------------------------|------------------------|
|                               | <b>2003<br/>RM'000</b> | <b>2002<br/>RM'000</b> |
| Bahan mentah dan pembungkusan | 103,260                | 99,878                 |
| Kerja dalam proses            | 7,878                  | 12,737                 |
| Inventori siap dikilang       | 123,182                | 187,662                |
|                               | 234,320                | 300,277                |

## 7. Penghutang perdagangan dan penghutang lain

|                                           | <b>Kumpulan</b> |                | <b>Syarikat</b> |                |
|-------------------------------------------|-----------------|----------------|-----------------|----------------|
|                                           | <b>2003</b>     | <b>2002</b>    | <b>2003</b>     | <b>2002</b>    |
|                                           | <b>RM'000</b>   | <b>RM'000</b>  | <b>RM'000</b>   | <b>RM'000</b>  |
| Penghutang perdagangan                    | 267,275         | 264,015        | –               | –              |
| Syarikat-syarikat berkaitan – perdagangan | 57,983          | 59,135         | –               | –              |
| – bukan perdagangan                       | 11,616          | 4,598          | –               | –              |
| Syarikat bersekutu – perdagangan          | 3,020           | 562            | –               | –              |
| Syarikat induk                            | 1,819           | –              | 1,819           | –              |
| Anak-anak syarikat                        | –               | –              | 319,466         | 217,135        |
| Penghutang lain, deposit dan prabayaran   | 67,886          | 45,814         | 1,590           | 100            |
| Kontrak tukaran matawang asing            | 902             | 763            | –               | –              |
| Dagangan hadapan komoditi                 | –               | 8,866          | –               | –              |
|                                           | <b>410,501</b>  | <b>383,753</b> | <b>322,875</b>  | <b>217,235</b> |

Jumlah dihutang oleh syarikat induk, syarikat-syarikat berkaitan dan sebuah syarikat bersekutu adalah tidak bercagar, tanpa faedah dan tidak mempunyai tempoh bayaran balik yang tetap.

Jumlah dihutang oleh anak-anak syarikat adalah tidak bercagar, bukan bersifat perdagangan, tertakluk kepada faedah pada kadar dari 3.00% hingga 3.35% (2002 – 3.0% hingga 3.5%) dan tidak mempunyai tempoh bayaran balik yang tetap.

Termasuk dalam penghutang lain, deposit dan prabayaran Kumpulan adalah pinjaman pekerja sebanyak RM27,272,000 (2002 – RM24,838,000), termasuk RM118,000 (2002 – RM18,000) yang dihutang oleh seorang Pengarah Syarikat bagi pinjaman kereta yang dibuat di bawah dasar pegawai dagang korporat Nestlé. Termasuk dalam jumlah ini ialah cagaran yang dipegang oleh rakan penjelasan dagangan bernilai RM8,627,000 (2002-Nil)

Kontrak tukaran matawang asing dan dagangan hadapan komoditi ditetapkan sebagai perlindungan nilai aliran tunai.

Keuntungan belum direalisasi daripada, kontrak tukaran matawang asing dan dagangan hadapan komoditi masing-masing sebanyak RM902,000 dan Nil (2002 – RM763,000 dan RM8,866,000) telah diiktiraf dalam ekuiti pada akhir tahun. Keuntungan tersebut dijangka akan diiktiraf di dalam penyata kewangan apabila urusanniaga yang diramalkan berlaku seperti berikut:

|                                       | <b>Keuntungan</b> |               |
|---------------------------------------|-------------------|---------------|
|                                       | <b>2003</b>       | <b>2002</b>   |
|                                       | <b>RM'000</b>     | <b>RM'000</b> |
| <b>Kumpulan</b>                       |                   |               |
| <b>Kontrak tukaran matawang asing</b> |                   |               |
| Kurang dari tiga bulan                | 763               | 763           |
| Antara tiga bulan hingga satu tahun   | 139               | –             |
|                                       | <b>902</b>        | <b>763</b>    |
| <b>Dagangan hadapan komoditi</b>      |                   |               |
| <b>– Koko dan kopi</b>                |                   |               |
| Kurang dari tiga bulan                | –                 | 3,905         |
| Antara tiga bulan hingga satu tahun   | –                 | 4,961         |
|                                       | –                 | <b>8,866</b>  |

## Nota-nota kepada penyata kewangan

### 8. Tunai dan setara tunai

|                                   | Kumpulan       |                | Syarikat       |                |
|-----------------------------------|----------------|----------------|----------------|----------------|
|                                   | 2003<br>RM'000 | 2002<br>RM'000 | 2003<br>RM'000 | 2002<br>RM'000 |
| Deposit dengan bank-bank berlesen | 48,550         | –              | –              | –              |
| Tunai dan baki bank               | 25,319         | 36,208         | 36             | 34             |
|                                   | 73,869         | 36,208         | 36             | 34             |

### 9. Pemiutang perdagangan dan pemiutang lain

|                                           | Kumpulan       |                | Syarikat       |                |
|-------------------------------------------|----------------|----------------|----------------|----------------|
|                                           | 2003<br>RM'000 | 2002<br>RM'000 | 2003<br>RM'000 | 2002<br>RM'000 |
| Pemiutang perdagangan                     | 154,230        | 141,570        | –              | –              |
| Syarikat-syarikat berkaitan – perdagangan | 65,570         | 71,901         | –              | –              |
| – bukan perdagangan                       | 48,377         | 46,752         | –              | –              |
| Pemiutang lain dan perbelanjaan terakru   | 40,440         | 32,773         | 183            | 209            |
| Anak-anak syarikat                        | –              | –              | 156,881        | 61,988         |
| Dagangan hadapan komoditi                 | 11,041         | –              | –              | –              |
|                                           | 319,658        | 292,996        | 157,064        | 62,197         |

Jumlah dihutang kepada anak-anak syarikat adalah tidak bercagar, bukan bersifat perdagangan, tertakluk kepada faedah pada kadar dari 3.00% hingga 3.35% (2002 – 3.00% hingga 3.50%) dan tidak mempunyai tempoh bayaran balik yang tetap.

Jumlah dihutang kepada syarikat-syarikat berkaitan adalah tidak bercagar, tanpa faedah dan tidak mempunyai tempoh bayaran balik yang tetap.

Dagangan hadapan komoditi ditetapkan sebagai perlindungan nilai aliran tunai.

Kerugian belum direalisasi sebanyak RM11,041,000 (2002 – Nil) daripada dagangan hadapan komoditi telah diiktiraf dalam ekuiti pada akhir tahun. Kerugian tersebut dijangka akan diiktiraf di dalam penyata kewangan apabila urusanniaga yang diramalkan berlaku seperti berikut:

|                                     | Kerugian       |                |
|-------------------------------------|----------------|----------------|
|                                     | 2003<br>RM'000 | 2002<br>RM'000 |
| <b>Kumpulan</b>                     |                |                |
| <b>Dagangan hadapan komoditi</b>    |                |                |
| – Koko dan kopi                     |                |                |
| Kurang dari tiga bulan              | 8,806          | –              |
| Antara tiga bulan hingga satu tahun | 2,235          | –              |
|                                     | 11,041         | –              |

## 10. Pinjaman

|                             | <i>Kumpulan</i> |                |
|-----------------------------|-----------------|----------------|
|                             | <b>2003</b>     | <b>2002</b>    |
|                             | <b>RM'000</b>   | <b>RM'000</b>  |
| <b>Semasa</b>               |                 |                |
| Penerimaan jurubank         | –               | 36,200         |
| Overdraif                   | 2,255           | –              |
| Kredit berpusing            | –               | 190,000        |
| Kertas perdagangan          | 225,000         | 200,000        |
| Nota jangka sederhana       | –               | 50,000         |
| Tanggungan pajakan kewangan | –               | 554            |
| Pinjaman matawang asing     | 75,997          | 64,598         |
|                             | <b>303,252</b>  | <b>541,352</b> |
| <b>Bukan semasa</b>         |                 |                |
| Nota jangka sederhana       | 250,000         | 50,000         |

Semua pinjaman adalah tidak bercagar. Kadar faedah dan profil kematangan pinjaman tersebut adalah seperti berikut:

|                                                                                                   | <b>Jumlah</b>  | <b>Di bawah</b> | <b>1 – 2</b>  | <b>2 – 5</b>   |
|---------------------------------------------------------------------------------------------------|----------------|-----------------|---------------|----------------|
|                                                                                                   | <b>RM'000</b>  | <b>1 tahun</b>  | <b>tahun</b>  | <b>tahun</b>   |
|                                                                                                   |                | <b>RM'000</b>   | <b>RM'000</b> | <b>RM'000</b>  |
| <b>Kumpulan</b>                                                                                   |                |                 |               |                |
| Overdraif – 6.00% (2002-Nil)                                                                      | 2,255          | 2,255           | –             | –              |
| Kertas perdagangan – boleh berubah pada kadar 2.93% hingga 5.18% (2002 – 2.84% hingga 3.06%)      | 225,000        | 225,000         | –             | –              |
| Nota jangka sederhana – tetap pada kadar 3.30% hingga 5.18% (2002 – 4.50% hingga 5.45%)           | 250,000        | –               | –             | 250,000        |
| Pinjaman matawang asing (USD) – boleh berubah pada 1.21% hingga 2.03% (2002 – 1.58% kepada 2.00%) | 75,997         | 75,997          | –             | –              |
|                                                                                                   | <b>553,252</b> | <b>303,252</b>  | <b>–</b>      | <b>250,000</b> |

