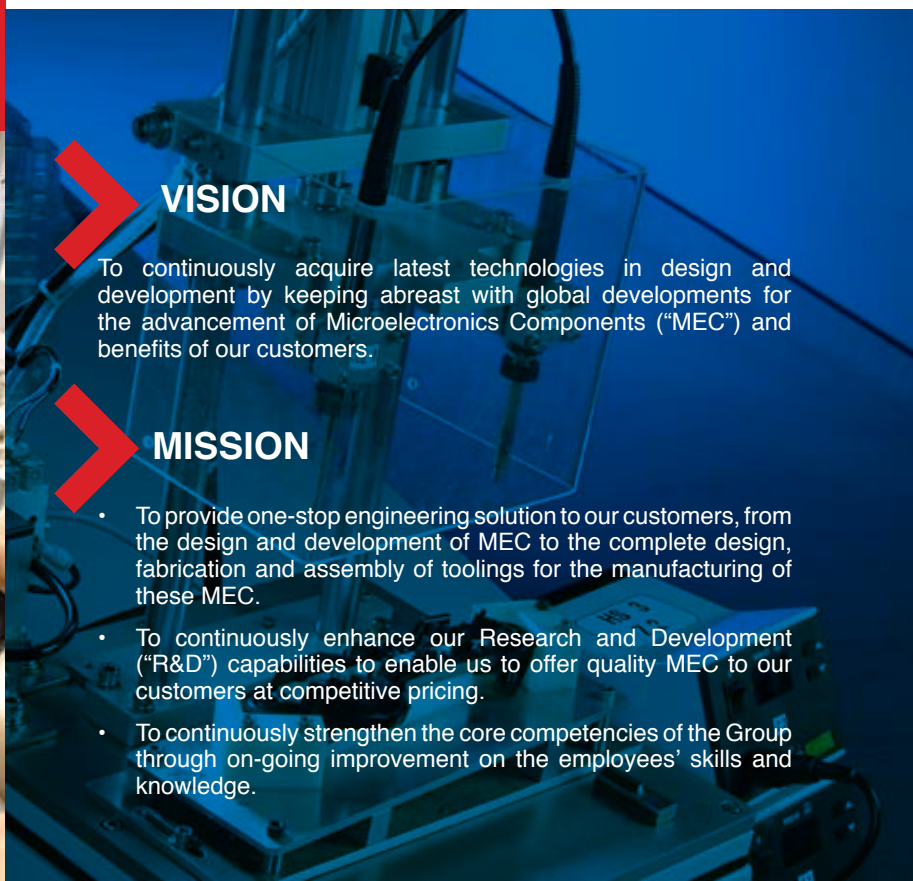


Stroke of Precision

ANNUAL REPORT 2013





VISION

To continuously acquire latest technologies in design and development by keeping abreast with global developments for the advancement of Microelectronics Components ("MEC") and benefits of our customers.

MISSION

- To provide one-stop engineering solution to our customers, from the design and development of MEC to the complete design, fabrication and assembly of toolings for the manufacturing of these MEC.
- To continuously enhance our Research and Development ("R&D") capabilities to enable us to offer quality MEC to our customers at competitive pricing.
- To continuously strengthen the core competencies of the Group through on-going improvement on the employees' skills and knowledge.



Stroke of Precision

In a game of golf, the stroke of precision, patience and careful positioning will ultimately lead to victory and to winning the game. Like **JHM**, our positioning, focus and careful execution of strategically planned stroke of actions have lead us to our achievements, helping us to overcome hazardous terrains, obstacles that had blocked our path. Today, we at **JHM** have not only grown as a company, we have expanded globally as well, serving more customers with the drive to continue to strive and to serve no matter what uncontrollable economic challenges come our way.

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Board of Directors

Dato' Tan King Seng (*Executive Chairman/Managing Director*)
Ooi Yeok Hock (*Executive Director*)
Tan Chin Hong (*Executive Director*)
Cheah Choon Ghee (*Executive Director*)
Loh Chye Teik (*Senior Independent Non-Executive Director*)
Teoh Yee Shien (*Independent Non-Executive Director*)
Dato' Dr. Loh Hock Hun (*Independent Non-Executive Director*)
Khor Thean Lee (*Executive Director*) (*resigned on 23 April 2014*)

Audit Committee

Loh Chye Teik (*Chairman*)
Teoh Yee Shien
Dato' Dr. Loh Hock Hun

Nomination Committee

Loh Chye Teik (*Chairman*)
Teoh Yee Shien
Dato' Dr. Loh Hock Hun

Remuneration Committee

Loh Chye Teik (*Chairman*)
Teoh Yee Shien
Ooi Yeok Hock

Company Secretaries

Chee Wai Hong (BC/C/1470)
Foo Li Ling (MAICSA 7019557)

Registered Office

51-13-A Menara BHL Bank
 Jalan Sultan Ahmad Shah
 10050 Penang
 Tel : 04-228 9700
 Fax : 04-227 9800

Management Office

15-1-21 Bayan Point
 Medan Kampung Relau
 11900 Penang
 Tel : 04-646 5121
 Fax : 04-645 7326
 Email : corpinfo@jhm.net.my
 Website : www.jhm.net.my

Auditors

Grant Thornton
 Chartered Accountants
 51-8-A Menara BHL Bank
 Jalan Sultan Ahmad Shah
 10050 Pulau Pinang
 Tel : 04-228 7828
 Fax : 04-227 9828

Share Registrar

Agriteum Share Registration
 Services Sdn. Bhd.
 2nd Floor Wisma Penang Garden
 42 Jalan Sultan Ahmad Shah
 10050 Penang
 Tel : 04-228 2321
 Fax : 04-227 2391

Principal Bankers

Hong Leong Bank Berhad
 Malayan Banking Berhad
 OCBC Bank (Malaysia) Berhad

Solicitors

Zaid Ibrahim & Co.

Stock Exchange Listing

ACE Market of Bursa Malaysia Securities Berhad
 Stock Name : JHM
 Stock Code : 0127



GROUP STRUCTURE OF JHM GROUP



— 100% —

Morrissey Technology

Sdn. Bhd. (525307-W)

Designing and manufacturing
of precision microelectronic
components

— 60% —

Morrissey Lighting Solution

Sdn. Bhd. (1043859-M) (formerly known as

Mach Assembly Techniques Sdn. Bhd.)

Manufacturing and assembly of electronic
components using surface-mount
technology

— 100% —


Jingheng Electronic Precision Technology Sdn. Bhd. (557981-X)

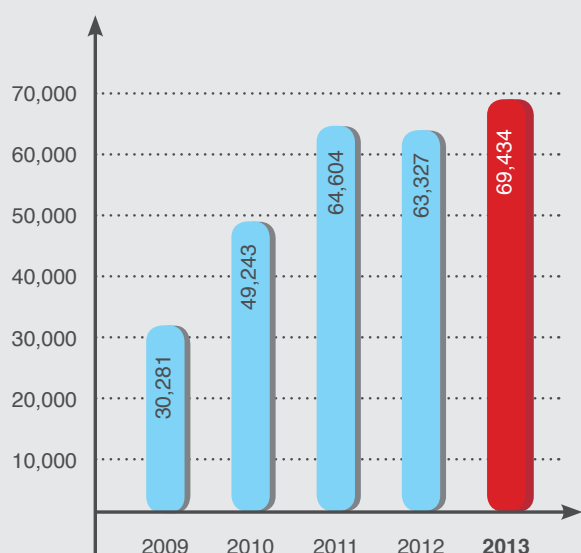
Original design manufacturer ('ODM')
of High Brightness Light Emitting
Diodes ("LED") components




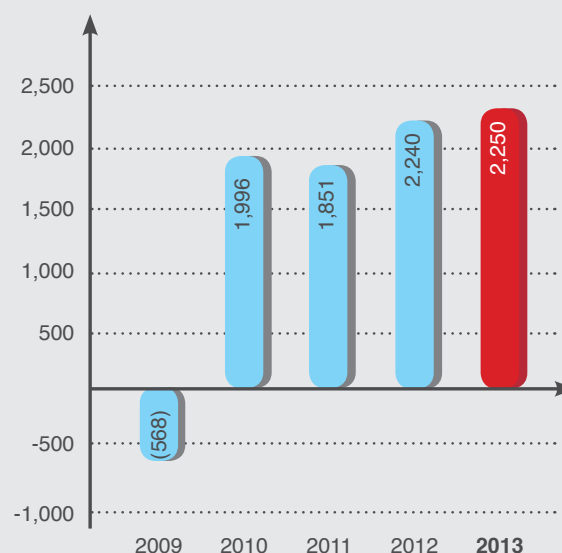
5 YEAR'S FINANCIAL HIGHLIGHTS

Year Ended 31 December	Audited				
	2009 (RM'000)	2010 (RM'000)	2011 (RM'000)	2012 (RM'000)	2013 (RM'000)
Revenue	30,281	49,243	64,604	63,327	69,434
Profit/(Loss) Attributable to Owners of the Company	(568)	1,996	1,851	2,240	2,250
Net Earning/(Loss) per share (sen)	(0.46)	1.62	1.51	1.82	1.83
Net Assets per share (RM)	0.18	0.20	0.22	0.23	0.25

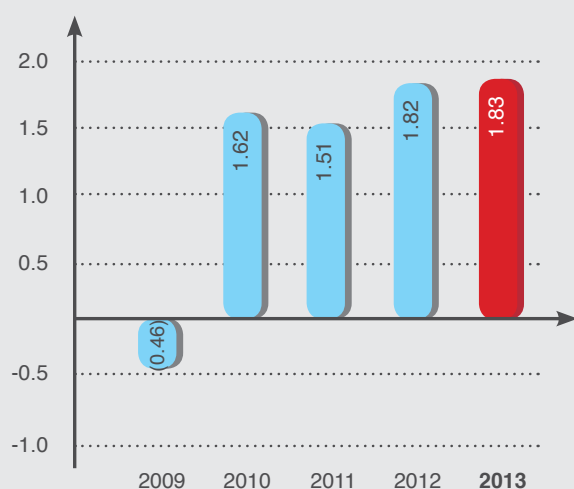
 **Revenue (RM'000)**



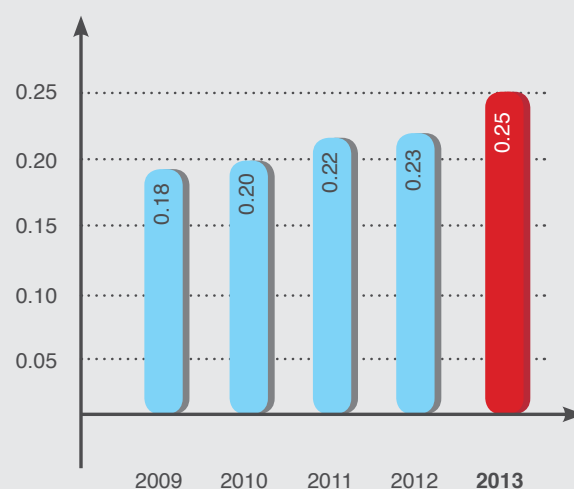
 **Profit/(Loss) Attributable to Owners of the Company (RM'000)**



 **Net Earning/(Loss) per share (sen)**



 **Net Assets per share (RM)**





DATO' TAN KING SENG, *aged 58, a Malaysian, Executive Chairman and Managing Director*

Dato' Tan King Seng, aged 58, a Malaysian, is our Executive Chairman and Managing Director and was appointed to the Board on 13 April 2006. He graduated with a Bachelor of Science Degree in Mechanical Engineering from National Cheng Kung University of Taiwan in 1983. Dato' Tan started his career as an engineer with Intel Technology Sdn. Bhd. in 1984, and thereafter in Hewlett Packard Sdn. Bhd. in 1989. Prior to starting his own business in 1995, he was a Senior Production Engineer in charge of Optoelectronic Production in Hewlett Packard Sdn. Bhd.

Ooi Yeok Hock, *aged 51, a Malaysian, Executive Director*

Ooi Yeok Hock, aged 51, a Malaysian, is our Executive Director and was appointed to the Board on 13 April 2006. He serves as a member of the Remuneration Committee.

He is currently in charge of the R&D and Engineering Department of Morrissey Technology Sdn. Bhd. ("Morrissey"). He graduated with a Bachelor of Engineering Degree majoring in Mechanical Engineering from University of Strathclyde, United Kingdom in 1986 and subsequently obtained a Diploma in Electrical Engineering from City & Guilds (C&G), United Kingdom in 1990. Mr. Ooi started his career as a Senior Process Engineer with Northern Telecom Sdn. Bhd. in 1987. He left Northern Telecom Sdn. Bhd. in 1995 and joined Allied Stamping Corporation Sdn. Bhd. as its Operation and Engineering Manager responsible for the company's plant operation and engineering, a position which he held until 2000. Prior to joining Morrissey in 2001, he has more than 15 years of experience in engineering and production of MEC from multinational corporations in the United States of America, China and Malaysia.

TAN CHIN HONG, *aged 46, a Malaysian, Executive Director*

Tan Chin Hong, aged 46, a Malaysian, is our Executive Director and was appointed to the Board on 13 April 2006. Mr. Tan started his career as a Machining Technician with Mifa Engineering Sdn. Bhd. in 1989. He joined Brusia Engineering Sdn. Bhd. as a Production Supervisor in 1992 and was promoted to Production Manager in 1994. He left Brusia Engineering Sdn. Bhd. in 1999 and joined Forward Matrix Sdn. Bhd. as the General Manager in charge of Factory Operation, a position which he held until July 2001. Prior to joining Morrissey in September 2001 as its Plant Manager, he has 10 years working experience in design and fabrication of tools and dies and 5 years working experience in production.

CHEAH CHOON GHEE, *aged 51, a Malaysian, Executive Director*

Cheah Choon Ghee, aged 51, a Malaysian, is our Executive Director and was appointed to the Board on 11 December 2007. Prior to his appointment to the Board, he is the Senior Administration Manager of our Group. He graduated with a Diploma in Electronic Engineering from Tunku Abdul Rahman College in 1984. Mr. Cheah started his career as an Assistant Engineer with National Semiconductor Sdn. Bhd. in 1985. He left National Semiconductor Sdn. Bhd. in 1989 and joined Cintronic Marketing Sdn. Bhd. as its Administrator Manager in charge of the company's operation until 1995. In 1996, Mr. Cheah joined Allied Stamping Corporation Sdn. Bhd. as its Sales Director overseeing the company's business and later left in year 2000. Currently, Mr. Cheah is in charge of the entire administration department of the JHM Group.

He is a director and shareholder of Noble Matters Sdn. Bhd., which is a major shareholder of the Company.

KHOR THEAN LEE, *aged 55, a Malaysian, Executive Director (resigned on 23 April 2014)*

Khor Thean Lee, aged 55, a Malaysian, was our Executive Director and appointed to the Board on 08 June 2012. Mr. Khor graduated with an Advanced Diploma in Business Administration from Association of Business Executive (UK) in 1993 and subsequently furthered his tertiary education with an Master of Business Administration from Heriot-Watt University (UK) in 1995 and a Master in Economics from Universiti Putra Malaysia in 1998. Mr. Khor started his career with Hitachi Semiconductor in Penang and served for 6 years in the Quality Control/Quality Assurance function. For the larger part of his next career, Mr. Khor was with Hewlett-Packard/Agilent Technologies in Penang involving mainly in LED/Optoelectronics manufacturing for almost 15 years. He has also worked in an LCD company, Varitronix in Penang for 7 years and just prior to joining Morrissey in May 2011, Mr. Khor served as a General Manager/Director function in EKO Metal Industries for 4 years, a precision die-casting and sheet metal company.





DIRECTOR'S PROFILE (Cont'd)

LOH CHYE TEIK, aged 55, a Malaysian, Senior Independent Non-Executive Director

Loh Chye Teik, aged 55, a Malaysian, is our Senior Independent Non-Executive Director and was appointed to the Board on 13 April 2006. He serves as the Chairman of Audit Committee, Remuneration Committee and Nomination Committee. He graduated from University of Malaya, Kuala Lumpur with a Bachelor of Accounting (Honours) in 1984.

He is presently the Partner of UHY, Chartered Accountants and Managing Director of Interresources Tax Advisory Sdn. Bhd.. He is a member of both the Malaysian Institute of Accountants and the Chartered Tax Institute of Malaysia. Mr. Loh started his career as an auditor in a Chartered Accountants firm in Penang in 1985 and proceeded to set up his own accountancy and audit firm in 1994, known as Tan & Loh Chartered Accountants, and held the position of the Managing Partner.

TEOH YEE SHIEN, aged 47, a Malaysian, Independent Non-Executive Director

Teoh Yee Shien, aged 47, a Malaysian, is our Independent Non-Executive Director and was appointed to the Board on 13 April 2006. She serves as a member of Audit Committee, Remuneration Committee and Nomination Committee. She graduated with a Bachelor of Accounting from Universiti Utara Malaysia in 1991 and is a member of the Malaysian Institute of Accountants. She started her career in the audit division of Pricewaterhouse Coopers prior to joining Leader Universal Holdings Berhad as the Corporate Planning and Investment Manager for seven (7) years. She joined Prinsiptek Corporation Berhad in year 2003 as the Group Financial Controller. She leads Prinsiptek Corporation Berhad Group's accounts and finance team, legal department and corporate affairs department. She is actively involving in the Prinsiptek Corporation Berhad Group's operations and corporate planning.

DATO' DR. LOH HOCK HUN, aged 69, a Malaysian, Independent Non-Executive Director

Dato' Dr. Loh Hock Hun, aged 69, a Malaysian, is our Independent Non-Executive Director and was appointed to the Board on 11 December 2007. He serves as a member of the Audit Committee and Nomination Committee.

He graduated with a Doctor of Medicine from Kaohsiung Medical University in Taiwan in 1974. Upon his return to Malaysia, Dato' Dr. Loh was employed by the General Hospital of Penang until 1980 where he entered into a partnership to open a clinic until 1999. In 1995, he became a State Assemblyman in the State Legislative Assembly of Penang, a position he held until February 2008. For the period from 1999 to 2004, Dato' Dr. Loh served his term as an Executive Councilor of the Penang State Government. In addition, in August 2004, Dato' Dr. Loh was appointed as a Chairman of the Penang Port Commission, a position he held until the end of 2008.

Notes:

1. Save for Mr. Tan Chin Hong who is the nephew of Dato' Tan King Seng, there are no other family relationships or associations amongst the directors or major shareholders of the Company.
2. All the Directors do not have any conflict of interest with the Company and they also had not been convicted of any offence within the past ten (10) years, other than traffic offences, if any.
3. The Directors' shareholdings are as disclosed in page 74 of this Annual Report.

Directors' Directorships and Substantial Shareholdings in Other Public Companies

None of our Directors hold or have held any directorships in other public companies, save for Mr. Loh Chye Teik, who is currently an Independent Non-Executive Director of Olympia Industries Berhad and Ivory Properties Group Berhad, companies listed on the Main Market of Bursa Malaysia Securities Berhad.





My Fellow Shareholders,

On behalf of the Board, I am honored and pleased to present the Annual Report and Audited Financial Statements of the Group and the Company for the Financial Year Ended 31 December 2013(FY2013).

Industry Trends and Development

Malaysian economy is projected with a modest gross domestic product ("GDP") growth of approximately 4.5% - 5.5% in 2014. Industrial business growth are also modest and largely focused towards costs rationalisation mode, which will place the competitive environment on a defensive stance. This said, the LED industry remains good and promising as we foresee demands for LED and LED related products to grow in tandem with the general demand for more energy efficient products.

Financial Performance

For the financial year under review, the Group achieved total revenue of RM69.43 million as compared to the total revenue of RM63.33 million in the preceding year's corresponding period. This represented an increase of RM6.11 million or 9.64% over the preceding year's corresponding period. The current level of revenue is the highest level ever recorded by the Group since its inception.

With the increase in revenue, the Group achieved a better profit before taxation of RM3.00 million as compared to RM2.78 million in preceding financial year. However, the increase was not in proportion to the revenue as it was due to additional overheads incurred from the initial setup of the newly incorporated subsidiary, Morrissey Lighting Solution Sdn Bhd (formerly known as Mach Assembly Techniques Sdn Bhd).

