ANNUAL REPORT 2014

JOHORE TIN BERHAD

COMPANY NO:532570-V
INCORPORATED IN MALAYSIA

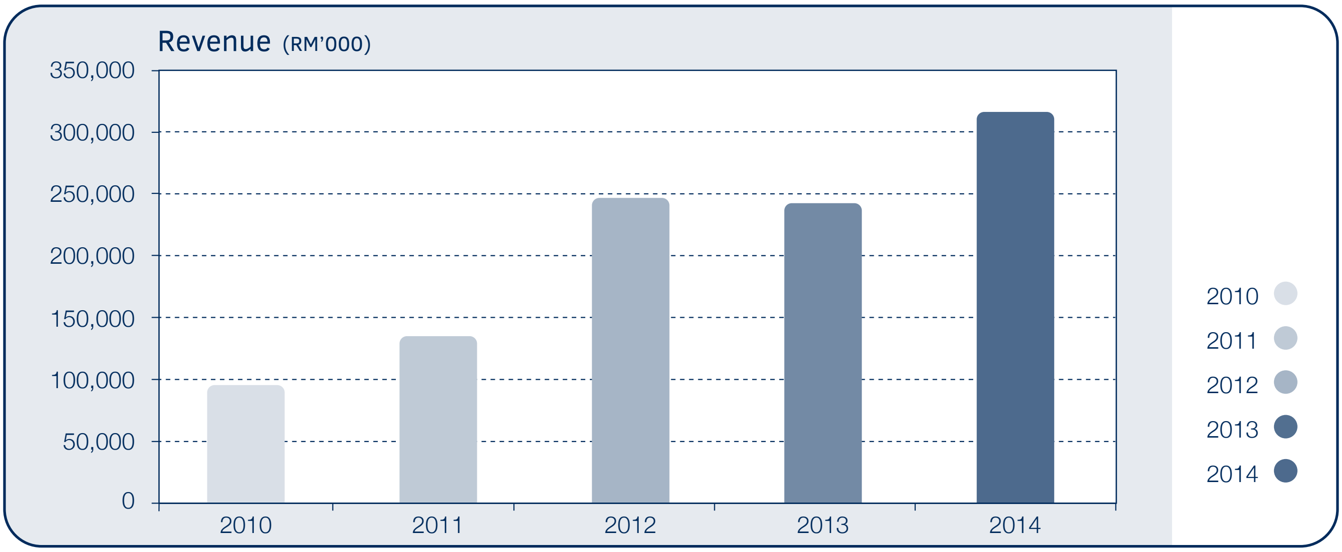
Contents

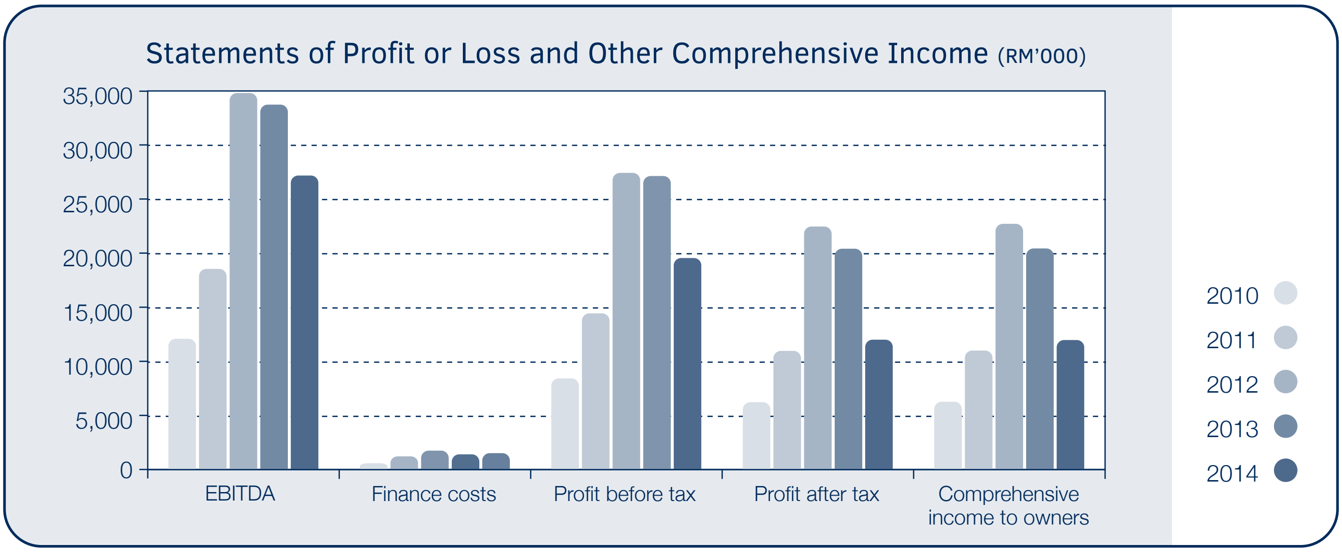
Financial Highlights

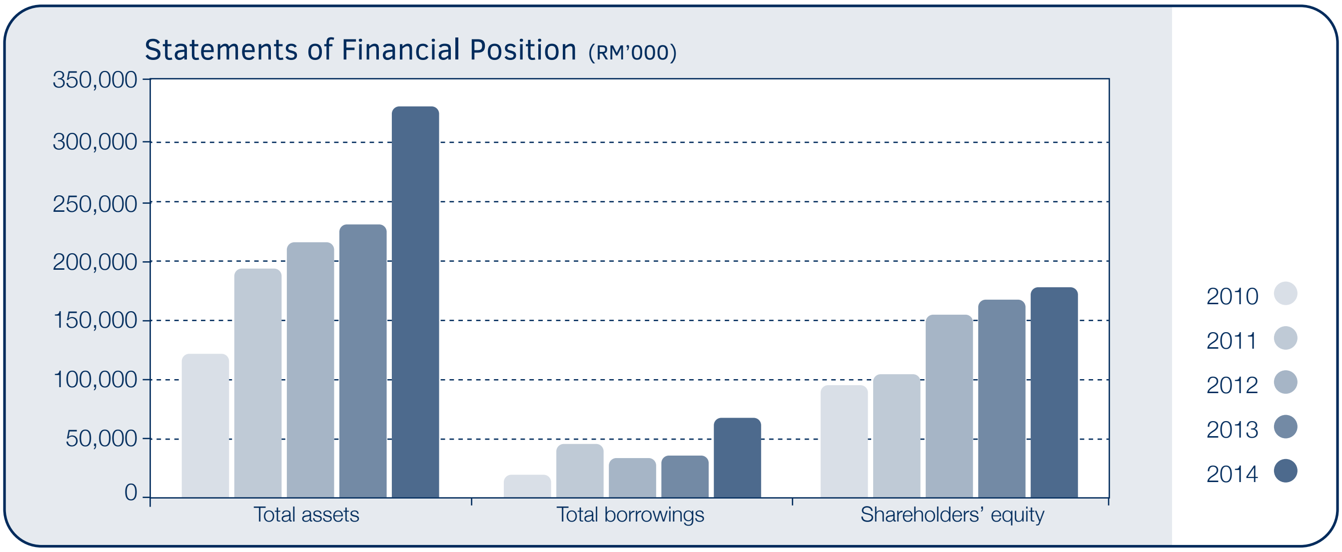
Statements of Profit or Loss and Other Comprehensive Income:	2010 RM'000	2011 RM'000	2012 RM'000	2013 RM'000	2014 RM'000
Revenue	95,563	134,215	246,361	241,384	316,779
EBITDA (Earnings Before Interest, Taxes, Depreciation and Amortisation)	12,378	18,877	34,946	33,939	27,159
Finance costs	734	1,163	1,982	1,549	1,662
Profit before tax	8,551	14,659	27,555	27,147	18,358
Profit after tax	6,273	11,038	22,891	20,520	12,019
Comprehensive income attributable to the owners	6,211	11,048	22,817	20,394	12,049

Statements of Financial Position:	2010 RM'000	2011 RM'000	2012 RM'000	2013 RM'000	2014 RM'000
Total assets	123,711	192,577	218,493	231,193	329,176
Total borrowings	20,555	47,131	34,600	35,813	69,289
Shareholders' equity	94,407	106,226	155,871	169,747	179,929

Financial Indicators:	2010	2011	2012	2013	2014
Return on equity (%)	6.64	10.39	14.69	12.09	6.68
Return on total assets (%)	5.07	5.73	10.48	8.88	3.65
Gearing ratio (%)	21.77	44.37	22.20	21.10	38.51
Interest cover (times)	16.86	16.23	17.63	21.91	16.34
Earnings per share (sen)	9.51	16.56	30.86	21.99	12.88
Net assets per share (RM)	1.43	1.52	1.67	1.82	1.93
Gross dividend per share (sen)	3.50	3.80	4.20	5.00	3.50
Gross dividend yield (%)	5.38	5.14	2.53	2.99	2.59
Price Earnings (PE) ratio	6.84	4.47	5.38	7.59	10.48
Share price as at the end of financial year (RM)	0.65	0.74	1.66	1.67	1.35

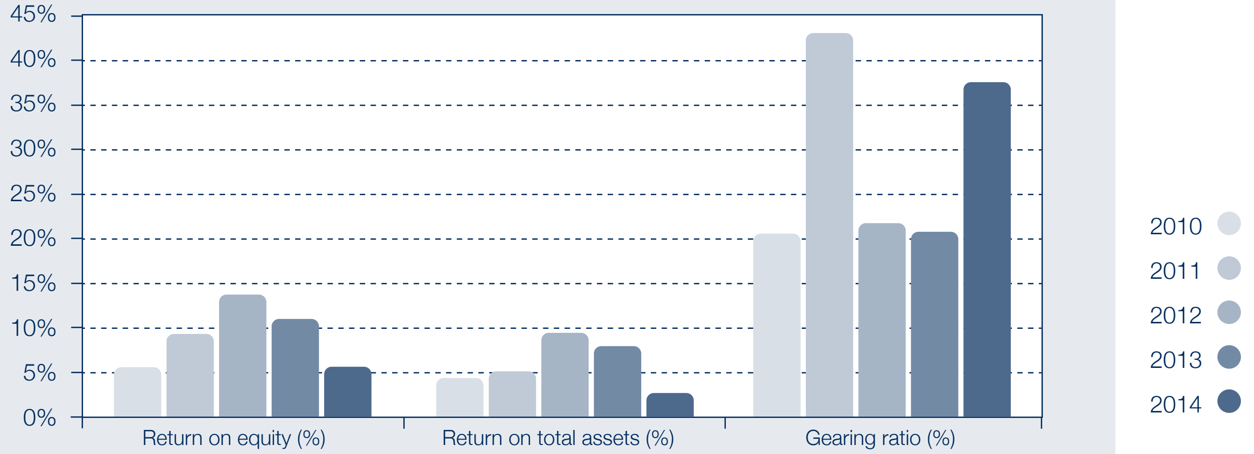

Revenue (RM'000)
350,000
300,000
250,000
200,000
150,000
100,000
50,000
0
2010
2011
2012
2013
2014
2010
2011
2012
2013
2014


Statements of Profit or Loss and Other Comprehensive Income (RM'000)
35,000
30,000
25,000
20,000
15,000
10,000
5,000
0
EBITDA
Finance costs
Profit before tax
Profit after tax
Comprehensive income to owners
2010
2011
2012
2013
2014

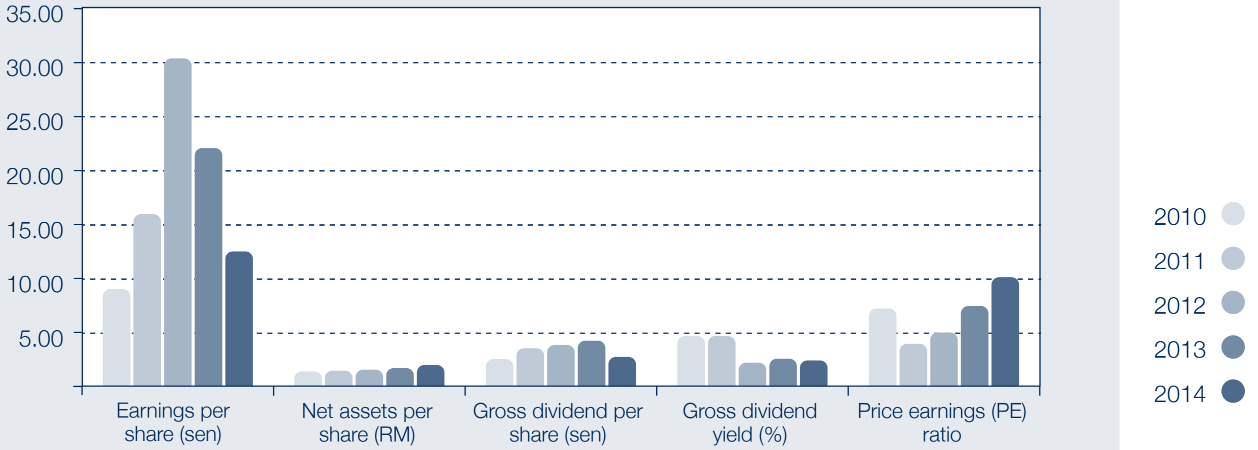

Statements of Financial Position (RM'000)
350,000
300,000
250,000
200,000
150,000
100,000
50,000
0
Total assets
Total borrowings
Shareholders' equity
2010
2011
2012
2013
2014

Financial Highlights (cont'd)

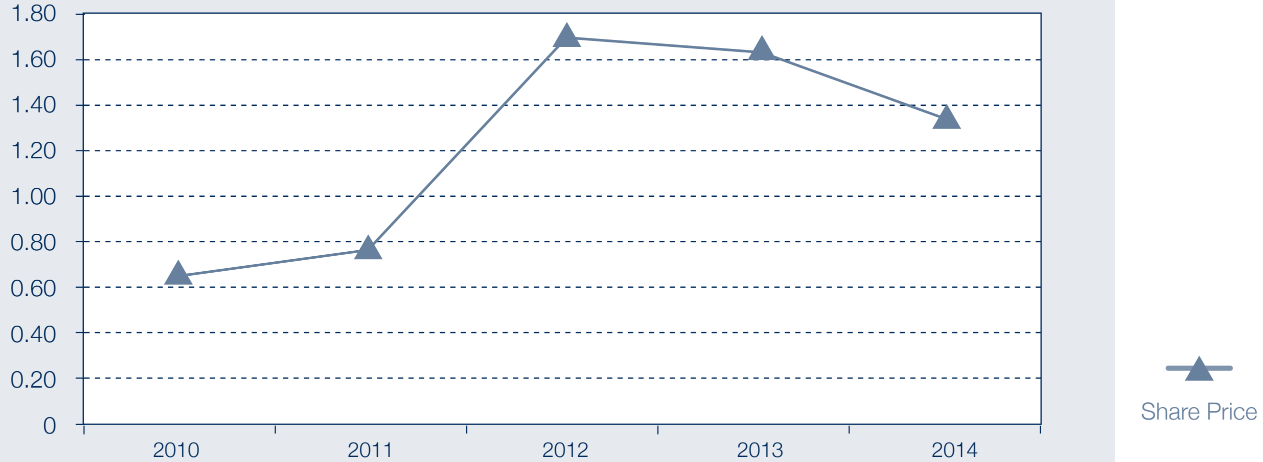
Ratio Analysis (%)



Share Information



Share Price (RM)



Statement on Management Discussion and Analysis

This statement is to give investors and shareholders a better understanding of the Group's business, operations and financial position. In line with the corporate disclosure guide issued by Bursa Malaysia, the Board is pleased to present the following statement for the financial year ended 31 December 2014.