**Tanggungan pajakan kewangan**

Tanggungan pajakan kewangan perlu dibayar adalah seperti berikut:

|                        | <b>Bayaran</b> | <b>Faedah</b> | <b>Prinsipal</b> |
|------------------------|----------------|---------------|------------------|
|                        | <b>2002</b>    | <b>2002</b>   | <b>2002</b>      |
|                        | <b>RM'000</b>  | <b>RM'000</b> | <b>RM'000</b>    |
| <b>Kumpulan</b>        |                |               |                  |
| Kurang dari satu tahun | 602            | 48            | 554              |

## Nota-nota kepada penyata kewangan

### 11. Modal saham

|                                     | <i>Kumpulan dan Syarikat</i> |               |
|-------------------------------------|------------------------------|---------------|
|                                     | <i>2003</i>                  | <i>2002</i>   |
|                                     | <i>RM'000</i>                | <i>RM'000</i> |
| Saham biasa berharga RM1.00 sesaham |                              |               |
| Dibenarkan                          | 300,000                      | 300,000       |
| Diterbit dan dibayar penuh          | 234,500                      | 234,500       |

### 12. Kepentingan pemegang saham minoriti

Ini meliputi bahagian pemegang saham minoriti daripada modal saham dan rizab anak-anak syarikat

### 13. Tanggungan Cukai Tertunda

Aset dan tanggungan cukai tertunda yang diiktiraf, sebelum / selepas imbangan, adalah seperti berikut:

|                                     | <i>Kumpulan</i> |               |
|-------------------------------------|-----------------|---------------|
|                                     | <i>2003</i>     | <i>2002</i>   |
|                                     | <i>RM'000</i>   | <i>RM'000</i> |
| Hartanah, loji dan peralatan        |                 |               |
| – elaun modal                       | 46,033          | 47,001        |
| Elaun                               | (2,598)         | (827)         |
| Faedah tertakrif yang perlu dibayar | (13,560)        | (14,277)      |
|                                     | 29,875          | 31,897        |

Tiada cukai tertunda diiktiraf bagi perkara-perkara berikut:

|                                     | <i>Kumpulan</i> |               |
|-------------------------------------|-----------------|---------------|
|                                     | <i>2003</i>     | <i>2002</i>   |
|                                     | <i>RM'000</i>   | <i>RM'000</i> |
| Perbezaan masa yang boleh ditolak   | (16,682)        | (15,222)      |
| Elaun modal yang tidak diserapkan   | 32,719          | 35,060        |
| Kerugian cukai yang tidak digunakan | 67,380          | 67,380        |
|                                     | 83,417          | 87,218        |

Perkara-perkara diatas tidak akan luput dibawah undang-undang cukai semasa. Aset cukai tertunda tidak diiktiraf kerana tidak ada kemungkinan yang terdapatnya keuntungan bercukai di masa hadapan yang boleh digunakan oleh anak syarikat berkenaan.

14. *Faedah Persaraan*

|                                                                           | <i>Kumpulan</i> |               |
|---------------------------------------------------------------------------|-----------------|---------------|
|                                                                           | <b>2003</b>     | <b>2002</b>   |
|                                                                           | <b>RM'000</b>   | <b>RM'000</b> |
| <i>Nilai semasa dana yang perlu dibayar</i>                               | 130,265         | 122,618       |
| <i>Nilai saksama aset rancangan</i>                                       | (80,114)        | (71,325)      |
| <i>Nilai semasa jumlah bersih yang perlu dibayar</i>                      | 50,151          | 51,293        |
| <i>Kerugian aktuarial yang tidak diiktiraf</i>                            | (1,722)         | (303)         |
| <i>Tanggungan yang diiktiraf bagi faedah tertakrif yang perlu dibayar</i> | 48,429          | 50,990        |

*Tanggungan bagi faedah tertakrif yang perlu dibayar*

Kumpulan menjalankan skim faedah tertakrif yang ditadbir oleh Skim Persaraan Kumpulan Nestle Malaysia. Skim ini menyediakan wang persaraan tidak berindeks kepada kakitangan yang berada dalam perkhidmatan Kumpulan sebelum 1 Januari 1992, berdasarkan peratus gaji terakhir dengan jumlah faedah KWSP yang diperolehi daripada caruman pekerja dan majikan yang dibuat sepanjang tempoh keahlian KWSP disatukan.

*Pergerakan dalam jumlah tanggungan yang diiktiraf dalam kunci kira-kira*

|                                                        | <i>Kumpulan</i> |               |
|--------------------------------------------------------|-----------------|---------------|
|                                                        | <b>2003</b>     | <b>2002</b>   |
|                                                        | <b>RM'000</b>   | <b>RM'000</b> |
| <i>Tanggungan bersih pada 1 Januari</i>                | 50,990          | 47,280        |
| <i>Perbelanjaan diiktiraf dalam penyata pendapatan</i> | 5,925           | 10,764        |
| <i>Caruman</i>                                         | (8,486)         | (7,054)       |
| <i>Tanggungan bersih pada 31 Disember</i>              | 48,429          | 50,990        |

*Perbelanjaan diiktiraf dalam penyata pendapatan*

|                                                 | <i>Kumpulan</i> |               |
|-------------------------------------------------|-----------------|---------------|
|                                                 | <b>2003</b>     | <b>2002</b>   |
|                                                 | <b>RM'000</b>   | <b>RM'000</b> |
| <i>Kos perkhidmatan semasa</i>                  | 3,499           | 3,787         |
| <i>Faedah ke atas jumlah yang perlu dibayar</i> | 6,910           | 7,282         |
| <i>Pulangan jangkaan atas aset rancangan</i>    | (4,484)         | (4,683)       |
| <i>Kos perkhidmatan terdahulu</i>               | –               | 4,378         |
|                                                 | 5,925           | 10,764        |

## Nota-nota kepada penyata kewangan

### 14. Faedah Persaraan (bersambung)

Perbelanjaan diiktiraf dalam perkara-perkara berikut dalam penyata pendapatan:

|                                 | <b>Kumpulan</b> |               |
|---------------------------------|-----------------|---------------|
|                                 | <b>2003</b>     | <b>2002</b>   |
|                                 | <b>RM'000</b>   | <b>RM'000</b> |
| Kos jualan                      | 1,541           | 2,800         |
| Perbelanjaan pengedaran         | 651             | 1,183         |
| Perbelanjaan pentadbiran        | 3,733           | 6,781         |
|                                 | <b>5,925</b>    | <b>10,764</b> |
| Pulangan sebenar aset rancangan | 6,722           | 4,109         |

Andaian utama aktuarial yang digunakan pada tarikh kunci kira-kira (dinyatakan sebagai purata berpemberat):

|                                       | <b>2003</b> | <b>2002</b> |
|---------------------------------------|-------------|-------------|
| Kadar diskaun                         | 7.0%        | 7.0%        |
| Pulangan jangkaan atas aset rancangan | 7.0%        | 7.0%        |
| Peningkatan gaji masa hadapan         | 5.5%        | 5.5%        |

### 15. Keuntungan Sebelum Cukai

|                                                                | <b>Kumpulan</b> |               | <b>Syarikat</b> |               |
|----------------------------------------------------------------|-----------------|---------------|-----------------|---------------|
|                                                                | <b>2003</b>     | <b>2002</b>   | <b>2003</b>     | <b>2002</b>   |
|                                                                | <b>RM'000</b>   | <b>RM'000</b> | <b>RM'000</b>   | <b>RM'000</b> |
| <b>Keuntungan sebelum cukai diperolehi selepas mengecaj :</b>  |                 |               |                 |               |
| Elaun untuk hutang ragu                                        | 6,117           | 1,569         | —               | —             |
| Pelunasan muhibah                                              | 6,130           | 6,127         | —               | —             |
| Pelunasan kos pembangunan                                      | 6,232           | 1,344         | —               | —             |
| Bayaran juruaudit                                              | 250             | 185           | 45              | 7             |
| Susutnilai                                                     | 70,793          | 73,984        | —               | —             |
| Ganjaran para pengarah                                         |                 |               |                 |               |
| – yuran                                                        | 140             | 120           | 140             | 120           |
| – emolumen                                                     | 2,688           | 2,263         | —               | —             |
| Projek GLOBE                                                   | 29,108          | 32,429        | —               | —             |
| Kerugian penurunan nilai pada hartanah, loji dan peralatan     | 24,867          | —             | —               | —             |
| Kos penutupan                                                  | 4,205           | —             | —               | —             |
| Kerugian pada pelupusan hartanah, loji dan peralatan           | 17              | 395           | —               | —             |
| Kerugian pada penjualan hartanah, loji dan peralatan           | —               | 111           | —               | —             |
| Sewa tanah dan bangunan                                        | 45,023          | 32,293        | —               | —             |
| Kerugian tukaran matawang asing                                |                 |               |                 |               |
| – tidak direalisasi                                            | 509             | —             | —               | —             |
| – direalisasi                                                  | 1,483           | —             | —               | —             |
| <b>dan selepas mengkredit:</b>                                 |                 |               |                 |               |
| Dividen kasar daripada anak-anak syarikat yang tidak disenarai | —               | —             | 224,906         | 219,373       |
| Keuntungan dari pelupusan hartanah, loji dan peralatan         | 3,573           | —             | —               | —             |
| Keuntungan atas tukaran asing – direalisasi                    | —               | 1,137         | —               | —             |
| Keuntungan dari penjualan perniagaan / anak-anak syarikat      | —               | 34,436        | —               | 16,625        |

Anggaran nilai bagi ganjaran bukan berbentuk wang untuk para Pengarah berjumlah RM748,402 (2002 – RM1,034,000).