The basic earnings per share for FY2013 has increased slightly to 1.83 sen from 1.82 sen as reported in previous financial year. Our Net Assets per share now stood at RM0.25 as compared to RM0.23 in Year 2012.

Dividend

No dividend was declared for the financial year.

Corporate Development

During the financial year under review, the Group expanded its business entity with the incorporation of a new subsidiary, Morrissey Lighting Solution Sdn Bhd (formerly known as Mach Assembly Techniques Sdn Bhd), which is mainly involved in designing and manufacturing of electronics printed circuit boards assembly through surface mount technology.

Prospects

The Group's performance for FY2013 was positive with higher revenue growth and a respectable profit before tax despite uncertain global and regional economic outlook. The Group continues to work on a lean and efficient operating structure with strong emphasis on prudent management and competency enhancement, primarily focused on the key market segments of the business. Substantial attention will also be placed on intelligent monitoring of the dynamics and development of the market vectors in order to remain flexible and competitive in the ever changing economic conditions.

The Board remains cautiously optimistic for the financial year ending 2014 as the challenging global economic effects from last year has yet to taper off. To minimise the impact of these uncertain business conditions, the Group is ready with key strategic initiatives of upstream vertical integration, design and development as well as technological capability enhancements in both existing and future skill-sets and know-how in order to better control costs, quality and customer order fulfilment.

The Group will also continue to explore and assess viable and feasible business strategies and investment opportunities that will provide converging synergies as well as respectable returns to fuel the group's future expansion.

Appreciation

Our strength has always been teamwork. The Company would not be as successful as we are today if not for the commitment, hard work and passion displayed by our management team and employees. I would like to thank you all for your dedication to the Company.

To our Board members, may I record my sincere gratitude for leading the Company to greater heights and we look forward to strengthening our excellent relationship as we steer JHM in meeting the fresh new challenges that lie ahead.

Thank you.

Dato' Tan King Seng
Executive Chairman/Managing Director





CORPORATE GOVERNANCE STATEMENT

The Board of Directors ("the Board") is committed to ensure that a high standard of corporate governance is practiced throughout the Company and its subsidiaries ("the Group") in discharging its responsibilities with integrity, transparency and professionalism to protect and enhance shareholders' value and the financial position of the Group. The Board has always been vigilant of the fiduciary duties entrusted upon the Board as a principle guide in discharging its duties.

The Board is pleased to report on the application of the principles of the Malaysian Code on Corporate Governance 2012 ("MCCG 2012") and the extent of compliance with the Recommendations of the MCCG 2012 as required under MCCG 2012 during the financial year ended 31 December 2013 (FY2013).

A. BOARD OF DIRECTORS

Composition and Balance

The Company is led and managed by a well-balanced Board which consists of members with wide range of business, technical and financial background. The Board is entrusted with the proper stewardship of the Company's resources for the best interest of its shareholders and also to steer the Group towards achieving the maximum economic value. The members of the Board, who have extensive experience and expertise in a wide range of related and unrelated industries, have been selected based on their skills, knowledge and their ability to add strength to the leadership. The business and financial experience of each member of the Board has inevitably contributed to the success in steering the Group toward sustaining its financial performance.

The Board is currently made up of seven (7) members as follows:-

- Four (4) Executive Directors
- Three (3) Independent Non-Executive Directors.

This is in compliance with the one-third requirement for Independent Non-Executive Directors to be appointed to the Board under Ace Market Listing Requirements ("AMLR"). The Nomination Committee and the Board assesses the independence of the Independent Non-Executive Directors annually, taking into account the individual Director's ability to exercise independent judgement at all times and to contribute to the effective functioning of the Board. The tenure of all our Independent Non-Executive Directors do not exceed a cumulative term of nine (9) years as at the date of this Annual Report. However, the nine (9) years term limit of Mr. Loh Chye Teik and Ms. Teoh Yee Shien will be completed on 12 April 2015. On this, the Nomination Committee and the Board had reviewed and assessed its Independent Non-Executive Directors after FY2013 and is satisfied with the level of independence demonstrated by the present Independent Non-Executive Directors and recommended Mr. Loh Chye Teik and Ms Teoh Yee Shien to continue to act as the Independent Non-Executive Directors of the Company after the cumulative terms of nine (9) years. The relevant motion on the subject matter will be presented to the shareholders for approval at the forthcoming Annual General Meeting. The profiles of the Directors are presented on pages 5 and 6 of this Annual Report.

There is a clear division of authority between the Executive Chairman/Managing Director and Executive Directors, to ensure a balance of power and authority. The Independent Non-Executive Directors are independent from Management and have no relationships that could interfere with the exercise of their independent judgement. They play a key role in providing unbiased and independent views, advice and contributing their knowledge and experience toward the formulation of policies and in the decision making process. As such, the Board is of the opinion that the position of the Executive Chairman and the position of the Managing Director need not be separated as this is in the best interest of the Group. The Board takes cognisance of the Chairman being an executive position but is of the view that there are sufficient experiences and Independent Non-Executive Directors on the Board to provide assurance that there is adequate check and balance.

All decisions of the Board are made based on majority decision and no individual Board member can make any decision on behalf of the Board, unless duly authorised by the Board. As such, no individual or a group of individuals dominate the decision-making process.

Mr. Loh Chye Teik is the designated Senior Independent Non-Executive Director to whom concerns relating to the Company may be conveyed by shareholders or stakeholders.

Board Responsibilities

The Board recognises its duties and responsibilities as detailed in the Board Charter as expectations how they discharge their duties and this Charter shall also be used as a guide to assess their own performance.

The Board assumes the following principal functions and responsibilities:-

- a) Review, approve and monitor the overall strategies and direction of the Group;
- b) Identify the principal risks and implementing appropriate system to manage such risks;
- c) Oversee and evaluate the conduct and performance of the Group's business;
- d) Review the adequacy of the Group's internal control policy; and
- e) Ensure that appropriate plans are in place in respect of the succession plan of the Group.



Clear functions of the Board and Management

To ensure the effective discharge its function and responsibilities, the Board had established a Board Charter which clearly set out the relevant matters reserved for the Board's approval, as well as those is delegated to the Board committees and Managing Director.

Key matters reserved for Board's decision include, inter alia, the following:-

- a) Approval of business strategy and group operational plan and annual budget;
- b) Acquisition and disposal of assets of the Company or its subsidiaries that are material in nature;
- c) Approval of investment or divestment in a company/business/property/undertaking;
- d) Approval of investment or divestment of a capital project which represents a significant diversification from the existing business activities;
- e) Any other significant business direction; and
- f) Corporate proposal on fund raising.

Appointment to the Board

The Board has established the Nomination Committee for the purpose of making recommendations on suitable candidates for appointment to the Board and for assessing Directors on an ongoing basis. Candidates recommended must be approved and appointed by the Board. The Nomination Committee is responsible for recommending the right candidates with the required skills, experience and attributes to the Board for appointment.

Further details on the Nomination Committee are set out on pages 12 and 13 of this Annual Report.

Retirement and Re-election of Directors

In accordance with the Company's Articles of Association, one-third (1/3) of the Directors including the Managing Director shall retire by rotation from office at each Annual General Meeting ("AGM") and they shall be eligible for re-election at the AGM. The Directors to retire shall be the Directors who have been longest in office since their appointment or last re-election. In addition, all Directors including the Managing Director shall be subject to retirement by rotation at least once every three (3) years.

Directors who are standing for re-election at the Ninth AGM of the Company to be held on 26 May 2014 are as per detailed set out in the Notice of the Ninth AGM.

Board Meetings

The Board is to meet at least four times a year with additional meetings convened as and when necessary. Besides Board meetings, the Board also exercises control on matters that require Board's approval through Directors' Circular Resolutions. Among others, key matters such as approval of annual and quarterly results, financial statements, major acquisitions and disposals, major capital expenditure, risk management policies are discussed and decided by the Board.

During the financial year, the Board met four (4) times. The Board is satisfied with the time commitment given by the Directors of the Company in discharging their duties for FY2013 as evidenced by the attendance record of the Directors at the Board Meeting. The details of attendance of the Directors during FY2013 are as follows: -

Name of Directors	Number of Meetings Attended	Percentage of Attendance
Dato' Tan King Seng	3/4	75%
Ooi Yeok Hock	4/4	100%
Tan Chin Hong	4/4	100%
Loh Chye Teik	4/4	100%
Teoh Yee Shien	4/4	100%
Dato' Dr. Loh Hock Hun	4/4	100%
Cheah Choon Ghee	4/4	100%
Khor Thean Lee (resigned on 23 April 2014)	4/4	100%





CORPORATE GOVERNANCE STATEMENT *(Cont'd)*

The Company Secretary ensures there is a quorum for all meetings and that such meetings are convened in accordance with the relevant Terms of Reference. The minutes prepared by the Company Secretary memorialise the proceedings of all meetings including pertinent issues, the substance of inquiries and responses, members' suggestions and the decision made. This reflects the fulfillment of the Board's fiduciary duties and the significant oversight role performed by the respective Board Committees.

Code of Ethics

The Directors observed the code in accordance with the Company Directors' Code of Ethics established by the Companies Commission of Malaysia.

Code of Conduct

In order to enhance the standard of corporate governance and behaviours, the Board observed the Company's Code of Conduct which set out standards of business and ethical conduct based on general principles including, amongst others, integrity and honesty, fair dealing and confidentiality as guidance to all directors and employees in the conduct of their business.

Board Charter

The Board has adopted a charter to provide a reference for directors in relation to the Board's role, duties and responsibilities, division of responsibilities between the Board, the Board Committees, the Chairman and Managing Director. The Board Charter is subject to review periodically in order to ensure consistency with the Board's strategic intent and relevant standards of corporate governance.

Sustainability

The Group recognises the importance of sustainability and its increasing impact to the business and is committed to the goal of developing a sustainable future.

The Group is committed to providing a safe workplace for its employees and conducting its business in a way that is environmentally safe and sound. The sustainability activities are set out in the Statement on Corporate Social Responsibility.

Board Gender Diversity Policy

Corporate Governance Blueprint 2011 stated that the Board should ensure women participation on board to reach 30% by 2016. The Company does not have a policy on boardroom diversity, including gender diversity. The Company will provide equal opportunity to candidates with merit. Nonetheless, the Board will give consideration to the gender diversity objectives. Currently, the Board has one woman member out of seven members.

Internal Corporate Disclosure Policies and Procedures

Along with good corporate governance practices, the Company is committed to provide to investors and the public with comprehensive, accurate and material information on a timely basis.

In line with this commitment and in order to enhance transparency and accountability, the board has adopted an Internal Corporate Disclosure Policies and Procedures to facilitate the handling and disclosure of material information in a timely and accurate manner.

Directors' Training

The Directors are encouraged to attend continuous education programmes such as seminars and conferences. This is to keep themselves abreast with the latest development in statutory laws, regulations and best practices, where appropriate, in line with the changing business environment and the need to be cognizant of commercial opportunities and risks as well as to be adequately equipped to execute judicious decision making.

All members of the Board have attended and successfully completed the Mandatory Accreditation Programme as required by the Bursa Malaysia Securities Berhad.

CORPORATE GOVERNANCE STATEMENT (Cont'd)



Directors' Training (Cont'd)

Details of the training programmes attended by the Directors throughout the year are as follow:-

Name	No. of days	Mode of Training	Title
Dato' Tan King Seng	Half- day	Seminar	The Statement on Risk Management & Internal Control : Guidelines for Directors of Lister Issuers
	Half-day	Seminar	Malaysian Budget 2014
Ooi Yeok Hock	Half- day	Seminar	The Statement on Risk Management & Internal Control : Guidelines for Directors of Lister Issuers
Tan Chin Hong	Half- day	Seminar	The Statement on Risk Management & Internal Control : Guidelines for Directors of Listed Issuers
Loh Chye Teik	One day	Seminar	MFRS Seminar 2013 – Seminar 1 : Malaysian Financial Reporting Standards : 2013 Annual Update
	One day	Seminar	MFRS Seminar 2013 – Seminar 2 : New Consolidation Rules under MFRS 10,11,12,127 & 128
	Half- day	Seminar	The Statement on Risk Management & Internal Control : Guidelines for Directors of Listed Issuers
	Half- day	Seminar	Half-Day Seminar On Transfer Pricing Documentation – Practical Issues In Implementing The Requirements Of The Transfer Pricing Guidelines – Documentation Aspects
	Two days	Conference	National Tax Conference 2013
	One-day	Seminar	Getting Ready For GST In Malaysia
	One-day	Seminar	Nominating Committee Programme
Teoh Yee Shien	Half-day	Seminar	Board Oversight Responsibilities For Merger And Acquisition – Passion Beyond Numbers
	One day	Seminar	Financial Reporting with MFRS-W4 : Transitioning to MFRS – First Time Adoption of MFRS
	One day	Seminar	The 2014 Budget Seminar
	One day	Workshop	Risk Management & internal Control : Workshops for Audit Committee
Dato' Dr. Loh Hock Hun	Half-day	Seminar	The Statement on Risk Management & Internal Control : Guidelines for Directors of Listed Issuers
Cheah Choon Ghee	Half-day	Seminar	Malaysian Budget 2014
	Half-day	Seminar	The Statement on Risk Management & Internal Control : Guidelines for Directors of Listed Issuers
Khor Thean Lee (resigned on 23 April 2014)	Half-day	Seminar	The Statement on Risk Management & Internal Control : Guidelines for Directors of Listed Issuers

In addition to the above training attended, the Directors also received updates from time to time from Company Secretary on the amendments to the Listing Requirements, Companies Act, 1965 as well as Malaysian Code on Corporate Governance.

Supply of Information

In order to carry out their duties effectively and diligently, all the Directors have been granted unrestricted access to all information pertaining to the Group's business and affairs. In order to assist them in their decision-making, the Board is supported by suitably qualified and competent Company Secretaries and has access to the advice and services of the Company Secretaries, who is responsible to ensure that the Board meeting procedures are followed and the applicable statutory and regulatory requirements are complied with. Where necessary, the Directors may engage independent professionals, at the Group's expense, to advise them on specialised issues for the purpose of decision-making.





CORPORATE GOVERNANCE STATEMENT (Cont'd)

Supply of Information (Cont'd)

Formal notices, agendas, paper and reports are supplied to the Board in a timely manner prior to the Board meetings. The Board is supplied with all necessary information to enable it to effectively discharge its duties and responsibilities.

Minutes of the previous Board Meeting are circulated in advance to the Board for review and confirmation at each Board Meeting. Matters requiring further actions and updates arising from previous meeting are identified to ensure all outstanding issues are sufficiently addressed and followed through and all further information is provided for decision making. The proceedings and resolutions passed at the each Board Meeting are minuted and kept in the statutory minutes book.

Committees of the Board

The Board, in discharging its fiduciary duties and responsibilities, has appointed the following Board of Committees with specific terms of reference to assist the Board:-

- Audit Committee
- Nomination Committee
- Remuneration Committee

Audit Committee

The terms of reference of the Company's Audit Committee and its activities during the financial year are set out under the Audit Committee Report on pages 19 to 22 of this Annual Report.

Nomination Committee

The Nomination Committee currently comprises the following members:

Name of Directors	Designation
Loh Chye Teik (Chairman)	Senior Independent Non-Executive Director
Teoh Yee Shien	Independent Non-Executive Director
Dato' Dr. Loh Hock Hun	Independent Non-Executive Director

The Committee consists entirely of Non-Executive Directors, where all its members are independent. The Nomination Committee meets at least once a year and as and when necessary and may make decisions by way of circular resolutions.

The duties and responsibilities of the Nomination Committee are guided by its terms of reference. The main responsibilities of the Nomination Committee included the following:-

- Nominate the right candidates with the required skills, experience and attributes for recommendation to and appointment by the Board.
- Regularly review the structure, size and composition (including the skills, knowledge and experience) required of the Board compared to its current position and make recommendations to the Board with regard to any changes.
- Review and recommend the membership of the Audit and Remuneration Committees, in consultation with the Chairman of those committees.
- Assess the effectiveness of the Board and the contribution of individual directors and his independence where applicable.
- To develop, maintain and review the criteria to be used in the recruitment process and annual assessment of directors.

The Nomination Committee has developed criteria to assess the effectiveness of the Board, the Board committees and individual Director. The evaluation on the Board's effectiveness is divided into four sections on the following key areas:-

- Adding value
- Conformance
- Stakeholder Relationship
- Performance management



The process also assess the competencies of each Director in the areas of integrity and ethics, governance, strategic perspective, business acumen, judgement and decision making, teamwork, communication and leadership.

The Nomination Committee also undertakes annual assessment of the independence of its independent directors based on required mix skills, criteria of independence as per requirements of AMLR, meeting attendance, ability to ensure effective checks and balances on the Board's decision making process, constructively challenge business propositions and contributes to the development of business strategy and direction of the Company, ensures that adequate systems and controls to safeguard the interests of the Company are in place and continuous updating of knowledge and enhancing of skills through attendance of business related trainings.

When considering new appointment, the Nomination Committee shall evaluate the balance of skills, knowledge and experience on the board, and, in the light of this evaluation prepare a description of the role and capabilities required for a particular appointment. In identifying suitable candidates the Committee shall consider candidates from a wide range of backgrounds and consider candidates on merit and against objective criteria, taking care that appointees have enough time available to devote to the position.

The Nomination Committee and the Board does not set any target on gender diversity. The Company will provide equal opportunity to candidates with merit. Nevertheless, the Board will give consideration to the gender diversity objectives.

A familiarisation programme, including visits to the Group's business and operations premises and meetings with senior management will be arranged for new Directors to facilitate their understanding of the Group.

The Nomination Committee had met once during FY2013 and the activities of the Nomination Committee is summarised as follows:-

- (a) Reviewed and assessed the effectiveness of the Board, the committees of the Board and the contribution of each individual director, including Independent Non-Executive Directors and principal officer.
- (b) Reviewed and recommended the re-election of Directors who were retiring and seeking for re-election at Eighth Annual General Meeting.
- (c) Reviewed and assessed the Independent Non-Executive Directors.

Remuneration Committee

The Remuneration Committee comprises the following members:

Name of Directors	Designation
Loh Chye Teik (Chairman)	Senior Independent Non-Executive Director
Teoh Yee Shien	Independent Non-Executive Director
Ooi Yeok Hock	Executive Director

The Committee consists majority of Non-Executive Directors, where two (2) out of the three (3) members are Independent Non-Executive Directors. The Committee is responsible for recommending to the Board the appropriate remuneration of the Executive Directors in all forms to commensurate with the respective contributions of the Executive Directors. The Executive Directors are to abstain from deliberation and voting on the decision in respect of their own remuneration packages.

The remuneration of the Non-Executive Directors is a matter for the Board as a whole and the Director concerned is required to abstain from deliberation and voting on decisions relating to his/her own remuneration. Directors' fees are subject to shareholders' approval at the forthcoming AGM.

B. DIRECTORS' REMUNERATION

The objective of the Company's policy on Directors' remuneration is to attract and retain the appropriate Directors of the caliber to run the Group successfully. In general, the remuneration is structured so as to link rewards to corporate and individual performance, as in the case of the Executive Directors and senior management. As for the Non-Executive Directors, the level of remuneration reflects the experience and level of responsibilities undertaken individually by the Director concerned.





CORPORATE GOVERNANCE STATEMENT (Cont'd)

B. DIRECTORS' REMUNERATION (Cont'd)

The aggregate remuneration of the Company's Directors derived from the Group for the financial year under review is as follows:-

	Executive Directors RM	Non-Executive Directors RM	Total RM
Salary, bonus and EPF	1,201,944	-	1,201,944
Fee	-	72,000	72,000
Benefits-in-kind	40,800	-	40,800
Allowance	132,000	6,000	138,000
Total	1,374,744	78,000	1,452,744

The number of the Company's Directors whose total remunerations derived from the Group during the financial year under review that fall within the following bands is as follows: -

Range of Remuneration	Number of Executive Directors	Number of Non-Executive Directors
RM50,000 and below	-	3
RM50,001 – RM100,000	-	-
RM100,001 – RM150,000	-	-
RM150,001 – RM200,000	2	-
RM200,001 – RM250,000	1	-
RM250,001 – RM300,000	1	-
RM300,001 – RM350,000	-	-
RM350,001 – RM400,000	-	-
RM400,001 – RM450,000	-	-
RM450,001 – RM500,000	1	-
Total	5	3

The Board has chosen to disclose the aggregate remuneration of the Directors pursuant to the AMLR as the separate and detailed disclosure of individual Director's remuneration will not add significantly to the understanding and evaluation of the state of the Group's corporate governance.