1. OVERVIEW OF BUSINESS AND OPERATIONS, OBJECTIVES AND STRATEGIES

A. Business and Operations

From the Group's perspective, the principal activities are primarily involved in two (2) segments (ie tin manufacturing segment and food and beverage ("F&B") segment). One segment is manufacturing of various tins, cans and other containers and printing of tinplates. While the latter segment is manufacturing of milk, packing and processing of milk powder and other related dairy products.

The Group's organisation and corporate structure is included in page 9 of this Annual Report.

For the tin manufacturing segment, most of the customers are locally based, with minority in Singapore market. They consist of various industries mainly in biscuit, paint and chemical, edible oil and food processing industries.

Whilst for F&B segment, majority of the customers are from overseas, mainly in West Africa and South East Asia Region. The dairy products produced by the Group comprise sweetened condensed milk, evaporated milk as well as milk powder in both bulk and consumer packs.

B. Objectives and Strategies

The Board seizes any short term opportunities, however, without compromising the Group's long term business objectives. Thus, the Board is reviewing and monitoring the financial performance of the Group closely.

The Group's objectives include compliance with local statutory and regulatory requirements, maintain high quality of products and high level of customer satisfaction, as well as to achieve the Good Manufacturing Practice ("GMP") standards and in order to fulfil customer product safety requirement.

In order to achieve the Group's business objectives, Management is required to oversee the day-to-day operations, ensuring lower wastage and rejection rate. The Management responsibilities include ensuring all the production schedules are planned, periodical maintenance services on equipment and machineries are done accordingly, regular meeting relating to production matters and improvement are carried out as well as continuous innovation of new products.

2. REVIEW OF FINANCIAL RESULTS

For the current financial year under review, the Group achieved the revenue of RM316.78 million against previous year's revenue of RM241.38 million increased by RM75.4 million. However, the profit before tax has decreased by RM8.79 million to RM18.36 million from RM27.15 million.

For the tin manufacturing segment, the revenue increased by RM5.80 million to RM88.87 million from RM83.07 million due to higher demand from customers who are in edible oil industry. On the other hand, the revenue for F&B segment increased by RM77.41 million to RM227.90 million from RM158.31 million mainly due to higher sales in condensed milk.

Profit before tax of tin manufacturing segment, increased by RM1.18 million to RM12.39 million from RM11.21 million, mainly due to increase in demand and lower allowance for doubtful debts in current year as compared to preceding year. Whilst for F&B segment, the profit before tax decreased by RM9.72 million to RM7.76 million from RM17.48 million mainly due to compensation paid for products with quality issues.

Other financial and non-financial indicators are highlighted in pages 2 to 4 of this Annual Report.

3. REVIEW OF OPERATING ACTIVITIES

The following are the main factors that may affect the operating activities of the Group:

A. Business Risk

The Group is principally involved in two (2) segments (ie tin manufacturing segment and F&B segment). The former segment is manufacturing of various tins, cans and other containers and printing of tinplates. And the other segment is manufacturing of milk, packing and processing of milk powder and other related dairy products.

The revenue and operating results could be adversely affected by many factors which include, amongst others, increases in the cost of raw materials and increases in labour costs as well as upkeep and maintenance of major machineries.

The Group attempts to mitigate these risks by continuously monitoring the prices of key raw materials, expanding the pool of suppliers and customers whilst continuing to establish long term business relationship with the existing suppliers and customers, expanding the existing business by capturing the strength of the Group's reputation and developing new products. There is no assurance that any changes to the above factors will not materially affect the performance of the Group as a whole.

B. Political, Economic and Regulatory Considerations

The Group's business, prospects, financial condition and level of profitability may be affected by developments in the economic, political and regulatory environment in Malaysia and the other countries in which the Group's products have market presence. Any adverse developments or uncertainties in these factors could materially or adversely affect the profitability and business prospects of the Group.

Political and economic uncertainties include (but are not limited to) risk of war, global economic downturn, expropriation, nationalisation, changes in political leadership, changes in investment policies, unfavourable changes in government policies such as changes in interest rates, method of taxation, exchange controls or the introduction of new regulations, import duties and tariffs and re-negotiation or nullification of existing contracts.

The Group will continue to adopt effective measures such as prudent management and efficient operating procedures to mitigate these factors. However, there can be no assurance that adverse economic, political and regulatory changes will not materially affect the Group's business.

C. Competition Risks

The Group faces competition from both new entrants and existing players which offer similar products. High product quality, manufacturing efficiency, marketing, reasonable pricing and range of products are critical factors towards ensuring the success and sustainability of the business.

The Group will continue to take strategic measures and continuous review of the operational efficiency to move ahead of competition by addressing the factors above. Whereas for the F&B segment, the barriers to entry are mainly the relative high capital investment to set up the manufacturing facilities, established distribution channels, compliance with stringent safety standards and strong research and development capabilities.

As the Group already has existing manufacturing plants with established distribution channels, the Group does not foresee immediate threat of new entrants that will significantly affect the Group's business. Notwithstanding the above, there can be no assurance that the Group will be able to maintain its market share.

D. Foreign Exchange Risks

The Group is exposed to foreign exchange risks on sales and purchases that are denominated in a currency other than Ringgit Malaysia ("RM"). The currencies giving rise to this risk are primarily United States Dollar ("USD").

The Group will continue to evaluate the need of utilising financial instruments to hedge the currency exposure, taking into consideration the currency involved, exposure period and transaction costs. There can be no assurance that any change in exchange rates will not have a material or adverse effect on the financial position and performance of the Group.

3. REVIEW OF OPERATING ACTIVITIES (cont'd)

E. Dependence on Key Management and Skilled Personnel

The Group's continued success will depend upon, to a certain extent, the skills, experiences, abilities and continued efforts of the key management personnel. The loss of key management personnel in the Group may have an adverse impact on the performance of the Group.

The Group recognises the importance of attracting and retaining the key management personnel to support the business operations. The Group presently has in place, human resources strategies which include providing competitive and performance-based remuneration and providing employees with a variety of on-going training programmes to upgrade their knowledge and capabilities.

However, we cannot provide any assurance that the above measures will be successful in attracting and retaining the key management personnel.

4. FORWARD-LOOKING STATEMENTS

The Group maintains its view that the businesses will grow steadily in the near future amidst the volatility of raw material prices and the global economic uncertainties. With the running of new printing machines in tin manufacturing segment and the expansion plan undertaken in food and beverage segment, the Group is expected to an increase in capacity and provides better quality products to our customers.

For the tin manufacturing segment, demand is expected to grow marginally in this matured and stable industry. With the increase in capacity of new printing machine, the Group is expected to provide more printing services to potential customers with relatively high margin.

Despite the volatility of the raw material prices and uncertainties in the global economic in the near term, the demand of the F&B segment remained strong. Furthermore, the expansion plan undertaken for F&B segment includes purchase of land and construction of new factory and warehouse, which is expected to be completed in year 2015. Upon completion F&B segment's manufacturing capacity, production efficiency and pricing competitiveness will be increased and improved significantly.

With the above, the Group would be able to take up new orders and cater to existing and new customers' demand in both existing markets and new potential markets. The Group sees its competitive edge in penetrating the new foreign markets via trade shows as well as through other traders and distributors.

Barring any unforeseen circumstances, the Board believes that the prospects and future financial performance of the Group is expected to be favourable.

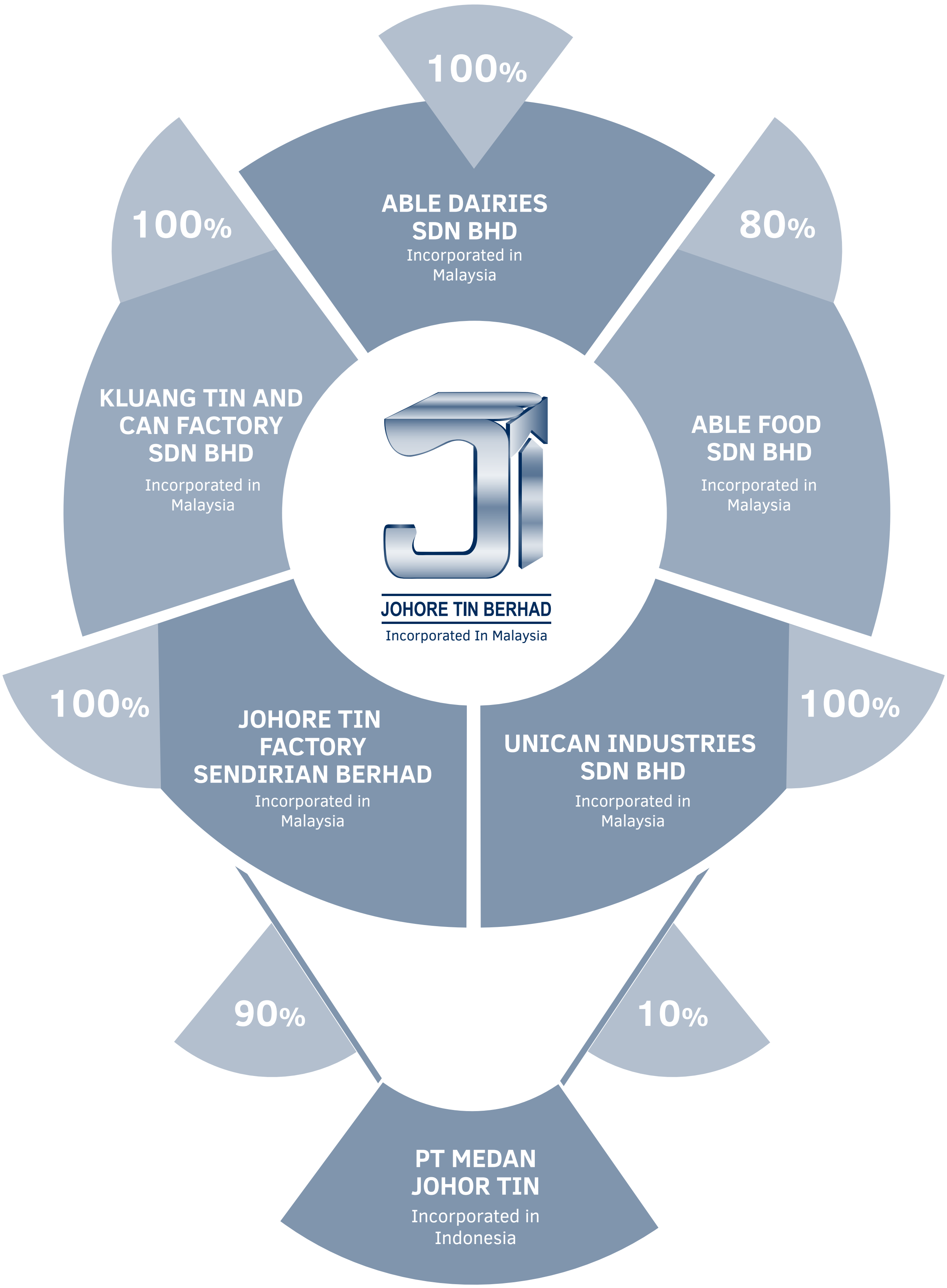
This forward-looking statement is based on current expectations and assumptions made by the Board through the analysis of historical information and trends. The Board is under no obligation to and expressly disclaims any obligation to, update or alter its forward-looking statements, whether as a result of new information, subsequent events or otherwise.

This statement is made in accordance with a Board resolution dated 7 May 2015.

Corporate Information

Board of Directors	:	Datuk Kamaludin Bin Yusoff (Chairman/Senior Independent Non-Executive Director) Mr. Edward Goh Swee Wang (Chief Executive Officer) Mr. Yeow Ah Seng @ Yow Ah Seng (Executive Director) Mr. Lim Hun Swee (Executive Director) Mr. Siah Chin Leong (Independent Non-Executive Director, appointed on 18 March 2014) Ms. Ng Lee Thin (Independent Non-Executive Director, appointed on 6 May 2014)
Audit Committee	:	Mr. Siah Chin Leong (Chairman) Datuk Kamaludin Bin Yusoff Ms. Ng Lee Thin
Remuneration Committee	:	Ms. Ng Lee Thin (Chairman) Mr. Edward Goh Swee Wang Mr. Siah Chin Leong
Nomination Committee	:	Datuk Kamaludin Bin Yusoff (Chairman) Mr. Siah Chin Leong Ms. Ng Lee Thin
Risk Management Committee	:	Mr. Siah Chin Leong (Chairman) Mr. Edward Goh Swee Wang Mr. Lim Hun Swee Mr. Teo See Chee (General Manager) Mr. Hoo Joo Chuan (Factory Manager)
Company Secretary	:	Ms. Yong May Li (LS0000295)
External Auditors	:	Crowe Horwath Chartered Accountants 30-04, Level 30, Menara Landmark 12, Jalan Ngee Heng 80000 Johor Bahru, Johor Tel: +60(7) 278 1268 Fax: +60(7) 278 1238
Share Registrar	:	Tricor Investor Services Sdn. Bhd. Level 17, The Gardens North Tower Mid Valley City Lingkaran Syed Putra 59200 Kuala Lumpur Tel: +60(3) 2264 3883 Fax: +60(3) 2282 1886
Registered Office	:	Suite 1301, 13th Floor City Plaza, Jalan Tebrau 80300 Johor Bahru, Johor Tel: +60(7) 335 4988 Fax: +60(7) 335 4977
Principal Bankers	:	Public Bank Berhad Hong Leong Bank Berhad AmBank (M) Berhad United Overseas Bank (Malaysia) Bhd
Stock Exchange Listing	:	Main Market of Bursa Malaysia Securities Berhad ("Bursa Securities")
Website	:	http://www.johoretin.com.my

Corporate Structure



Chairman's Letter to Shareholders

On behalf of the Board of Directors of Johore Tin Berhad ("JTB"), I would like to present the Annual Report and Audited Financial Statements for the financial year ended 31 December 2014.

FINANCIAL REVIEW

JTB Group's consolidated revenue for the year under review increased to RM316.78 million from RM241.38 million in year 2013. Profit before tax, however, reduced to RM18.36 million from RM27.15 million.

And, profit after tax for the financial ended 31 December 2014 decreased to RM12.02 million from RM20.52 million in 2013.

DIVIDEND

The Board of Directors is pleased to propose the final single-tier dividend of 3.5 sen per ordinary share for the year ended 31 December 2014, subject to the shareholders' approval at the forthcoming Annual General Meeting of JTB.

As there is no interim dividend declared during the financial year, if this proposed final dividend is approved, the total dividend for the year 2014 will be 3.5 sen per ordinary share.

PROSPECT IN PACKAGING SEGMENT

The tin can business is expected to be quite stable. Prices of raw materials including tinplate is also expected to be stable and this is a good scenario for both the Group as well as our customers as businesses could proceed without much volatility.

PROSPECT IN FOOD AND BEVERAGE SEGMENT

Prices of dairy products continue its volatilities in the first quarter of 2014 and both the bearish and bullish camps are still voicing their opposite views as to which direction the dairy prices will go. This probably means that the process of dairy products would still be volatile for the near future and is unpredictable.

However, the demand for dairy products remained strong despite the uncertainties of the process. This will hopefully translate to higher growth in the Group's dairy products businesses and I am confident that there will be an increase in the revenue of our food and beverage segment.

APPRECIATION

On behalf of the Board of Directors, I would like to express my sincere appreciation to our customers, bankers, business partners and shareholders for their support and cooperation extended to us.

And to our dedicated staffs and directors for their efforts in seeing the Group through a very challenging 2014.

Finally, to the members of the Board, my utmost gratitude for your guidance and assistance in helping me to chair the Board of JTB.