## 16. Maklumat kakitangan

|                     | Kumpulan       |                | Syarikat       |                |
|---------------------|----------------|----------------|----------------|----------------|
|                     | 2003<br>RM'000 | 2002<br>RM'000 | 2003<br>RM'000 | 2002<br>RM'000 |
| Kos pekerja         |                |                |                |                |
| – caruman tertakrif | 25,365         | 24,804         | –              | –              |
| – lain-lain         | 213,711        | 178,507        | –              | –              |
|                     | 239,076        | 203,311        | –              | –              |

Bilangan kakitangan Kumpulan (termasuk para Pengarah Eksekutif) bagi tahun berakhir adalah seramai 3,472 (2002 – 3,478).

## 17. Perbelanjaan cukai

|                                                         | Kumpulan       |                | Syarikat       |                |
|---------------------------------------------------------|----------------|----------------|----------------|----------------|
|                                                         | 2003<br>RM'000 | 2002<br>RM'000 | 2003<br>RM'000 | 2002<br>RM'000 |
| Perbelanjaan cukai semasa                               |                |                |                |                |
| Malaysia – tahun semasa                                 | 46,660         | 34,969         | 48,980         | 44,201         |
| – tahun sebelumnya                                      | (5,556)        | (959)          | (6)            | (959)          |
|                                                         | 41,104         | 34,010         | 48,974         | 43,242         |
| Perbelanjaan cukai tertunda                             |                |                |                |                |
| Jumlah asal dan pembalikan perbezaan sementara          | (1,010)        | 17,538         | –              | –              |
|                                                         | 40,094         | 51,548         | 48,974         | 43,242         |
| <b>Penyesuaian perbelanjaan cukai</b>                   |                |                |                |                |
| Keuntungan sebelum cukai                                | 202,117        | 234,204        | 225,667        | 237,273        |
| Cukai pendapatan menggunakan kadar cukai Malaysia (28%) | 56,593         | 65,577         | 63,187         | 66,436         |
| Perbelanjaan yang tidak boleh ditolak                   | 3,295          | 3,652          | 209            | 148            |
| Pendapatan dikecualikan cukai                           | –              | (10,151)       | (14,416)       | (22,383)       |
| Pengiktirafan modal elaun yang tidak diserapkan         | (1,064)        | (1,538)        | –              | –              |
| Insentif cukai                                          | (8,378)        | (11,853)       | –              | –              |
| Lain-lain                                               | (4,795)        | 6,820          | –              | –              |
|                                                         | 45,650         | 52,507         | 48,980         | 44,201         |
| Lebih peruntukan pada tahun sebelumnya                  | (5,556)        | (959)          | (6)            | (959)          |
| Perbelanjaan cukai                                      | 40,094         | 51,548         | 48,974         | 43,242         |

## 18. Pendapatan sesaham biasa – Kumpulan

## Pendapatan asas sesaham

Pengiraan perolehan asas sesaham adalah berdasarkan kepada keuntungan bersih yang boleh diagihkan kepada para pemegang saham biasa sebanyak RM162.0 juta (2002 – RM182.59 juta) dan bilangan saham biasa yang tertunggak pada tahun ini sebanyak 234.5 juta (2002 – 234.5 juta).

## Nota-nota kepada penyata kewangan

### 19. Dividen

|                                                         | <i>Kumpulan dan Syarikat</i> |                |
|---------------------------------------------------------|------------------------------|----------------|
|                                                         | <b>2003</b>                  | <b>2002</b>    |
|                                                         | <b>RM'000</b>                | <b>RM'000</b>  |
| <i>Interim dibayar:</i>                                 |                              |                |
| – pertama 35 sen (2002 – 30 sen) sesaham ditolak cukai  | 59,094                       | 50,652         |
| – khas Nil (2002 – 12.54 sen) sesaham ditolak cukai     | –                            | 21,175         |
| – khas Nil (2002 – 5.97 sen) sesaham dikecualikan cukai | –                            | 14,000         |
| <i>Akhir dibayar berhubung dengan tahun sebelumnya:</i> |                              |                |
| – 25 sen (2001 – 40.39 sen) sesaham ditolak cukai       | 42,210                       | 68,202         |
| – 27 sen (2001 – 32.84 sen) sesaham dikecualikan cukai  | 63,315                       | 77,000         |
|                                                         | <b>164,619</b>               | <b>231,029</b> |

Dividen akhir dicadangkan bagi tahun kewangan berakhir 31 Disember 2003

Dividen akhir dicadangkan sebanyak 38.95 sen sesaham ditolak cukai dan 21.95 sen sesaham dikecualikan cukai masing-masing berjumlah RM65,763,180 dan RM51,472,750 telah tidak diambilkira di dalam penyata kewangan Kumpulan dan Syarikat pada 31 Disember 2003.

### 20. Perubahan dalam dasar-dasar perakaunan dan pindaan tahun sebelumnya

Pada tahun kewangan semasa, syarikat menggunakan dua piawaian MASB baru. Penggunaan piawaian baru ini menyebabkan perubahan dalam dasar-dasar perakaunan seperti berikut:

- MASB 25, Cukai Pendapatan yang telah diaplikasikan secara retrospektif. Penggunaan piawaian ini tidak mempunyai kesan material terhadap penyata kewangan; dan
- MASB 29, Faedah Pekerja yang telah digunakan secara retrospektif. Angka perbandingan telah dipinda bagi menunjukkan perubahan dalam dasar perakaunan ini.

Perubahan dalam dasar perakaunan ini yang diaplikasikan secara retrospektif mempunyai kesan terhadap keputusan seperti berikut:

|                                                            | <i>Kumpulan</i> |                 |
|------------------------------------------------------------|-----------------|-----------------|
|                                                            | <b>2003</b>     | <b>2002</b>     |
|                                                            | <b>RM'000</b>   | <b>RM'000</b>   |
| Jumlah keuntungan sebelum perubahan dalam dasar perakaunan | 160,144         | 182,585         |
| Kesan penggunaan MASB 29                                   |                 |                 |
| – Faedah persaraan                                         | 2,561           | (3,710)*        |
| – Cukai tertunda berkaitan                                 | (716)           | 1,027*          |
|                                                            | <b>161,989</b>  | <b>179,902*</b> |

\* Oleh kerana jumlah adalah tidak material, penyata pendapatan tidak dinyatakan semula.  
Kesan bersih ditunjukkan dalam penyata perubahan ekuiti

#### Pindaan tahun sebelumnya

##### Perubahan dalam dasar-dasar perakaunan

Perubahan dalam dasar-dasar perakaunan yang berpunca daripada penggunaan MASB 29, telah diambilkira dengan menyatakan semula perbandingan dan meminda baki pembukaan keuntungan tertahan pada 1 Januari 2002 seperti yang dinyatakan dalam Nota 30 dan penyata perubahan ekuiti.

## 21. Rizab boleh diagihkan

Tertakluk kepada persetujuan oleh Lembaga Hasil Dalam Negeri, Syarikat mempunyai kredit cukai Seksyen 108 yang mencukupi dan pendapatan dikecualikan cukai untuk menjelaskan semua rizabnya yang boleh diagihkan pada 31 Disember 2003 jika dibayar sebagai dividen.

## 22. Maklumat segmen

Oleh kerana aktiviti Kumpulan adalah perkilangan, pemasaran dan penjualan produk makanan di Malaysia, maka tiada analisis mengikut segmen disediakan. Kira-kira 17% (2002- 13%) jumlah jualan dieksport kepada pelanggan yang kebanyakannya berpangkalan di Rantau Asia Tenggara dan negara-negara Asia Barat mengikut lokasi para pelanggan.

## 23. Tanggungan luarjangka - tidak bercagar

|                                                 | Syarikat       |                |
|-------------------------------------------------|----------------|----------------|
|                                                 | 2003<br>RM'000 | 2002<br>RM'000 |
| Jaminan berkaitan dengan pinjaman anak syarikat | 700,000        | 300,000        |

### Litigasi

Kumpulan mempunyai litigasi yang belum selesai di mana pihak ketiga telah memfailkan saman terhadap sebuah anak syarikat milik penuh Syarikat. Kesilapan telah berlaku dalam memfailkan tuntutan ganti rugi yang timbul daripada prosiding perundangan (bagi kutipan semula hutang). Anak syarikat tersebut telah meminta pandangan dua peguam dan kedua-duanya bersependapat yang plaintif tidak mempunyai asas undang-undang yang kukuh untuk mengekalkan saman tersebut. Para Pengarah tidak menjangka sebarang kerugian besar akan timbul dan tiada peruntukan dibuat di dalam penyata kewangan.

## 24. Pajakan operasi

Jumlah pembayaran pajakan minimum di bawah pajakan operasi tidak boleh dibatalkan adalah seperti berikut:

|                               | Kumpulan       |                |
|-------------------------------|----------------|----------------|
|                               | 2003<br>RM'000 | 2002<br>RM'000 |
| Kurang dari satu tahun        | 29,145         | 18,649         |
| Antara satu hingga lima tahun | 108,381        | 69,563         |
| Lebih dari lima tahun         | 22,832         | 60,603         |
|                               | 160,358        | 148,815        |

Kumpulan memajak beberapa buah gudang, pejabat dan kediaman di bawah pajakan operasi. Pajakan tersebut lazimnya berlangsung untuk tempoh permulaan selama tiga tahun, dengan satu pajakan selama 12 tahun dengan pilihan untuk memperbaharui pajakan tersebut selepas itu. Tiada di antara pajakan tersebut yang termasuk dalam sewaan luarjangka.