C. SHAREHOLDERS

Dialogue between Company and Investors

The Group acknowledges the importance of timely dissemination of information to shareholders and accordingly, ensures that they are well informed of any major developments of the Group. Such information is communicated through:

- Announcements and corporate disclosure to Bursa Malaysia Securities Berhad that are available on the website www.bursamalaysia.com ;
- Company website at www.jhm.net.my provides corporate information on the Group;
- Annual Report of the Company.



AGM

The AGM is the principal forum for dialogue with all shareholders and the Board encourages shareholders to attend and participate in the AGM. The Chairman of the general meeting would inform the shareholders on their right to demand for a poll vote at the commencement of the general meeting and would conduct poll voting if demanded by shareholders. Shareholders are provided with an opportunity to enquire about the Group's activities and prospects as well as to communicate their expectations and concerns. Shareholders are also encouraged to participate in the question and answer session.

A copy of the Annual Report and the notice of the AGM are sent to all shareholders at least 21 days before the AGM. The notice of AGM is also published in a nationally circulated daily newspaper. The Board is available to respond to shareholder questions during the meeting. Where appropriate, the Board will undertake to provide written answers to any questions that cannot be readily answered at the meeting.

Each item of special business included in the notice of the meeting will be accompanied by a full explanation of the effects of the proposed resolution. Separate resolutions are proposed for substantially separate issues at the meeting.

Shareholders are also informed of and invited to attend any Extraordinary General Meetings through circulars and notices of meetings.

D. ACCOUNTABILITY AND AUDIT

Financial Reporting

In presenting the Annual Report and quarterly announcement of interim financial results to the shareholders, the Board aims to provide and present a balanced and understandable assessment of the Group's financial performance and prospects.

The Board is assisted by the Audit Committee to oversee the Group's financial reporting process in ensuring accuracy and adequacy of information by reviewing and recommending for adoption of information for disclosure.

The statement of Board of Directors' responsibility for preparing the annual audited financial statements pursuant to Rule 15.26 of the AMLR is set out on page 23 of this Annual Report.

Internal Control

The Group's Statement On Risk Management And Internal Control is set out on pages 17 and 18.

Relationship with the Auditors

The Board through Audit Committee, maintains a close and formal as well as a transparent arrangement and relationship with the external auditors in seeking professional advice and ensuring compliance with the accounting standards in Malaysia.

The role of the Audit Committee in relation to the External Auditors may be found in the Audit Committee Report set out on pages 19 to 22 of this Annual Report.

Statement of Compliance with Corporate Governance

The Company is committed to achieving high standards of corporate governance throughout the Group and to the highest level of integrity and ethical standards in all its business dealings. The Board considers that it has complied substantially with the principles and recommendations as stipulated in the MCCG 2012 throughout FY2013.

This statement is made in accordance with the resolution of the Board dated 25 April 2014.





STATEMENT ON CORPORATE SOCIAL RESPONSIBILITY (CSR)

The Group is driven by the belief that in pursuit of any business objective, we need to strike a balance between profitability and contributions to the social welfare of employees, community and environmental responsibilities.

During the year under review, our Group continued to carry out diverse range of CSR activities that are reflective of the Group intention of giving back to society.

EMPLOYEES

We strongly believe that human capital is the most important value to an organisation. In retaining the best talents, we continually provide our employees with education and training. Employee Training and Development which is carried out internally and externally aimed at equipping our employees with skills and knowledge related to projects and tasks handled by them so that these may be executed to meet customers' needs and expectation. In recognition of their services and create amiable workplace for its employees, the Group organised several events throughout the year such as buffet dinner during Labour Day, annual dinner, team building and recreational activities for the employees.

ENVIRONMENT

As part of our corporate social responsibility agenda, the Group ensured strictly on going compliance with the environmental laws governing plant operations, maintenance in areas relating to environmental standards, emission standards and noise level management. This is in line with our manufacturing factories being certified as an ISO 14001 organization holder by an international body.

On-going programmes initiated among its staff on awareness of recycling of waste materials and continuous improvements in our manufacturing process create a greener environment.

COMMUNITY

In FY2013, the Group continued to offer internship programme to undergraduates with the objective of equipping the undergraduates with necessary working skills, knowledge and experiences.

Our contribution continues with our participation and donations in fund raising activities for school development and to local charitable organisation.

STATEMENT ON RISK MANAGEMENT AND INTERNAL CONTROL



(A) INTRODUCTION

Your Board of Directors is pleased to provide this Statement on Risk Management and Internal Control. This Statement has been prepared in accordance with the Statement on Risk Management and Internal Control: Guidance for Directors of Listed Issuers issued by the Institute of Internal Auditors Malaysia and as adopted by Bursa Malaysia Securities Berhad.

(B) BOARD RESPONSIBILITY

The Board acknowledges that it is responsible for the adequacy and effectiveness of the Group's risk management and internal control system. Effective risk management and internal control processes play a vital role in pursuing the Group's business objectives and sustaining success.

The Group's risk management and internal control system are designed to mitigate, rather than to eliminate the risk of failure in achieving the business objectives, as such, they provide reasonable but not absolute assurance against material misstatement of financial information or losses, contingencies, fraud or any irregularities.

(C) RISK MANAGEMENT FRAMEWORK

The Board has engaged an independent professional firm to assist the Board in establishing a risk management framework for the Group. Under this framework, risks relevant to the Group were identified and quantified and have been compiled into the risk profiles of the various operating units in the Group.

Relevant business risks and their potential impact and likelihood of crystallization are evaluated on an ongoing basis by the key executives and senior management. Key risks affecting the Group are deliberated at Board meetings.

(D) KEY ELEMENTS OF THE GROUP'S RISK MANAGEMENT AND INTERNAL CONTROL SYSTEM

The risk management and internal control systems are embedded within the operations of the Group.

The key elements of controls in place are as follows:

- Authorizing Board Committee members to investigate and report on any areas of improvement for the betterment of the Group;
- Conducting in-depth study on major variances and deliberating irregularities at Board meetings and Audit Committee meetings so as to identify the causes of the problems and to formulate appropriate solutions;
- Delegating necessary authority to the Managing Director in order for him to play a major role as the link between the Board and Senior Management in implementing the Board's expectation of effective system of internal control and managing the Group's various operations;
- Maintaining an organisational chart which sets out each individual's responsibility, authority and reporting lines;
- Ensuring that the Management is informed of the development of action plan for enhancing system of internal control and allowing various management personnel to have access to important information for effective decision-making;
- Senior Management personnel make frequent on-site visits to the business and operating premises so as to acquire a first-hand information on various operational matters and addressing the issues accordingly; and
- Systematic and regular audit on the compliance of ISO 14001, ISO 9001 and TS 16949 by external quality assurance auditors.





STATEMENT ON RISK MANAGEMENT AND INTERNAL CONTROL *(Cont'd)*

(E) INTERNAL AUDIT FUNCTION

The Board has outsourced the internal audit function to an external consultant. The Board believes that, due to its independence and objectivity, the consultant has provided the Board much assurance about the state of internal controls of the Group. The internal auditors report directly to the Audit Committee.

The internal audit function carries out its internal audit works through a risk-based approach. Based on the risk profile of the Group, the internal audit function prepares its audit plan by focusing on areas of high risk. During the course of carrying out their reviews, full cooperation of the staff and unrestricted access to all information were given to the internal auditors in order to discharge their duties.

During the financial year, the internal auditors carried out reviews on the following areas to assess the adequacy and effectiveness of internal controls and risk management processes:

- Production
- Maintenance of machines
- Inventory
- Purchasing
- Accounts payable
- Payments
- Payroll

The internal auditors have identified some weaknesses in the internal control and these together with improvement recommendations have been reported to the Audit Committee. However, none of the weaknesses have resulted in material losses, contingencies or uncertainties to the Group.

The fees paid to the internal auditors in respect of the internal audit functions of the Group for the financial year amounted to RM15,706.

(F) CONCLUSION

The Board has received assurance from the Managing Director and the Finance Manager that the Group's risk management and internal control systems are operating adequately and effectively, in all material aspects, based on the risk management and internal control systems of the Group.

Overall, the Board and Management are satisfied that the process of identifying, evaluating and managing significant risks that may affect achievement of the Group's business objectives are in place. There are continuing efforts to strengthen the internal control environment taking into consideration the recommendations from the internal auditors.

This Statement is made in accordance with the resolution of the Board dated 25 April 2014 and has been reviewed by the External Auditors.

AUDIT COMMITTEE REPORT

FORMATION

The Audit Committee (the "Committee") was formed by the Board of Directors on 14 April 2006.

MEMBERS

The Committee currently consists of the following members: -

1. Loh Chye Teik - Chairman
(Senior Independent Non-Executive Director)
2. Teoh Yee Shien - Member
(Independent Non-Executive Director)
3. Dato' Dr. Loh Hock Hun - Member
(Independent Non-Executive Director)

MEETINGS AND ATTENDANCE

During the financial year under review, the Committee held four (4) meetings with all the members of the Committee attendance as follows: -

Name of Committee Members	Number of Meetings Attended	Percentage of Attendance
Loh Chye Teik	4/4	100%
Teoh Yee Shien	4/4	100%
Dato' Dr. Loh Hock Hun	4/4	100%

The Audit Committee meetings were attended by the Committee members and Senior Management. The Company Secretary acted as Secretary at the meetings to record and maintains minutes for the proceedings of the meetings.

TERMS OF REFERENCE

The Terms of Reference of the Audit Committee are as follows: -

1. MEMBERSHIP

The Board should establish an audit committee of at least three directors, a majority of whom must be independent Non-Executive Directors with written terms of reference which deal clearly with its authority and duties. All members of the Committee should be Non-Executive Directors of the Company and all members of the Committee should be financially literate. At least one member of the Committee:-

- must be member of the Malaysian Institute of Accountants; or
- if he is not a member of the Malaysian Institute of Accountants, he must have at least 3 years of working experience and
 - he must have passed the examinations specified in Part I of the 1st Schedule of the Accountants Act, 1967; or
 - he must be a member of one of the associations of accountants specified in Part II of the 1st Schedules of the Accountants Act, 1967; or
 - fulfills such other requirements as prescribed or approved by the Exchange.

The members of the Committee shall elect the Chairman from among their number who shall be an Independent Non-Executive Director. An alternate director shall not be a member of the Audit Committee.

If a Member of the Committee for any reason ceases to be a Member of the Committee with the result that the number of Member is reduced below (3), the Board shall within three (3) months of that event, appoint such number of new Member as may be required to make up the minimum number of three (3) Members.

2. ATTENDANCE AT MEETINGS

The finance director, representatives of the Internal Auditor and representatives of the external auditors will be invited to some of the Audit Committee meetings. Other board members and employees may attend any particular audit committee meeting only at the Audit committee's invitation, specific to the relevant meeting. At least twice a year, the Committee shall meet with external auditors without the presence of the Executive Directors. The Company Secretary shall be the secretary of the Committee.





AUDIT COMMITTEE REPORT *(Cont'd)*

3. FREQUENCY AT MEETINGS

Meetings will be held not less than four times a year. Additional meetings may be held at the discretion of the Committee or at the request of external auditors. The external auditors may request a meeting if they consider that one is necessary. The quorum for any meeting shall be two and the majority members of the Committee present must be Independent Non-Executive Directors.

The Chairman of the Audit Committee should engage on a continuous basis with senior management, such as the Chairman, the chief executive officer, the finance director, the head of the internal audit and the external auditors in order to be kept informed of matters affecting the Company.

4. RETIREMENT AND RESIGNATION

In the event of any vacancy in an audit committee resulting from resignation or for any other reason that the number of the audit committee members is reduced to below three, a listed company must fill the vacancy within 3 months.

5. AUTHORITY

The Committee is authorised by the Board to investigate any activity within its terms of reference, the resources it needs to do so and full access to information pertaining to the Company. The Committee should have direct communication channels with the external auditors and person(s) carrying out the internal audit function or activity and be able to obtain external professional advice and to invite outsiders with relevant experience to attend, if necessary. The Committee should be able to convene meetings with the external auditors, the internal auditors or both, excluding the attendance of other directors and employees of the listed company, whenever deemed necessary. It is authorised to seek any information it requires from any employee and all employees are directed to co-operate with any request made by the Committee.

6. DUTIES AND RESPONSIBILITIES

The duties and responsibilities of the Committee shall include:-

- a) to consider the appointment/nomination/suitability of the external auditors, their audit fees and any question of their resignation or dismissal and to recommend to the Board.
- b) to discuss with the external auditors before the audit commences, the nature and scope of their audit, their evaluation of the system of internal accounting controls and to ensure co-ordination where more than one audit firm is involved.
- c) to discuss problems and reservations arising from the interim and final audits, and any matters the external auditors may wish to discuss (in the absence of management where necessary).
- d) to keep under review the effectiveness of internal control system and, in particular, review external auditors' management letter and management's response.
- e) to do the following, in relation to the internal audit function:-
 - review the adequacy of the scope, functions, competency and resources of the internal audit functions, and to ensure that it has the necessary authority to carry out its work;
 - review the internal audit programme, processes, the results of the internal audit programme, processes or investigation undertaken and, where necessary, ensure that appropriate actions are taken on the recommendations of the internal audit function;
 - review any appraisal or assessment of the performance of members of the internal audit function;
 - approve any appointment or termination of senior members of the internal audit function; and
 - take cognizance of resignations of internal audit staff members and provide the resigning staff member an opportunity to submit his reasons for resigning.



6. DUTIES AND RESPONSIBILITIES *(Cont'd)*

- f) to review the quarterly results and year-end financial statements of the Company and the Group, prior to the approval by the Board, whilst ensuring that they are prepared in a timely and accurate manner, focusing particularly on:-
- public announcements of results and dividend payment;
 - any changes in or implementation of major accounting policies and practices;
 - major judgmental areas;
 - significant adjustments resulting from the audit;
 - the going-concern assumption;
 - compliance with accounting standards;
 - compliance with Bursa Securities and legal requirements; and
 - significant and unusual events.
- g) to consider/review any related party transactions and conflict of interest situation that may arise within the Company or Group, including any transaction, procedure or course of conduct that raises questions of management integrity.
- h) to consider the major findings of internal investigations and management's response and ensure co-ordination between the internal and external auditors.
- i) to review and verify the allocation of share options granted to employees pursuant to the Employees share option scheme, transactions, procedure or course of conduct that raises questions of management integrity.
- j) to review with the external auditor, his audit report.
- k) to review with the external auditor the assistance given by the employees of the Company.
- l) to review with the Board of Directors of the Company whether there is reason (supported by grounds) to believe that the Company's external auditor is not suitable for re-appointment.
- m) to consider/carry out such other functions and consider other topics, as may be agreed upon by the Board.

7. REPORTING PROCEDURES

The Company Secretary shall circulate the minutes of meetings of the Committee to all members of the Board.

SUMMARY OF ACTIVITIES

In discharging its functions and duties, during the financial year the Committee has considered, reviewed, approved and discussed the following:-

- the audited financial statements for the financial year ended 31 December 2012;
- the financial results for the quarters ended 31 December 2012, 31 March 2013, 30 June 2013 and 30 September 2013;
- the external audit plan with external auditors;
- audit reports prepared by the Internal Auditors, considered their material findings and assess the Management's responses and actions thereto;
- the nature and scope of audit plan for the financial year ended 31 December 2013 before the commencement of audit together with the External Auditors;
- the results and issues arising from External Auditors' audit on the financial year end statements and their resolutions of such issues highlighted in their report to the Committee together with the External Auditors;





AUDIT COMMITTEE REPORT *(Cont'd)*

SUMMARY OF ACTIVITIES *(Cont'd)*

- related party transactions and report the same to the Board;
- performance and suitability of External Auditors and recommended for the re-appointment of External Auditors and their fees: and
- dialogue session with External Auditors, without the presence of Executive Directors and Management.

EMPLOYEES SHARE OPTION SCHEME

The Company had on 17 May 2006 and 15 June 2006 obtained approvals from the Securities Commission and the shareholders respectively to establish an Employee Share Option Scheme ("ESOS") with duration of five years from 1 August 2006. The Board had extended the ESOS for another five years until 31 July 2016.

During the financial year, no allocation of share options was made by the Company pursuant to the ESOS and no share options were exercised under the ESOS.

Further details on the ESOS are set out on page 26,53 and 54 of this Annual Report.

INTERNAL AUDIT FUNCTION

The Group has appointed an independent professional firm to carry out internal audit function. In order to act independently from the management, the external consultant will report directly to the Audit Committee and assists the Board in monitoring and reviewing the effectiveness of the risk management, internal control and corporate governance process within the Group.

The independent internal audit function and activities were carried out according to the internal audit plan presented by the external consultant. The internal audit plan is derived based on a risk-based assessment of all units and operations of the Group. The internal audit reports highlight any deficiencies or findings which are discussed with the management and relevant action plans agreed and to be implemented. Significant findings are presented in the Audit Committee Meetings for consideration and reporting to the Board. A follow-up audit review is also conducted to determine whether all audit recommendations are effectively implemented.

Further details on the internal audit function and its activities are set out in the Statement On Risk Management And Internal Control on pages 17 and 18 of this Annual Report.

The Board is of the view that there is no significant breakdown or weaknesses in the systems of internal controls of the Group that may result in material losses incurred by the Group for the financial year ended 31 December 2013.

STATEMENT OF DIRECTORS' RESPONSIBILITY

IN RELATION TO THE AUDITED FINANCIAL STATEMENTS



This statement is prepared pursuant to the Listing Requirements of Bursa Malaysia Securities Berhad for the ACE Market.

The Directors are required to prepare audited financial statements that give a true and fair view of the state of affairs, including the cash flow and results, of the Group and the Company as at the end of each financial year.

In preparing these financial statements, the Directors have considered the following:-

- The Group and the Company have used appropriate accounting policies, and are consistently applied;
- That reasonable and prudent judgements and estimates were made; and
- That the approved accounting standards in Malaysia have been applied.

The Directors are responsible for ensuring that the Company maintains proper accounting records which disclose with reasonable accuracy the financial position of the Group and the Company, and which enable them to ensure that the financial statements comply with the Companies Act, 1965.

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

This statement is made in accordance with the resolution passed by the Board Of Directors dated 25 April 2014.





ADDITIONAL COMPLIANCE INFORMATION

Share Buyback

There were no share buyback of the Company's shares during the financial year.

Options or Convertible Securities

There were no options or convertible securities exercised during the financial year as the Company has not issued any options or convertible securities.

American Depositary Receipts ("ADR") and Global Depositary Receipts ("GDR")

The Company did not sponsor any ADR and GDR during the financial year.

Imposition of Sanctions and/or Penalties

There were no public sanctions and/or penalties imposed on the Company and its subsidiaries, Directors or Management by the relevant regulatory bodies during the financial year under review.

Non-audit Fees Paid to External Auditors

During the financial year ended 31 December 2013, no non-audit fees were paid to the external auditors other than the taxation fees amounting to RM8,500 paid to a company in which certain partners of the audit firm are shareholders and directors.

Profit Estimate, Forecast or Projection

The Company did not issue or announce any profit estimate, forecast or projection to the public for the financial year.

Profit Guarantee

During the financial year, the Company did not receive any profit guarantee from any parties.

Material Contracts or Loans

There were no material contracts or loans entered into by the Company and its subsidiaries involving Directors' and major shareholders either still subsisting at the end of the financial year or entered into since the end of the previous financial year.

Recurrent Related Party Transactions of a Revenue or Trading Nature

The Company does not have any recurrent related party transactions of a revenue or trading nature during the financial year.

Variation In Result

There were no material variations between the audited results for the financial year ended 31 December 2013 over the unaudited results released for the financial quarter ended 31 December 2013.