Thank you.

DATUK KAMALUDIN BIN YUSOFF
Senior Independent Non-Executive Chairman

Dated: 29 May 2015

Profile of Directors

	Datuk Kamaludin Bin Yusoff	Edward Goh Swee Wang
Position	Chairman / Senior Independent Non-Executive Director	Chief Executive Officer
Age	67	52
Nationality	Malaysian	Malaysian
Qualification	Bachelor of Arts (Hons) in History, University Malaya, Kuala Lumpur, 1974	Business Administration and Mechanical Engineering
Working experience & occupation	- Started his career as Administrative & Diplomatic Officer in the public sector in 1974 and has served in various positions with Ministry of Finance, Ministry of Defence, Road Transport Department and Ministry of Entrepreneur Development	- Holds a Bachelor of Science Degree in Mechanical Engineering and a Master Degree in Business Administration from the Oklahoma State University, United States of America - More than 20 years of working experience in tin can industry - Oversees company planning, development, marketing and overall management
Date of Appointment	11 August 2008 26 April 2010 (Chairman)	31 December 2002
Other directorships of public listed companies	Yoong Onn Corporation Berhad	No
Membership of Board Committees	Chairman of Nomination Committee and member of Audit Committee	Member of Remuneration Committee and Risk Management Committee
Family relationship with any director and/or major shareholder of Johore Tin Berhad ("JTB")	Husband to Datin Fawziah Binti Hussein Sazally who is a major shareholder of JTB	Son to Mr. Goh Mia Kwong who is a major shareholder of JTB
Conflict of interest with JTB, if any	No	No
Convictions for offences within the past 10 years other than traffic offences	No	No
No. of Board Meetings attended in the financial year	5	5

	Yeow Ah Seng @ Yow Ah Seng	Lim Hun Swee
Position	Executive Director	Executive Director
Age	62	63
Nationality	Malaysian	Singaporean
Qualification	Supervision of factory operations and sales	Management of factory operation
Working experience & occupation	- Started his career in the tin can manufacturing industry since 1983 - Joined Kluang Tin And Can Factory Sdn. Bhd. in 1988 as Executive Director	- 20 years' experience as Managing Director of In-Comix Food Industries Sdn. Bhd. and retired from the position since July 2009 - Presently, he is the Managing Director of Tomypak Holdings Berhad
Date of Appointment	31 December 2002	26 August 2010
Other directorships of public listed companies	No	Tomypak Holdings Berhad
Membership of Board Committees	N/A	Member of Risk Management Committee
Family relationship with any director and/or major shareholder of JTB	No	No
Conflict of interest with JTB, if any	No	No
Convictions for offences within the past 10 years other than traffic offences	No	No
No. of Board Meetings attended in the financial year	5	5

	Siah Chin Leong	Ng Lee Thin
Position	Independent Non-Executive Director	Independent Non-Executive Director
Age	52	48
Nationality	Malaysian	Malaysian
Qualification	Bachelor of Arts, majoring in Political Science (1982-1985)	Chartered Accountancy
Working experience & occupation	- Started as Manager in 1988 at the subsidiary of Tasek Maju Realty Sdn. Bhd., a Property Developer and promoted as Executive Director in 1990 - Subsequently, joined Daiman Development Berhad, a Property Developer as General Manager in 2006 and resigned in 2013 - Currently, he is an Advisor of S & L Vintners, a Wine Retailer	- Member of the Malaysian Institute of Accountants ("MIA") and Fellow Member of Association of Chartered Certified Accountants ("FCCA") - Graduated with a Bachelor of Economics (Hons) from University Utara Malaysia in 1992 - She has more than 20 years of experience in the field of corporate finance, auditing, accounting and taxation - She was the Financial Controller of Binaik Equity Bhd. in 2001 for 9 years before set up her own firm, Yellow Business Solution in 2010 and Yellow Tax Services Sdn. Bhd. in 2012. Prior to that, she worked with Ernst & Young in 1996
Date of Appointment	18 March 2014	6 May 2014
Other directorships of public listed companies	No	No
Membership of Board Committees	Chairman of Audit Committee and Risk Management Committee, Member of Remuneration Committee and Nomination Committee	Chairman of Remuneration Committee, Member of Audit Committee and Nomination Committee
Family relationship with any director and/or major shareholder of JTB	No	No
Conflict of interest with JTB, if any	No	No
Convictions for offences within the past 10 years other than traffic offences	No	No
No. of Board Meetings attended in the financial year	4	4

Directors' Responsibility Statement

The Directors are required to prepare the financial statements of the Group and of the Company, in accordance with the provisions of the Companies Act 1965 and applicable approved accounting standards in Malaysia, so that to give a true and fair view of the state of affairs of the Group and of the Company at the end of the financial year, and of the results and cash flows for the financial year then ended.

In preparing the financial statements, the Directors have ensured:

- Appropriate accounting policies are adopted and applied them consistently;
- Reasonable and prudent judgments and estimates are made; and
- Applicable approved accounting standards in Malaysia have been followed.

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

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

This statement is made in accordance with a Board resolution dated 7 May 2015.

Audit Committee Report

The Board presents the Audit Committee Report which provides insights into the manner in which the Audit Committee ("AC") discharged its function for the Group in 2014.

1. COMPOSITION OF MEMBERS

The Committee comprises the following members, all of whom are Independent Non-Executive Directors and details of attendance of each member at Committee Meetings held during the year are as follows:

Composition of Committee *(Designation)*	**No. of Committee Meetings Attended**
Siah Chin Leong *(Chairman/Independent Non-Executive Director)* *(Appointed on 18.03.2014)*	2/2
Datuk Kamaludin Bin Yusoff *(Senior Independent Non-Executive Director)*	6/6
Ng Lee Thin *(Independent Non-Executive Director)* *(Appointed on 06.05.2014)*	2/2
Lim Chin Kai *(Chairman/Independent Non-Executive Director)* *(Retired on 25.06.2014)*	4/4
Muhamad Feasal Bin Yusoff *(Senior Independent Non-Executive Director)* *(Retired on 25.06.2014)*	4/4

The meetings were appropriately structured through the use of agendas and board papers containing information relevant to the matters for deliberation, which were distributed to members with sufficient notification.

The Board assesses the performance of the AC and its members through an annual Board Committee effectiveness evaluation. The Board is satisfied that the AC and its members have been able to discharge their functions, duties and responsibilities in accordance with the Terms of Reference of the AC.

2. MEMBERSHIP

The AC is appointed by the Board from amongst the directors of the Company and consists of three (3) members. All AC members being Independent Non-Executive Directors. The AC included one (1) Director who is a member of the Malaysian Institute of Accountants ("MIA").

All members of the AC shall be financially literate and appropriately qualified with sound knowledge and experience in accounting, business, and financial management. The quorum shall be two (2) members.

3. SECRETARY

The Secretary to the AC is the Company Secretary.

4. FREQUENCY OF MEETINGS

Meetings shall be held not less than four (4) times a year. The External Auditors may request a meeting if they consider that one is necessary.

5. TERMS OF REFERENCE

5.1 Authority

The Committee is authorised by the Board, in accordance with the procedures to be determined by the Board (if any) and at the cost of the Company, to:

(a) Investigate any activity within the Committee's terms of reference;

(b) Have resources which are reasonably required to enable it to perform its duties;

(c) Have full and unrestricted access to any information pertaining to the Company or the Group;

(d) Have direct communication channels with the External Auditors and person(s) carrying out the internal audit function or activity (if any);

(e) Obtain outside legal or other independent professional advice and secure the attendance of outsiders with relevant experience and expertise if it considers necessary; and

(f) Convene meetings with External Auditors, Internal Auditors or both, excluding the attendance of other directors and employees of the Company, whenever deemed necessary, but at least twice a year.

5.2 The Duties of the Committee shall be to review the following and report the same to the Board:

(a) Any matters concerning the appointment, any questions of resignation or dismissal of the External Auditors and the audit fee;

(b) The nature and scope of the audit by the External Auditors before commencement;

(c) The External Auditors' audit report, areas of concern arising from the audit and any other matters the External Auditors may wish to discuss (in the absence of management if necessary);

(d) Any financial information for publication, including quarterly and annual financial statements, before submission to the Board, focusing particularly on:

- Changes in implementation of major accounting policy changes
- Significant and unusual events; and
- Compliance with accounting standards and legal requirements

(e) The External Auditor's management letter and management's response;

(f) The adequacy of the competency and relevance of the scope, functions and resources of internal audit and the necessary authority to carry out its work;

(g) The audit plan and work programme of internal audit and where necessary, ensure that appropriate actions are taken on the recommendations of the internal audit;

(h) Findings of internal audit work and management's response;

(i) Any evaluation on internal controls by auditors;

(j) To review and recommend the risk management policy framework for approval by the Board;

(k) To recommend to the Board on proposed changes in risk management policies and strategies, as and when necessary;

(l) To liaise with Internal Auditors and External Auditors in respect of their conduct of the audit/review of the Company's risk management process;

(m) To review reports to ensure compliance with risk management policies and provide recommendation where necessary;

(n) Extent of cooperation and assistance given by the employee;

(o) The propriety of any related party transactions and conflict of interest of situations that may arise within the Company or the Group; and

(p) Any other matter as defined by the Board.

6. REPORTING PROCEDURES

The AC shall reports to the Board of Directors.

7. SUMMARY OF ACTIVITIES DURING THE FINANCIAL YEAR

During the financial year, the AC carried out its duties as set out in its Terms of Reference. The activities undertaken were as follows:

- Reviewed with the External Auditors their scope of work and audit plan for the year prior to the commencement of audit;
- Reviewed the results of the external audit, the audit report and the management letter, including management's response;
- Reviewed the annual report and audited financial statements of the Group before submission to the Board for their consideration and approval. The review was to ensure that the audited financial statements were drawn up in accordance with the provision of the Companies Act, 1965 and the applicable Approved Accounting Standards;
- Discussed with the External Auditors on their assessment of the Company's internal control system. Noted that no major weaknesses were reported by them;
- Reviewed the external audit performance, effectiveness and independence before recommending to the Board for their re-appointment and remuneration;

During the financial year, the Audit Committee carried out its duties as set out in its Terms of Reference. The activities undertaken were as follows:

- Reviewed quarterly financial results to ensure compliance with the Listing Requirements of Bursa Malaysia before recommending them for the Board's approval;
- Reviewed the External Auditor's remuneration and made recommendation to the Board for acceptance and for their re-appointment;
- Conducted meetings with the External Auditors without the presence of the Executive Directors and employees of the Company;
- Reviewed and approved the Internal Auditor's audit plans with the Internal Auditor;
- Reviewed and approved the quarterly internal audit reports with the Internal Auditor;
- Reviewed the status report of internal audit activities for the financial year ended 31 December 2014 to ensure all the planned activities were properly carried out;
- Reviewed the recommendations by the Internal Auditors and corrective actions taken by management in addressing and resolving issues as well as ensuring that all issues are adequately addressed on a timely basis;
- Reviewed and assessed the adequacy of the competency and effectiveness of the systems of risk management and internal control and the efficiency of the Group's operations in particular those relating to areas of significant risks;
- Reviewed any related party transactions that may arise within the Company of the Group; and
- Reviewed the extent of the Group's compliance with the provisions set out under the Malaysian Code on Corporate Governance pursuant to the Main Market Listing Requirements of Bursa Malaysia Securities Berhad.

During the Board Meeting, the Chairman of the AC briefed the Board on the matters discussed at the AC meetings. The Chairman also briefed the Board on the discussion on the quarterly financial results, the annual Audited Financial Statements and the recommendations of the Committee thereon to the Board to adopt the quarterly financial results and the annual Audited Financial Statements.

8. INTERNAL AUDIT AND RISK MANAGEMENT FUNCTIONS

The Company has outsourced its internal audit and risk management functions to a professional services firm, which is tasked with the aim of providing assurance and assisting the AC and the Board in reviewing the adequacy and effectiveness of the internal control systems and risk management in the Company.

8. INTERNAL AUDIT AND RISK MANAGEMENT FUNCTIONS (cont'd)

The internal audit function also acts as a source to assist the AC and the Board to strengthen and improve current management and operating style in pursuit of best practices. The costs incurred for the internal audit function in respect of the financial year ended 31 December 2014 was RM66,000.

The main responsibilities of the Internal Auditors are to:

- Assist in reviewing the adequacy, integrity and effectiveness of the Company's internal control system;
- Perform a risk assessment of the Company to identify the business processes within the Company that internal audit should focus on; and
- To perform any ad hoc appraisals, inspections, investigations, examinations, reviews requested by the AC or Senior Management as appropriate.

Activities of Internal Audit Function

- Internal audit reports, incorporating audit recommendations and management responses with regards to audit findings relating to the weaknesses in the systems and controls of the respective operations audited, were issued to the AC and the Management of the respective operations.
- The internal audit function also followed up with Management on the implementation of the agreed audit recommendations. The extent of compliance is reported to the AC on a regular basis. The AC in turn reviews the effectiveness of the system of internal controls in operations and reports the results thereon to the Board.
- Evaluate the relevance, reliability and integrity of financial and management information.
- Assess the means of safeguarding assets and verify their existence.
- Ascertain the extent of compliance with established policies, procedures, plans, laws and regulations.

The Board, in striving for continuous improvement will put in place appropriate action plans, when necessary, to further enhance the Company's systems of internal control.

This report is made with the approval of the Board dated 7 May 2015.

Corporate Governance Statement

The Board of Directors ("the Board") is committed to ensure that a high standard of corporate governance are practiced throughout the Group as a fundamental part of discharging its duties and responsibilities, to safeguard and enhance the long-term interests of its shareholders and other stakeholders.

The Board is pleased to present the following statement, as sets out the manner in which the Group has applied the principles and specific recommendations of the Malaysian Code on Corporate Governance 2012 ("the Code") and the extent of compliance recommendation advocated therein pursuant to paragraphs 15.25 and 15.08A of the Main Market Listing Requirements ("Listing Requirements") of Bursa Malaysia Securities Berhad ("Bursa Securities").

1. ESTABLISH CLEAR ROLES AND RESPONSIBILITIES

1.1 Clear Functions of the Board and Management

The Board is responsible for oversight and overall Management (consists of Chief Executive Officer ("CEO"), Executive Directors and the Department Heads) of the Group, which include directing, overseeing and monitoring the Management, ethical conducts and regulatory compliance, as well as questions the Management on certain key areas based on information provided.

There is a clear division of responsibility at the control of the Board, to ensure a balance of power and authority. The Board is chaired by the Independent Non-Executive Director, who is responsible for heading the Board, encourage all Directors to play an active role in Board activities, concern matters pertaining to the Board, monitoring overall conduct of the Board meetings as well as liaise with CEO and the Company Secretary on the agenda for Board meetings.

The Group is led and controlled by the Board. Specific responsibilities have been delegated to the Board Committees in order for them to discharging their fiduciary duties and to assist the Board in the running of the Group. The Board Committees comprising Audit Committee, Nomination Committee, Remuneration Committee and Risk Management Committee.

Each Board Committee operates within clearly defined terms of reference. The Board Committee will then communicate with the Management to further discuss the matters that may have material impact on the Group's performance and results as a whole, and review the actions taken by the Management periodically. As for the employees, there are also clearly defined in roles and responsibilities based on their job function. However, the Board still remains fully responsible for the overall conducts of the Board Committees.

1.2 Clear Roles and Responsibilities

The following are the key responsibilities of the Board, in discharging its stewardship role:

A. Overseeing the conduct of the Group's business

The Board delegates certain responsibilities to the Board Committees, in which the members of the Board Committees comprises of a wide spectrum of skills, knowledge and expertise from varied business and educational backgrounds which is vital to the continued success of the Group's business.