## 25. Komitmen

|                                                              | Kumpulan       |                |
|--------------------------------------------------------------|----------------|----------------|
|                                                              | 2003<br>RM'000 | 2002<br>RM'000 |
| Hartanah, loji dan peralatan                                 |                |                |
| Dibenarkan tetapi tidak dikontrakkan                         | 87,307         | 112,288        |
| Dikontrak tetapi tidak diambilkira di dalam penyata kewangan | 5,070          | 2,598          |
|                                                              | 92,377         | 114,886        |

## Nota-nota kepada penyata kewangan

### 26. Syarikat induk

Syarikat induk adalah Nestlé S.A., sebuah syarikat yang diperbadankan di Switzerland.

### 27. Pihak-pihak berkaitan

Perhubungan pihak berkaitan yang mempunyai kawalan adalah seperti berikut:

i) Syarikat induk seperti yang dinyatakan dalam Nota 26.

ii) Anak-anak syarikatnya seperti yang dinyatakan dalam Nota 29.

Kumpulan mempunyai perhubungan pihak berkaitan dengan syarikat-syarikat berkaitan yang lain, syarikat-syarikat bersekutunya dan seorang Pengarah Syarikat.

#### Urusniaga dengan seorang Pengarah

Beberapa urusniaga penting dengan syarikat-syarikat di mana seorang Pengarah, Encik Jimmy Tan @ Tan Meng Kow, mempunyai kepentingan adalah seperti berikut:

|        | Kumpulan       |                | Syarikat       |                |
|--------|----------------|----------------|----------------|----------------|
|        | 2003<br>RM'000 | 2002<br>RM'000 | 2003<br>RM'000 | 2002<br>RM'000 |
| Jualan | 76,387         | 90,074         | —              | —              |

Semua urusniaga ini telah dimeterai menurut perjalanan perniagaan biasa dan telah dipersetujui mengikut syarat-syarat yang telah dirundingkan.

Jumlah yang dihutang oleh syarikat-syarikat ini berhubung dengan jualan tersebut adalah sebanyak RM6,130,000 (2002 – RM5,476,000).

#### Urusniaga pihak berkaitan lain

Urusniaga penting dengan pihak berkaitan lain selain daripada yang dinyatakan di bahagian lain penyata kewangan ini adalah seperti berikut:

|                                    | Kumpulan       |                | Syarikat       |                |
|------------------------------------|----------------|----------------|----------------|----------------|
|                                    | 2003<br>RM'000 | 2002<br>RM'000 | 2003<br>RM'000 | 2002<br>RM'000 |
| Anak-anak syarikat                 |                |                |                |                |
| Perbelanjaan faedah perlu dibayar  | —              | —              | 4,816          | 4,332          |
| Pendapatan faedah diterima         | —              | —              | 6,401          | 5,707          |
| Syarikat-syarikat bersekutu        |                |                |                |                |
| Pembayaran balik kos Projek GLOBE  | 26,217         | 31,981         | —              | —              |
| Penjualan anak syarikat/perniagaan | —              | 37,000         | —              | 16,675         |
| Pembelian                          | 775,997        | 902,756        | —              | —              |
| Penjualan loji dan peralatan       | 6,704          | —              | —              | —              |
| Pembelian loji dan peralatan       | 3,411          | 831            | —              | —              |
| Jualan                             | 384,168        | 315,453        | —              | —              |
| Royalti perlu dibayar              | 114,013        | 106,899        | —              | —              |

Semua urusniaga ini telah dimeterai menurut perjalanan perniagaan biasa dan telah dipersetujui mengikut syarat-syarat yang telah dirundingkan.

## 28. Instrumen kewangan

*Objektif dan dasar pengurusan risiko kewangan*  
 Pendedahan kepada risiko kredit, kadar faedah dan matawang yang timbul dalam perjalanan biasa perniagaan Kumpulan. Oleh itu, Kumpulan menerima pakai dasar dan garis panduan bertulis pengurusan risiko yang dikeluarkan oleh syarikat induk, Nestlé S.A., yang membentangkan strategi perniagaan keseluruhan, toleransi terhadap risiko dan falsafah pengurusan risiko am. Kumpulan telah mewujudkan proses untuk memantau dan mengawal perlindungan nilai urusniaga secara menepati masa dan tepat. Semua garis panduan baru dan maklumat terkini mengenai dasar disemak secara kerap dan dipantau oleh pihak Pengurusan dan Lembaga Pengarah tempatan bagi memastikan supaya dasar dan garis panduan tersebut dipatuhi.

Dasar perakaunan Kumpulan berhubung dengan instrumen kewangan derivatif dinyatakan dalam Nota 1(p).

### *Risiko kredit*

Pihak pengurusan tempatan melaksanakan satu dasar kredit dan pendedahan terhadap risiko kredit untuk dipantau secara berterusan. Penilaian kredit dilakukan ke atas semua pelanggan yang memerlukan kredit melebihi jumlah tertentu dengan kuasa dan had untuk memberi kelulusan yang jelas. Semua pelanggan utama dikehendaki mempunyai sandaran dalam bentuk harta kewangan dan/atau jaminan bank.

Pada tarikh kunci kira-kira, tiada penumpuan ketara risiko kredit. Pendedahan maksimum kepada risiko kredit diwakili oleh nilai bawa setiap harta kewangan.

### *Risiko matawang asing*

Kumpulan menanggung risiko matawang asing berhubung jualan, pembelian dan pinjaman dalam matawang selain daripada Ringgit Malaysia. Matawang-matawang yang menimbulkan risiko ini adalah terutamanya Dolar Amerika Syarikat, Swiss Francs, Dolar Australia dan Euro.

Kumpulan melindungi sekurang-kurangnya sebahagian daripada keseluruhan penerimaan perdagangan dan pembayaran perdagangan dalam matawang asing. Berikutan garis panduan yang ditetapkan oleh syarikat induk, semua kontrak pertukaran asing bagi tujuan perlindungan nilai untuk menjaga Kumpulan daripada turun naik matawang asing dan Kumpulan tidak dibenarkan berdagang selain daripada untuk tujuan perlindungan nilai.

### *Risiko kontrak komoditi*

Kumpulan menanggung risiko kontrak komoditi daripada penjualan dan pembelian komoditi utama seperti kopi dan koko. Kontrak yang menimbulkan peningkatan kepada risiko adalah kontrak masa hadapan dan opsi yang sebahagian besar adalah dalam matawang Dolar AS dan Pound Sterling British.

Kontrak komoditi kopi dan koko diuruskan oleh pakar berpangkalan di Nestlé Australia dan Nestlé UK bagi pihak Kumpulan untuk mendapatkan keseimbangan yang sama rata. Mengikut garis panduan yang diberikan oleh syarikat induk, semua kontrak komoditi dilindung nilai daripada kesan turun naik harga.

### *Risiko kecairan*

Kumpulan mengawal dan mengekalkan aras tunai dan setara tunai serta jumlah kredit bank yang dirasakan mencukupi oleh pihak pengurusan untuk membiayai operasi kumpulan dan untuk mengurangkan kesan turun naik dalam aliran tunai.

### *Risiko kadar faedah*

Kadar faedah bagi pinjaman Kumpulan adalah berasaskan kepada pinjaman asas seperti yang ditetapkan kecuali untuk pinjaman jangka sederhana dan tanggungan pajakan kewangan dimana kadar faedah tetap dikenakan.

## Nota-nota kepada penyata kewangan

Jadual berikut menunjukkan maklumat mengenai pendedahan syarikat kepada risiko kadar faedah.

### Analisis kadar faedah efektif dan penentuan semula harga

Berhubung dengan aset kewangan yang memberi faedah dan tanggungan kewangan yang dikenakan faedah, jadual berikut menyatakan kadar faedah efektif pada kunci kira-kira dan tempoh yang mana ia dikira semula atau matang, yang mana terdahulu.

| 2003                              |                              |                  |                            |                               |
|-----------------------------------|------------------------------|------------------|----------------------------|-------------------------------|
|                                   | Kadar<br>faedah efektif<br>% | Jumlah<br>RM'000 | Bawah<br>1 tahun<br>RM'000 | 1 hingga 5<br>tahun<br>RM'000 |
| <b>Kumpulan</b>                   |                              |                  |                            |                               |
| <b>Aset kewangan</b>              |                              |                  |                            |                               |
| Deposit dengan bank-bank berlesen | 2.20                         | 48,550           | 48,550                     | –                             |
| <b>Tanggungan kewangan</b>        |                              |                  |                            |                               |
| Overdraf                          | 6.00                         | 2,255            | 2,255                      | –                             |
| Kertas perdagangan                | 3.36                         | 225,000          | 225,000                    | –                             |
| Nota jangka sederhana             | 3.72                         | 250,000          | –                          | 250,000                       |
| Pinjaman matawang asing (USD)     | 1.41                         | 75,997           | 75,997                     | –                             |

| 2002                          |                              |                  |                            |                               |
|-------------------------------|------------------------------|------------------|----------------------------|-------------------------------|
|                               | Kadar<br>faedah efektif<br>% | Jumlah<br>RM'000 | Bawah<br>1 tahun<br>RM'000 | 1 hingga 5<br>tahun<br>RM'000 |
| <b>Kumpulan</b>               |                              |                  |                            |                               |
| <b>Tanggungan Kewangan</b>    |                              |                  |                            |                               |
| Penerimaan jurubank           | 2.88                         | 36,200           | 36,200                     | –                             |
| Kredit pusingan               | 3.07                         | 190,000          | 190,000                    | –                             |
| Kertas perdagangan            | 2.90                         | 200,000          | 200,000                    | –                             |
| Nota jangka sederhana         | 5.05                         | 100,000          | 50,000                     | 50,000                        |
| Pinjaman matawang asing (USD) | 1.86                         | 64,598           | 64,598                     | –                             |

### Nilai saksama

#### Instrumen kewangan yang diiktiraf

Jumlah bawa adalah hampir sama dengan nilai saksama berikutan sifat bentuk jangka pendek secara relatif instrumen kewangan ini berhubung dengan tunai dan bersamaan tunai, penghutang perdagangan dan penghutang lain, pemiutang perdagangan dan pemiutang lain dan pinjaman jangka pendek. Keuntungan dan kerugian belum direalisasi bagi kontrak pertukaran asing dan kontrak hadapan komoditi adalah dinyatakan di dalam Nota 7 dan 9.