Utilisation of Proceeds

During the financial year, there were no proceed raised by the Company from any corporate exercise.

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DIRECTORS' REPORT

FOR THE FINANCIAL YEAR ENDED 31 DECEMBER 2013

The directors have pleasure in submitting their report and the audited financial statements of the Group and of the Company for the financial year ended **31 December 2013**.

PRINCIPAL ACTIVITIES

The principal activity of the Company is investment holding.

The principal activities of the subsidiaries are shown in Note 5 to the financial statements.

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

RESULTS

	GROUP RM	COMPANY RM
Profit/(Loss) after taxation for the year	2,020,431	(175,613)
Attributable to:		
Owners of the Company	2,250,457	(175,613)
Non-controlling interests	(230,026)	-
	2,020,431	(175,613)

In the opinion of the directors, the results of the operations of the Group and of the Company for the financial year ended **31 December 2013** 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.

DIVIDENDS

No dividend has been declared by the Company since the end of the previous financial year.

The directors do not recommend any dividend payment for the financial year.

RESERVES AND PROVISIONS

There were no material transfers to or from reserves or provisions during the financial year.

SHARE CAPITAL AND DEBENTURE

During the financial year, the Company did not issue any share or debenture and did not grant any option to anyone to take up unissued shares of the Company.

EMPLOYEE SHARE OPTION SCHEME ("ESOS")

The Company's ESOS was approved by the Securities Commission ("SC") and the members on 17 May 2006 and 15 June 2006 respectively and would be in force for a duration of five years from 1 August 2006 until 31 July 2011. The directors have extended the ESOS for five years until 31 July 2016.

As at the end of the reporting period, no options were granted.

The salient features of the ESOS are disclosed in the notes to the financial statements.

DIRECTORS' REPORT *(Cont'd)*

FOR THE FINANCIAL YEAR ENDED 31 DECEMBER 2013



DIRECTORS

The directors who served since the date of the last report are as follows:

- Dato' Tan King Seng
- Ooi Yeok Hock
- Tan Chin Hong
- Cheah Choon Ghee
- Khor Thean Lee
- Loh Chye Teik
- Teoh Yee Shien
- Dato' Dr. Loh Hock Hun

DIRECTORS' INTERESTS IN SHARES

According to the Register of Directors' Shareholdings, the interests of directors in office at the end of the financial year in shares in the Company and its related corporations during the financial year are as follows:

	— Number of ordinary shares of RM0.10 each —			
	Balance at 1.1.13	Bought	Sold	Balance at 31.12.13
The Company				
Direct interest:				
Dato' Tan King Seng	42,707,379	-	-	42,707,379
Ooi Yeok Hock	5,522,538	-	-	5,522,538
Tan Chin Hong	3,105,496	-	-	3,105,496
Cheah Choon Ghee	3,207,500	-	-	3,207,500
Deemed interest:				
Dato' Tan King Seng	3,143,495	-	-	3,143,495
Cheah Choon Ghee	30,445,863	-	-	30,445,863

By virtue of his shareholdings in the shares of the Company, **Dato' Tan King Seng** and **Mr. Cheah Choon Ghee** are also deemed interested in all the subsidiaries, to the extent that it has interests.

DIRECTORS' BENEFITS

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

During and at the end of the financial year, no arrangements subsisted to which the Company is a party, with the object or objects of enabling directors of the Company to acquire benefits by means of the acquisition of shares in or debentures of the Company or any other body corporate.





DIRECTORS' REPORT *(Cont'd)* FOR THE FINANCIAL YEAR ENDED 31 DECEMBER 2013

OTHER STATUTORY INFORMATION

Before the financial statements of the Group and of the Company were made out, the directors took reasonable steps:

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

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 allowance 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 financial statements of the Group and of the Company misleading, or
- (iii) that would render any amount stated in the financial statements of the Group and of the Company misleading, or
- (iv) which have arisen which render adherence to the existing methods of valuation of assets or liabilities of the Group and of the Company misleading or inappropriate.

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

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

No contingent liability or other liability of the Group and of the Company 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.

AUDITORS

The auditors, **Grant Thornton**, have expressed their willingness to continue in office.

Signed in accordance with a resolution of the directors:

.....
Dato' Tan King Seng

.....
Ooi Yeok Hock

Penang,

Date: 2 April 2014

DIRECTORS' STATEMENT



In the opinion of the Directors, the financial statements set out on pages 32 to 71 are properly drawn up in accordance with Malaysian Financial Reporting Standards, International Financial Reporting Standards and the requirements of the Companies Act, 1965 in Malaysia so as to give a true and fair view of the financial position of the Group and of the Company as at **31 December 2013** and of their financial performance and cash flows for the financial year then ended.

In the opinion of the Directors, the supplementary information set out in Note 29 on page 72 has been compiled in accordance with the Guidance on Special Matter No. 1, Determination of Realised and Unrealised Profits or Losses in the Context of Disclosures Pursuant to Bursa Malaysia Securities Berhad Listing Requirements, issued by the Malaysian Institute of Accountants, and presented based on the format prescribed by Bursa Malaysia Securities Berhad.

Signed in accordance with a resolution of the directors:

.....
Dato' Tan King Seng

.....
Ooi Yeok Hock

Date: 2 April 2014

STATUTORY DECLARATION

I, **Lim Kah Hoon**, the officer primarily responsible for the financial management of **JHM Consolidation Berhad** do solemnly and sincerely declare that the financial statements set out on pages 32 to 72 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 abovenamed at Penang, this **2nd**)
day of **April 2014**.)

.....
Lim Kah Hoon

Before me,

.....
Goh Suan Bee
No.: P125
Commissioner for Oaths





INDEPENDENT AUDITORS' REPORT TO THE MEMBERS OF JHM CONSOLIDATION BERHAD

Company No. 686148-A (Incorporated In Malaysia)

Report on the Financial Statements

We have audited the financial statements of **JHM Consolidation Berhad**, which comprise the statements of financial position as at **31 December 2013** of the Group and of the Company, and the statements of comprehensive income, statements of changes in equity and statements of cash flows of the Group and of the Company for the financial year then ended, and a summary of significant accounting policies and other explanatory notes, as set out on pages 32 to 71.

Directors' Responsibility for the Financial Statements

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

Auditors' Responsibility

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

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

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

Opinion

In our opinion, the financial statements give a true and fair view of the financial position of the Group and of the Company as at **31 December 2013** and of its financial performance and cash flows for the financial year then ended in accordance with Malaysian Financial Reporting Standards, International Financial Reporting Standards and the requirements of the Companies Act 1965 in Malaysia.

Report on Other Legal and Regulatory Requirements

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

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

INDEPENDENT AUDITORS' REPORT TO THE MEMBERS OF JHM CONSOLIDATION BERHAD (Cont'd)

Company No. 686148-A (Incorporated In Malaysia)



Other Reporting Responsibilities

The supplementary information set out in Note 29 on page 72 is disclosed to meet the requirement of Bursa Malaysia Securities Berhad and is not part of the financial statements. The directors are responsible for the preparation of the supplementary information in accordance with Guidance on Special Matter No. 1, Determination of Realised and Unrealised Profits or Losses in the Context of Disclosure Pursuant to Bursa Malaysia Securities Berhad Listing Requirements, as issued by the Malaysian Institute of Accountants ("MIA Guidance") and the directive of Bursa Malaysia Securities Berhad. In our opinion, the supplementary information is prepared, in all material respects, in accordance with the MIA Guidance and the directive of Bursa Malaysia Securities Berhad.

Other Matters

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

Grant Thornton
No. AF: 0042
Chartered Accountants

John Lau Tiang Hua, DJN
No. 1107/03/16 (J)
Chartered Accountant

Date: 2 April 2014

Penang





STATEMENTS OF FINANCIAL POSITION

AS AT 31 DECEMBER 2013

		GROUP		COMPANY	
		2013	2012	2013	2012
	NOTE	RM	RM	RM	RM
ASSETS					
Non-current assets					
Property, plant and equipment	4	20,955,086	14,799,724	993	1,168
Investment in subsidiaries	5	-	-	6,325,998	6,085,998
Development costs	6	130,567	188,597	-	-
		21,085,653	14,988,321	6,326,991	6,087,166
Current assets					
Inventories	7	8,643,263	5,362,372	-	-
Trade receivables	8	14,489,181	12,758,133	-	-
Other receivables, deposits and prepayments	9	1,272,681	1,146,179	1,000	1,000
Amount due from subsidiaries	10	-	-	8,206,374	8,721,375
Tax recoverable		-	299,138	-	-
Cash and cash equivalents	11	2,647,854	5,450,167	197,769	92,724
		27,052,979	25,015,989	8,405,143	8,815,099
TOTAL ASSETS		48,138,632	40,004,310	14,732,134	14,902,265
EQUITY AND LIABILITIES					
Share capital	12	12,300,000	12,300,000	12,300,000	12,300,000
Share premium		2,953,447	2,953,447	2,953,447	2,953,447
Retained profits/(Accumulated losses)		15,698,984	13,448,527	(552,795)	(377,182)
		30,952,431	28,701,974	14,700,652	14,876,265
Non-controlling interests		(70,026)	-	-	-
Total equity		30,882,405	28,701,974	14,700,652	14,876,265
Non-current liabilities					
Borrowings	13	1,587,290	335,235	-	-
Deferred tax liabilities	14	860,000	288,000	-	-
		2,447,290	623,235	-	-
Current liabilities					
Trade payables	15	11,520,813	9,018,000	-	-
Other payables and accruals	16	2,721,945	1,226,580	31,482	26,000
Borrowings	13	441,845	420,853	-	-
Provision for taxation		124,334	13,668	-	-
		14,808,937	10,679,101	31,482	26,000
Total liabilities		17,256,227	11,302,336	31,482	26,000
TOTAL EQUITY AND LIABILITIES		48,138,632	40,004,310	14,732,134	14,902,265

The notes set out on pages 38 to 71 form an integral part of these financial statements.

STATEMENTS OF COMPREHENSIVE INCOME

FOR THE FINANCIAL YEAR ENDED 31 DECEMBER 2013

	NOTE	GROUP		COMPANY	
		2013 RM	2012 RM	2013 RM	2012 RM
Revenue	17	69,434,015	63,326,961	67	66
Cost of sales		(61,156,469)	(56,273,984)	-	-
Gross profit		8,277,546	7,052,977	67	66
Other income		139,317	651,653	-	-
Administrative expenses		(5,390,368)	(4,869,688)	(175,680)	(172,467)
Operating profit/(loss)		3,026,495	2,834,942	(175,613)	(172,401)
Finance cost		(29,837)	(57,648)	-	-
Profit/(Loss) before taxation	18	2,996,658	2,777,294	(175,613)	(172,401)
Taxation	19	(976,227)	(537,535)	-	-
Net profit/(loss) for the year, representing total comprehensive income/(loss) for the year		2,020,431	2,239,759	(175,613)	(172,401)
Total comprehensive income/(loss) attributable to:					
Owners of the Company		2,250,457	2,239,759	(175,613)	(172,401)
Non-controlling interests		(230,026)	-	-	-
		2,020,431	2,239,759	(175,613)	(172,401)
Basic earnings per share attributable to owners of the Company (sen)	20	1.83	1.82		

The notes set out on pages 38 to 71 form an integral part of these financial statements.





CONSOLIDATED STATEMENT OF CHANGES IN EQUITY

FOR THE FINANCIAL YEAR ENDED 31 DECEMBER 2013

	Attributable to owners of the Company					
	Share Capital RM	Non- distributable Share Premium RM	Distributable Retained Profits RM	Total RM	Non-controlling Interests RM	Total Equity RM
2013						
Balance at beginning	12,300,000	2,953,447	13,448,527	28,701,974	-	28,701,974
Total comprehensive income for the year	-	-	2,250,457	2,250,457	(230,026)	2,020,431
Transaction with owners:						
Issuance of shares to non-controlling interests	-	-	-	-	160,000	160,000
Balance at end	<u>12,300,000</u>	<u>2,953,447</u>	<u>15,698,984</u>	<u>30,952,431</u>	<u>(70,026)</u>	<u>30,882,405</u>
2012						
Balance at beginning	12,300,000	2,953,447	11,208,768	26,462,215	-	26,462,215
Total comprehensive income for the year	-	-	2,239,759	2,239,759	-	2,239,759
Balance at end	<u>12,300,000</u>	<u>2,953,447</u>	<u>13,448,527</u>	<u>28,701,974</u>	<u>-</u>	<u>28,701,974</u>

The notes set out on pages 38 to 71 form an integral part of these financial statements.

STATEMENT OF CHANGES IN EQUITY

FOR THE FINANCIAL YEAR ENDED 31 DECEMBER 2013



	Share Capital RM	Non- distributable Share Premium RM	Accumulated Losses RM	Total Equity RM
2013				
Balance at beginning	12,300,000	2,953,447	(377,182)	14,876,265
Total comprehensive loss for the year	-	-	(175,613)	(175,613)
Balance at end	<u>12,300,000</u>	<u>2,953,447</u>	<u>(552,795)</u>	<u>14,700,652</u>
2012				
Balance at beginning	12,300,000	2,953,447	(204,781)	15,048,666
Total comprehensive loss for the year	-	-	(172,401)	(172,401)
Balance at end	<u>12,300,000</u>	<u>2,953,447</u>	<u>(377,182)</u>	<u>14,876,265</u>

The notes set out on pages 38 to 71 form an integral part of these financial statements.



STATEMENTS OF CASH FLOWS

FOR THE FINANCIAL YEAR ENDED 31 DECEMBER 2013

	GROUP		COMPANY	
	2013 RM	2012 RM	2013 RM	2012 RM
CASH FLOWS FROM OPERATING ACTIVITIES				
Profit/(Loss) before taxation	2,996,658	2,777,294	(175,613)	(172,401)
Adjustments for:				
Amortisation of development costs	58,030	58,030	-	-
Depreciation	3,113,493	3,183,625	175	175
Gain on disposal of property, plant and equipment	-	(79,999)	-	-
Impairment loss on plant and machinery	-	468,239	-	-
Interest expense	29,837	57,648	-	-
Interest income	(982)	(501)	(67)	(66)
Reversal of impairment loss on trade receivable	-	(573,187)	-	-
Unrealised loss on foreign exchange	76,403	194,200	-	-
Operating profit/(loss) before working capital changes	6,273,439	6,085,349	(175,505)	(172,292)
(Increase)/Decrease in inventories	(3,280,891)	1,719,574	-	-
(Increase)/Decrease in receivables	(1,834,777)	1,014,781	-	-
Increase/(Decrease) in payables	3,899,002	(2,294,399)	5,482	(1,125)
Cash generated from/(used in) operations	5,056,773	6,525,305	(170,023)	(173,417)
Income tax paid	(331,061)	(195,506)	-	-
Income tax refund	336,638	70,616	-	44,151
Interest paid	(29,837)	(57,648)	-	-
Net cash from/(used in) operating activities	5,032,513	6,342,767	(170,023)	(129,266)
CASH FLOWS FROM INVESTING ACTIVITIES				
Interest received	982	501	67	66
Proceeds from disposal of property, plant and equipment	-	80,000	-	-
Purchase of investment in a subsidiary	-	-	(240,000)	-
*Purchase of property, plant and equipment	(9,099,055)	(721,211)	-	-
Net cash (used in)/from investing activities	(9,098,073)	(640,710)	(239,933)	66
CASH FLOWS FROM FINANCING ACTIVITIES				
Payment of finance lease	(420,753)	(538,734)	-	-
Drawdown of term loan	1,524,000	-	-	-
Proceeds from issuance of shares to non-controlling interests of a subsidiary	160,000	-	-	-
Repayment from subsidiaries	-	-	515,001	200,000
Net cash from/(used in) financing activities	1,263,247	(538,734)	515,001	200,000
NET (DECREASE)/INCREASE IN CASH AND CASH EQUIVALENTS CARRIED FORWARD	(2,802,313)	5,163,323	105,045	70,800

The notes set out on pages 38 to 71 form an integral part of these financial statements.

STATEMENTS OF CASH FLOWS *(Cont'd)*

FOR THE FINANCIAL YEAR ENDED 31 DECEMBER 2013

	GROUP		COMPANY	
	2013 RM	2012 RM	2013 RM	2012 RM
NET (DECREASE)/INCREASE IN CASH AND CASH EQUIVALENTS BROUGHT FORWARD	(2,802,313)	5,163,323	105,045	70,800
CASH AND CASH EQUIVALENTS AT BEGINNING	5,450,167	286,844	92,724	21,924
CASH AND CASH EQUIVALENTS AT END	2,647,854	5,450,167	197,769	92,724
Represented by:				
Short term funds with a licensed financial institution	2,496	2,429	2,496	2,429
Cash and bank balances	2,645,358	5,447,738	195,273	90,295
	2,647,854	5,450,167	197,769	92,724
*Purchase of property, plant and equipment				
Total acquisition cost	9,268,855	1,384,616	-	-
Acquired under finance lease	(169,800)	(663,405)	-	-
Total cash acquisition	9,099,055	721,211	-	-

The notes set out on pages 38 to 71 form an integral part of these financial statements.



NOTES TO THE FINANCIAL STATEMENTS

FOR THE FINANCIAL YEAR ENDED 31 DECEMBER 2013

1. CORPORATE INFORMATION

The Company is a public limited liability company, incorporated and domiciled in Malaysia, and listed on the ACE Market of Bursa Malaysia Securities Berhad.

The principal activity of the Company is investment holding. The principal activities of the subsidiaries are shown in Note 5 to the financial statements. There have been no significant changes in the nature of these activities during the financial year.

The registered office of the Company is located at 51-13-A, Menara BHL Bank, Jalan Sultan Ahmad Shah, 10050 Penang.

The principal place of business of the Company is located at 15-1-21 Bayan Point, Medan Kampung Relau, 11900 Penang.

The financial statements were authorised for issue by the Board of Directors in accordance with a resolution of the directors on 2 April 2014.

2. BASIS OF PREPARATION

2.1 Statement of Compliance

The financial statements of the Group and of the Company have been prepared in accordance with applicable Malaysian Financial Reporting Standards ("MFRSs"), International Financial Reporting Standards ("IFRSs") and the requirements of the Companies Act, 1965 in Malaysia.

At the beginning of the current financial year, the Group and the Company have adopted new and revised MFRSs which are mandatory for the reporting period as described fully in Note 2.4.

2.2 Basis of Measurement

The financial statements of the Group and of the Company are prepared under the historical cost convention unless otherwise indicated in the summary of accounting policies under Note 3.

Historical cost is generally based on the fair value of the consideration given in exchange for goods and services.

Fair value is the price that would be received to sell an asset or paid to transfer a liability in an orderly transaction between market participants at the measurement date. The fair value measurement is based on the presumption that the transaction to sell the asset or transfer the liability takes place either in the principal market for the asset or liability, or in the absence of a principal market, in the most advantageous market for the asset or liability. The principal or the most advantageous market must be accessible to by Group and by the Company.

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

2.3 Functional and Presentation Currency

The financial statements are presented in Ringgit Malaysia ("RM") which is also the Group's and the Company's functional currency.