The CEO is responsible for the day-to-day operations, overall management effectiveness, implementation of the policies and strategies adopted by the Board and seeking for long-term growth to achieve the Group's objectives as well as enhance the shareholders' and other stakeholders' value.

1. ESTABLISH CLEAR ROLES AND RESPONSIBILITIES (cont'd)

1.2 Clear Roles and Responsibilities (cont'd)

B. Identifying principal risks and ensuring the implementation of appropriate systems to manage these risks

Management Committee ("MC") mainly comprises Top Management Team and the Department Heads, to identify, evaluate, monitor and manage significant risks faced by the Group, through the formation of Risk Management Framework ("RMF"). The internal audit function and AC reviews the risk management profile and policies formulated by the MC and makes relevant recommendations to the Board for approval.

The Board also established Risk Management Committee ("RMC") to define and review the risk management strategies, policies and risk tolerance of the Group.

The systems of internal control have been implemented to reduce the risks of failure to achieve the Group's objective.

Details of the RMF and RMC are set out on page 29 of this Annual Report respectively.

C. Succession planning, including appointing, training, fixing the compensation of and, where appropriate, replacing senior management

The Board has established the Nomination Committee ("NC") and Remuneration Committee ("RC"). NC is responsible for selecting and recommending the candidates for new appointment as Directors, whereas RC is to determine the remuneration packages for Executive Directors of the Group.

Details of the NC and RC are set out on pages 22 to 24 of this Annual Report.

D. Overseeing the development and implementation of a communication policy for the Group

In order to ensure shareholders, investors and other stakeholders are well-informed for the latest information and financial performance and results of the Group, all updates will be available at our official website at http://www.johoretin.com.my.

E. Reviewing the adequacy and integrity of management information and internal control system of the Group

The Board has delegated to the Audit Committee ("AC") to examine the effectiveness of the Group's internal control systems and management information systems.

The details pertaining to the Group's internal control system and the review of its effectiveness are set out on pages 29 and 30 of this Annual Report.

1.3 Code of Ethics and Conduct

The Board acknowledges the importance of establishing a corporate culture which governs the high standard of ethic and good conduct of all employees including Directors.

As a result, the Board has formalised the ethical standards through the Code of Ethics and Conduct which provides general rules and guidelines for conducting business with honesty and integrity, record-keeping, confidential information and insider trading, protection and proper use of Group's assets or property, laws compliances, liaises with customers or suppliers, as well as conflicts of interest.

The Code of Ethics and Conduct shall be reviewed and updated periodically should there be changes in regulations or practical issues which are not covered by the present Code.

1. ESTABLISH CLEAR ROLES AND RESPONSIBILITIES (cont'd)

1.4 Sustainability

The Board recognises the importance of sustainability practices throughout the Group, the benefits of which are believed to translate into better corporate performance and its growing impact to the Group including emphasis in the social and environmental impact of its business operations.

The Board acknowledges the significance of Corporate Social Responsibility ("CSR") and views CSR as an extension to the Group's efforts in promoting a strong corporate governance culture.

The Group is committed to the welfare of its employees, by providing on-job training programmes and attending trade fair/exhibition, to equip them with necessary skills and knowledge in order for them to perform better in the workplace. The Group is also concern about the safety and health of its employees in the workplace, by establishing the Safety and Health Committee, as in accordance with the Occupational Safety and Health Act 1994, ensuring all employees are strictly adherence to the safety's standard operating procedures and measures to prevent/minimise unnecessary incidents.

The Group contributes to various societies, associations and other charitable organisations and the environment to assists the community. Among the beneficiary from our Group's contribution were Persatuan Kebajikan Amal Lexin Johor Bahru, Malaysian Association for the Blind, Malaysian Red Crescent Society, Persatuan Kebajikan Generasi Gemilang and etc.

The Group will continue its endavour to ensure wider community benefits from our efforts in enhancing the value of social responsibility.

1.5 Access to Information and Advice

All Directors, particularly the Independent Non-Executive Directors, who are not involved in the day-to-day operations of the Group, have unrestricted access to all information necessary relating to the Group's business and affairs to discharge their duties. The Directors are also furnished with additional information or clarification on matters tabled at Board meetings.

Management may be invited to attend Board meetings whenever necessary, to reports to the Board on matters relating to their areas of responsibility and highlighting relevant issues and updating latest information.

All Directors have access to the advice and services of the Company Secretary, and if deemed necessary, may seek independent professional or other advice, at the expense of the Group in the discharge of their duties.

1.6 Qualified and Competent Company Secretary

The Company Secretary is licensed by Companies Commission of Malaysia and is also an affiliate of a professional body and is qualified to act as Company Secretary under the Company Act 1965. The Board is satisfied with the performance and support rendered by the Company Secretary to the Board in discharging their duties.

The Company Secretary plays an advisory role to the Board in relation to the compliances with the relevant regulatory requirements, codes or guidance and legislations.

The Company Secretary is keeping abreast of the regulatory changes, latest development in corporate governance and other relevant matters, to ensure the Directors are well-informed to those changes.

1. ESTABLISH CLEAR ROLES AND RESPONSIBILITIES (cont'd)

1.7 Board Charter

The Board's charter of the Group, which sets out clearly, amongst others, the roles and responsibilities of the Board and the Board Committees, the composition and the process of the Board.

The Board Charter shall be reviewed periodically and updated in accordance with any changes in regulations or listing requirements that may have an impact on the discharge of the Board's responsibilities.

The details of the Board Charter are published in our Company's official website.

2. STRENGTHEN COMPOSITION

2.1 Nominating Committee

The NC comprises three (3) members, all of whom are Independent Non-Executive Directors. The NC is chaired by a Senior Independent Non-Executive Director, as promulgated by the commentary to Recommendation 2.1 of the Code.

The members of the NC and their attendance records are as follows:

Name of Directors *(Designation)*	**No. of Meetings Attended**
Datuk Kamaludin Bin Yusoff *(Chairman/Senior Independent Non-Executive Director)*	4/4
Siah Chin Leong *(Independent Non-Executive Director)* *(Appointed on 18.03.2014)*	1/1
Ng Lee Thin (f) *(Independent Non-Executive Director)* *(Appointed on 06.05.2014)*	1/1
Muhamad Feasal Bin Yusoff *(Senior Independent Non-Executive Director)* *(Retired on 25.06.2014)*	3/3
Lim Chin Kai *(Independent Non-Executive Director)* *(Retired on 25.06.2014)*	3/3

Summary of activities of NC during the financial year:

a) Made recommendations to the Board on new candidate(s) for appointment and re-appointment/re-election of Directors to the Board;
b) Reviewed the required mix of skills, experience and other qualities of the Board;
c) Reviewed and recommended to the Board for the appointment of members of Board Committees established by the Board; and
d) Assessed the quantitative and qualitative performance criteria for evaluation of the performance of each member of the Board annually.

2.2 Develop, Maintain and Review Criteria for Recruitment and Annual Assessment of Directors

A. Recruitment or Appointment of Directors

The Board does take into consideration the following criteria pertaining to the recruitment/appointment (including re-election/re-appointment) of Directors:

a) Relevant skills and experiences;
b) Industrial knowledge;
c) Education background;
d) Character and integrity; and
e) Expertise and professionalism.

2. STRENGTHEN COMPOSITION (cont'd)

2.2 Develop, Maintain and Review Criteria for Recruitment and Annual Assessment of Directors (cont'd)

B. Annual Assessment

The NC is responsible for assessing and evaluating the performance of the Board and the Board Committees, on an annual basis.

The annual evaluation including reviewing and assessing the performance of the Board, the effectiveness of the Board Committees and contribution of each individual Directors, as well as evaluating the independence of Independent Directors.

C. Gender Diversity Policy

The Board does not have a gender diversity policy, but as recommended by the Code (under Recommendation 2.2 of the Code), the Board has appointed a women Director in 2014, as an Independent Non-Executive Director to participating on Board Committees. The Board will also look into the ethnicity and age to meet the needs of the Group and make recommendations to the Board with regard to any changes.

D. Appointment of Senior Independent Non-Executive Director ("SINED")

As the former SINED has retired on 25 June 2014, the Board has appointed a SINED in 2014 (under Recommendation 2.1 of the Code) from among the Board.

The roles and responsibilities for the said position are stated in the following:

a) Ensure all Independent Directors have an opportunity to provide input on the agenda or advise the Chairman based on the information submitted by the Management to perform their duties and make quality judgment.

b) Sufficient time is given to the Independent Directors for the discussion of all agenda items.

c) Serve as a communication channel between the Board and shareholders, either directly or indirectly, to discuss issues or suggestions that affect the Group as a whole.

2.3 Remuneration Policies

The RC consists of two (2) Independent Non-Executive Directors and CEO.

The following are the RC members and their attendance records:

Name of Directors *(Designation)*	No. of Meetings Attended
Ng Lee Thin (f) *(Chairman/Independent Non-Executive Director)* *(Appointed on 06.05.2014)*	1/1
Edward Goh Swee Wang *(Chief Executive Officer)*	3/3
Siah Chin Leong *(Senior Independent Non-Executive Director)* *(Appointed on 18.03.2014)*	1/1
Lim Chin Kai *(Independent Non-Executive Director)* *(Retired on 25.06.2014)*	2/2
Muhamad Feasal Bin Yusoff *(Senior Independent Non-Executive Director)* *(Retired on 25.06.2014)*	2/2

The primary objective of the RC is to assist the Board in assessing and reviewing the remuneration packages of the Executive Directors to reflect the responsibility and commitment towards stewardship of the Directors and to enable the Company to recruit and retain the Directors needed to achieve the Group's objectives.

2. STRENGTHEN COMPOSITION (cont'd)

2.3 Remuneration Policies (cont'd)

The RC is responsible for determining and developing the remuneration policy for the Executive Directors. The Committee also recommends and assists the Board in determining the policy for the scope of service agreements for the Executive Directors, termination payments and compensation commitments, as well as the appointment of the services of such advisers or consultants as it deems necessary to fulfill its responsibilities.

The director fees for both Executive Directors and Non-Executive Directors are recommended by the Board as a whole, subject to the shareholders' approval at the Annual General Meeting ("AGM"). The committee member allowance and meetings allowance for Board and Board Committees, which form part of the director fees, are based on each committee member held the position in each Board and Board Committees, together with the attendance of the meeting conducted throughout the year.

Details of the Directors' remuneration of the Group for the financial year ended 31 December 2014 are stated as follows:

i) The aggregate remuneration of Directors are as follows:

Salaries and other emoluments	Executive (RM)	Non-Executive (RM)	Total (RM)
Salaries and bonuses	4,438,960	-	4,438,960
Fees	129,000	251,500	380,500
Total	4,567,960	251,500	4,819,460

ii) The number of Directors whose remuneration falls within the successive band of RM50,000 are as follows:

Directors' remuneration	Executive	Non-Executive	Total
RM50,000 and below	-	4	4
RM50,001 – RM100,000	-	2	2
RM250,001 – RM300,000	1	-	1
RM300,001 – RM350,000	2	-	2
RM600,001 – RM650,000	1	-	1
RM700,001 – RM750,000	1	-	1
RM800,001 – RM850,000	1	-	1
RM1,450,001 – RM1,500,000	1	-	1

3. REINFORCE INDEPENDENCE

3.1 Annual Assessment of Independence

During the financial year under review, the NC has assessed the contribution and performance of the Independent Directors. The Board is satisfied with the level of independence demonstrated by all the Independent Directors, and their ability to act in the best interests of the Group during deliberations at Board meetings.

3. REINFORCE INDEPENDENCE (cont'd)

3.2 Tenure of Independent Director

Under the Recommendations 3.2 and 3.3 of the Code, the tenure of an Independent Director should not exceed a cumulative term of nine (9) years. Upon completion of the nine (9) years, an Independent Director may continue to serve on the Board subject to either the re-designation of the director as a Non-Independent Director or seek for shareholders' approval to continue in office as an Independent Non-Executive Director.

For En. Muhamad Feasal Bin Yusoff and Mr. Lim Chin Kai, who had served as Independent Non-Executive Directors for more than nine (9) years had retired at the last Company's AGM in 2014.

3.3 Separation of Positions of the Chairman and CEO

There is a clear division of responsibilities between the Chairman and the CEO, to ensure a balance of power and authority.

The Chairman, who is an Independent Non-Executive Director, is responsible for leading the Board and monitors the functions of the Management as well as the Board Committees. Whilst the CEO is responsible for overseeing the daily operations, overall management effectiveness, implementation of the policies and strategies adopted by the Board and seeking for long-term growth to achieve the Group's objective.

3.4 Composition of the Board

Currently, the Board consists of six (6) Directors comprising three (3) Executive Directors, and three (3) Independent Non-Executive Directors, in which fulfills the prescribed requirement for at least two (2) or one-third (1/3) of the Board (whichever is higher) are Independent Directors as stated in paragraph 15.02(2) of the Listing Requirements of Bursa Securities.

The Independent Non-Executive Directors account for 50% of the Board, where the Chairman of the Board is an Independent Non-Executive Director. The Board is of the view that while it is important to promote gender diversity, the normal selection criteria based on an effective blend of competencies, skills, extensive experience and knowledge should remain a priority.

4. FOSTER COMMITMENT

4.1 Time Commitment

The Board ordinarily schedules at least four (4) Board meetings in a year, with additional meetings held whenever necessary, to discuss all relevant matters relating to the overall performance and results of the Group.

The Board, assisted by the Company Secretary, ensures timely circulation of notice of meetings, accuracy of the agenda content, records all the attendance of each individual Director, presence of a quorum, compliance with local regulations and listing requirements as well as keeping of proper minutes and other relevant records.

The attendances of each Director at the Board meetings are in the following:

Name of Directors *(Designation)*	**Attendance**
Datuk Kamaludin Bin Yusoff *(Chairman/Senior Independent Non-Executive Director)*	5/5
Edward Goh Swee Wang *(Chief Executive Officer)*	5/5
Yeow Ah Seng @ Yow Ah Seng *(Executive Director)*	5/5
Lim Hun Swee *(Executive Director)*	5/5

4. FOSTER COMMITMENT (cont'd)

4.1 Time Commitment (cont'd)

Name of Directors *(Designation)*	Attendance
Siah Chin Leong *(Independent Non-Executive Director)* *(Appointed on 18.03.2014)*	4/4
Ng Lee Thin (f) *(Independent Non-Executive Director)* *(Appointed on 6.05.2014)*	4/4
Lim Chin Kai *(Independent Non-Executive Director)* *(Retired on 25.06.2014)*	1/1
Muhamad Feasal Bin Yusoff *(Senior Independent Non-Executive Director)* *(Retired on 25.06.2014)*	1/1

Under Recommendation 4.1 of the Code, the Board should set out expectations on time commitment for its members and protocols for accepting new directorship. As a result, all Directors are required to notify the Chairman before accepting any new directorship. This is to shows the time commitment from the Directors to carry out their responsibilities.

4.2 Training

All the Directors have completed the Mandatory Accreditation Programme ("MAP"). In order for the Directors to discharge their duties with reasonable skills and knowledge, attending relevant training programmes are necessary to keep abreast with latest developments in the industry, on a continuous basis, in compliance with paragraph 15.08 of the Bursa Securities' Listing Requirements.