Jumlah dikontrakkan dan nilai saksama instrumen kewangan lain pada 31 Disember adalah seperti berikut:

|                       | 2003<br>Jumlah<br>bawa<br>RM'000 | 2003<br>Nilai<br>saksama<br>RM'000 | 2002<br>Jumlah<br>bawa<br>RM'000 | 2002<br>Nilai<br>saksama<br>RM'000 |
|-----------------------|----------------------------------|------------------------------------|----------------------------------|------------------------------------|
| <b>Kumpulan</b>       |                                  |                                    |                                  |                                    |
| Nota jangka sederhana | 250,000                          | 240,627                            | 100,000                          | 101,980                            |

## 29. Anak-anak syarikat

Anak-anak syarikat yang kesemuanya diperbadankan di Malaysia, adalah seperti berikut:

| Nama                                      | Kepentingan<br>pemilikan efektif |           | Aktiviti utama                                                                                                                                                                                                                                         |
|-------------------------------------------|----------------------------------|-----------|--------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------|
|                                           | 2003<br>%                        | 2002<br>% |                                                                                                                                                                                                                                                        |
| Nestlé Products Sdn. Bhd.                 | 100                              | 100       | Pemasaran dan jualan, untuk pasaran tempatan dan eksport susu pekat manis, susu tepung dan minuman, susu cair dan jus minuman, kopi segera, gula dan produk tenusu coklat, mi segera, produk masakan, bijirin, dadih dan produk-produk yang berkaitan. |
| Nestlé Foods (Malaysia) Sdn. Bhd.         | 100                              | 100       | Mengilang minuman, susu cair dan jus minuman, kopi segera, produk gula dan coklat konfeksi, mi segera, produk masakan, bijirin, dadih dan produk-produk berkaitan.                                                                                     |
| Nestlé Asean (Malaysia) Sdn. Bhd.         | 100                              | 95        | Mengilang dan membungkus produk-produk masakan dan makanan berasaskan coklat.                                                                                                                                                                          |
| Nestlé Manufacturing (Malaysia) Sdn. Bhd. | 100                              | 100       | Mengilang dan membungkus ais krim.                                                                                                                                                                                                                     |
| Nestlé Cold Storage (Sabah) Sdn. Bhd.     | 100*                             | 100*      | Tidak aktif                                                                                                                                                                                                                                            |
| SNF Sdn. Bhd.                             | 100~                             | 100~      | Tidak aktif                                                                                                                                                                                                                                            |

\* Kepentingan dipegang melalui Nestlé Manufacturing (Malaysia) Sdn. Bhd.

~ Kepentingan dipegang melalui Nestlé Foods (Malaysia) Sdn. Bhd. \*

Pada 30 Oktober 2003, Kumpulan mengambil baki 5% pegangan saham dalam Nestle Asean (Malaysia) Sdn.Bhd. dengan bayaran sebanyak RM2,568,000 secara tunai. Pengambilalihan itu diambil kira berdasarkan kaedah perolehan perakaunan.

Untuk dua (2) bulan berakhir 31 Disember 2003, tambahan 5% pegangan saham dalam anak syarikat ini menyumbangkan kepada kerugian sebanyak RM132,000 kepada jumlah keuntungan yang disatukan pada tahun ini.

## 30. Angka Perbandingan

Perbandingan berikut telah dinyatakan semula bagi menunjukkan perubahan dalam dasar-dasar perakaunan seperti yang dijelaskan dalam Nota 20 dan untuk disesuaikan dengan pembentangan tahunan semasa.

|                                               | Kumpulan                                   |                                               |
|-----------------------------------------------|--------------------------------------------|-----------------------------------------------|
|                                               | Sebagaimana<br>dinyatakan semula<br>RM'000 | Sebagaimana<br>dinyatakan terdahulu<br>RM'000 |
| Kunci kira-kira                               |                                            |                                               |
| Rizab                                         | 188,610                                    | 225,334                                       |
| Faedah persaraan                              | 50,990                                     | —                                             |
| Tanggungan cukai tertunda                     | 31,897                                     | 46,163                                        |
| Pemiutang perdagangan dan lain-lain pemiutang |                                            |                                               |
| – Syarikat berkaitan – perdagangan            | 71,901                                     | 118,653                                       |
| – bukan perdagangan                           | 46,752                                     | —                                             |
| Penyata pendapatan                            |                                            |                                               |
| Perbelanjaan pentadbiran dan pemasaran        | (326,896)                                  | (294,467)                                     |
| Perbelanjaan operasi lain                     | (14,482)                                   | (46,911)                                      |
| Nota 15 – Keuntungan sebelum cukai            |                                            |                                               |
| Penyewaan hartanah dan bangunan               | (32,293)                                   | (20,502)                                      |
| Penyata Perubahan Ekuiti                      |                                            |                                               |
| Keuntungan tertahan pada 1 Januari 2002       | 197,107                                    | 231,149                                       |
| Keuntungan tertahan pada 31 Disember 2002     | 145,981                                    | 182,705                                       |

## Shareholding Statistics as at 27 February 2004

*Perangkaan Pegangan Saham pada 27 Februari 2004*

Authorised Capital / Saham dibenarkan : RM 300,000,000

Issued and paid-up share capital / Saham diterbitkan dan dibayar : RM 234,500,000

Class of shares / Kelas saham : Ordinary shares of RM100 each / Saham biasa RM100 sesaham

No. of shareholders / Jumlah pemegang saham : 3125

### Substantial shareholders / Pemegang saham utama

| Name / Nama                                                     | Number of shares held /<br>Jumlah saham dipegang | %       |
|-----------------------------------------------------------------|--------------------------------------------------|---------|
| Nestlé S.A.                                                     | 157,491,263                                      | 67.1604 |
| Employees Provident Fund Board / Kumpulan Wang Simpanan Pekerja | 23,154,300                                       | 9.8739  |
| Lembaga Tabung Haji                                             | 11,740,154                                       | 5.0065  |

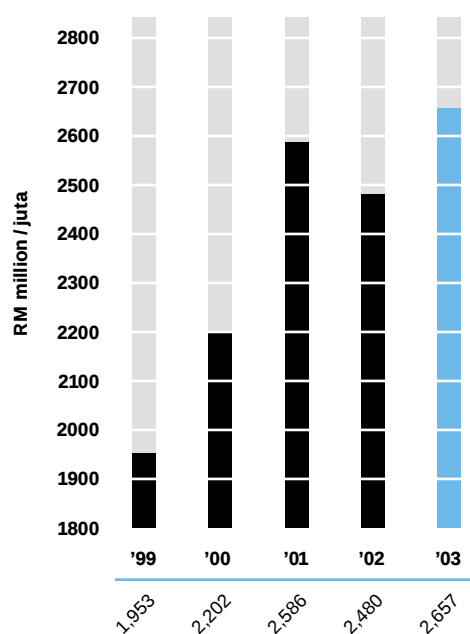
### 30 Largest Shareholders / 30 Pemegang Saham Terbesar