2.4 Adoption of New and Revised MFRSs

The accounting policies adopted by the Group and by the Company are consistent with those of the previous financial year except for the adoption of the following new and revised MFRSs and IC Interpretations mandatory for the reporting period:

Amendments to MFRSs effective 1 July 2012

MFRS 101	Presentation of Financial Statements - Presentation of Items of Other Comprehensive Income
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2. BASIS OF PREPARATION *(Cont'd)*

2.4 Adoption of New and Revised MFRSs *(Cont'd)*

MFRSs and IC Int effective 1 January 2013

MFRS 10	Consolidated Financial Statements
MFRS 11	Joint Arrangements
MFRS 12	Disclosure of Interests in Other Entities
MFRS 13	Fair Value Measurement
MFRS 119	Employee Benefits (International Accounting Standard ("IAS") 19 as amended by International Accounting Standards Board ("IASB") in June 2011)
MFRS 127	Separate Financial Statements (IAS 27 as amended by IASB in May 2011)
MFRS 128	Investments in Associates and Joint Ventures (IAS 28 as amended by IASB in May 2011)
IC Int 20	Stripping Costs in the Production of A Surface Mine

Amendments to MFRSs effective 1 January 2013

MFRS 1	First-time Adoption of Malaysian Financial Reporting Standards - Government Loans
MFRS 7	Financial Instruments: Disclosures - Offsetting Financial Assets and Financial Liabilities
MFRS 10, 11 and 12	Consolidated Financial Statements, Joint Arrangements and Disclosure of Interests in Other Entities: Transition Guidance

Annual Improvements 2009 – 2011 Cycle issued in July 2012

Initial application of the above standards did not have any material impact to the financial statements of the Group and of the Company except for the following:

MFRS 13 Fair Value Measurement

The Group and the Company have applied MFRS 13 for the first time in the current period. MFRS 13 established a single source of guidance and disclosure for fair value measurements. The scope of MFRS 13 is broad. The fair value measurement requirements of MFRS 13 apply to both financial instrument items and non-financial instrument items for which other MFRSs require or permit fair value measurements and disclosures about fair value measurements, except for share-based payment transactions that are within the scope of MFRS 2 Share-based Payment, leasing transaction that are within the scope of MFRS 117 Leases, and measurements that have some similarities to fair value but are not fair value (e.g. net realisable value for the purposes of measuring inventories or value in use for impairment assessment purposes).

MFRS 13 defines fair value as the price that would be received to sell an asset or paid to transfer a liability in an orderly transaction in the principal (or most advantageous) market at the measurement date under current market conditions. Fair value under MFRS 13 is an exit price regardless of whether that price is directly observable or estimated using another valuation technique. Also, MFRS 13 includes extensive disclosure requirements.

MFRS 13 requires prospective application from 1 January 2013. In addition, specific transition provisions were given to entities such that they need not apply the disclosure requirements set out in the MFRS 13 in comparative information provided for periods before the initial application of the MFRS13. In accordance with these transitional provisions, the Group and the Company have not made any new disclosures required by MFRS 13 for the comparative period. Other than the additional disclosures, the application of MFRS 13 has not had any material impact on the amounts recognised in the financial statements.





NOTES TO THE FINANCIAL STATEMENTS (Cont'd)

31 DECEMBER 2013

2. BASIS OF PREPARATION (Cont'd)

2.5 Standards Issued But Not Yet Effective

The Group and the Company have not applied the following new MFRSs, amendments to MFRSs and IC Int that have been issued by the Malaysian Accounting Standards Board ("MASB") but are not yet effective for the Group and for the Company:

Amendments to IC Int and MFRSs effective for financial periods beginning on or after 1 January 2014

IC Int 21	Levies
MFRS 10, 12 and 127	Consolidated Financial Statement, Disclosure of Interests in Other Entities and Separated Financial Statements: Investment Entities
MFRS 132	Financial Instruments: Presentation - Offsetting Financial Assets and Financial Liabilities
MFRS 136	Recoverable Amount Disclosures for Non-Financial Assets
MFRS 139	Novation of Derivatives and Continuation of Hedge Accounting

Effective for financial periods beginning on or after 1 July 2014

Amendments to MFRS 119	Defined Benefit Plans: Employee Contributions
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Annual improvements to MFRSs 2010-2012 Cycle

Annual improvements to MFRSs 2011-2013 Cycle

Effective date yet to be confirmed

Amendments to MFRS 7	Financial Instrument: Disclosures - Mandatory Date of MFRS 9 and Transition Disclosures
MFRS 9	Financial Instruments (2009,2010)
MFRS 9	Hedge Accounting and Amendments to MFRS 9, MFRS 7 and MFRS 139

The initial application of the above standards is not expected to have any financial impacts to the financial statements upon adoption.

2.6 Significant Accounting Estimates and Judgements

The preparation of financial statements requires management to make judgements, estimates and assumptions that affect the application of accounting policies and the reported amounts of assets, liabilities, income and expenses. Actual results may differ from these estimates.

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

2.6.1 Judgements made in applying accounting policies

There are no significant areas of critical judgement in applying accounting policies that have any significant effect on the amount recognised in the financial statements.

2.6.2 Key sources of estimation uncertainty

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

(i) Useful lives of depreciable assets

Plant and equipment are depreciated on a straight line basis over their estimated useful lives. Management estimates the useful lives of these assets to be within 2 to 10 years. Changes in the expected level of usage and technological developments could impact the economic useful lives and residual values of the plant and equipment. Therefore, future depreciation charges could be revised.



2. BASIS OF PREPARATION *(Cont'd)*

2.6 Significant Accounting Estimates and Judgements *(Cont'd)*

2.6.2 Key sources of estimation uncertainty *(Cont'd)*

(ii) Impairment of plant and equipment

The Group performs an impairment review as and when there are impairment indicators to ensure that the carrying value of the plant and equipment does not exceed its recoverable amount. The recoverable amount represents the present value of the estimated future cash flows expected to arise from continuing operations. Therefore, in arriving at the recoverable amount, management exercise judgement in estimating the future cash flows, growth rate and discount rate.

(iii) Inventories

The management reviews for damage, slow-moving and obsolete inventories. This review requires judgements and estimates. Possible changes in these estimates could result in revision to the valuation of inventories.

(iv) Impairment of loans and receivables

The Group assesses at each reporting date whether there is any objective evidence that a financial asset is impaired. To determine whether there is objective evidence of impairment, the Group considers factors such as the probability of insolvency or significant financial difficulties of the debtor and default or significant delay in payments.

Where there is objective evidence of impairment, the amount and timing of future cash flows are estimated based on historical loss experience of assets with similar credit risk characteristics.

3. SIGNIFICANT ACCOUNTING POLICIES

The following accounting policies adopted by the Group and by the Company are consistent with those adopted in the previous financial years.

3.1 Subsidiaries and Basis of Consolidation

(i) Subsidiaries

Subsidiaries are entities, including unincorporated entities, controlled by the Company. The financial statements of subsidiaries are included in the consolidated financial statements from the date that control commences until the date that control ceases.

The Group adopted MFRS 10, *Consolidated Financial Statements* in the current financial year. This resulted in changes to the following policies:

- Control exists when the Group is exposed, or has rights, to variable returns through its power over the entity. In the previous financial years, control exists when the Group has the ability to exercise its power to govern the financial and operating policies of an entity so as to obtain benefits from its activities.
- Potential voting rights are considered when assessing control only when such rights are substantive. In the previous financial years, potential voting rights are considered when assessing control when such rights are presently exercisable.
- The Group considers it has *de facto* power over an investee when, despite not having the majority of voting rights, it has the current ability to direct the activities of the investee that significantly affect the investee's return. In the previous financial years, the Group did not consider *de facto* power in its assessment of control.

The change in accounting policy has been made retrospectively and in accordance with the transitional provision of MFRS 10. However, the adoption of MFRS 10 has no significant impact to the financial statements of the Group for the current financial year.





NOTES TO THE FINANCIAL STATEMENTS *(Cont'd)*

31 DECEMBER 2013

3. SIGNIFICANT ACCOUNTING POLICIES *(Cont'd)*

3.1 Subsidiaries and Basis of Consolidation *(Cont'd)*

(i) Subsidiaries *(Cont'd)*

Investment in subsidiaries is measured in the Company's statement of financial position at cost less any impairment losses, unless the investment is classified as held for sale or distribution. The cost of investments includes transaction costs.

(ii) Business combination

Business combinations are accounted for using the acquisition method from the acquisition date which is the date on which control is transferred to the Group.

The Group measures the cost of goodwill at the acquisition date as:

- the fair value of the consideration transferred, plus
- the recognised amount of any non-controlling interest in the acquiree, plus
- if the business combination is achieved in stages, the fair value of the existing equity interest in the acquiree, less
- the net recognised amount at fair value of the identifiable assets acquired and liabilities assumed

When the excess is negative, a bargain purchase gain is recognised in profit or loss.

For each business combination, the Group elects whether to recognise non-controlling interest in the acquiree at fair value, or at the proportionate share of the acquiree's identifiable net assets at the acquisition date.

Transaction costs, other than those associated with the issue of debt or equity securities, that the Group incurs in connection with a business combination are expensed as incurred.

(iii) Acquisitions of non-controlling interests

The Group treats all changes in its ownership interest in a subsidiary that do not result in a loss of control as equity transactions between the Group and its non-controlling interest holders. Any difference between the Group's share of net assets before and after the change, and any consideration received or paid, is adjusted to or against Group reserve.

(iv) Loss of control

Upon the loss of control of a subsidiary, the Group derecognises the assets and liabilities of the subsidiary, any non-controlling interests and the other components of equity related to the subsidiary. Any surplus or deficit arising on the loss of control is recognised in profit or loss. If the Group retains any interest in the previous subsidiary, then such interest is measured at fair value at the date that control is lost. Subsequently it is accounted for as an equity accounted investee or as an available-for sale financial asset depending on the level of influence retained.

(v) Non-controlling interests

Non-controlling interests at the end of the reporting period, being the equity in a subsidiary not attributable directly or indirectly to the equity holders of the Company, are presented in the consolidated statement of financial position and statement of changes in equity within equity, separately from equity attributable to the owners of the Company. Non-controlling interests in the results of the Group is presented in the consolidated statement of comprehensive income as an allocation of the profit or loss and the comprehensive income for the year between non-controlling interests and owners of the Company.

Losses applicable to the non-controlling interests in a subsidiary are allocated to the non-controlling interests even if doing so causes the non-controlling interests to have a deficit balance.

(vi) Transactions eliminated on consolidation

Intra-group balances and transactions, and any unrealised income and expenses arising from intra group transactions, are eliminated in preparing the consolidated financial statements.



3. SIGNIFICANT ACCOUNTING POLICIES (Cont'd)

3.2 Impairment of Non-Financial Assets

The Group and the Company assess at the end of reporting period whether there is an indication that an asset may be impaired.

For the purpose of impairment testing, recoverable amount (i.e. the higher of the fair value less cost to sell and value-in-use) is determined on an individual asset basis unless the asset does not generate cash flows that are largely independent of those from other assets. If this is the case, the recoverable amount is determined for the cash-generating units (CGU) to which the asset belongs.

If the recoverable amount of the asset (or CGU) is estimated to be less than its carrying amount, the carrying amount of the asset (or CGU) is reduced to its recoverable amount.

The difference between the carrying amount and recoverable amount is recognised as an impairment loss in the profit or loss except for assets that were previously revalued where the revaluation surplus was taken to other comprehensive income. In this case the impairment loss is also recognised in other comprehensive income up to the amount of any previous revaluation surplus.

An impairment loss for an asset is reversed if, and only if, there has been a change in the estimates used to determine the asset's recoverable amount since the last impairment loss was recognised. The carrying amount of this asset is increased to its revised recoverable amount, provided that this amount does not exceed the carrying amount that would have been determined (net of any accumulated amortisation or depreciation) had no impairment loss been recognised for the asset in prior years. A reversal of impairment loss for an asset is recognised in profit or loss unless the asset is measured at revalued amount, in which case the reversal is treated as a revaluation increase.

3.3 Property, Plant and Equipment

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

Property, plant and equipment are depreciated on the straight line method to write off the cost of each asset to its residual value over its estimated useful life, at the following annual rates:

Short leasehold land	Amortised over its lease period of 37 years
Freehold office lot	2%
Plant and machinery	10% - 50%
Office equipment, furniture and fittings	10% - 20%
Electrical installation	10%
Renovation	10%
Motor vehicles	20%

Short leasehold land refers to land with remaining lease period of less than 50 years determined as at the end of the reporting period.

The residual value, useful life and depreciation method are reviewed at the end of each reporting period to ensure that the amount, method and period of depreciation are consistent with previous estimates and the expected pattern of consumption of the future economic benefits embodied in the items of property, plant and equipment.

Upon the disposal of an item of property, plant and equipment, the difference between the net disposal proceeds and its carrying amount is included in profit or loss.





NOTES TO THE FINANCIAL STATEMENTS (Cont'd)

31 DECEMBER 2013

3. SIGNIFICANT ACCOUNTING POLICIES (Cont'd)

3.4 Research and Development Costs

All research costs are expensed as incurred. Expenditure incurred on projects to develop new products is capitalised as development costs and deferred only when the Group can demonstrate the technical feasibility of completing the asset so that it will be available for use or sale, its intention to complete and its ability to use or sell the asset, how the asset will generate future economic benefits, the availability of resources to complete the project and the ability to measure reliably the expenditure during the development. Development costs which do not meet these criteria are expensed as incurred.

Capitalised development costs comprise direct attributable costs incurred for development. Capitalised development costs, considered to have finite useful lives, are stated at cost less accumulated amortisation and any accumulated impairment losses. Development costs are amortised using the straight-line basis over the commercial lives of the underlying products of five years from the commencement of the commercialisation of the products. The amortisation period and method are reviewed at the end of each reporting period to ensure that the expected useful lives of the assets are consistent with previous estimates and the expected pattern of consumption of the future economic benefits embodied in the items of intangible assets.

3.5 Leases

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

(i) Finance lease

A finance lease which includes hire purchase arrangement, is a lease that transfers substantially all the risks and rewards incidental to ownership of an asset to the lessee. Title may or may not eventually be transferred.

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

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

(ii) Operating Leases

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

Operating lease income or operating lease rentals are recognised in profit or loss on a straight line basis over the period of the lease.

3.6 Financial Instruments

3.6.1 Initial recognition and measurement

A financial asset or a financial liability is recognised in the statement of financial position when, and only when, the Group and the Company become a party to the contractual provisions of the instrument.

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

An embedded derivative is recognised separately from the host contract and accounted for as a derivative if, and only if, it is not closely related to the economic characteristics and risks of the host contract and the host contract is not categorised at fair value through profit or loss. The host contract, in the event an embedded derivative is recognised separately, is accounted for in accordance with policy applicable to the nature of the host contract.



3. SIGNIFICANT ACCOUNTING POLICIES (Cont'd)

3.6 Financial Instruments (Cont'd)

3.6.2 Financial instrument categories and subsequent measurement

The Group and the Company categorise financial instruments as follows:

Financial assets

Loans and receivables

Loans and receivables category comprises debt instruments that are not quoted in an active market.

Financial assets categorised as loans and receivables are subsequently measured at amortised cost using the effective interest method.

Loans and receivables are classified as current assets, except for those having maturity dates later than 12 months after the end of the reporting period which are classified as non-current.

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

Financial liabilities

All financial liabilities are subsequently measured at amortised cost.

Financial liabilities are classified as current liabilities, except for those having maturity dates later than 12 months after the end of the reporting period which are classified as non-current.

3.6.3 Financial guarantee contracts

A financial guarantee contract is a contract that requires the issuer to make specified payments to reimburse the holder for a loss it incurs because a specified debtor fails to make payment when due in accordance with the original or modified terms of a debt instrument.

Financial guarantee contracts are classified as deferred income and are amortised to profit or loss using a straight-line method over the contractual period or, when there is no specified contractual period, recognised in profit or loss upon discharge of the guarantee. When settlement of a financial guarantee contract becomes probable, an estimate of the obligation is made. If the carrying value of the financial guarantee contract is lower than the obligation, the carrying value is adjusted to the obligation amount and accounted for as a provision.

3.6.4 Derecognition

A financial asset or part of it is derecognised, when and only when the contractual rights to the cash flows from the financial asset expire or the financial asset is transferred to another party without retaining control or substantially all risks and rewards of the asset. On derecognition of a financial asset, the difference between the carrying amount and the sum of the consideration received (including any new asset obtained less any new liability assumed) and any cumulative gain or loss that had been recognised in equity is recognised in the profit or loss.

A financial liability or a part of it is derecognised when, and only when, the obligation specified in the contract is discharged or cancelled or expired. On derecognition of a financial liability, the difference between the carrying amount of the financial liability extinguished or transferred to another party and the consideration paid, including any non-cash assets transferred or liabilities assumed, is recognised in profit or loss.

3.7 Impairment of Financial Assets

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





NOTES TO THE FINANCIAL STATEMENTS *(Cont'd)*

31 DECEMBER 2013

3. SIGNIFICANT ACCOUNTING POLICIES *(Cont'd)*

3.7 Impairment of Financial Assets *(Cont'd)*

An impairment loss in respect of loans and receivables is recognised in profit or loss and is measured as the difference between the asset's carrying amount and the present value of estimated future cash flows discounted at the asset's original effective interest rate. The carrying amount of the asset is reduced through the use of an allowance account.

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

3.8 Cash and Cash Equivalents

Cash comprises cash in hand, cash at bank and demand deposits. Cash equivalents are short term and highly liquid investments that are readily convertible to known amount of cash and which are subject to an insignificant risk of changes in value, against which bank overdraft balances, if any, are deducted.

3.9 Inventories

Inventories are stated at the lower of cost and net realisable value.

Cost of raw materials is determined on the first-in, first-out basis.

Cost of work-in-progress and finished goods includes materials, direct labour and attributable production overheads and is determined on the weighted average basis.

Cost of trading goods is determined on a first-in, first-out basis.

Net realisable value represents the estimated selling price less all estimated costs to completion and estimated costs to be incurred in marketing, selling and distribution.

3.10 Provisions

Provisions are recognised when the Group has a present obligation as a result of a past event and it is probable that an outflow of resources embodying economic benefits will be required to settle the obligation, and a reliable estimate of the amount can be made. Provisions are reviewed at the end of each reporting period and adjusted to reflect the current best estimate. Where the effect of the time value of money is material, the amount of a provision is the present value of the expenditure expected to be required to settle the obligation.

3.11 Income Recognition

Revenue from sale of goods is recognised when the significant risks and rewards of ownership have been transferred to the buyer.

Interest income is recognised on the accrual basis.

3.12 Employee Benefits

Short term benefits

Wages, salaries, bonuses and social security contributions are recognised as an expense in the years 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 the absences occur.

Defined contribution plans

As required by law, companies in Malaysia make contributions to the national pension scheme, the Employees Provident Fund ("EPF"). Such contributions are recognised as an expense in profit or loss as incurred.



3. SIGNIFICANT ACCOUNTING POLICIES *(Cont'd)*

3.12 Employee Benefits *(Cont'd)*

Share-based compensation

The Company's Employee Share Option Scheme ("ESOS"), an equity-settled, share-based compensation plan, allows the Group's employees to acquire ordinary shares of the Company. The total fair value of share options granted to employees is recognised as an employee cost with a corresponding increase in the share option reserve within equity over the vesting period and taking into account the probability that the options will vest. The fair value of share options is measured at grant date, taking into account, if any, the market vesting conditions upon which the options were granted but excluding the impact of any non-market vesting conditions. Non-market vesting conditions are included in assumptions about the number of options that are expected to become exercisable on vesting date.

At the end of each reporting period, the Group revises its estimates of the number of options that are expected to become exercisable on vesting date. It recognises the impact of the revision of original estimates, if any, in the profit or loss, and a corresponding adjustment to equity over the remaining vesting period. The equity amount is recognised in the share option reserve until the option is exercised, upon which it will be transferred to share premium, or until the option expires, upon which it will be transferred directly to retained profits.

The proceeds received net of any directly attributable transaction costs are credited to equity when the options are exercised.

3.13 Borrowing Costs

Borrowing costs directly attributable to the acquisition, construction or production of a qualifying asset are capitalised during the period of time that is necessary to complete and prepare the asset for its intended use or sale. Capitalisation of borrowing costs commences when the activities to prepare the asset for its intended use or sale are in progress and the expenditures and borrowing costs are incurred. Borrowing costs are capitalised until the assets are substantially completed for their intended use or sale.

Other borrowing costs are expensed in the period in which they are incurred. Borrowing costs consist of interest and other costs that the Group incurred in connection with the borrowing of funds.

3.14 Income Tax

Income tax expense comprises current and deferred tax. Current tax and deferred tax is recognised in profit or loss except to the extent that it relates to a business combination or items recognised directly in equity or other comprehensive income.

Current tax is the expected tax payable or receivable on the taxable income or loss for the year, using tax rates enacted or substantively enacted by the end of the reporting period, and any adjustment to tax payable in respect of previous years.