During the financial year under review, all Directors have attended the seminars or training which stated in the following:

Name of Directors	Workshops / Courses Attended	Date
Datuk Kamaludin Bin Yusoff	Govenrnance in Action – What Every Director Should Know	10 Apr 2014
Edward Goh Swee Wang	GST Essentials & Kick-Off for Implementation	28 Nov 2014
Yeow Ah Seng @ Yow Ah Seng	2015 Budget Outlook	28 Oct 2014
Lim Hun Swee	GST Essentials & Kick-Off for Implementation	28 Nov 2014
Siah Chin Leong	2015 Budget Outlook	28 Oct 2014
Ng Lee Thin (f)	Mandatory Accreditation Programme	6-7 Aug 2014

Other than attending the seminars and workshops, the Directors are also well-informed for the updated financial and operational performance of the Group as well as changes in regulatory and legislations which will affect the Group as a whole.

5. UPHOLD INTEGRITY IN FINANCIAL REPORTING

5.1 Compliance with Applicable Financial Reporting Standards

In presenting the Group's annual audited financial statements and quarterly announcement of financial results to the shareholders, the Management continues to ensure a balanced, understandable and meaningful assessment of the Group's financial performance and prospects, so as to give a true and fair view of the state of affairs of the Group, and of the results and cash flows for the financial year/period then ended, prior to recommending them to the Board for approval.

The AC assists the Board by monitoring and reviewing the information to be disclosed in the financial report, which is in compliance with the applicable accounting standards and statutory requirements, prior to its release to Bursa Securities.

5.2 Assessment of Suitability and Independence of External Auditors

The Board, through the AC, maintains a formal and transparent relationship with the External Auditors in seeking their professional advice and ensuring compliance with applicable accounting standards.

The External Auditors are invited to attend the AC meetings at least twice a year, to review and discuss the Group's accounting policies, internal control system and audit findings that may require the attention of the Board, as well as presenting their audit plan to the AC. Meetings with the External Auditors without Management have also been conducted twice during the year.

There are no significant non-audit services provided by the External Auditors, except for the non-audit fee payable in respect of review of Statement on Risk Management and Internal Control.

The non-audit fee is set out on page 32 of this Annual Report.

6. RECOGNISE AND MANAGE RISKS

6.1 Sound Framework to Manage Risks

The Risk Management Committee ("RMC") oversees the RMF of the Group and reviews the risk management and internal control system maintained by the Management and makes relevant recommendations to the Board for approval.

6.2 Risk Management and Internal Audit Functions

The Group has outsourced its risk management and internal audit function to a professional services firm, which is tasked with the aim of providing assurance and assisting the AC and the Board, in reviewing the adequacy and effectiveness of the internal control systems and risk management of the Group as a whole.

Details of the Group's risk management and internal control system are set out on pages 29 and 30 of this Annual Report.

7. ENSURE TIMELY AND HIGH QUALITY DISCLOSURE

7.1 Corporate Disclosure Policy

The Board is aware of the importance of timely and accurate material disclosure to the public and is compliance with Bursa Securities' Listing Requirements. This is to avoid confusion to the market and undermine the principle of orderly and fair market if the disclosures are incomplete or inaccurate.

The Board has delegated the authority to the CEO to approve all the announcements for release to Bursa Securities.

7. ENSURE TIMELY AND HIGH QUALITY DISCLOSURE (cont'd)

7.2 Leverage on Information Technology for Effective Dissemination of Information

Besides the disclosure of material information, the Board is using information technology or media to disseminate information, in order to enhance investor relations of the Group.

The Group maintains a website http://www.johoretin.com.my to disseminate up-to-date information and to keep shareholders, investors and other stakeholders well-informed on the Group's financial performance and operations.

8 STRENGTHEN RELATIONSHIP BETWEEN COMPANY AND SHAREHOLDERS

8.1 Encourage Shareholder Participation at General Meetings

The Company's AGM remains the principal forum for dialogue and communication with the shareholders. The shareholders are encouraged to attend the Company's AGM and participate in the proceedings and take the opportunity to raise questions in relation to the results and operations of the Group. The Board of Directors and Management are available to respond to shareholders' queries. Shareholders who are unable to attend the Company's AGM are allowed to appoint proxies to attend and vote on their behalf.

The notice of AGM and annual report will be dispatched to the shareholders at least 21 days before the date of meeting.

8.2 Encourage Poll Voting

In line with the best practice of Corporate Governance, the Board has passed a resolution by way of poll voting at the last AGM. The Board had also notified the shareholders of their rights to demand for poll voting during the last AGM.

This, rather than on a show of hands, would enforce greater shareholders' rights, and also allow all votes of shareholders who were unable to attend the AGM but who had appointed the Chairman of the meeting as proxy, to vote on their behalf in accordance with their instruction, for exercising their rights as shareholders of the Company.

8.3 Effective Communication and Proactive Engagement

At the AGM, all Directors are present in person to engage directly with the shareholders of the Company. The Management as well as External Auditors and Internal Auditors were invited to attend the meeting, to respond to the shareholders' queries.

The shareholders were also invited to submit additional questions or further doubt/queries they might have, after the meeting via post/e-mail, so that these queries could be responded after the meeting.

This statement is made in accordance with a Board resolution dated 7 May 2015.

Statement On Risk Management And Internal Control

The Board of Directors of Johore Tin Berhad is committed to maintaining a sound internal control and risk management system. The Management will also continue to take appropriate measures to strengthen the risk management and system of internal control.

This Statement is made by the Board, in compliance with the Malaysian Code on Corporate Governance 2012 ("the Code") as the best pratices of internal control and in pursuant to paragraph 15.26(b) of the Main Market Listing Requirements ("Listing Requirements") of Bursa Malaysia Securities Berhad ("Bursa Securities") and is guided by the Statement on Risk Management and Internal Control: Guidelines for Directors of Listed Issuers. The following Statement outlines the nature and scope of risk management and internal control system of the Group during the financial year under review.

BOARD'S RESPONSIBILITY

The Board affirms its overall responsibility for the Group's risk management and system of internal control, and for reviewing the adequacy and integrity of the system.

The system of internal control and is designed to manage, rather than eliminate, the risk of failure to achieve business goals and objectives within the tolerable levels that accepted by the Board and Management. The possibility risk of failure in terms of human error, poor judgment in decision-making, control processes being deliberately circumvented by employees and others, and the occurrence of unforeseeable circumstances can only be prevented or reduced in order to achieve the business objectives of the Group. As a result, it can only provide reasonable, but not absolute assurance against material misstatement, loss or fraud.

RISK MANAGEMENT FRAMEWORK

The Board is committed to maintain a sound risk management and internal control system, to safeguard shareholders' investment and the Group's assets, by ensuring the Risk Management Framework ("RMF") is embedded into the culture, processes and structures of the Group.

In order for the RMF to achieve its effectiveness, communication in relation to the segregation of authority, responsibility and accountability within the Group must be clearly defined to all levels of staff throughout the organisation. The setting of the RMF has been delegated by the Board to the Management Committee ("MC"), which is reviewed by independent Internal Auditors and the Audit Committee ("AC"), in identifying, evaluating, monitoring as well as managing those significant risks that faced by the Group.

A Risk Management Committee ("RMC") was formed in 16 January 2014, in which the members of RMC comprise Independent Non-Executive Director, Chief Executive Officer ("CEO"), Executive Director, General Manager and Factory Manager. The RMC is chaired by an Independent Non-Executive Director and are meets at least twice in a year.

The salient terms of reference of the RMC are as follows:

a) To define, review & recommend risk management strategies, policies and risk tolerance for the Board's decision making;

b) To review and assess the adequacy of risk management policies and framework for identifying, measuring, monitoring and controlling risks as well as the extent to which these are operating effectively;

c) To ensure adequate infrastructure and resources are in place for effective risk management (i.e. ensuring the staff responsible for implementing risk management systems perform those duties independently of the Group's risk taking activities;

d) To review the management's periodic reports on risk exposure, risk portfolio composition and risk management activities; and

e) To perform any other functions in relation to the risk management as and when identified by the RMC and the Board.

During the financial year under review, the RMC established risk management statement, strategies and policies which cover the risks areas in term of operational, regulatory, technologies, price, competition and concentration on key customers as its initial study. The RMC reviewed, evaluated and discussed the matters pertaining to the key corporate risks that may affect the Group's decision making.

INTERNAL AUDIT

The internal audit function provides assessments as to whether risks, which may hinder the Group from achieving its objectives, are being adequately evaluated, managed and controlled.

The internal audit function has been outsourced to an independent professional consulting firm. Internal audit is carried out periodically in all the subsidiaries in accordance with the approved annual internal audit plan. The internal audit review findings are reviewed directly by the AC who will then report to the Board for approval on a quarterly basis.

During the financial year under review, the internal audit had been carried out on purchasing, information technologies and assets cycles, as well as update on overall risk assessment for previous year's unsolved matters of all the operating subsidiaries of the Group. There were no significant weaknesses which resulted in material losses, contingencies or uncertainties that require disclosure in the Annual Report.

KEY INTERNAL CONTROL PROCESSES

The key elements of the Group's internal control system are described below:

a) A well-defined organisational structure with clear lines of responsibility and segregation of duties as well as clearly defined level of authority within the Group.

b) Sufficient insurance coverage to the Group's major assets against theft or disaster that may result in material losses, and to safeguard the best interests of its shareholders, investors and other stakeholders.

c) Proper rules and procedures in terms of hiring and termination of employees, performance appraisal, staff complaints and deficiencies, to ensure high level of efficiency in the workplace.

d) MC comprises Senior Management and the Department Heads, are meet at least once a year, to discuss and identify key risk areas, and deliberate on the risk management and update the risk register with follow-up action plans.

e) A code of ethic for all employees, which defines the ethical standards and work conduct required within the Group.

REVIEW OF THE STATEMENT BY EXTERNAL AUDITORS

Pursuant to paragraph 15.23 of the Listing Requirements of Bursa Securities, the External Auditors have reviewed this Statement for inclusion in the Annual Report for the financial year ended 31 December 2014, and reported to the Board that nothing has come to their attention that cause them to believe that this Statement is inconsistent with their understanding of the process adopted by the Board in reviewing the adequacy and integrity of the risk management and system of internal control within the Group.

CONCLUSION

The Board is of the view that the Group's risk management and system of internal control are in place for the financial year under review and up to the date of approval of this Statement, is satisfactory and sufficient to safeguards the Group's assets, as well as the best interests of its shareholders, investors and other stakeholders.

The Board has also received reasonable assurance from the CEO and Group Finance Manager that the Group's risk management and internal control system are operating adequately and effectively, in all material aspects, based on the risk management and internal control system of the Group as a whole. The assurance has been given based on the risk management and internal control system maintained by the Group, internal audit reports provided by the independent Internal Auditors and management representative letter, which highlighted minor deficiencies by the External Auditors.

This statement is made in accordance with a Board resolution dated 7 May 2015.

Additional Compliance Information

The information disclosed below is in compliance with the Main Market Listing Requirements ("Listing Requirements") of Bursa Malaysia Securities Berhad ("Bursa Securities").

1. UTILISATION OF PROCEEDS RAISED FROM PUBLIC ISSUE

The status of utilisation of proceeds of RM29,857,706 raised from the Rights Issue by way of issuance of 23,326,333 new ordinary shares of RM1.00 each at an issue price of RM1.28 each per share is as follows:

	Purpose	Proposed Utilisation RM'000	Actual Utilisation RM'000	Intended Timeframe (Within)	Deviation RM'000	Deviation %
i)	Purchase of land and construction of new warehouse and factory *	15,000	9,981	18 months	5,019	33.46
ii)	Purchase of machineries and equipment	8,000	8,000	18 months	-	-
iii)	Upgrading works **	1,500	886	18 months	614	40.94
iv)	Working capital	4,857	4,857	12 months	-	-
v)	Rights issue expenses	500	500	1 month	-	-
		29,857	24,224		5,633	18.87

** Construction of new warehouse and factory has commenced, however, it has started late due to pending approval from relevant authorities. Progressive payment will be made till the completion of the new warehouse and factory. Expected completion will be in 2nd quarter of 2015.*

*** Further upgrading works in the existing Kuala Langat's factory will only commence after transfer of some machineries into the new warehouse and factory.*

(Disclosed in accordance with Appendix 9C, Part A, item 13 of the Listing Requirements of Bursa Securities.)

2. OPTIONS OR CONVERTIBLE SECURITIES

No options or convertible securities were issued or exercised during the financial year.

(Disclosed in accordance with Appendix 9C, Part A, item 15 of the Listing Requirements of Bursa Securities.)

3. AMERICAN DEPOSITORY RECEIPT ("ADR") or GLOBAL DEPOSITORY RECEIPT ("GDR")

The Group did not sponsor any ADR or GDR programme during the financial year ended 31 December 2014.

(Disclosed in accordance with Appendix 9C, Part A, item 16 of the Listing Requirements of Bursa Securities.)

4. SANCTIONS AND/OR PENALTIES

The Company and its subsidiaries, Directors or management have not been imposed any sanctions and/or penalties by the relevant regulatory bodies.

(Disclosed in accordance with Appendix 9C, Part A, item 17 of the Listing Requirements of Bursa Securities.)

5. NON-AUDIT FEES

The amount of non-audit fees payable to external auditors of the Company for review of the Statement on Risk Management and Internal Control for the financial year ended 31 December 2014 amounted to RM4,000 (2013: RM3,000).

(Disclosed in accordance with Appendix 9C, Part A, item 18 of the Listing Requirements of Bursa Securities.)

6. VARIATION IN RESULTS

There was no significance variance between the reported results for the financial year and the unaudited results previously announced by the Company for the financial year ended 31 December 2014.

(Disclosed in accordance with Appendix 9C, Part A, item 19 of the Listing Requirements of Bursa Securities.)

7. PROFIT GUARANTEE

There were no profit guarantees received/given by the Company and its subsidiaries during the financial year.

(Disclosed in accordance with Appendix 9C, Part A, item 20 of the Listing Requirements of Bursa Securities.)

8. MATERIAL CONTRACTS

Since year of 1999, a Director of the Group's subsidiary and the subsidiary of the Group has entered into a tenancy agreement, renewal at every two (2) years, which was mutually agreed by both parties, renewed on 15 November 2013 and expiring on 14 November 2015, at a renewed monthly rental of RM1,400.

There were no other material contracts entered into by the Group involving Directors' and major shareholders' interests either still subsisting at the end of the financial year ended 31 December 2014 or entered into since the end of the previous financial year.

(Disclosed in accordance with Appendix 9C, Part A, item 21 of the Listing Requirements of Bursa Securities.)

9. EMPLOYEE SHARE OPTIONS SCHEME ("ESOS")

The Group did not offer any share scheme for employees during the financial year under review.

(Disclosed in accordance with Appendix 9C, Part A, item 27 of the Listing Requirements of Bursa Securities.)

10. CONTINUING EDUCATION PROGRAMME ("CEP")

All Directors have attended numerous seminars or courses during the financial year ended 31 December 2014.

Details of the seminars or courses attended are disclosed in the Corporate Governance Statement, as set out on page 26 of this Annual Report.

(Disclosed in accordance with Appendix 9C, Part A, item 28 of the Listing Requirements of Bursa Securities.)

11. INTERNAL AUDIT FUNCTION

The internal audit function was outsourced and the cost incurred for the internal audit function in respect of the financial year ended 31 December 2014 was RM66,000 (2013: RM82,500).

The Statement of Risk Management and Internal Control is set out on pages 29 and 30 of this Annual Report.

(Disclosed in accordance with Appendix 9C, Part A, item 30 of the Listing Requirements of Bursa Securities.)

12. RECURRENT RELATED PARTY TRANSACTIONS ("RRPT")

During the financial year ended 31 December 2014, the Group does not have a shareholders' mandate for recurrent related party transactions. As a result, all relevant and necessary announcements related to recurrent related party transactions had been made once they reached the threshold limit.

All recurrent related party transactions entered were in the ordinary course of business and were carried out on the terms and conditions that not materially different from those transactions with unrelated parties.