| Name / Nama                                                                                                                | Number of shares held /<br>Jumlah saham dipegang | %       |
|----------------------------------------------------------------------------------------------------------------------------|--------------------------------------------------|---------|
| 1 Nestlé S.A.                                                                                                              | 157,491,263                                      | 67.1604 |
| 2 Employees Provident Fund Board                                                                                           | 23,154,300                                       | 9.8739  |
| 3 Lembaga Tabung Haji                                                                                                      | 11,740,154                                       | 5.0065  |
| 4 Amanah Raya Nominees (T) Sdn Bhd – Amanah Saham Malaysia                                                                 | 4,606,000                                        | 1.9642  |
| 5 Valuecap Sdn Bhd                                                                                                         | 3,785,800                                        | 1.6144  |
| 6 MIDF Sisma Nominees (T) Sdn Bhd – Pledged Securities Account For Nestlé Products Sdn Bhd                                 | 2,021,826                                        | 0.8622  |
| 7 Malaysia Nominees (T) Sdn Bhd – Great Eastern Life Assurance (M) Bhd (Par 1)                                             | 1,860,710                                        | 0.7935  |
| 8 Amanah Raya Nominees (T) Sdn Bhd – Amanah Saham Didik                                                                    | 1,116,300                                        | 0.4760  |
| 9 Amanah Raya Nominees (T) Sdn Bhd – Public Growth Fund                                                                    | 788,800                                          | 0.3364  |
| 10 Malaysia National Insurance Berhad                                                                                      | 697,000                                          | 0.2972  |
| 11 Pertubuhan Keselamatan Sosial                                                                                           | 670,000                                          | 0.2857  |
| 12 Soon Cheong (Malaya) Sdn Bhd                                                                                            | 646,698                                          | 0.2758  |
| 13 Citicorp Nominees (T) Sdn Bhd – Prudential Assurance Malaysia Berhad (Par Fund)                                         | 626,000                                          | 0.2670  |
| 14 Kwang Teow Sang Sdn Bhd                                                                                                 | 560,700                                          | 0.2391  |
| 15 Amanah Raya Nominees (T) Sdn Bhd – Public Index Fund                                                                    | 551,600                                          | 0.2352  |
| 16 HSBC Nominees (A) Sdn Bhd – CMBI for Deka Team Emerging Markets                                                         | 543,000                                          | 0.2316  |
| 17 Public Nominees (T) Sdn Bhd – Pledged Securities Account For Mohamed Fauzy Bin Abdul Hamid (Dua)                        | 445,000                                          | 0.1898  |
| 18 Mayban Nominees (T) Sdn Bhd – Mayban Trustees Berhad For Public Regular Savings Fund (N14011940100)                     | 415,000                                          | 0.1770  |
| 19 Amanah Raya Nominees (T) Sdn Bhd – Public Savings Fund                                                                  | 410,000                                          | 0.1748  |
| 20 Cartaban Nominees (A) Sdn Bhd – Investors Bank and Trust Company for Ishares, Inc.                                      | 387,000                                          | 0.1650  |
| 21 Kuok Foundation Berhad                                                                                                  | 370,200                                          | 0.1579  |
| 22 Cartaban Nominees (A) Sdn Bhd – Mellon Bank, N.A. for Canadian National Railways Pension Trust Fund                     | 366,000                                          | 0.1561  |
| 23 Batu Pahat Seng Huat Sdn Bhd                                                                                            | 363,985                                          | 0.1552  |
| 24 Citicorp Nominees (T) Sdn Bhd – ING Insurance Berhad (INV-IL PAR)                                                       | 346,100                                          | 0.1476  |
| 25 DB (Malaysia) Nominee (A) Sdn Bhd – UBS AG                                                                              | 329,970                                          | 0.1407  |
| 26 Citicorp Nominees (T) Sdn Bhd – CB LDN for Stichting Shell Pensidenfonds                                                | 300,000                                          | 0.1279  |
| 27 Cartaban Nominees (T) Sdn Bhd – Amanah SSCM Nominees (T) Sdn Bhd<br>For Nestlé Malaysia Group Retirement Scheme (JF268) | 300,000                                          | 0.1279  |
| 28 HLG Nominee (T) Sdn Bhd PB Trustee Services Berhad for HLG Growth Fund                                                  | 270,000                                          | 0.1151  |
| 29 Takaful Nasional Sdn Bhd                                                                                                | 260,000                                          | 0.1109  |
| 30 Jarrnazz Sdn Bhd                                                                                                        | 248,000                                          | 0.1058  |

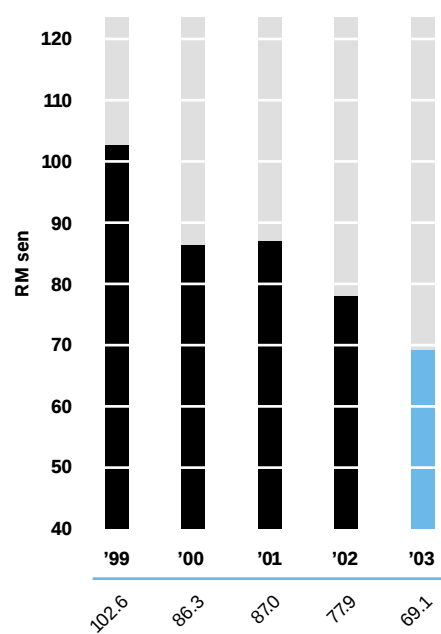
| Size of Holdings /<br>Saiz Pegangan | No of Shareholders / Depositors /<br>Bil Pemegang Saham / Pendeposit | % of Shareholders / Depositors /<br>% Pemegang Saham / Pendeposit | No of Shares Held /<br>Bil Saham dipegang | % of Issued Capital /<br>% Modal Diterbit |
|-------------------------------------|----------------------------------------------------------------------|-------------------------------------------------------------------|-------------------------------------------|-------------------------------------------|
| 1–99                                | 198                                                                  | 6.3360                                                            | 1,285                                     | 0.0006                                    |
| 100–1,000                           | 1754                                                                 | 56.1280                                                           | 1,589,504                                 | 0.6778                                    |
| 1,001–10,000                        | 846                                                                  | 27.0720                                                           | 3,223,934                                 | 1.3748                                    |
| 10,001–100,000                      | 260                                                                  | 8.3200                                                            | 8,637,883                                 | 3.6835                                    |
| 100,001–11,724,999                  | 64                                                                   | 2.0480                                                            | 28,661,677                                | 12.2225                                   |
| 11,725,000 and above                | 3                                                                    | 0.0960                                                            | 192,385,717                               | 82.0408                                   |
| <b>Total / Jumlah</b>               | <b>3125</b>                                                          | <b>100.0000</b>                                                   | <b>234,500,000</b>                        | <b>100.0000</b>                           |

## Financial Performance *Prestasi Kewangan*

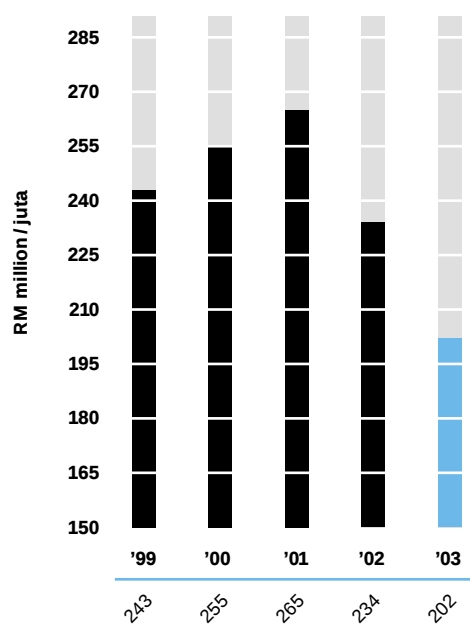
Turnover *Jumlah Jualan*



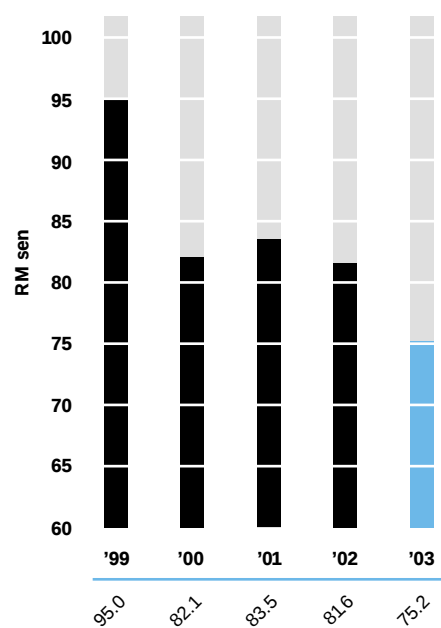
Earnings Per Share *Perolehan Sesaham*



Pre-Tax Profit *Untung Sebelum Cukai*



Net Dividend Per Share *Dividen Bersih Sesaham*



## Other Information *Lain-Lain Maklumat*

### Financial Calendar / *Kalendar Kewangan*

#### Results / *Keputusan*

|                              |                                |                                       |
|------------------------------|--------------------------------|---------------------------------------|
| Interim / <i>Pertengahan</i> | – announced / <i>diumumkan</i> | – 6 August 2003 / 6 Ogos 2003         |
| Final / <i>Akhir</i>         | – announced / <i>diumumkan</i> | – 26 February 2004 / 26 Februari 2004 |

#### Dividends / *Dividen*

|                                               |                                                |                                         |
|-----------------------------------------------|------------------------------------------------|-----------------------------------------|
| Interim / <i>Interim</i>                      | – record date / <i>tarikh penentuan daftar</i> | – 21 August 2003 / 21 Ogos 2003         |
|                                               | – paid / <i>dibayar</i>                        | – 10 September 2003 / 10 September 2003 |
| Final (proposed) / <i>Akhir (dicadangkan)</i> | – record date / <i>tarikh penentuan daftar</i> | – 30 April 2004 / 30 April 2004         |
|                                               | – payable / <i>bayaran</i>                     | – 20 May 2004 / 20 Mei 2004             |