Deferred tax is recognised using the liability method, providing for temporary differences between the carrying amounts of assets and liabilities in the statement of financial position and their tax bases. Deferred tax is not recognised for the following temporary differences in respect of the initial recognition of goodwill and/or the initial recognition of assets or liabilities in a transaction that is not a business combination and that affects neither accounting nor taxable profit or loss. Deferred tax is measured at the tax rates that are expected to be applied to the temporary differences when they reverse, based on the laws that have been enacted or substantively enacted by the end of the reporting period.

Deferred tax assets and liabilities are offset if there is a legally enforceable right to offset current tax liabilities and assets, and they relate to income taxes levied by the same tax authority on the same taxable entity, or on different tax entities, but they intend to settle current tax liabilities and assets on a net basis or their tax assets and liabilities will be realised simultaneously.

A deferred tax asset is recognised to the extent that it is probable that future taxable profits will be available against which the temporary difference can be utilised. Deferred tax assets are reviewed at the end of each reporting period and are reduced to the extent that it is no longer probable that the related tax benefit will be realised.

Unutilised reinvestment allowance and investment tax allowance, being tax incentives that is not a tax base of an asset, is recognised as a deferred tax asset to the extent that it is probable that the future taxable profits will be available against the unutilised tax incentive can be utilised.





NOTES TO THE FINANCIAL STATEMENTS (Cont'd)

31 DECEMBER 2013

3. SIGNIFICANT ACCOUNTING POLICIES (Cont'd)

3.15 Foreign Currency Translations

Assets and liabilities in foreign currencies at the end of the reporting period are translated into Ringgit Malaysia at the rates of exchange approximately ruling on that date. Transactions in foreign currencies during the year have been translated into Ringgit Malaysia at the rates of exchange approximately ruling on the transaction dates. All exchange gains or losses are included in profit or loss.

3.16 Equity Instrument

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

Share capital represents the nominal value of shares that have been issued. Dividends on ordinary shares are accounted for in shareholder's equity as an appropriation of retained profits and recognised as a liability in the period in which they are declared.

Share premium includes any premiums received upon issuance of share capital. Any transaction costs associated with the issuing of shares are deducted from share premium, net of any related income tax benefits.

3.17 Segment Reporting

An operating segment is a component of the Group that engages in business activities from which it may earn revenue and incur expenses, including revenues and expenses that relate to transactions with any of the Group's other components. An operating segment's results are reviewed regularly by the chief operating decision maker, which in this case are the Executive Directors of the Company, to make decisions about resources to be allocated to the segment and assess its performance, and for which discrete financial information is available.

3.18 Contingencies

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

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

3.19 Related Parties

A related party is a person or entity that is related to the Group. A related party transaction is a transfer of resources, services or obligations between the Group and its related party, regardless of whether a price is charged.

- (a) A person or a close member of that person's family is related to the Group if that person:
 - (i) Has control or joint control over the Group;
 - (ii) Has significant influence over the Group; or
 - (iii) Is a member of the key management personnel of the ultimate holding company of the Group, or of the Group.
- (b) An entity is related to the Group if any of the following conditions applies:
 - (i) The entity and the Group are members of the same group.
 - (ii) One entity is an associate or joint venture of the other entity.
 - (iii) Both entities are joint ventures of the same third party.
 - (iv) One entity is a joint venture of a third entity and the other entity is an associate of the third entity.
 - (v) The entity is a post-employment benefit plan for the benefits of employees of either the Group or an entity related to the Group.
 - (vi) The entity is controlled or jointly-controlled by a person identified in (a) above.
 - (vii) A person identified in (a) (i) above has significant influence over the Group or is a member of the key management personnel of the ultimate holding company or the Group.

NOTES TO THE FINANCIAL STATEMENTS (Cont'd)

31 DECEMBER 2013

4. PROPERTY, PLANT AND EQUIPMENT

GROUP

At cost

	Short leasehold land RM	Freehold office lot RM	Plant and machinery RM	Office equipment, furniture and fittings RM	Electrical installation RM	Renovation RM	Motor vehicles RM	Total RM
Balance at 1 January 2012	-	437,389	25,562,267	1,659,903	550,870	2,457,015	1,985,272	32,652,716
Additions	-	-	1,062,337	226,064	2,125	94,090	-	1,384,616
Disposals	-	-	-	-	-	-	(115,433)	(115,433)
Balance at 31 December 2012	-	437,389	26,624,604	1,885,967	552,995	2,551,105	1,869,839	33,921,899
Additions	3,108,860	250,000	5,189,762	343,013	53,155	148,660	175,405	9,268,855
Balance at 31 December 2013	3,108,860	687,389	31,814,366	2,228,980	606,150	2,699,765	2,045,244	43,190,754

Accumulated depreciation

Balance at 1 January 2012	-	45,196	11,853,850	900,547	246,129	1,179,274	1,360,747	15,585,743
Current charge	-	8,747	2,425,951	170,352	49,663	225,864	303,048	3,183,625
Disposals	-	-	-	-	-	-	(115,432)	(115,432)
Balance at 31 December 2012	-	53,943	14,279,801	1,070,899	295,792	1,405,138	1,548,363	18,653,936
Current charge	48,362	13,748	2,365,928	211,640	53,054	245,426	175,335	3,113,493
Balance at 31 December 2013	48,362	67,691	16,645,729	1,282,539	348,846	1,650,564	1,723,698	21,767,429

Accumulated impairment loss

Balance at 31 December 2012/ 31 December 2013	-	-	468,239	-	-	-	-	468,239
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Carrying amount

Balance at 31 December 2012	-	383,446	11,876,564	815,068	257,203	1,145,967	321,476	14,799,724
Balance at 31 December 2013	3,060,498	619,698	14,700,398	946,441	257,304	1,049,201	321,546	20,955,086





NOTES TO THE FINANCIAL STATEMENTS *(Cont'd)*

31 DECEMBER 2013

4. PROPERTY, PLANT AND EQUIPMENT *(Cont'd)*

GROUP

The short leasehold land is pledged to a licensed bank for banking facility granted to a subsidiary.

The carrying amount of property, plant and equipment being acquired under finance lease are as follows:

	2013 RM	2012 RM
Plant and machinery	633,516	717,057
Motor vehicles	252,703	275,259
	<hr/>	<hr/>
	886,219	992,316
	<hr/>	<hr/>

Leased assets are pledged as security for the related finance lease liabilities (Note 13).

	COMPANY Office equipment, furniture and fittings	
	2013 RM	2012 RM
At cost	<hr/> 1,750	<hr/> 1,750
Accumulated depreciation		
Balance at beginning	582	407
Current charge	<hr/> 175	<hr/> 175
Balance at end	<hr/> 757	<hr/> 582
Carrying amount	<hr/> 993	<hr/> 1,168
	<hr/>	<hr/>

5. INVESTMENT IN SUBSIDIARIES

	COMPANY	
	2013 RM	2012 RM
Unquoted shares, at cost	<hr/> 6,325,998	<hr/> 6,085,998
	<hr/>	<hr/>



NOTES TO THE FINANCIAL STATEMENTS (Cont'd)

31 DECEMBER 2013



5. INVESTMENT IN SUBSIDIARIES (Cont'd)

Details of the subsidiaries which were all incorporated in Malaysia, are as follows:

Name of Company	Effective Equity Interest		Principal Activities
	2013	2012	
Morrissey Technology Sdn. Bhd.	100%	100%	Design and manufacture of precision miniature engineering metal parts and components.
Jingheng Electronic Precision Technology Sdn. Bhd.	100%	100%	Original design manufacturing of semiconductor light emitting diodes components and the related manufacturing activities are outsourced to reliable and reputable third parties.
Morrissey Lighting Solution Sdn. Bhd. (formerly known as Mach Assembly Techniques Sdn. Bhd.)	60%	-	Manufacture and assembly of electronic components using surface-mount technology.

During the financial year, the Company acquired 60 ordinary shares of RM1 each, which represent 60% equity interest in Morrissey Lighting Solution Sdn. Bhd. (formerly known as Mach Assembly Techniques Sdn. Bhd.) ("Mach") for a total cash consideration of RM60. Subsequently, the Company has also subscribed for 239,940 new ordinary shares of RM1 each in Mach for a total cash consideration of RM239,940. The additional subscription did not create any change in the effective equity interest in Mach.

6. DEVELOPMENT COSTS

	GROUP	
	2013 RM	2012 RM
Development costs	1,923,393	1,923,393
Accumulated amortisation		
Balance at beginning	(1,734,796)	(1,676,766)
Current charge	(58,030)	(58,030)
Balance at end	(1,792,826)	(1,734,796)
Carrying amount	130,567	188,597

7. INVENTORIES

	GROUP	
	2013 RM	2012 RM
Raw materials	1,331,646	1,160,533
Work-in-progress	1,324,867	1,034,886
Finished goods	2,187,505	1,720,731
Consumables	3,799,245	1,446,222
	8,643,263	5,362,372

The cost of inventories recognised in profit or loss for the financial year amounted to **RM61,156,469** (2012: RM56,273,984).





NOTES TO THE FINANCIAL STATEMENTS (Cont'd)

31 DECEMBER 2013

8. TRADE RECEIVABLES

	GROUP	
	2013 RM	2012 RM
Trade receivables	14,489,181	12,758,133
Less: Impairment loss		
Balance at beginning	-	(573,187)
Reversal	-	573,187
Balance at end	-	-
	14,489,181	12,758,133
Analysis by currencies:		
Ringgit Malaysia	12,557,973	10,553,127
US Dollar	1,931,208	2,205,006
	14,489,181	12,758,133

The trade receivables are non-interest bearing and are generally on **30 to 90 days** (2012: 30 to 90 days) credit terms. They are recognised at their original invoice amounts which represent their fair values on initial recognition.

9. OTHER RECEIVABLES, DEPOSITS AND PREPAYMENTS

	GROUP		COMPANY	
	2013 RM	2012 RM	2013 RM	2012 RM
Other receivables	533,012	-	-	-
Refundable deposits	314,681	586,759	1,000	1,000
Non-refundable deposits	335,509	486,580	-	-
Prepayments	89,479	72,840	-	-
	1,272,681	1,146,179	1,000	1,000
Analysis by currencies:				
Ringgit Malaysia	1,272,681	684,599	1,000	1,000
US Dollar	-	461,580	-	-
	1,272,681	1,146,179	1,000	1,000

NOTES TO THE FINANCIAL STATEMENTS (Cont'd)

31 DECEMBER 2013



10. AMOUNT DUE FROM SUBSIDIARIES

COMPANY

The amount due from subsidiaries is non-trade related, unsecured, non-interest bearing and is repayable on demand.

11. CASH AND CASH EQUIVALENTS

	GROUP		COMPANY	
	2013 RM	2012 RM	2013 RM	2012 RM
Short term funds with a licensed financial institution	2,496	2,429	2,496	2,429
Cash and bank balances	2,645,358	5,447,738	195,273	90,295
	2,647,854	5,450,167	197,769	92,724
Analysis by currencies:				
Ringgit Malaysia	2,494,078	4,734,895	197,769	92,724
US Dollar	153,776	715,272	-	-
	2,647,854	5,450,167	197,769	92,724

Short term funds represent investments with redeemable period of **less than 31 days** (2012: less than 31 days). The effective interest rate of short term funds at the end of the reporting period is **2.74%** (2012: 2.84%) per annum.

12. SHARE CAPITAL

	Number of ordinary shares of RM0.10 each		Amount	
	2013	2012	2013 RM	2012 RM
Authorised	250,000,000	250,000,000	25,000,000	25,000,000
Issued and fully paid	123,000,000	123,000,000	12,300,000	12,300,000

Employee Share Option Scheme ("ESOS")

The Company's ESOS was approved by the Securities Commission ("SC") and the members on 17 May 2006 and 15 June 2006 respectively and would be in force for a duration of five years from 1 August 2006 until 31 July 2011. The directors have extended the ESOS for five years until 31 July 2016.

As at the end of the reporting period, no options were granted.





NOTES TO THE FINANCIAL STATEMENTS (Cont'd)

31 DECEMBER 2013

12. SHARE CAPITAL (Cont'd)

The salient features of the ESOS are as follows:

- (i) the aggregate number of options offered under the ESOS shall not exceed twenty per centum (20%) of the issued and paid-up share capital of the Company at any point in time during the duration of the ESOS or such additional number that may be permitted by the relevant authorities during the duration of the ESOS,
- (ii) an employee (including Executive Directors) shall be eligible to participate in the ESOS if the employee is at least eighteen (18) years of age on the date of offer; employed full time by and on the payroll of any company in the Group and must have been employed for a continuous period of at least two (2) years for executive employee and at least three (3) years for non-executive employee and his employment must have been confirmed on the date of offer,
- (iii) not more than fifty per centum (50%) of the shares available under the ESOS should be allocated, in aggregate, to directors and senior management of the Group. In addition, not more than ten per centum (10%) of the shares available under the ESOS should be allocated to any individual director or employee who, either singly or collectively through his/her associates, holds twenty per centum (20%) or more in the issued and paid-up share capital of the Company,
- (iv) the price at which the grantee is entitled to subscribe for each new share shall be the higher of a price which is at a discount of not more than ten per centum (10%) from the weighted average market price of the shares as shown in the daily official list issued by the Bursa Malaysia Securities Berhad for the five (5) market days immediately preceding the date of offer and the par value of the shares, or such adjustments in accordance with any prevailing guidelines issued by the Securities Commission or any other relevant authorities as amended from time to time,
- (v) the new shares to be issued and allotted upon any exercise of the option will upon allotment and issuance rank pari passu in all respect with the then existing issued shares except that the shares so issued will not be entitled for any dividend, rights, allotments or other distribution declared, made or paid to shareholders unless the shares so allotted have been credited into the relevant securities accounts maintained by the Bursa Malaysia Depository Sdn. Bhd. before the entitlement date and will be subject to all the provisions of the Articles of Association of the Company relating to the transfer, transmission and otherwise, and
- (vi) the ESOS shall come into force for a period of five (5) years from the date of confirmation by the adviser of the Company to the Securities Commission. The Company may, if the Board of Directors and the ESOS Committee deem fit, extend the ESOS for another five (5) years.

13. BORROWINGS

	GROUP	
	2013 RM	2012 RM
Non-current liabilities		
Finance leases	186,776	335,235
Term loan	1,400,514	-
	1,587,290	335,235
Current liabilities		
Finance leases	318,359	420,853
Term loan	123,486	-
	441,845	420,853
Total borrowings	2,029,135	756,088



NOTES TO THE FINANCIAL STATEMENTS (Cont'd)

31 DECEMBER 2013



13. BORROWINGS (Cont'd)

The term loan is secured by way of:

- (i) Facility agreement;
- (ii) First party first legal charge over the short leasehold land of a subsidiary; and
- (iii) Corporate guarantee of the Company.

A summary of the effective interest rates of the borrowings are as follow:

	Average effective interest rate per annum (%)	Total RM	Within one year RM	More than one year and less than two years RM	More than two years and less than five years RM	More than five years RM
2013						
Finance lease liabilities	2.33 to 3.20	505,135	318,359	68,245	118,531	-
Term loan	4.50	1,524,000	123,486	129,159	424,182	847,173
2012						
Finance lease liabilities	2.33 to 4.92	756,088	420,853	287,600	47,635	-

14. DEFERRED TAX LIABILITIES

	GROUP	
	2013 RM	2012 RM
Balance at beginning	288,000	-
Transfer from profit or loss	684,000	288,000
	972,000	288,000
Over provision in prior year	(112,000)	-
Balance at end	860,000	288,000

The components of deferred tax liabilities of the Group as at the end of the reporting period are as follows:

	GROUP	
	2013 RM	2012 RM
Excess of capital allowances over depreciation on property, plant and equipment	2,018,000	2,134,000
Unabsorbed reinvestment allowance	(1,158,000)	(1,846,000)
	860,000	288,000





NOTES TO THE FINANCIAL STATEMENTS (Cont'd)

31 DECEMBER 2013

15. TRADE PAYABLES

	GROUP	
	2013 RM	2012 RM
Analysis by currencies:		
Ringgit Malaysia	5,866,325	3,927,447
US Dollar	5,493,948	5,016,318
Singapore Dollar	160,540	43,786
Japanese Yen	-	4,303
Taiwan New Dollar	-	26,146
	11,520,813	9,018,000

The trade payables are non-interest bearing and are normally settled within **30 to 90 days** (2012: 30 to 90 days) term.

16. OTHER PAYABLES AND ACCRUALS

	GROUP		COMPANY	
	2013 RM	2012 RM	2013 RM	2012 RM
Other payables	1,181,003	396,726	-	-
Accruals	1,540,942	829,854	31,482	26,000
	2,721,945	1,226,580	31,482	26,000
Analysis by currencies:				
Ringgit Malaysia	2,675,682	1,222,143	31,482	26,000
Singapore Dollar	326	4,437	-	-
US Dollar	45,937	-	-	-
	2,721,945	1,226,580	31,482	26,000

17. REVENUE

	GROUP		COMPANY	
	2013 RM	2012 RM	2013 RM	2012 RM
Invoiced value of goods sold less returns and discounts	69,433,948	63,326,895	-	-
Interest income	67	66	67	66
	69,434,015	63,326,961	67	66



NOTES TO THE FINANCIAL STATEMENTS (Cont'd)

31 DECEMBER 2013



18. PROFIT/(LOSS) BEFORE TAXATION

This is arrived at:

	GROUP		COMPANY	
	2013 RM	2012 RM	2013 RM	2012 RM
After charging:				
Amortisation of development costs	58,030	58,030	-	-
Audit fee - current year	42,000	32,000	15,000	12,000
- under/(over) provision in prior year	2,000	(5,000)	2,000	(1,000)
Depreciation	3,113,493	3,183,625	175	175
Directors' allowance for non-executive directors	6,000	6,000	6,000	6,000
Directors' fee for non-executive directors	72,000	72,000	72,000	72,000
Impairment loss on plant and machinery	-	468,239	-	-
Interest expense on finance lease	29,837	57,648	-	-
Preliminary expenses	2,830	-	-	-
Realised loss on foreign exchange	106,474	-	-	-
Reversal of impairment loss on a trade receivable	-	(573,187)	-	-
Rental of premises	481,040	436,010	-	-
Rental of machinery	13,150	3,850	-	-
*Staff costs	12,226,932	8,923,393	-	-
Unrealised loss on foreign exchange	76,403	194,200	-	-
And crediting:				
Gain on disposal of property, plant and equipment	-	79,999	-	-
Interest income	982	501	67	66
Realised gain on foreign exchange	43,732	482,320	-	-
*Staff costs				
- Salaries, allowance, bonus and wages	11,155,454	8,146,650	-	-
- EPF	959,518	701,703	-	-
- SOCSO	111,960	75,040	-	-
	12,226,932	8,923,393	-	-





NOTES TO THE FINANCIAL STATEMENTS (Cont'd)

31 DECEMBER 2013

18. PROFIT/(LOSS) BEFORE TAXATION (Cont'd)

Directors' emoluments

Included in the staff costs of the Group and of the Company are directors' emoluments as shown below:

Directors of the Company

	GROUP		COMPANY	
	2013 RM	2012 RM	2013 RM	2012 RM
Executive Directors:				
- Salary, allowance and bonus	610,744	569,176	-	-
- EPF	73,384	68,340	-	-
	684,128	637,516	-	-
Benefits-in-kind	32,000	32,000	-	-
	716,128	669,516	-	-

19. TAXATION

	GROUP		COMPANY	
	2013 RM	2012 RM	2013 RM	2012 RM
Malaysian income tax:				
Based on results for the financial year				
- Current tax	(391,000)	(244,000)	-	-
- Deferred tax				
Relating to the origination and reversal of temporary differences	(711,000)	(288,000)	-	-
Changes in tax rate	27,000	-	-	-
	(684,000)	(288,000)	-	-
	(1,075,000)	(532,000)	-	-
Over/(Under) provision in prior year				
- Current tax	(13,227)	(5,535)	-	-
- Deferred tax	112,000	-	-	-
	98,773	(5,535)	-	-
	(976,227)	(537,535)	-	-



NOTES TO THE FINANCIAL STATEMENTS *(Cont'd)*

31 DECEMBER 2013

19. TAXATION *(Cont'd)*

The reconciliation of tax expense of the Group and of the Company is as follows:

	GROUP		COMPANY	
	2013 RM	2012 RM	2013 RM	2012 RM
Profit/(Loss) before taxation	2,996,658	2,777,294	(175,613)	(172,401)
Income tax at Malaysian statutory tax rate of 25%	(749,165)	(694,323)	43,903	43,100
Income not subject to tax	10,933	88,988	-	-
Expenses not deductible for tax purposes	(312,623)	(296,750)	(43,903)	(43,100)
Utilisation of unabsorbed capital allowances	-	129,294	-	-
Utilisation of unabsorbed reinvestment allowance	-	538,635	-	-
Deferred tax movements not recognised	(180,943)	(328,951)	-	-
Current year reinvestment allowance	137,337	31,107	-	-
Changes in tax rate	19,461	-	-	-
	(1,075,000)	(532,000)	-	-
Over/(Under) provision in prior year	98,773	(5,535)	-	-
	(976,227)	(537,535)	-	-

GROUP

The net deferred tax (assets)/liabilities which have not been recognised are represented by temporary differences arising from:

	2013 RM	2012 RM
Excess of capital allowances over depreciation of property, plant and equipment	1,904,295	12,395
Unabsorbed tax losses	(1,276,308)	(943,367)
Unabsorbed capital allowances	(2,312,889)	-
	(1,684,902)	(930,972)

The corporate tax rate will be reduced to 24% from the year of assessment 2016 onwards as announced in the Malaysian Budget 2014. Consequently, deferred tax assets and liabilities are measured using this tax rate.