Details of the recurrent related party transactions are disclosed and set out in Note 36 on page 82 of this Annual Report.

(Disclosed in accordance with paragraph 10.09(1)(b) of the Listing Requirements of Bursa Securities.)

13. SHARE BUY-BACKS

During the financial year under review, the Company did not enter into any share buy-back transaction.

(Disclosed in accordance with paragraph 12.23, Appendix 12D of the Listing Requirements of Bursa Securities.)

Directors' Report

The directors hereby submit their report and the audited financial statements of the Group and of the Company for the financial year ended 31 December 2014.

PRINCIPAL ACTIVITIES

The Company is principally engaged in the business of investment holding and the provision of management services. The principal activities of the subsidiaries are set out in Note 5 to the financial statements. There have been no significant changes in the nature of these activities during the financial year.

RESULTS

	The Group RM	The Company RM
Profit after tax for the financial year	12,018,837	1,801,713
Attributable to:-		
Owners of the Company	12,978,716	1,801,713
Non-controlling interests	(959,879)	-
	12,018,837	1,801,713

DIVIDENDS

A final single tier tax-exempt dividend of 2 sen per ordinary share amounting to RM1,866,107 for the financial year ended 31 December 2013 was approved by the shareholders at the Annual General Meeting held on 25 June 2014 and paid on 18 July 2014.

At the forthcoming Annual General Meeting, a single tier final tax-exempt dividend of 3.50 sen per ordinary share amounting to RM3,265,687 in respect of the current financial year will be proposed for shareholders' approval. The financial statements for the current financial year do not reflect this proposed dividend. Such dividend, if approved by the shareholders, will be accounted for as a liability in the financial year ending 31 December 2015.

RESERVES AND PROVISIONS

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

ISSUES OF SHARES AND DEBENTURES

During the financial year:-

(a) there were no changes in the authorised and issued and paid-up share capital of the Company; and

(b) there were no issues of debentures by the Company.

OPTIONS GRANTED OVER UNISSUED SHARES

Warrants

The Company had issued 23,326,333 Warrants which were listed on Bursa Malaysia Securities Berhad on 27 November 2012 pursuant to the rights issue on the basis of one Rights Share and one Warrants for every three existing ordinary shares held in the Company.

The Warrants are constituted by a Deed Poll dated 10 October 2012 executed by the Company. Each Warrant entitles the registered holder during the exercise period to subscribe for one new ordinary share at the exercise price of RM2.28 per Warrant, subject to adjustment in accordance with the provisions of the Deed Poll. The Warrants not exercised at the date of the maturity will thereafter lapse and cease to be valid for any purpose.

As at 31 December 2014, the entire 23,326,333 Warrants remained unexercised. The summary of the movements of Warrants is as follows:

		Number of Warrants			
Issue Date	**Expiry date**	**Balance as of 1.1.2014**	**Granted**	**Exercised**	**Balance as of 31.12.2014**
27.11.2012	24.11.2017	23,326,333	-	-	23,326,333

The ordinary shares issued from the exercise of Warrants shall rank pari passu in all respects with the existing issued ordinary shares of the Company except that they shall not be entitled to any dividend, right, allotment and/or other distribution declared, made or paid prior to the relevant date of allotment and issuance of the new shares arising from the exercise of Warrants. Further details on the Warrants are detailed in Note 16 to the financial statements.

BAD AND DOUBTFUL DEBTS

Before the financial statements of the Group and of the Company were made out, the directors took reasonable steps to ascertain that action had been taken in relation to the writing off of bad debts and the making of allowance for impairment losses on receivables, and satisfied themselves that there are no known bad debts and that no allowance for impairment losses on receivables is recognised.

At the date of this report, the directors are not aware of any circumstances that would require the writing off of bad debts, or the making of allowance for impairment losses on receivables in the financial statements of the Group and of the Company.

CURRENT ASSETS

Before the financial statements of the Group and of the Company were made out, the directors took reasonable steps to ascertain that any current assets other than debts, which were unlikely to be realised in the ordinary course of business, including their values as shown in the accounting records of the Group and of the Company, have been written down to an amount which they might be expected so to realise.

At the date of this report, the directors are not aware of any circumstances which would render the values attributed to the current assets in the financial statements misleading.

VALUATION METHODS

At the date of this report, the directors are not aware of any circumstances 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.

CONTINGENT AND OTHER LIABILITIES

The contingent liabilities are disclosed in Note 39 to the financial statements. At the date of this report, there does not exist:-

(a) 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

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

No contingent 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 when they fall due.

CHANGE OF CIRCUMSTANCES

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

ITEMS OF AN UNUSUAL NATURE

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

There has not arisen in the interval between the end of the financial year and the date of this report any item, transaction or event of a material and unusual nature likely, in the opinion of the directors, to affect substantially the results of the operations of the Group and of the Company for the financial year.

DIRECTORS

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

Datuk Kamaludin Bin Yusoff
Edward Goh Swee Wang
Lim Hun Swee
Yeow Ah Seng @ Yow Ah Seng
Siah Chin Leong
Ng Lee Thin (Appointed on 6.5.2014)
Lim Chin Kai (Retired on 25.6.2014)
Muhamad Feasal Bin Yusoff (Retired on 25.6.2014)

DIRECTORS' INTERESTS

According to the register of directors' shareholdings, the interests of directors holding office at the end of the financial year in shares of the Company during the financial year are as follows:-

	Number of Ordinary Shares of RM1.00 each			
	At 1.1.2014	Bought	Sold	At 31.12.2014
Direct Interest In The Company				
Datuk Kamaludin Bin Yusoff	137,300	70,000	-	207,300
Edward Goh Swee Wang	5,217,876	-	-	5,217,876
Lim Hun Swee	12,729,000	486,000	-	13,215,000
Yeow Ah Seng @ Yow Ah Seng	1,978,666	-	-	1,978,666
Siah Chin Leong	-	10,000	-	10,000
Indirect Interest In The Company				
Datuk Kamaludin Bin Yusoff	4,338,040	162,000	-	4,500,040
Edward Goh Swee Wang	13,540,885	-	-	13,540,885

By virtue of the directors' shareholdings in the shares of the Company, except for Datuk Kamaludin Bin Yusoff, Yeow Ah Seng @ Yow Ah Seng and Siah Chin Leong, the abovementioned directors are deemed to have an interest in shares in the Company and its related corporations to the extent of the Company's interests, in accordance with Section 6A of the Companies Act 1965.

The other director holding office at the end of the financial year did not have any interest in shares in the Company or its related corporations during the financial year.

DIRECTORS' BENEFITS

Since the end of the previous financial year, no director 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 directors as shown in the financial statements, or the fixed salary of a full-time employee of the Company) by reason of a contract made by the Company or a related corporation with the director or with a firm of which the director is a member, or with a company in which the director has a substantial financial interest except for any benefits which may be deemed to arise from transactions entered into in the ordinary course of business with companies in which certain directors have substantial financial interests as disclosed in Note 36 to the financial statements.

Neither during nor at the end of the financial year was the Group or the Company a party to any arrangements whose object is to enable the directors to acquire benefits by means of the acquisition of shares in or debentures of the Company or any other body corporate.

AUDITORS

The auditors, Messrs. Crowe Horwath, have expressed their willingness to continue in office.

Signed in accordance with a resolution of the directors dated 29 April 2015

Edward Goh Swee Wang

Yeow Ah Seng @ Yow Ah Seng

Independent Auditors' Report

To The Members of Johore Tin Berhad (Company No.: 532570-V)

REPORT ON THE FINANCIAL STATEMENTS

We have audited the financial statements of Johore Tin Berhad, which comprise the statements of financial position as at 31 December 2014 of the Group and of the Company, and the statements of profit or loss and other 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 information, as set out on pages 41 to 97.

Directors' Responsibility for the Financial Statements

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

Auditors' Responsibility

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

An audit involves performing procedures to obtain audit evidence about the amounts and disclosures in the financial statements. The procedures selected depend on our 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 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 of 31 December 2014 and of their 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 of which we have acted as auditors have been properly kept in accordance with the provisions of the Act.

(b) We have considered the financial statements and the auditors' reports of the subsidiary of which we have not acted as auditors, which is indicated in Note 5 to the financial statements.

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

(d) The audit reports on the financial statements of the subsidiaries did not contain any qualification or any adverse comment made under Section 174(3) of the Act.

OTHER REPORTING RESPONSIBILITIES

The supplementary information set out in Note 42 on page 98 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 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.

Crowe Horwath
Firm No.: AF 1018
Chartered Accountants
29 April 2015

Johor Bahru

Tan Lin Chun
Approval No: 2839/10/15 (J)
Chartered Accountant

Statements Of Financial Position

At 31 December 2014

	Note	The Group 2014 RM	The Group 2013 RM	The Company 2014 RM	The Company 2013 RM
ASSETS					
NON-CURRENT ASSETS					
Investments in subsidiaries	5	-	-	128,202,601	122,687,187
Property, plant and equipment	6	82,227,925	76,707,124	405,988	88,475
Investment properties	7	1,621,466	1,638,065	-	-
Goodwill	8	10,650,327	10,650,327	-	-
Other investment	9	16,500	16,500	-	-
		94,516,218	89,012,016	128,608,589	122,775,662
CURRENT ASSETS					
Inventories	10	130,714,014	58,265,702	-	-
Trade receivables	11	73,576,081	41,373,154	-	-
Other receivables, deposits and prepayments	12	3,697,037	1,425,500	-	-
Amount owing by subsidiaries	13	-	-	385,000	950,000
Tax recoverable		1,179,068	2,850,490	298,324	265,324
Fixed deposits with licensed banks	14	6,047,905	11,182,705	4,010,521	11,151,971
Cash and bank balances		19,445,833	27,083,151	2,667,647	2,971,296
		234,659,938	142,180,702	7,361,492	15,338,591
TOTAL ASSETS		329,176,156	231,192,718	135,970,081	138,114,253

The annexed notes form an integral part of these financial statements.

	Note	The Group 2014 RM	The Group 2013 RM	The Company 2014 RM	The Company 2013 RM
EQUITY AND LIABILITIES					
EQUITY					
Share capital	15	93,305,333	93,305,333	93,305,333	93,305,333
Reserves	16	87,456,432	76,313,782	27,419,076	27,483,470
Equity attributable to owners of the Company		180,761,765	169,619,115	120,724,409	120,788,803
Non-controlling interests		(832,340)	127,539	-	-
TOTAL EQUITY		179,929,425	169,746,654	120,724,409	120,788,803
NON-CURRENT LIABILITIES					
Long term borrowings	17	10,580,355	15,562,746	4,191,559	5,623,431
Retirement benefits	18	391,000	301,000	-	-
Deferred tax liabilities	19	5,720,337	5,212,937	101,500	21,200
		16,691,692	21,076,683	4,293,059	5,644,631
CURRENT LIABILITIES					
Trade payables	20	59,539,146	10,248,157	-	-
Other payables and accruals	21	11,539,878	7,298,836	779,505	507,930
Amount owing to directors	22	688,830	713,443	-	-
Amount owing to subsidiaries	13	-	-	4,744,889	4,744,889
Derivative liabilities	23	716,505	166,005	-	-
Tax payable		1,362,009	1,692,534	-	-
Short term borrowings	24	58,708,671	20,250,406	5,428,219	6,428,000
		132,555,039	40,369,381	10,952,613	11,680,819
TOTAL LIABILITIES		149,246,731	61,446,064	15,245,672	17,325,450
TOTAL EQUITY AND LIABILITIES		329,176,156	231,192,718	135,970,081	138,114,253

The annexed notes form an integral part of these financial statements.

Statements of Profit or Loss and Other Comprehensive Income

For The Financial Year Ended 31 December 2014

	Note	The Group 2014 RM	The Group 2013 RM	The Company 2014 RM	The Company 2013 RM
REVENUE	27	316,778,807	241,383,678	3,676,815	15,464,083
OTHER OPERATING INCOME		2,146,350	2,018,634	283,665	550,272
CHANGES IN INVENTORIES OF FINISHED GOODS AND WORK-IN-PROGRESS		3,110,695	995,027	-	-
RAW MATERIALS AND CONSUMABLES USED		(241,139,679)	(162,303,638)	-	-
EMPLOYEE BENEFITS	28	(23,573,232)	(21,284,069)	(1,162,088)	(1,064,052)
DEPRECIATION OF PROPERTY, PLANT AND EQUIPMENT		(7,122,113)	(5,193,739)	(29,827)	(24,698)
DEPRECIATION OF INVESTMENT PROPERTIES		(16,599)	(49,301)	-	-
FINANCE COSTS		(1,661,759)	(1,548,535)	(562,431)	(669,909)
OTHER OPERATING EXPENSES		(30,164,201)	(26,870,567)	(324,121)	(343,341)
PROFIT BEFORE TAX	29	18,358,269	27,147,490	1,882,013	13,912,355
INCOME TAX EXPENSE	30	(6,339,432)	(6,627,708)	(80,300)	(1,925,540)
PROFIT AFTER TAX		12,018,837	20,519,782	1,801,713	11,986,815
OTHER COMPREHENSIVE INCOME, NET OF TAX					
- Foreign currency translation differences		30,041	(125,982)	-	-
		30,041	(125,982)	-	-
TOTAL COMPREHENSIVE INCOME FOR THE FINANCIAL YEAR		12,048,878	20,393,800	1,801,713	11,986,815
PROFIT AFTER TAX ATTRIBUTABLE TO :-					
Owners of the Company		12,978,716	20,592,243	1,801,713	11,986,815
Non-controlling interests		(959,879)	(72,461)	-	-
		12,018,837	20,519,782	1,801,713	11,986,815
TOTAL COMPREHENSIVE INCOME ATTRIBUTABLE TO :-					
Owners of the Company		13,008,757	20,466,261	1,801,713	11,986,815
Non-controlling interests		(959,879)	(72,461)	-	-
		12,048,878	20,393,800	1,801,713	11,986,815
Earnings per share					
- basic (sen)	31	13.91	22.07		
- diluted (sen)	31	N/A	N/A		

The annexed notes form an integral part of these financial statements.

Statements of Changes in Equity

For The Financial Year Ended 31 December 2014

The Group	Note	Share Capital RM	Share Premium RM	Translation Reserve RM	Warrants Reserve RM	Retained Profits RM	Attributable To Owner Of The Company RM	Non-Controlling interest RM	Total Equity RM
		← Non-Distributable			→	Distributable			
Balance at 31.12.2012/1.1.2013		93,305,333	5,528,136	(587,379)	5,232,757	52,391,991	155,870,838	-	155,870,838
Profit after tax for the financial year		-	-	-	-	20,592,243	20,592,243	(72,461)	20,519,782
Other comprehensive income for the financial year, net of tax:									
- Foreign currency translation differences		-	-	(125,982)	-	-	(125,982)	-	(125,982)
Total comprehensive income for the financial year		-	-	(125,982)	-	20,592,243	20,466,261	(72,461)	20,393,800
Contribution by and distribution to owners of the Company									
- Issuance of shares									
- By a subsidiary to non-controlling interests		-	-	-	-	-	-	200,000	200,000
- Dividends	32	-	-	-	-	(6,717,984)	(6,717,984)	-	(6,717,984)
Total transaction with owners		-	-	-	-	(6,717,984)	(6,717,984)	200,000	(6,517,984)
Balance at 31.12.2013		93,305,333	5,528,136	(713,361)	5,232,757	66,266,250	169,619,115	127,539	169,746,654

The annexed notes form an integral part of these financial statements.