#### Annual General Meeting / *Mesyuarat Agung Tahunan*

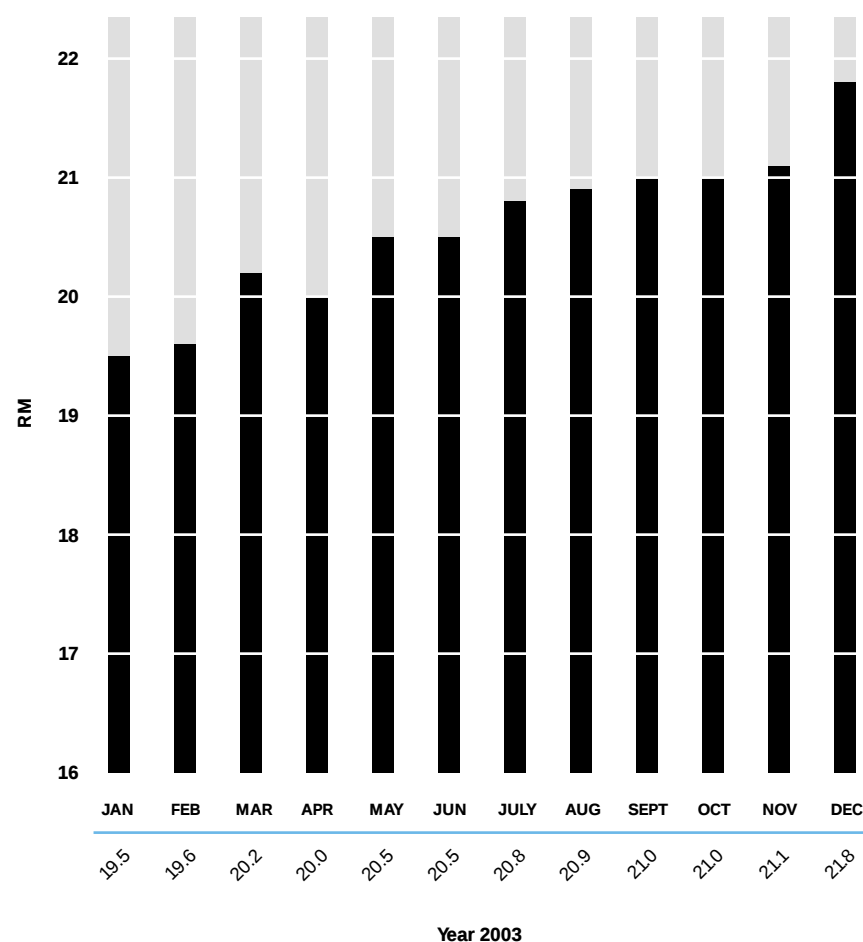
– 29 April 2004 / 29 April 2004

### Share Prices (K.L.S.E.) / *Harga Saham (B.S.K.L.)*

#### Calendar Year / *Tahun Kalendar*

|                                                                               | 2003  | 2002  |
|-------------------------------------------------------------------------------|-------|-------|
| Based on month-end closing price / <i>Berdasarkan harga tutup akhir bulan</i> |       |       |
| Highest / <i>Tertinggi</i> – RM                                               | 21.80 | 20.30 |
| Lowest / <i>Terendah</i> – RM                                                 | 19.50 | 19.30 |

### Share Prices (K.L.S.E.) – Close / *Harga Saham (B.S.K.L.) – Tutup*



## List Of Properties Held at 31 December 2003

Senarai Harta-Harta pada 31 Disember 2003

### NESTLÉ FOODS (MALAYSIA) SDN. BHD.

| Location /<br>Lokasi                                                                                    | Tenure /<br>Hakmilik | Age* /<br>Usia* | Expiry Date /<br>Tarikh Tamat                           | Size (sq. ft.) /<br>Saiz (kps) | Description /<br>Jenis                         | Net Book Value /<br>Nilai Buku Bersih<br>RM'000 |
|---------------------------------------------------------------------------------------------------------|----------------------|-----------------|---------------------------------------------------------|--------------------------------|------------------------------------------------|-------------------------------------------------|
| 1. No. 25 Jalan Tandang<br>46050 Petaling Jaya<br>Selangor                                              | Leasehold /<br>Pajak | 43              | Q.T. (R) 2619<br>4.9.2058<br>Q.T. (R) 5281<br>12.6.2059 | 541,887                        | Factory /<br>Kilang                            | 20,163                                          |
| 2. Lot No. 3<br>Jalan Pelaya 15/1<br>40700 Shah Alam<br>Selangor                                        | Leasehold /<br>Pajak | 33              | 10.6.2070                                               | 109,300                        | Factory /<br>Kilang                            | 2,375                                           |
| 3. Lot No. 5<br>Jalan Pelaya 15/1<br>40700 Shah Alam<br>Selangor                                        | Leasehold /<br>Pajak | 30              | H.S. (D) 97<br>H.S. (D) 159<br>7.11.2072                | 672,500                        | Factory /<br>Kilang                            | 7,704                                           |
| 4. Lot No. 6<br>Pesiaran Raja Muda<br>40700 Shah Alam<br>Selangor                                       | Leasehold /<br>Pajak | 34              | 29.1.2070                                               | 396,500                        | Factory &<br>warehouse /<br>Kilang &<br>gudang | 13,494                                          |
| 5. Lot Nos. 691-696<br>Mukim Chembong<br>Daerah Rembau<br>Negeri Sembilan                               | Leasehold /<br>Pajak | 12              | 27.6.2049                                               | 1,439,309.5                    | Factory /<br>Kilang                            | 3,841                                           |
| 6. Lot Nos. 3863-3866<br>and Lot Nos. 687-690<br>Mukim Chembong<br>Daerah Rembau<br>Negeri Sembilan     | Leasehold /<br>Pajak | 12              | 27.6.2049                                               |                                | Factory /<br>Kilang                            |                                                 |
| 7. Lot No. 844, Block 7<br>Muara Tebas Land District<br>Sejingkat Industrial Estate<br>Kuching, Sarawak | Leasehold /<br>Pajak | 12              | 19.10.2053                                              | 274,050                        | Factory /<br>Kilang                            | 421                                             |
| 8. Plot 46<br>Bemban Industrial Park<br>Batu Gajah<br>Perak                                             | Leasehold /<br>Pajak | 6               | 30.9.2056                                               | 1,694,923                      | Vacant land /<br>Tanah kosong                  | 7,524                                           |

### NESTLÉ MANUFACTURING (MALAYSIA) SDN BHD

|                                                                                                                         |                      |    |            |         |                     |       |
|-------------------------------------------------------------------------------------------------------------------------|----------------------|----|------------|---------|---------------------|-------|
| 1. Lot Nos. 3857-3862<br>Jalan Perusahaan 4,<br>Kawasan Perindustrian<br>Chembong, Chembong,<br>Rembau, Negeri Sembilan | Leasehold /<br>Pajak | 12 | 27.6.2049  | 360,258 | Factory /<br>Kilang | 1,788 |
| 2. Lot 915, Block 7<br>Muara Tebas Land District<br>Demak Laut Industrial Park,<br>Kuching, Sarawak                     | Leasehold /<br>Pajak | 9  | 13.10.2054 | 184,912 | Factory /<br>Kilang | 799   |

\* Approximation of age of property in years.

\* Penganggaran usia harta dalam tahun.



Proxy Form *Borang Proksi*No. of shares held /  
Jumlah saham yang dipegang**NESTLÉ (MALAYSIA) BERHAD (110925-W)** (Incorporated in Malaysia)/(Diperbadankan di Malaysia)

I / We / Saya / Kami \_\_\_\_\_

of / dari \_\_\_\_\_

being a member of NESTLÉ (MALAYSIA) BERHAD, hereby appoint \*the Chairman of the meeting or / Sebagai ahli NESTLÉ (MALAYSIA) BERHAD, dengan ini melantik \*Pengerusi mesyuarat atau \_\_\_\_\_

of / dari \_\_\_\_\_

or failing him / her / atau jika beliau tidak dapat hadir, \_\_\_\_\_

of / dari \_\_\_\_\_

as my / our proxy to vote for me / us on my / our behalf at the 20th (Twentieth) Annual General Meeting of the Company to be held at Kristal Ballroom, First Floor, Hilton Petaling Jaya, No. 2, Jalan Barat, 46200 Petaling Jaya on Thursday, 29 April 2004 at 11.00 a.m. and at any adjournment thereof / sebagai proksi saya / kami untuk mengundi bagi pihak saya / kami di Mesyuarat Agung Tahunan ke-20 (Dua Puluh) Syarikat yang akan diadakan di Kristal Ballroom, Tingkat Satu, Hilton Petaling Jaya, No. 2, Jalan Barat, 46200 Petaling Jaya pada hari Khamis 29 April 2004 jam 11.00 pagi dan pada sebarang penangguhannya.