NOTES TO THE FINANCIAL STATEMENTS (Cont'd)

31 DECEMBER 2013

20. BASIC EARNINGS PER SHARE

Basic earnings per share

The basic earnings per share is calculated by dividing the profit attributable to owners of the Company by the weighted average number of ordinary shares in issue during the financial year as follows:

	2013	2012
Profit for the year (RM)	<u>2,250,457</u>	<u>2,239,759</u>
Weighted average number of ordinary shares of RM0.10 each	<u>123,000,000</u>	<u>123,000,000</u>
Basic earnings per share (sen)	<u>1.83</u>	<u>1.82</u>

There is no diluted earnings per share as the Company does not have any equity convertible financial instruments as at the end of the reporting period.

21. CAPITAL COMMITMENT

	GROUP	
	2013 RM	2012 RM
Authorised but not provided for:		
- Property, plant and equipment	<u>3,905,068</u>	<u>3,869,162</u>

22. CONTINGENT LIABILITIES (UNSECURED)

	COMPANY	
	2013 RM	2012 RM
Corporate guarantee extended to financial institutions for credit facilities granted to its subsidiaries		
- Limit	<u>5,137,405</u>	<u>1,463,405</u>
- Utilisation as at the end of the reporting period	<u>1,980,028</u>	<u>543,925</u>

The corporate guarantees do not have a determinable effect on the terms of the credit facilities due to the financial institutions require parent guarantee as a pre-condition for approving the credit facilities granted to the subsidiaries. The actual terms of the credit facilities are likely to be the best indicator of "at market" terms and hence the fair value of the credit facilities are equal to the credit facilities amount received by the subsidiaries. As such, there is no value on the corporate guarantee to be recognised in the financial statements.

NOTES TO THE FINANCIAL STATEMENTS (Cont'd)

31 DECEMBER 2013



23. RELATED PARTY DISCLOSURES

The remuneration of directors and other members of key management during the financial year is as follows:

	GROUP		COMPANY	
	2013 RM	2012 RM	2013 RM	2012 RM
Salaries and other short-term employee benefits	<u>1,452,744</u>	<u>1,442,548</u>	<u>78,000</u>	<u>78,000</u>

Key management personnel are those persons including directors having authority and responsibility for planning, directing and controlling the activities of the Group and of the Company, directly or indirectly.

24. OPERATING SEGMENT

Operating segment is presented in respect of the Group's business segments. The primary format and business segments are based on the Group's management and internal reporting structure. Inter-segment pricing is determined based on negotiated terms.

Segment results and assets and liabilities include items directly attributable to a segment as well as those that can be allocated on a reasonable basis.

Business Segments

The Group comprises the following main business segments:

- | | |
|-------------------------|--|
| (i) Electronic products | Manufacturing and assembling of component related to High Brightness Light Emitting Diode ('HB LED'), Direct Current ('DC') micromotor components, fine pitch connector pins and other electronic components and products. |
| (ii) Investment holding | Investment holding. |





NOTES TO THE FINANCIAL STATEMENTS (Cont'd)

31 DECEMBER 2013

24. OPERATING SEGMENT (Cont'd)

By business segments

2013

	Electronic products RM	Investment holding RM	Elimination RM	Note	Total RM
Revenue					
External customers	69,433,948	67	-		69,434,015
Results					
Segment results	3,201,193	(175,680)	-		3,025,513
Interest income	915	67	-		982
Interest expense	(29,837)	-	-		(29,837)
Profit/(Loss) before taxation	3,172,271	(175,613)	-		2,996,658
Taxation	(976,227)	-	-		(976,227)
Net profit/(loss) for the year, representing total comprehensive income/(loss) for the year	2,196,044	(175,613)	-		2,020,431
Assets					
Segment assets	39,162,787	14,534,365	(8,206,374)		45,490,778
Cash and cash equivalents	2,450,085	197,769	-		2,647,854
Total assets	41,612,872	14,732,134	(8,206,374)		48,138,632
Liabilities					
Segment liabilities	22,417,650	31,482	(8,206,374)		14,242,758
Finance lease liabilities	2,029,135	-	-		2,029,135
Provision for taxation	124,334	-	-		124,334
Deferred tax liabilities	860,000	-	-		860,000
Total liabilities	25,431,119	31,482	(8,206,374)		17,256,227
Other segment information					
Capital expenditure	9,268,855	-	-	A	9,268,855
Depreciation and amortisation	3,171,348	175	-		3,171,523
Non-cash expense other than depreciation and amortisation	76,403	-	-	B	76,403



NOTES TO THE FINANCIAL STATEMENTS (Cont'd)

31 DECEMBER 2013



24. OPERATING SEGMENT (Cont'd)

2012

	Electronic products RM	Investment holding RM	Elimination RM	Note	Total RM
Revenue					
External customers	63,326,895	66	-		63,326,961
Results					
Segment results	3,006,908	(172,467)	-		2,834,441
Interest income	435	66	-		501
Interest expense	(57,648)	-	-		(57,648)
Profit/(Loss) before taxation	2,949,695	(172,401)	-		2,777,294
Taxation	(537,535)	-	-		(537,535)
Net profit/(loss) for the year, representing total comprehensive income/(loss) for the year	2,412,160	(172,401)	-		2,239,759
Assets					
Segment assets	28,166,839	14,809,541	(8,721,375)		34,255,005
Tax recoverable	299,138	-	-		299,138
Cash and cash equivalents	5,357,443	92,724	-		5,450,167
Total assets	33,823,420	14,902,265	(8,721,375)		40,004,310
Liabilities					
Segment liabilities	18,939,955	26,000	(8,721,375)		10,244,580
Finance lease liabilities	756,088	-	-		756,088
Provision for taxation	13,668	-	-		13,668
Deferred tax liabilities	288,000	-	-		288,000
Total liabilities	19,997,711	26,000	(8,721,375)		11,302,336
Other segment information					
Capital expenditure	1,384,616	-	-	A	1,384,616
Depreciation and amortisation	3,241,480	175	-		3,241,655
Non-cash expense other than depreciation and amortisation	9,253	-	-	B	9,253





NOTES TO THE FINANCIAL STATEMENTS (Cont'd)

31 DECEMBER 2013

24. OPERATING SEGMENT (Cont'd)

Notes to segment information:

A. Additions to non-current assets consist of:

	2013 RM	2012 RM
Property, plant and equipment	9,268,855	1,384,616

B. Other material non-cash expenses/(income) consist of the following items:

	2013 RM	2012 RM
Gain on disposal of property, plant and equipment	-	(79,999)
Impairment loss on plant and machinery	-	468,239
Reversal of impairment loss on a trade receivable	-	(573,187)
Unrealised loss on foreign exchange	76,403	194,200
	76,403	9,253

Geographical Segments

Revenue and non-current assets information based on the geographical location of customers and assets respectively are as follows:

	Revenue		Non-current assets	
	2013 RM	2012 RM	2013 RM	2012 RM
Malaysia	65,518,982	59,644,008	20,903,596	14,806,264
People's Republic of China	222,287	311,316	182,057	182,057
United States of America	3,459,689	3,081,169	-	-
Singapore	233,057	290,468	-	-
	69,434,015	63,326,961	21,085,653	14,988,321

Information about major customers

Total revenue from major customers which individually contributed more than 10% of the Group revenue amounted to **RM55,064,798** (2012: RM53,629,280).

NOTES TO THE FINANCIAL STATEMENTS *(Cont'd)*

31 DECEMBER 2013



25. CATEGORIES OF FINANCIAL INSTRUMENTS

The table below provides an analysis of financial instruments categorised as loans and receivables ("L&R") and financial liabilities measured at amortised cost ("FL").

GROUP	Carrying amount RM	L&R RM	FL RM
2013			
Financial assets			
Trade receivables	14,489,181	14,489,181	-
Other receivables and refundable deposits	847,693	847,693	-
Cash and cash equivalents	2,647,854	2,647,854	-
	17,984,728	17,984,728	-
Financial liabilities			
Finance lease liabilities	2,029,135	-	2,029,135
Trade payables	11,520,813	-	11,520,813
Other payables and accruals	2,721,945	-	2,721,945
	16,271,893	-	16,271,893
2012			
Financial assets			
Trade receivables	12,758,133	12,758,133	-
Other receivables and refundable deposits	586,759	586,759	-
Cash and cash equivalents	5,450,167	5,450,167	-
	18,795,059	18,795,059	-
Financial liabilities			
Finance lease liabilities	756,088	-	756,088
Trade payables	9,018,000	-	9,018,000
Other payables and accruals	1,226,580	-	1,226,580
	11,000,668	-	11,000,668





NOTES TO THE FINANCIAL STATEMENTS *(Cont'd)*

31 DECEMBER 2013

25. CATEGORIES OF FINANCIAL INSTRUMENTS *(Cont'd)*

	Carrying amount RM	L&R RM	FL RM
COMPANY			
2013			
Financial assets			
Sundry deposit	1,000	1,000	-
Amount due from subsidiaries	8,206,374	8,206,374	-
Cash and cash equivalents	197,769	197,769	-
	<u>8,405,143</u>	<u>8,405,143</u>	<u>-</u>
Financial liabilities			
Accruals	<u>31,482</u>	<u>-</u>	<u>31,482</u>
2012			
Financial assets			
Sundry deposit	1,000	1,000	-
Amount due from subsidiaries	8,721,375	8,721,375	-
Cash and cash equivalents	92,724	92,724	-
	<u>8,815,099</u>	<u>8,815,099</u>	<u>-</u>
Financial liabilities			
Accruals	<u>26,000</u>	<u>-</u>	<u>26,000</u>

26. FINANCIAL RISK MANAGEMENT

The Group and the Company are exposed to a variety of financial risks arising from their operations and the use of financial instruments. The key financial risks include credit risk, liquidity risk and foreign currency risk. The Group and the Company operate within clearly defined guidelines that are approved by the Board and the Group's policy is not to engage in speculative activities.

26.1 Credit risk

Credit risk refers to the risk that the counterparty will default on its contractual obligations resulting in financial loss to the Group. The Group's exposure to credit risk arises principally from its trade receivables while the Company's exposure to credit risk arises principally from advances and financial guarantees given to its subsidiaries.

NOTES TO THE FINANCIAL STATEMENTS (Cont'd)

31 DECEMBER 2013



26. FINANCIAL RISK MANAGEMENT (Cont'd)

26.1 Credit risk (Cont'd)

26.1.1 Trade receivables

The Group's exposure to credit risk is influenced mainly by the individual characteristics of each customer. The Group extends to customers credit terms ranging from 30 to 90 days. In deciding whether credit shall be extended, the Group will take into consideration factors such as the relationship with the customer, its payment history and credit worthiness. The Group subjects new customers to credit verification procedures. In addition, receivables balances are monitored on an ongoing basis with the result that the Group's exposure to bad debts is not significant.

The maximum exposure to credit risk arising from trade receivables is represented by the carrying amounts in the statement of the financial position.

The ageing analysis of the Group's trade receivables is as follows:

	2013 RM	2012 RM
Not due	13,001,326	7,951,274
1 to 30 days past due	394,148	3,291,520
31 to 60 days past due	412,141	338,444
61 to 90 days past due	305,872	256,318
Past due more than 90 days	375,694	920,577
	1,487,855	4,806,859
	14,489,181	12,758,133

Trade receivables that were past due but not impaired are creditworthy customers with good payment record with the Company. None of the Company's trade receivables that were past due but not impaired have been renegotiated during the financial year.

The Company has trade receivables amounting to **RM1,487,855** (2012: RM4,806,859) that were past due but not impaired as the management is of the view that these debts will be collected in due course.

As at the end of the reporting period, the Group has significant exposure of credit risk on **1** major customer (2012: 2 major customers) which represent **78%** (2012: 78%) of the total amount of trade receivables.

26.1.2 Intercompany balances

The Company provides advances to its subsidiaries and monitors the results of the subsidiaries regularly.

The maximum exposure to credit risk is represented by its carrying amount in the statement of financial position.

As at the end of the reporting period, there was no indication that the advances to its subsidiaries are not recoverable. The Company does not specifically monitor the ageing of the advances to its subsidiaries.





NOTES TO THE FINANCIAL STATEMENTS (Cont'd)

31 DECEMBER 2013

26. FINANCIAL RISK MANAGEMENT (Cont'd)

26.1 Credit risk (Cont'd)

26.1.3 Financial guarantees

The Company provides unsecured financial guarantees to banks in respect of borrowings granted to its subsidiaries.

The Company monitors on an ongoing basis the results of the companies and repayments made by them.

The maximum exposure to credit risk is as disclosed in Note 13, representing the outstanding borrowings of the subsidiaries at the end of the reporting period.

As at the end of the reporting period, there was no indication that the subsidiaries would default on repayment.

The financial guarantees have not been recognised since the fair value on initial recognition was not material.

26.2 Liquidity risk

Liquidity risk is the risk that the Group will not be able to meet its financial obligations as they fall due. The Group actively manages its debt maturity profile, operating cash flows and availability of funding so as to ensure that all repayment and funding needs are met. As part of its overall prudent liquidity management, the Group maintains sufficient levels of cash and cash equivalents to meet its working capital requirements.

The table below summarises the maturity profile of the Group's financial liabilities as at the reporting date based on the undiscounted contractual payments:

	Carrying amount RM	Contractual cash flows RM	Within one year RM	More than one year and less than two years RM	More than two years and less than five years RM	More than five years RM
2013						
Borrowings	2,029,135	2,433,854	526,238	265,068	694,925	947,623
Trade and other payables	14,242,758	14,242,758	14,242,758	-	-	-
	16,271,893	16,676,612	14,768,996	265,068	694,925	947,623
2012						
Borrowings	756,088	798,265	450,590	298,513	49,162	-
Trade and other payables	10,244,580	10,244,580	10,244,580	-	-	-
	11,000,668	11,042,845	10,695,170	298,513	49,162	-

NOTES TO THE FINANCIAL STATEMENTS (Cont'd)

31 DECEMBER 2013



26. FINANCIAL RISK MANAGEMENT (Cont'd)

26.3 Interest rate risk

The exposure to interest rate risk is minimal as the Group has minimal bank borrowings.

The interest rate profile of the Group's interest-bearing financial instruments based on the carrying amount as at the end of the reporting period is as follows:

	2013 RM	2012 RM
GROUP		
Fixed rate instruments		
Financial liabilities	505,135	756,088
Floating rate instruments		
Financial liabilities	1,524,000	-

Sensitivity analysis for fixed rate instruments

The Company does not account for any fixed rate financial instruments at fair value through profit or loss, and the Company does not designate derivatives as hedging instruments under a fair value hedge accounting model. Therefore, a change in interest rates at the end of the reporting period would not affect profit or loss.

Cash flow sensitivity analysis for variable rate instruments

An increase of 25 basis point at the end of the reporting period would have decreased in profit before taxation by **RM3,670** (2012: RM Nil) and a corresponding decrease would have an equal but opposite effect. This analysis assumes that all other variables, in particular foreign currency rates, remain constant.

26.4 Foreign currency risk

The Group is exposed to foreign currency risk on sales and purchases that are denominated in currencies other than the functional currency of the Group. The Group also holds cash and bank balances denominated in foreign currencies for working capital purposes. The currencies giving rise to this risk are primarily US Dollar ("USD"), Singapore Dollar ("SGD") and Japanese Yen ("JPY").

The Group's exposure to foreign currency risk, based on carrying amounts as at the end of the reporting period is as follows:

	USD RM	SGD RM	JPY RM	Others RM
GROUP				
2013				
Trade receivables	1,931,208	-	-	-
Cash and bank balances	153,776	-	-	-
Trade payables	(5,493,948)	(160,540)	-	-
Other payables	(45,937)	(326)	-	-
	(3,454,901)	(160,866)	-	-





NOTES TO THE FINANCIAL STATEMENTS *(Cont'd)*

31 DECEMBER 2013

26. FINANCIAL RISK MANAGEMENT *(Cont'd)*

26.4 Foreign currency risk *(Cont'd)*

	USD RM	Denominated in		
		SGD RM	JPY RM	Others RM
GROUP				
2012				
Trade receivables	2,205,006	-	-	-
Cash and bank balances	715,272	-	-	-
Trade payables	(5,016,318)	(43,786)	(4,303)	(26,146)
Other payables	-	(4,437)	-	-
	<u>(2,096,040)</u>	<u>(48,223)</u>	<u>(4,303)</u>	<u>(26,146)</u>

Sensitivity analysis for foreign currency risk

The following table demonstrates the sensitivity to a reasonably possible change in the foreign currencies exchange rates (against Ringgit Malaysia), with all other variables held constant, of the Group's profit before taxation. A 10% strengthening of the RM against the following currencies at the end of the reporting period would have increased profit before taxation by the amount shown below and a corresponding weakening would have an equal but opposite effect.

	2013 RM	2012 RM
USD	345,490	209,604
SGD	16,087	4,822
JPY	-	430
CHF	-	-
Others	-	2,615
Increase in profit before taxation	<u>361,577</u>	<u>217,471</u>

27. CAPITAL MANAGEMENT

The primary objective of the Group's capital management policy is to maintain a strong capital base to support its businesses and maximise shareholders' value.

The Group manages its capital structure and makes adjustments to it in the light of changes in economic conditions or expansion of the Group. The Group may adjust the capital structure by issuing new shares, returning capital to shareholders or adjusting the amount of dividends to be paid to shareholders or sell assets to reduce debts. No changes were made in the objective, policy and process during the financial year under review as compared to previous financial year.

NOTES TO THE FINANCIAL STATEMENTS *(Cont'd)*

31 DECEMBER 2013



28. FAIR VALUE OF FINANCIAL INSTRUMENTS

GROUP AND COMPANY

The carrying amounts of the financial assets and financial liabilities of the Group and of the Company as at the end of the reporting period approximate their fair values due to their short-term nature.

COMPANY

No disclosure of fair value is made for advances to its subsidiaries, as it is not practicable to determine its fair value with sufficient reliability since the balance is repayable on demand.





29. SUPPLEMENTARY INFORMATION DISCLOSED PURSUANT TO BURSA MALAYSIA SECURITIES BERHAD LISTING REQUIREMENTS

Bursa Malaysia Securities Berhad has, on 25 March 2010 and 20 December 2010, issued directives requiring all listed corporations to disclose the breakdown of retained profits or accumulated losses into realised and unrealised on group and company basis, as the case may be, in quarterly reports and annual audited financial statements.