The Group	Note	Share Capital RM	Share Premium RM	Translation Reserve RM	Warrants Reserve RM	Retained Profits RM	Attributable To Owner Of The Company RM	Non-Controlling interest RM	Total Equity RM
		← Non-Distributable			→	Distributable			
Balance at 31.12.2013/1.1.2014		93,305,333	5,528,136	(713,361)	5,232,757	66,266,250	169,619,115	127,539	169,746,654
Profit after tax for the financial year		-	-	-	-	12,978,716	12,978,716	(959,879)	12,018,837
Other comprehensive income for the financial year, net of tax:									
- Foreign currency translation differences		-	-	30,041	-	-	30,041	-	30,041
Total comprehensive income for the financial year		-	-	30,041	-	12,978,716	13,008,757	(959,879)	12,048,878
Contribution by and distribution to owners of the Company									
- Dividends	32	-	-	-	-	(1,866,107)	(1,866,107)	-	(1,866,107)
Total transaction with owners		-	-	-	-	(1,866,107)	(1,866,107)	-	(1,866,107)
Balance at 31.12.2014		93,305,333	5,528,136	(683,320)	5,232,757	77,378,859	180,761,765	(832,340)	179,929,425

The annexed notes form an integral part of these financial statements.

The Company	Note	Share Capital RM	← Non-Distributable Share Premium RM	→ Warrants Reserve RM	Distributable Retained Profits RM	Total Equity RM
Balance at 31.12.2012/1.1.2013		93,305,333	5,528,136	5,232,757	11,453,746	115,519,972
Total comprehensive income for the financial year		-	-	-	11,986,815	11,986,815
Distribution to owners of the Company						
- Dividends	32	-	-	-	(6,717,984)	(6,717,984)
Balance at 31.12.2013		93,305,333	5,528,136	5,232,757	16,722,577	120,788,803
Total comprehensive income for the financial year		-	-	-	1,801,713	1,801,713
Distribution to owners of the Company - Dividends	32	-	-	-	(1,866,107)	(1,866,107)
Balance at 31.12.2014		93,305,333	5,528,136	5,232,757	16,658,183	120,724,409

The annexed notes form an integral part of these financial statements.

Statements of Cash Flows

For The Financial Year Ended 31 December 2014

		The Group		The Company	
		2014	2013	2014	2013
	Note	RM	RM	RM	RM
CASH FLOWS (FOR)/FROM OPERATING ACTIVITIES					
Profit before tax		18,358,269	27,147,490	1,882,013	13,912,355
Adjustments for:-					
Allowance for impairment losses on trade receivables	11	-	1,665,350	-	-
Dividend income		-	-	(3,291,815)	(14,514,083)
Depreciation of property, plant and equipment		7,122,113	5,193,739	29,827	24,698
Depreciation of investment properties		16,599	49,301	-	-
Gain on disposal of property, plant and equipment		-	(482,961)	-	-
Net loss/(gain) on foreign exchange - unrealised (trade)		1,263,884	(279,138)	-	-
Interest expense					
- bank borrowings		1,480,255	1,318,625	562,431	588,134
- contingent consideration		-	81,775	-	81,775
Interest income		(422,031)	(752,239)	(283,665)	(550,272)
Loss on fair values changes in financial instruments		550,500	190,805	-	-
Property, plant and equipment written off		33,628	115	-	-
Reversal of allowance for impairment losses on trade receivables		(98,958)	(9,750)	-	-
Addition/(Reversal) of provision for retirement benefits		90,000	(34,000)	-	-
Operating profit/(loss) before working capital changes		28,394,259	34,089,112	(1,101,209)	(457,393)
Increase in inventories		(72,448,312)	(8,546,040)	-	-
(Increase)/Decrease in trade and other receivables		(32,376,278)	3,925,221	-	-
Decrease/(Increase) in amount owing by subsidiaries		-	-	565,000	(100,000)
Increase in trade and other payables		52,312,059	735,569	271,575	75,894
Decrease in amount owing to directors		(24,613)	(50,763)	-	-
CASH (FOR)/FROM OPERATIONS		(24,142,885)	30,153,099	(264,634)	(481,499)
Tax paid		(6,651,630)	(6,894,885)	(33,000)	(63,000)
Tax refund		2,170,495	1,371,919	-	6,715
NET CASH (FOR)/FROM OPERATING ACTIVITIES		(28,624,020)	24,630,133	(297,634)	(537,784)

The annexed notes form an integral part of these financial statements.

	Note	The Group 2014 RM	The Group 2013 RM	The Company 2014 RM	The Company 2013 RM
CASH FLOWS FOR INVESTING ACTIVITIES					
Dividend received		-	-	3,291,815	12,510,562
Interest received		422,031	752,239	283,665	550,272
Payment of contingent consideration		-	(5,000,000)	-	(5,000,000)
Proceeds from disposal of property, plant and equipment		-	1,019,938	-	-
Quasi loans granted to subsidiaries	5	-	-	(5,515,414)	(8,534,636)
Purchase of property, plant and equipment	33	(12,676,542)	(16,892,743)	(347,340)	-
Purchase of leasehold land		-	(896,652)	-	-
Investment in a subsidiary		-	-	-	(800,000)
NET CASH FOR INVESTING ACTIVITIES		(12,254,511)	(21,017,218)	(2,287,274)	(1,273,802)
CASH FLOWS FROM/(FOR) FINANCING ACTIVITIES					
Dividend paid		(1,866,107)	(6,717,984)	(1,866,107)	(6,717,984)
Interest expense		(1,480,255)	(1,400,400)	(562,431)	(669,909)
(Repayment)/Drawdown of bills payable		(374,881)	730,897	-	-
Net increase in amount owing to subsidiaries		-	-	-	2,816,287
Proceeds from issuance of share by a subsidiary to non-controlling interests		-	200,000	-	-
Drawown/(Repayment) of trust receipts		37,806,575	(4,359,756)	-	-
Repayment of revolving credit		(999,781)	-	(999,781)	-
Repayment of hire purchase obligation		(3,104,200)	(1,252,030)	-	-
Repayment of term loans		(1,904,123)	(2,147,625)	(1,431,872)	(1,435,261)
NET CASH FROM/(FOR) FINANCING ACTIVITIES		28,077,228	(14,946,898)	(4,860,191)	(6,006,867)
NET DECREASE IN CASH AND CASH EQUIVALENTS		(12,801,303)	(11,333,983)	(7,445,099)	(7,818,453)
CASH AND CASH EQUIVALENTS AT BEGINNING OF THE FINANCIAL YEAR		38,265,856	49,625,668	14,123,267	21,941,720
EFFECTS ON FOREIGN EXCHANGE TRANSLATION		29,185	(25,829)	-	-
CASH AND CASH EQUIVALENTS AT END OF THE FINANCIAL YEAR	34	25,493,738	38,265,856	6,678,168	14,123,267

The annexed notes form an integral part of these financial statements.

1. GENERAL INFORMATION

The Company is a public company limited by shares and is incorporated under the Companies Act 1965 in Malaysia. The domicile of the Company is Malaysia. The registered office and principal place of business are as follows:-

Registered office	:	Suite 1301, 13th Floor, City Plaza Jalan Tebrau 80300 Johor Bahru Johor
Principal place of business	:	PTD 124298, Jalan Kempas Lama Kampung Seelong Jaya 81300 Skudai Johor

The financial statements were authorised for issue by the Board of Directors in accordance with a resolution of the directors dated 29 April 2015.

2. PRINCIPAL ACTIVITIES

The Company is principally engaged in the business of investment holding and the provision of management services. The principal activities of the subsidiaries are set out in Note 5 to the financial statements. There have been no significant changes in the nature of these activities during the financial year.

3. BASIS OF PREPARATION

The financial statements of the Group are prepared under the historical cost convention and modified to include other bases of valuation as disclosed in other sections under significant accounting policies, and in compliance with Malaysian Financial Reporting Standards ("MFRSs"), International Financial Reporting Standards and the requirements of the Companies Act 1965 in Malaysia.

3.1 During the current financial year, the Group has adopted the following applicable new accounting standards and interpretations (including the consequential amendments, if any):-

MFRSs and/or IC Interpretations (Including The Consequential Amendments)
Amendments to MFRS 10, MFRS 12 and MFRS 127 (2011): Investment Entities
Amendments to MFRS 132: Offsetting Financial Assets and Financial Liabilities
Amendments to MFRS 136: Recoverable Amount Disclosures for Non-financial Assets
IC Interpretation 21 Levies

The adoption of the above accounting standards and/or interpretations (including the consequential amendments, if any) did not have any material impact on the Group's financial statements.

3. BASIS OF PREPARATION (cont'd)

3.2 The Group has not applied in advance the following applicable accounting standards and interpretations (including the consequential amendments, if any) that have been issued by the Malaysian Accounting Standards Board "(MASB)" but are not yet effective for the current financial year:-

MFRSs and/or IC Interpretations (Including The Consequential Amendments)	Effective Date
MFRS 9 Financial Instruments (IFRS 9 issued by IASB in July 2014)	1 January 2018
Amendments to MFRS 10, MFRS 12 and MFRS 128 (2011): Investment Entities – Applying the Consolidation Exception	1 January 2016
Amendments to MFRS 101: Presentation of Financial Statements – Disclosure Initiative	1 January 2016
Amendments to MFRS 116 and MFRS 138: Clarification of Acceptable Methods of Depreciation and Amortisation	1 January 2016
Amendments to MFRS 119: Defined Benefit Plans – Employee Contributions	1 July 2014
Amendments to MFRS 127 (2011): Equity Method in Separate Financial Statements	1 January 2016
Annual Improvements to MFRSs 2010 – 2012 Cycle	1 July 2014
Annual Improvements to MFRSs 2011 – 2013 Cycle	1 July 2014
Annual Improvements to MFRSs 2012 – 2014 Cycle	1 January 2016

The above accounting standards and interpretations (including the consequential amendments, if any) are not expected to have any material financial impact on the Group's financial statements upon their initial application.

4. SIGNIFICANT ACCOUNTING POLICIES

4.1 Critical Accounting Estimates and Judgements

Estimates and judgements are continually evaluated by the directors and management and are based on historical experience and other factors, including expectations of future events that are believed to be reasonable under the circumstances. The estimates and judgements that affect the application of the Group's accounting policies and disclosures, and have a significant risk of causing a material adjustment to the carrying amounts of assets, liabilities, income and expenses are discussed below:-

(a) Depreciation of Property, Plant and Equipment

The estimates for the residual values, useful lives and related depreciation charges for the property, plant and equipment are based on commercial and production factors which could change significantly as a result of technical innovations and competitors' actions in response to the market conditions. The Group anticipates that the residual values of its property, plant and equipment will be insignificant. As a result, residual values are not being taken into consideration for the computation of the depreciable amount. Changes in the expected level of usage and technological development could impact the economic useful lives and the residual values of these assets, therefore future depreciation charges could be revised.

(b) Income Taxes

There are certain transactions and computations for which the ultimate tax determination may be different from the initial estimate. The Group recognises tax liabilities based on its understanding of the prevailing tax laws and estimates of whether such taxes will be due in the ordinary course of business. Where the final outcome of these matters is different from the amounts that were initially recognised, such difference will impact the income tax and deferred tax provision in the year in which such determination is made.

4. SIGNIFICANT ACCOUNTING POLICIES (Cont'd)

4.1 Critical Accounting Estimates and Judgements (Cont'd)

(c) Impairment of Non-Financial Assets

When the recoverable amount of an asset is determined based on the estimate of the value-in-use of the cash-generating unit to which the asset is allocated, the management is required to make an estimate of the expected future cash flows from the cash-generating unit and also to apply a suitable discount rate in order to determine the present value of those cash flows.

(d) Write-down of Inventories

Reviews are made periodically by management on damaged, obsolete and slow-moving inventories. These reviews require management to consider the future demand for the products, technical assessment and subsequent events. The Group also adopts the write down policy by marking down the carrying amount of those slow-moving inventories using certain percentages on inventories which are aged more than 2 years (food and beverage segment) and 3 years (tin manufacturing segment) respectively. The percentages are derived base on the past historical movement trend of the inventories and judgement of the directors and management.

Where necessary, write off is made for all damaged and obsolete items. The Group writes off its damaged and obsolete inventories based on assessment of the condition and the future demand for the inventories. These inventories are written off when events or changes in circumstances indicate that the carrying amounts may not be recovered.

In general, such an evaluation process requires significant judgement and estimates. Possible changes in these estimates could result in revisions to the valuation of inventories.

(e) Classification between Investment Properties and Owner occupied Properties

The Group determines whether a property qualifies as an investment property, and has developed a criteria in making that judgement. Investment property is a property held to earn rentals or for capital appreciation or both. Therefore, the Group considers whether a property generates cash flows largely independent of the other assets held by the Group.

Some properties comprise a portion that is held to earn rentals or for capital appreciation and another portion that is held for use in the production or supply of goods or services or for administrative purposes. If these portions could be sold separately (or leased out separately under a finance lease), the Group accounts for the portions separately. If the portions could not be sold separately, the property is an investment property only if an insignificant portion is held for use in the production or supply of goods or services or for administrative purposes.

Judgement is made on an individual property basis to determine whether ancillary services are so significant that a property does not qualify as investment property.

(f) Impairment of Trade and Other Receivables

An impairment loss is recognised when there is objective evidence that a financial asset is impaired. Management specifically reviews its loan and receivables financial assets and analyses historical bad debts, customer concentrations, customer creditworthiness, current economic trends and changes in the customer payment terms when making a judgement to evaluate the adequacy of the allowance for impairment losses. Where there is objective evidence of impairment, the amount and timing of future cash flows are estimated based on historical loss experience for assets with similar credit risk characteristics. If the outcome is different from the estimation, such difference will impact the carrying value of receivables.

4. SIGNIFICANT ACCOUNTING POLICIES (Cont'd)

4.1 Critical Accounting Estimates and Judgements (Cont'd)

(g) *Impairment of Available-for-sale Financial Assets*

The Group reviews its available-for-sale financial assets at the end of each reporting period to assess whether they are impaired. The Group also records impairment loss on available-for-sale equity investments when there has been a significant or prolonged decline in the fair value below their cost. The determination of what is "significant" or "prolonged" requires judgement. In making this judgement, the Group evaluates, among other factors, historical share price movements and the duration and extent to which the fair value of an investment is less than its cost.

(h) *Classification of Leasehold Land*

The classification of leasehold land as a finance lease or an operating lease requires the use of judgement in determining the extent to which risks and rewards incidental to its ownership lie. Despite the fact that there will be no transfer of ownership by the end of the lease term and that the lease term does not constitute the major part of the indefinite economic life of the land, management considered that the present value of the minimum lease payments approximated to the fair value of the land at the inception of the lease. Accordingly, management judged that the Group has acquired substantially all the risks and rewards incidental to the ownership of the land through a finance lease.

(i) *Impairment of Goodwill*

Goodwill is tested for impairment annually and at other times when such indicators exist. This requires management to estimate the expected future cash flows of the cash-generating unit to which goodwill is allocated and to apply a suitable discount rate in order to determine the present value of those cash flows. The future cash flows are most sensitive to budgeted gross margins, growth rates estimated and discount rate used. If the outcome is different from the estimation, such difference will impact the carrying value of goodwill.

(j) *Fair Value Estimates for Certain Financial Assets and Liabilities*

The Group carries certain financial assets and liabilities at fair value, which requires extensive use of accounting estimates and judgement. While significant components of fair value measurement were determined using verifiable objective evidence, the amount of changes in fair value would differ if the Group uses different valuation methodologies. Any changes in fair value of these assets and liabilities would affect profit and/or equity.

4.2 Basis of Consolidation

The consolidated financial statements include the financial statements of the Company and its subsidiaries made up to the end of the reporting period.