\* Delete if not applicable / Potong jika tidak berkenaan

My / Our proxy is to vote as indicated with an "X" below: If no specific direction as to voting is given, the proxy will vote or abstain from voting at his discretion / Proksi saya / kami akan mengundi dengan memangkah "X" seperti di bawah: Jika tiada arahan khusus tentang pengundian diberikan, proksi akan mengundi atau tidak mengundi atas budi bicaranya.

| No. | Resolution / Resolusi                                                                                                                                                                                                                                                                                                                                                                                                                                                                                   | For | Against |
|-----|---------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------|-----|---------|
| 1   | To receive and adopt the audited financial statement for the year ended 31 December 2003 and the Directors' and Auditors' Report thereon / Untuk menerima dan meluluskan penyata kewangan yang telah diaudit untuk tahun berakhir 31 Disember 2003 bersama dengan Laporan Pengarah dan Juraudit yang dilampirkan                                                                                                                                                                                        |     |         |
| 2   | To approve final dividend for the year ended 31 December 2003 / Untuk meluluskan dividen akhir untuk tahun berakhir 31 Disember 2003                                                                                                                                                                                                                                                                                                                                                                    |     |         |
| 3   | To approve the payment of Directors' fees / Untuk meluluskan yuran para Pengarah                                                                                                                                                                                                                                                                                                                                                                                                                        |     |         |
| 4   | To re-elect YAM Dato' Seri Syed Anwar Jamalullail retiring pursuant to Article 90.1 of the Articles of Association of the Company / Untuk melantik semula YAM Dato' Seri Syed Anwar Jamalullail yang akan bersara tertakluk kepada Artikel 90.1 Tataurusan Pertubuhan Syarikat                                                                                                                                                                                                                          |     |         |
| 5   | To re-elect YM Tengku Tan Sri Dr. Mahaleel bin Tengku Ariff retiring pursuant to Article 97 of the Articles of Association of the Company / Untuk melantik semula YM Tengku Tan Sri Dr. Mahaleel bin Tengku Ariff yang akan bersara tertakluk kepada Artikel 97 Tataurusan Pertubuhan Syarikat                                                                                                                                                                                                          |     |         |
| 6   | To re-elect Mr. Sullivan Joseph O'Carroll retiring pursuant to Article 97 of the Articles of Association of the Company / Untuk melantik semula En. Sullivan Joseph O'Carroll yang akan bersara tertakluk kepada Artikel 97 Tataurusan Pertubuhan Syarikat                                                                                                                                                                                                                                              |     |         |
| 7   | To re-elect Mr. Stéphane Nicolas Alby retiring pursuant to Article 97 of the Articles of Association of the Company / Untuk melantik semula En. Stéphane Nicolas Alby yang akan bersara tertakluk kepada Artikel 97 Tataurusan Pertubuhan Syarikat                                                                                                                                                                                                                                                      |     |         |
| 8   | To re-appoint Messrs KPMG as Auditors and to authorise the Directors to fix their remuneration / Untuk melantik semula Tetuan KPMG sebagai Juraudit dan memberi kuasa kepada para Pengarah menetapkan imbuhan mereka                                                                                                                                                                                                                                                                                    |     |         |
| 9   | To re-appoint Gen (Rtd) Tan Sri Dato' Mohd Ghazali Seth, Director retiring pursuant to Section 129(6) of the Companies Act, 1965 / Untuk melantik semula Gen (Rtd) Tan Sri Dato' Mohd Ghazali Seth, Pengarah yang akan bersara tertakluk kepada Seksyen 129(6) Akta Syarikat, 1965                                                                                                                                                                                                                      |     |         |
| 10  | To re-appoint Tan Sri Dato' Ernest Zulliger, Director retiring pursuant to Section 129(6) of the Companies Act, 1965 / Untuk melantik semula Tan Sri Dato' Ernest Zulliger, Pengarah yang akan bersara tertakluk kepada Seksyen 129(6) Akta Syarikat, 1965.                                                                                                                                                                                                                                             |     |         |
| 11  | Proposed Renewal of Shareholders' Mandate for Recurrent Related Party Transactions of a Revenue or Trading in Nature ("RRPT") as set out in Section 2.3 (i) of the Circular to Shareholders dated 7 April 2004 / Cadangan Pembaharuan Mandat Pemegang-Saham untuk Urus Niaga Hasil atau Sifat Perdagangan Pihak Berkaitan yang Berulang seperti yang dinyatakan di bawah Seksyen 2.3 (i) dalam Surat Pekeliling kepada Pemegang-pemegang Saham bertarikh 7 April 2004                                   |     |         |
| 12  | Proposed Renewal of Shareholders' Mandate for Recurrent Related Party Transactions of a Revenue or Trading in Nature ("RRPT") as set out in Section 2.3 (ii), (iii) and (iv) of the Circular to Shareholders dated 7 April 2004 / Cadangan Pembaharuan Mandat Pemegang-Saham untuk Urus Niaga Hasil atau Sifat Perdagangan Pihak Berkaitan yang Berulang seperti yang dinyatakan di bawah Seksyen 2.3 (ii), (iii) dan (iv) dalam Surat Pekeliling kepada Pemegang-pemegang Saham bertarikh 7 April 2004 |     |         |

Dated this / Bertarikh \_\_\_\_\_ day of / hari bulan \_\_\_\_\_ 2004

Witness by / Disaksikan oleh : \_\_\_\_\_

Signature / Tandatangan : \_\_\_\_\_

Address / Alamat : \_\_\_\_\_

Company Stamp / Cap Syarikat : \_\_\_\_\_

Occupation / Pekerjaan : \_\_\_\_\_

Signature / Tandatangan Ahli:

of Shareholder or Common Seal /

Pemegang Saham Tunggal atau Meterai

## Notes:

- A member of the Company entitled to attend and vote at the meeting is entitled to appoint a proxy to attend and vote instead of him. A proxy may, but need not, be a member of the Company and the provision of Section 149(1)(b) of the Companies Act, 1965, shall not apply to the Company.
- The instrument appointing a proxy shall be in writing under the hand of the appointor or of his attorney duly authorised in writing or if the appointor is a corporation either under the corporation's seal or under the hand of an officer or attorney duly authorised.
- Where a member of the Company is an authorised nominee as defined under the Securities Industry (Central Depositories) (Amendment) Act 1996, it may appoint at least one proxy in respect of each securities account it holds with ordinary shares of the Company standing to the credit of the said securities account.
- An authorised nominee with more than one securities account must submit separate instrument of proxy for each securities account.
- The instrument appointing a proxy and the power of attorney or other authority (if any) under which it is signed or a notially certified copy of such power or authority shall be deposited at the Share Registrar of the Company at Tenaga Koperasi Sdn Bhd, 20th Floor, Plaza Permata, Jalan Kampar off Jalan Tun Razak, 50400 Kuala Lumpur, not less than forty-eight (48) hours before the time appointed for holding the meeting or adjourned meeting at which the person named in the instrument proposed to vote, or in the case of a poll, not less than twenty-four (24) hours before the time appointed for the taking of the poll, and in default the instrument of proxy shall not be treated as valid.

## Nota-nota:

- Ahli Syarikat yang layak untuk menghadiri dan mengundi di mesyuarat tersebut layak melantik seorang proksi untuk menghadiri dan mengundi bagi pihak dirinya. Seorang proksi boleh tetapi tidak semestinya, terdiri daripada ahli Syarikat dan peruntukan Seksyen 149(1)(b) Akta Syarikat 1965, tidak akan dikenakan ke atas Syarikat.
- Suratcara untuk melantik proksi mestilah secara bertulis oleh orang yang melantik atau peguamnya yang diberi kuasa atau jika yang melantik adalah suatu perbadanan, sama ada dimeterai dengan cap syarikat atau dengan ditandatangani oleh pegawai atau peguam yang diberi kuasa.
- Di mana seseorang ahli Syarikat adalah penama yang diberi kuasa seperti yang didefinisikan di bawah Akta Industri Sekuriti (Depositori Pusat) (Pindaan) Akta 1996, dia boleh melantik sekurang-kurangnya seorang proksi bagi setiap akaun sekuriti yang dipegangnya dengan saham biasa Syarikat pada jumlah yang sama seperti akaun sekuriti tersebut.
- Penama yang diberi kuasa yang mempunyai lebih daripada satu akaun sekuriti mesti menyerahkan suratcara proksi yang berasingan untuk setiap akaun sekuriti.
- Suratcara untuk melantik proksi yang telah ditandatangani oleh peguam yang diberi kuasa atau lain-lain badan yang berkuasa (jika ada) atau yang disahkan secara notari, kuasa atau badan berkuasa tersebut, hendaklah diserahkan kepada Pendaftar Saham Syarikat di Tenaga Koperasi Sdn Bhd, Tingkat 20, Plaza Permata, Jalan Kampar off Jalan Tun Razak, 50400 Kuala Lumpur, tidak kurang daripada empat puluh lapan (48) jam sebelum masa yang ditetapkan untuk mengadakan mesyuarat atau mesyuarat ditamatkan di mana orang yang dinamakan di dalam suratcara bercadang untuk mengundi, atau dalam kes membuang undi, tidak kurang daripada dua puluh empat (24) jam sebelum masa yang ditetapkan untuk membuat undian dan jika gagal, suratcara proksi akan dianggap tidak sah.

Please fold here to seal / *Sila lipat di sini untuk digam*

Please fold here to seal / *Sila lipat di sini untuk digam*

Affix  
postage stamp /  
*Tampalkan  
setem*

Tenaga Koperat Sdn. Bhd.,  
20th Floor, Plaza Permata,  
Jalan Kampar,  
Off Jalan Tun Razak,  
50400 Kuala Lumpur.

Please fold here to seal / *Sila lipat di sini untuk digam*



7.00 am MAGGI truck leaves  
Distribution Centre in Bukit Raja,  
Klang, with stocks for Penang.

7.00 pagi Trak MAGGI meninggalkan  
Pusat Pengedaran di Bukit Raja, Klang,  
untuk membawa stok ke Pulau Pinang.

“Delivering our products to all parts  
of Malaysia, in the best and freshest  
possible condition, remains our top  
target. Consumers expect the best,  
we will deliver nothing less.”

Ariffin Buranudeen, Supply Chain Director

“Menghantar produk kami  
dalam keadaan terbaik ke  
serata Malaysia merupakan  
matlamat utama kami.  
Pegguna mahukan yang  
terbaik, maka kami berikan  
yang paling baik.”

Ariffin Buranudeen, Pengarah,  
Rangkaian Bekalan