The breakdown of retained profits/(accumulated losses) as at the end of the reporting period has been prepared by the Directors in accordance with the directives from Bursa Malaysia Securities Berhad stated above and Guidance on Special Matter No. 1 issued on 20 December 2010 by the Malaysian Institute of Accountants are as follows:

	GROUP		COMPANY	
	2013 RM	2012 RM	2013 RM	2012 RM
Total retained profits/ (accumulated losses) the Company and its subsidiaries:				
- Realised	20,850,553	18,428,325	(552,795)	(377,182)
- Unrealised	(495,597)	(93,800)	-	-
	20,354,956	18,334,525	(552,795)	(377,182)
Less: Consolidation adjustments	(4,655,972)	(4,885,998)	-	-
	15,698,984	13,448,527	(552,795)	(377,182)

LIST OF PROPERTY

Title/Location	Date of Acquisition	Description	Built-up Area / Land area	Existing Use	Tenure	Approximate Age of Buildings	Carrying Amount as at 31/12/2013 RM
15-1-20 & 15-1-21, Bayan Point, Medan Kampung Relau, 11900 Penang	18.09.2006	Office Lot	2,132 sq. ft.	Sales and administration office	Freehold	15 years	374,698
15-1-22, Bayan Point, Medan Kampung Relau, 11900 Penang	10.10.2012	Office Lot	1,066 sq. ft.	Sales and administration office	Freehold	15 years	245,000
HS(D) 123209 PT 98613 Bandar Sungai Petani Daerah Kuala Muda, Kedah Darul Aman	18.02.2013	Industrial Land	197,991.17 sq. ft.	Vacant	Leasehold for 60 years expiring on 4/3/2050	N/A	3,060,498





ANALYSIS OF SHAREHOLDINGS

AS AT 4 APRIL 2014

Authorised Share Capital	:	RM25,000,000.00
Issued and fully paid-up Share Capital	:	RM12,300,000.00
Class of Shares	:	Ordinary shares of RM0.10 each
Voting Rights	:	On a show of hands, 1 vote On a poll, 1 vote for 1 ordinary share

LIST OF SUBSTANTIAL SHAREHOLDERS OF THE COMPANY

Name	Number of Shares Held			
	Direct	%	Deemed	%
Dato' Tan King Seng	42,707,379	34.721	3,143,495*	2.556
Noble Matters Sdn. Bhd.	30,445,863	24.753	-	-
Cheah Choon Ghee	3,207,500	2.608	30,445,863#	24.753
Ong Hock Seong	7,650	0.006	30,445,863#	24.753

Note :

* Deemed interested by virtue of his shareholdings of not less than 15% in First Share Sdn. Bhd. pursuant to Section 6A of the Companies Act, 1965

Deemed interested by virtue of his shareholdings of not less than 15% in Noble Matters Sdn. Bhd. pursuant to Section 6A of the Companies Act, 1965

DIRECTORS' SHAREHOLDINGS IN THE COMPANY

Name	Number of Shares Held			
	Direct	%	Deemed	%
Dato' Tan King Seng	42,707,379	34.721	3,143,495*	2.556
Ooi Yeok Hock	5,522,538	4.490	-	-
Tan Chin Hong	3,105,496	2.525	-	-
Loh Chye Teik	-	-	-	-
Teoh Yee Shien	-	-	-	-
Dato' Dr. Loh Hock Hun	-	-	-	-
Cheah Choon Ghee	3,207,500	2.608	30,445,863#	24.753
Khor Thean Lee (resigned on 23 April 2014)	-	-	-	-

Note :

* Deemed interested by virtue of his shareholdings of not less than 15% in First Share Sdn. Bhd. pursuant to Section 6A of the Companies Act, 1965

Deemed interested by virtue of his shareholdings of not less than 15% in Noble Matters Sdn. Bhd. pursuant to Section 6A of the Companies Act, 1965

ANALYSIS BY SIZE OF SHAREHOLDINGS

Size of shareholdings	Number of Shareholders	% of Shareholders	Number of Shares	% of Shares
Less than 100 shares	15	1.286	679	0.001
100 to 1,000 shares	642	55.060	127,500	0.104
1,001 to 10,000 shares	210	18.010	967,750	0.787
10,001 to 100,000 shares	225	19.297	8,954,000	7.280
100,001 to less than 5% of issued shares	72	6.175	39,796,829	32.355
5% and above of issued shares	2	0.172	73,153,242	59.474
Total	1,166	100.00	123,000,000	100.00

ANALYSIS OF SHAREHOLDINGS (Cont'd)



LIST OF THIRTY LARGEST SHAREHOLDERS

	NAME	NO. OF SHARES HELD	%
1	NOBLE MATTERS SDN.BHD.	19,910,034	16.187
2	TAN KING SENG	11,250,000	9.146
3	TAN KING SENG	11,250,000	9.146
4	TAN KING SENG	11,250,000	9.146
5	NOBLE MATTERS SDN.BHD.	10,535,829	8.566
6	TAN KING SENG	8,957,379	7.282
7	LIM LENG NA	4,230,000	3.439
8	CHEAH CHOON GHEE	3,207,500	2.608
9	TAN CHIN HONG	3,105,496	2.525
10	MALACCA EQUITY NOMINEES (TEMPATAN) SDN BHD <i>EXEMPT AN FOR PHILLIP CAPITAL MANAGEMENT SDN BHD (EPF)</i>	2,909,600	2.366
11	LPI PRECISION INDUSTRY (M) SDN. BHD.	2,674,000	2.174
12	RHB CAPITAL NOMINEES (TEMPATAN) SDN BHD <i>PLEDGED SECURITIES ACCOUNT FOR OOI YEOK HOCK (LPN)</i>	2,623,938	2.133
13	FIRST SHARE SDN BHD	1,660,100	1.350
14	FIRST SHARE SDN BHD	1,483,395	1.206
15	TAN SHYAN CHERT	858,600	0.698
16	MAYBANK NOMINEES (TEMPATAN) SDN BHD <i>SAW KONG BENG</i>	817,700	0.665
17	TAN SHYAN CHERT	787,900	0.641
18	HLIB NOMINEES (TEMPATAN) SDN BHD <i>PLEDGED SECURITIES ACCOUNT FOR TAN HWANG KIAT (CCTS)</i>	767,600	0.624
19	CHEOK SWEE BENG	750,150	0.610
20	TAM LEY CHIAN	747,450	0.608
21	DAH HUEY SHUANG	610,800	0.497
22	TAN KIM SING	600,000	0.488
23	OOI ENG TEIK	540,200	0.439
24	KALAIVANI A/P P KANDASAMY	500,000	0.407
25	ANG HUAT KEAT	423,300	0.344
26	TAN HUA LEE	410,900	0.334
27	OW HIANG KEE	378,000	0.307
28	LIM SAM CHIN	375,000	0.305
29	AMSEC NOMINEES (TEMPATAN) SDN BHD <i>PLEDGED SECURITIES ACCOUNT FOR HONG POH YUNG</i>	360,700	0.293
30	TAN SENG LEONG	350,000	0.285





NOTICE OF ANNUAL GENERAL MEETING

NOTICE IS HEREBY GIVEN THAT the Ninth Annual General Meeting of the Company will be held at Irving Suite, Eastern & Oriental Hotel, 10 Lebuhr Farquhar, 10020 Penang on Monday, 26 May 2014 at 11.30 a.m. for the following purposes:-

AGENDA

As Ordinary Business:

- | | | |
|----|---|---------------------|
| 1. | To receive the Audited Financial Statements of the Company for the financial year ended 31 December 2013 together with the Reports of the Directors and Auditors thereon. | |
| 2. | To approve the payment of Directors' fees of RM72,000-00 for the financial year ending 31 December 2014. | Resolution 1 |
| 3. | To re-elect Dato' Tan King Seng who retires in accordance with Article 129 of the Company's Articles of Association. | Resolution 2 |
| 4. | To re-elect Mr Loh Chye Teik who retires in accordance with Article 129 of the Company's Articles of Association. | Resolution 3 |
| 5. | To re-elect Mr. Cheah Choon Ghee who retires in accordance with Article 129 of the Company's Articles of Association. | Resolution 4 |
| 6. | To re-appoint Messrs. Grant Thornton as Auditors of the Company for the ensuing year and to authorise the Directors to fix their remuneration. | Resolution 5 |

As Special Business :

- | | | |
|-------|---|---------------------|
| 7. | To consider and if thought fit, to pass with or without modifications the following resolutions :- | |
| (i) | ORDINARY RESOLUTION
AUTHORITY TO ISSUE SHARES
"That subject always to the Companies Act, 1965, the Articles of Association of the Company and the approvals of the relevant governmental and regulatory authorities, the Directors be and are hereby empowered pursuant to Section 132D of the Companies Act, 1965, to issue shares in the Company at any time and upon such terms and conditions for such purposes as the Directors may, in their absolute discretion, deem fit, provided that the aggregate number of shares issued pursuant to this resolution does not exceed 10% of the issued capital of the Company for the time being and that the Directors be and are also empowered to obtain the approval for the listing of and quotation for additional shares so issued on Bursa Malaysia Securities Berhad and that such authority shall continue in force until the conclusion of the next Annual General Meeting of the Company." | Resolution 6 |
| (ii) | ORDINARY RESOLUTION
RETENTION OF MR LOH CHYE TEIK AS AN INDEPENDENT NON-EXECUTIVE DIRECTOR OF THE COMPANY
"That subject to the passing of Resolution 3, approval be and is hereby given to Mr Loh Chye Teik to continue to act as an Independent Non-Executive Director of the Company after the cumulative term of nine (9) years, in compliance with the recommendation of Malaysian Code on Corporate Governance 2012." | Resolution 7 |
| (iii) | ORDINARY RESOLUTION
RETENTION OF MS TEOH YEE SHIEN AS AN INDEPENDENT NON-EXECUTIVE DIRECTOR OF THE COMPANY
"That approval be and is hereby given to Ms Teoh Yee Shien to continue to act as an Independent Non-Executive Director of the Company after the cumulative term of nine (9) years, in compliance with the recommendation of Malaysian Code on Corporate Governance 2012." | Resolution 8 |
| 8. | To transact any other business for which due notices shall have been given in accordance with the Companies Act, 1965. | |

By Order of the Board,

CHEE WAI HONG (BC/C/1470)
FOO LI LING (MAICSA 7019557)
 Company Secretaries

Penang

Date : 2 May 2014

NOTICE OF ANNUAL GENERAL MEETING (Cont'd)



Notes :

1. A proxy may but need not be a member of the Company and the provisions of Section 149(1)(b) of the Companies Act, 1965 shall not apply to the Company.
2. The proxy form must be duly completed and deposited at the Registered Office of the Company, 51-13-A, Menara BHL Bank, Jalan Sultan Ahmad Shah, 10050 Penang not less than forty-eight (48) hours before the time appointed for holding the meeting.
3. A member shall be entitled to appoint more than two (2) proxies to attend and vote at the same meeting.
4. Where a member appoints two (2) proxies or more, the appointments shall be invalid unless he specifies the proportions of his holdings to be represented by each proxy.
5. If the appointor is a corporation, this form must be executed under its Common Seal or under the hand of its attorney.
6. Where a member of the Company is an authorised nominee as defined under the Securities Industry (Central Depositories) Act 1991 ("Central Depositories Act"), 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.
7. Where a member of the Company is an exempt authorised nominee as defined under the Central Depositories Act which holds ordinary shares in the Company for multiple beneficial owners in one securities account ("Omnibus Account"), there shall be no limit to the number of proxies which the Exempt Authorised Nominee may appoint in respect of each Omnibus Account it holds.
8. For purpose of determining who shall be entitled to attend this meeting, the Company shall be requesting Bursa Malaysia Depository Sdn Bhd to make available to the Company pursuant to Article 79 of the Articles of Association of the Company and Paragraph 7.16(2) of the ACE Market Listing Requirements of Bursa Malaysia Securities Berhad, a Record of Depositors ("ROD") as at 20 May 2014 and only a Depositor whose name appears on such ROD shall be entitled to attend, speak and vote at this meeting or appoint proxy to attend and/or speak and/or vote in his/her behalf.
9. Details of the Directors standing for re-election can be found in the Directors' profile on pages 5 to 6 of the Annual Report.

Explanatory Note on Ordinary Business

Resolution 1 – Payment of Directors' fees

Resolution 1 is to facilitate payment of Directors' fees on current financial year basis, calculated based on the number of scheduled Board and Committee meetings for 2014 and assuming that all Non-Executive Directors will hold office until the end of the financial year. In the event the Directors' fees proposed is insufficient (e.g. due to more meetings or enlarged Board size), approval will be sought at the next Annual General Meeting for additional fees to meet the shortfall.

Explanatory Note on Special Business

Resolution 6 – Authority to issue shares pursuant to Section 132D of the Companies Act, 1965

The proposed Ordinary Resolution 6, if passed, is primarily to renew the mandate to give authority to the Board of Directors to issue and allot shares in the Company up to an amount not exceeding 10% of the total issued capital of the Company for the time being, at anytime in their absolute discretion without convening a general meeting. This authority, unless revoked or varied by the shareholders of the Company in general meeting, will expire at the conclusion of the next Annual General Meeting.

As at the date of this Notice, the Company has not issued any new shares pursuant to Section 132D of the Companies Act, 1965 under the general authority which was approved at the Eighth Annual General Meeting held on 31 May 2013 and which will lapse at the conclusion of the Ninth Annual General Meeting to be held on 26 May 2014. A renewal of this authority is being sought at the Ninth Annual General Meeting under proposed Resolution 6.

This authority if granted will provide flexibility to the Company for any possible fund raising activities, including but not limited to further placing of shares, for purpose of funding future investment project(s), working capital, acquisition(s) and/or settlement of banking facility(ies).





NOTICE OF ANNUAL GENERAL MEETING (Cont'd)

Explanatory Note on Special Business (Cont'd)

Resolution 7 – Retention of Mr Loh Chye Teik as an Independent Non-Executive Director of the Company

Both the Nomination Committee and Board have assessed the independence of Mr Loh Chye Teik, who has served as an Independent Non-Executive Director of the Company since 13 April 2006 and will reach the nine years term limit on 12 April 2015, and recommended him to continue to act as Independent Non-Executive Directors of the Company after the said nine years term based on the following justifications:

- i. He fulfilled the criteria under the definition of Independent Director as stated in the Ace Market Listing Requirements of Bursa Malaysia Securities Berhad, and thus, he would be able to function as check and balance, and bring an element of objectivity to the Board.
- ii. His vast experience in the accounting, tax and audit industry enabled him to provide the Board with a diverse set of experience, expertise and independent judgment.
- iii. He devotes sufficient time and attention to his professional obligations for an informed and balanced decision making.
- iv. He consistently challenged management in an effective and constructive manner and actively participated in board discussion.
- v. He has a good and thorough understanding of the main drivers of the business in a detailed manner.

Resolution 8 – Retention of Ms Teoh Yee Shien as an Independent Non-Executive Director of the Company

Both the Nomination Committee and Board have assessed the independence of Ms Teoh Yee Shien, who has served as an Independent Non-Executive Director of the Company since 13 April 2006 and will reach the nine years term limit on 12 April 2015, and recommended her to continue to act as Independent Non-Executive Directors of the Company after the said nine years term based on the following justifications:

- i. She fulfilled the criteria under the definition of Independent Director as stated in the Ace Market Listing Requirements of Bursa Malaysia Securities Berhad, and thus, she would be able to function as check and balance, and bring an element of objectivity to the Board.
- ii. Her vast experience in the accounting and audit industry enabled her to provide the Board with a diverse set of experience, expertise and independent judgment.
- iii. She devotes sufficient time and attention to her professional obligations for an informed and balanced decision making.
- iv. She consistently challenged management in an effective and constructive manner and actively participated in board discussion.
- v. She has a good and thorough understanding of the main drivers of the business in a detailed manner.

STATEMENT ACCOMPANYING NOTICE OF ANNUAL GENERAL MEETING

(PURSUANT TO RULE 8.29(2) OF THE LISTING REQUIREMENTS OF BURSA MALAYSIA SECURITIES BERHAD)

As at date of this notice, there are no individuals who are standing for election as Directors (excluding the above Directors who are standing for re-election) at this forthcoming Annual General Meeting.

PROXY FORM

JHM CONSOLIDATION BERHAD
(Company No.: 686148-A)(Incorporated in Malaysia)

*I / We _____ of _____
(Full Name in Block Letters)
_____ being a *Member / Members of JHM
(Full Address)

Consolidation Berhad, hereby appoint * the Chairman of the meeting or _____
(Full Name in Block Letters)

of _____
(Full Address)

or failing him/ her, _____ of _____
(Full Name in Block Letters)

_____ as *my / our proxy / proxies to
(Full Address)

attend and vote for *me/ us and on *my/ our behalf at the Ninth Annual General Meeting of the Company to be held at Irving Suite, Eastern & Oriental Hotel, 10 Lebuhr Farquhar, 10020 Penang on Monday, 26 May 2014 at 11.30 a.m. and at every adjournment thereof to vote as indicated below :

AGENDA			
To receive the Audited Financial Statements for the year ended 31 December 2013 together with the Reports of the Directors and Auditors thereon			
Resolutions		For	Against
1.	Approval of payment of Directors' fees for the financial year ending 31 December 2014		
2.	Re-election of Dato' Tan King Seng as Director		
3.	Re-election of Mr Loh Chye Teik as Director		
4.	Re-election of Mr Cheah Choon Ghee as Director		
5.	Re-appointment of Messrs. Grant Thornton as Auditors and to authorise the Directors to fix the Auditors' remuneration		
6.	Authority under Section 132D of the Companies Act, 1965 for the Directors to issue shares		
7.	Retention of Mr Loh Chye Teik as an Independent Non-Executive Director		
8.	Retention of Ms Teoh Yee Shien as an Independent Non-Executive Director		

Please indicate with an "X" in the spaces provided above as to how you wish your vote to be cast. If you do not do so, the proxy will vote or abstain from voting at his/her discretion.

The proportion of *my/our holding to be represented by *my/our proxies are as follows:-

First named Proxy _____ %
Second named Proxy _____ %
_____ 100%

In the case of a vote taken by a show of hands, the First Proxy shall vote on *my/our behalf.

No. of shares held

As witness my hand this _____ day of _____, 2014.

Signature of Member (s)/ Common Seal

* Strike out whichever is not desired

Notes :

1. A proxy may but need not be a member of the Company and the provisions of Section 149(1)(b) of the Companies Act, 1965 shall not apply to the Company.
2. The proxy form must be duly completed and deposited at the Registered Office of the Company, 51-13-A, Menara BHL Bank, Jalan Sultan Ahmad Shah, 10050 Penang not less than forty-eight (48) hours before the time appointed for holding the meeting.
3. A member shall be entitled to appoint more than two (2) proxies to attend and vote at the same meeting.
4. Where a member appoints two (2) proxies or more, the appointments shall be invalid unless he specifies the proportions of his holdings to be represented by each proxy.
5. If the appointor is a corporation, this form must be executed under its Common Seal or under the hand of its attorney.
6. Where a member of the Company is an authorised nominee as defined under the Securities Industry (Central Depositories) Act 1991 ("Central Depositories Act"), 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.
7. Where a member of the Company is an exempt authorised nominee as defined under the Central Depositories Act which holds ordinary shares in the Company for multiple beneficial owners in one securities account ("Omnibus Account"), there shall be no limit to the number of proxies which the Exempt Authorised Nominee may appoint in respect of each Omnibus Account it holds.
8. For purpose of determining who shall be entitled to attend this meeting, the Company shall be requesting Bursa Malaysia Depository Sdn Bhd to make available to the Company pursuant to Article 79 of the Articles of Association of the Company and Paragraph 7.16(2) of the ACE Market Listing Requirements of Bursa Malaysia Securities Berhad, a Record of Depositors ("ROD") as at 20 May 2014 and only a Depositor whose name appears on such ROD shall be entitled to attend, speak and vote at this meeting or appoint proxy to attend and/or speak and/or vote in his/her behalf.

PLEASE FOLD ACROSS THE LINES AND CLOSE

Postage

THE COMPANY SECRETARIES
JHM CONSOLIDATION BERHAD (686148-A)
51-13-A Menara BHL Bank
Jalan Sultan Ahmad Shah
10050 Pulau Pinang

PLEASE FOLD ACROSS THE LINES AND CLOSE



www.jhm.net.my

JHM CONSOLIDATION BERHAD

(Reg. No. 686148-A)

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