Subsidiaries are entities (including structured entities) controlled by the Group. The Group controls an entity when the Group is exposed to, or has rights to, variable returns from its involvement with the entity and has the ability to affect those returns through its power over the entity.

Subsidiaries are consolidated from the date on which control is transferred to the Group up to the effective date on which control ceases, as appropriate.

Intragroup transactions, balances, income and expenses are eliminated on consolidation. Where necessary, adjustments are made to the financial statements of subsidiaries to ensure consistency of accounting policies with those of the Group.

4. SIGNIFICANT ACCOUNTING POLICIES (Cont'd)

4.2 Basis of Consolidation (Cont'd)

(a) Business Combinations

Acquisitions of businesses are accounted for using the acquisition method. Under the acquisition method, the consideration transferred for acquisition of a subsidiary is the fair value of the assets transferred, liabilities incurred and the equity interests issued by the Group at the acquisition date. The consideration transferred includes the fair value of any asset or liability resulting from a contingent consideration arrangement. Acquisition-related costs, other than the costs to issue debt or equity securities, are recognised in profit or loss when incurred.

In a business combination achieved in stages, previously held equity interests in the acquiree are remeasured to fair value at the acquisition date and any corresponding gain or loss is recognised in profit or loss.

Non-controlling interests in the acquiree may be initially measured either at fair value or at the non-controlling interests' proportionate share of the fair value of the acquiree's identifiable net assets at the date of acquisition. The choice of measurement basis is made on a transaction-by-transaction basis.

(b) Non-Controlling Interests

Non-controlling interests are presented within equity in the consolidated statement of financial position, separately from the equity attributable to owners of the Company. Profit or loss and each component of other comprehensive income are attributed to the owners of the Company and to the non-controlling interests. Total comprehensive income is attributed to non-controlling interests even if this results in the non-controlling interests having a deficit balance.

At the end of each reporting period, the carrying amount of non-controlling interests is the amount of those interests at initial recognition plus the non-controlling interests' share of subsequent changes in equity.

(c) Changes in Ownership Interests in Subsidiaries Without Change of Control

All changes in the parent's ownership interest in a subsidiary that do not result in a loss of control are accounted for as equity transactions. Any difference between the amount by which the non-controlling interest is adjusted and the fair value of consideration paid or received is recognised directly in equity of the Group.

(d) Loss of Control

Upon the loss of control of a subsidiary, the Group recognised any gain or loss on disposal in profit or loss which is calculated as the difference between:-

(i) the aggregate of the fair value of the consideration received and the fair value of any retained interest in the former subsidiary; and

(ii) the previous carrying amount of the assets (including goodwill), and liabilities of the former subsidiary and any non-controlling interests.

Amounts previously recognised in other comprehensive income in relation to the former subsidiary are accounted for in the same manner as would be required if the relevant assets or liabilities were disposed of (i.e. reclassified to profit or loss or transferred directly to retained profits). The fair value of any investments retained in the former subsidiary at the date when control is lost is regarded as the fair value on initial recognition for subsequent accounting under MFRS 139 or, when applicable, the cost on initial recognition of an investment in an associate or a joint venture.

4. SIGNIFICANT ACCOUNTING POLICIES (Cont'd)

4.3 Goodwill

Goodwill is measured at cost less accumulated impairment losses, if any. The carrying value of goodwill is reviewed for impairment annually or more frequently if events or changes in circumstances indicate that the carrying amount may be impaired. The impairment value of goodwill is recognised immediately in profit or loss. An impairment loss recognised for goodwill is not reversed in a subsequent period.

Under the acquisition method, any excess of the sum of the fair value of the consideration transferred in the business combination, the amount of non-controlling interests recognised and the fair value of the Group's previously held equity interest in the acquiree (if any), over the net fair value of the acquiree's identifiable assets and liabilities at the date of acquisition is recorded as goodwill.

Where the latter amount exceeds the former, after reassessment, the excess represents a bargain purchase gain and is recognised as a gain in profit or loss.

4.4 Functional and Foreign Currencies

(a) Functional and Presentation Currency

The individual financial statements of each entity in the Group are presented in the currency of the primary economic environment in which the entity operates, which is the functional currency.

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

(b) Transactions and Balances

Transactions in foreign currency are converted into the respective functional currencies on initial recognition, using the exchange rates approximating those ruling at the transaction dates. Monetary assets and liabilities at the end of the reporting period are translated at the rates ruling as of that date. Non-monetary assets and liabilities are translated using exchange rates that existed when the values were determined. All exchange differences are recognised in profit or loss except for differences arising from the translation of available-for-sale equity instruments which are recognised in other comprehensive income.

(c) Foreign Operations

Assets and liabilities of foreign operations are translated to RM at the rates of exchange ruling at the end of the reporting period. Revenues and expenses of foreign operations are translated at exchange rates ruling at the dates of the transactions. All exchange differences arising from translation are taken directly to other comprehensive income and accumulated in equity under translation reserve. On the disposal of a foreign operation, the cumulative amount recognised in other comprehensive income relating to that particular foreign operation is reclassified from equity to profit or loss.

Goodwill and fair value adjustments arising from the acquisition of foreign operations are treated as assets and liabilities of the foreign operations and are recorded in the functional currency of the foreign operations and translated at the closing rate at the end of the reporting period except for those business combinations that occurred before the date of transition (1 Janaury 2011) which are treated as assets and liabilities of the Company and are not retranslated.

4.5 Financial Instruments

Financial instruments are recognised in the statements of financial position when the Group has become a party to the contractual provisions of the instruments.

4. SIGNIFICANT ACCOUNTING POLICIES (cont'd)

4.5 Financial Instruments (cont'd)

Financial instruments are classified as liabilities or equity in accordance with the substance of the contractual arrangement. Interest, dividends, gains and losses relating to a financial instrument classified as a liability, are reported as an expense or income. Distributions to holders of financial instruments classified as equity are charged directly to equity.

Financial instruments are offset when the Group has a legally enforceable right to offset and intends to settle either on a net basis or to realise the asset and settle the liability simultaneously.

A financial instrument is recognised initially at its fair value. Transaction costs that are directly attributable to the acquisition or issue of the financial instrument (other than a financial instrument at fair value through profit or loss) are added to/deducted from the fair value on initial recognition, as appropriate. Transaction costs on the financial instrument at fair value through profit or loss are recognised immediately in profit or loss.

Financial instruments recognised in the statements of financial position are disclosed in the individual policy statement associated with each item.

(a) Financial Assets

On initial recognition, financial assets are classified as either financial assets at fair value through profit or loss, held-to-maturity investments, loans and receivables financial assets, or available-for-sale financial assets, as appropriate.

(i) Financial Assets at Fair Value through Profit or Loss

Financial assets are classified as financial assets at fair value through profit or loss when the financial asset is either held for trading or is designated to eliminate or significantly reduce a measurement or recognition inconsistency that would otherwise arise. Derivatives are also classified as held for trading unless they are designated as hedges.

Financial assets at fair value through profit or loss are stated at fair value, with any gains or losses arising on remeasurement recognised in profit or loss. Dividend income from this category of financial assets is recognised in profit or loss when the Group's right to receive payment is established.

Financial assets at fair value through profit or loss could be presented as current or non-current. Financial assets that are held primarily for trading purposes are presented as current whereas financial assets that are not held primarily for trading purposes are presented as current or non-current based on the settlement date.

(ii) Held-to-maturity Investments

As at the end of the reporting period, there were no financial assets classified under this category.

(iii) Loans and Receivables Financial Assets

Trade receivables and other receivables that have fixed or determinable payments that are not quoted in an active market are classified as loans and receivables financial assets. Loans and receivables financial assets are measured at amortised cost using the effective interest method, less any impairment loss. Interest income is recognised by applying the effective interest rate, except for short-term receivables when the recognition of interest would be immaterial.

Loans and receivables financial assets are classified as current assets, except for those having settlement dates later than 12 months after the reporting date which are classified as non-current assets.

4. SIGNIFICANT ACCOUNTING POLICIES (cont'd)

4.5 Financial Instruments (cont'd)

(a) Financial Assets (cont'd)

(iv) Available-for-sale Financial Assets

Available-for-sale financial assets are non-derivative financial assets that are designated in this category or are not classified in any of the other categories.

After initial recognition, available-for-sale financial assets are remeasured to their fair values at the end of each reporting period. Gains and losses arising from changes in fair value are recognised in other comprehensive income and accumulated in the fair value reserve, with the exception of impairment losses. On derecognition, the cumulative gain or loss previously accumulated in the fair value reserve is reclassified from equity into profit or loss.

Dividends on available-for-sale equity instruments are recognised in profit or loss when the Group's right to receive payments is established.

Investments in equity instruments whose fair value cannot be reliably measured are measured at cost less accumulated impairment losses, if any.

Available-for-sale financial assets are classified as non-current assets unless they are expected to be realised within 12 months after the reporting date.

(b) Financial Liabilities

All financial liabilities are initially measured at fair value plus directly attributable transaction costs and subsequently measured at amortised cost using the effective interest method other than those categorised as fair value through profit or loss.

Fair value through profit or loss category comprises financial liabilities that are either held for trading or are designated to eliminate or significantly reduce a measurement or recognition inconsistency that would otherwise arise. Derivatives are also classified as held for trading unless they are designated as hedges.

Financial liabilities are classified as current liabilities unless the Group has an unconditional right to defer settlement of the liability for at least 12 months after the reporting date.

(c) Equity Instruments

Instruments classified as equity are measured at cost and are not remeasured subsequently. Incremental costs directly attributable to the issue of new ordinary shares or options are shown in equity as a deduction, net of tax, from proceeds. Dividends on ordinary shares are recognised as liabilities when approved for appropriation.

(d) 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 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.

4. SIGNIFICANT ACCOUNTING POLICIES (cont'd)

4.6 Investments

(a) Investments in Subsidiaries

Investments in subsidiaries are stated at deemed cost in the statement of financial position of the Company, and are reviewed for impairment at the end of the reporting period if events or changes in circumstances indicate that the carrying values may not be recoverable. The cost of the investments includes transaction costs.

On the disposal of the investments in subsidiaries, the difference between the net disposal proceeds and the carrying amount of the investments is recognised in profit or loss.

(b) Transferable Golf Club Membership

Transferable golf club membership is stated at cost less impairment losses, if any.

4.7 Property, Plant and Equipment

Property, plant and equipment other than freehold land are stated at cost less accumulated depreciation and impairment losses, if any. Freehold land is stated at cost less impairment losses, if any, and is not depreciated.

Depreciation is charged to profit or loss (unless it is included in the carrying amount of another asset) on the straight-line method to write off the depreciable amount of the assets over their estimated useful lives. Depreciation of an asset does not cease when the asset becomes idle or is retired from active use unless the asset is fully depreciated. The principal annual rates used for this purpose are:-

Leasehold land	over the remaining lease period
Factory buildings	2%
Plant and machinery	10 - 12.5%
Mould, tools and factory equipment	10%
Electrical installations and substation	10%
Motor vehicles	20%
Office equipment, furniture and fittings	10 - 25%
Renovation	10%

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

Building under construction represents asset which is not ready for commercial use at the end of the reporting period. Building under construction is stated at cost, and is depreciated accordingly when it is completed and ready for commercial use.

Subsequent costs are included in the asset's carrying amount or recognised as a separate asset, as appropriate, only when the cost is incurred and it is probable that the future economic benefits associated with the asset will flow to the Group and the cost of the asset can be measured reliably. The carrying amount of parts that are replaced is derecognised. The costs of the day-to-day servicing of property, plant and equipment are recognised in profit or loss as incurred. Cost also comprises the initial estimate of dismantling and removing the asset and restoring the site on which it is located for which the Group is obligated to incur when the asset is acquired, if applicable.

An item of property, plant and equipment is derecognised upon disposal or when no future economic benefits are expected from its use. Any gain or loss arising from derecognition of the asset is recognised in the profit or loss.

4. SIGNIFICANT ACCOUNTING POLICIES (cont'd)

4.8 Investment Properties at the Cost Model

Investments properties are properties held either to earn rental income or for capital appreciation or for both. Investment properties are stated at cost less accumulated depreciation and impairment losses, if any.

Depreciation is charged to profit or loss on the straight-line method over the estimated useful lives of the investment properties. The estimated useful lives of the investment properties are within 50 years to 99 years.

Investment properties are derecognised when they have either been disposed of or when the investment property is permanently withdrawn from use and no future benefit is expected from its disposal.

On the derecognition of an investment property, the difference between the net disposal proceeds and the carrying amount is recognised in profit or loss.

Transfers are made to or from investment property only when there is a change in use. All transfers do not change the carrying amount of the property reclassified.

4.9 Impairment

(a) Impairment of Financial Assets

All financial assets (other than those categorised at fair value through profit or loss), 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. For an equity instrument, a significant or prolonged decline in the fair value below its cost is considered to be objective evidence of impairment.

An impairment loss in respect of held-to-maturity investments and loans and receivables financial assets 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 financial asset's original effective interest rate.

An impairment loss in respect of available-for-sale financial assets is recognised in profit or loss and is measured as the difference between its cost (net of any principal payment and amortisation) and its current fair value, less any impairment loss previously recognised in the fair value reserve. In addition, the cumulative loss recognised in other comprehensive income and accumulated in equity under fair value reserve, is reclassified from equity to profit or loss.

If in a subsequent period, the amount of the impairment loss decreases and the decrease can be related objectively to an event occurring after the impairment was recognised, the previously recognised impairment loss is reversed through profit or loss to the extent that the carrying amount of the financial asset at the date the impairment is reversed does not exceed what the amortised cost would have been had the impairment not been recognised.

(b) Impairment of Non-Financial Assets

The carrying values of assets, other than those to which MFRS 136 – Impairment of Assets does not apply, are reviewed at the end of each reporting period for impairment when there is an indication that the assets might be impaired. Impairment is measured by comparing the carrying values of the assets with their recoverable amounts. The recoverable amount of the assets is the higher of the assets' fair value less costs to sell and their value-in-use, which is measured by reference to discounted future cash flow.

An impairment loss is recognised in profit or loss immediately.

In respect of assets other than goodwill, and when there is a change in the estimates used to determine the recoverable amount, a subsequent increase in the recoverable amount of an asset is treated as a reversal of the previous impairment loss and is recognised to the extent of the carrying amount of the asset that would have been determined (net of amortisation and depreciation) had no impairment loss been recognised. The reversal is recognised in profit or loss immediately.

4. SIGNIFICANT ACCOUNTING POLICIES (cont'd)

4.10 Assets under Hire Purchase

Assets acquired under hire purchase are capitalised in the financial statements at the lower of the fair value of the leased assets and the present value of the minimum lease payments and, are depreciated in accordance with the policy set out in Note 4.7 above. Each hire purchase payment is allocated between the liability and finance charges so as to achieve a constant rate on the finance balance outstanding. Finance charges are recognised in profit or loss over the period of the respective hire purchase agreements.

4.11 Inventories

Inventories are stated at the lower of cost and net realisable value. Cost is determined on the first-in-first-out basis and comprises the purchase price, production or conversion costs and incidentals incurred in bringing the inventories to their present location and condition. Cost of finished goods and work-in-progress includes cost of materials, labour and an appropriate proportion of production overheads.

Net realisable value represents the estimated selling price less the estimated costs of completion and the estimated costs necessary to make the sale.

4.12 Income Taxes

Income tax for the year comprises current and deferred tax.

Current tax is the expected amount of income taxes payable in respect of the taxable profit for the reporting period and is measured using the tax rates that have been enacted or substantively enacted at the end of the reporting period.

Deferred tax is provided in full, using the liability method, on temporary differences arising between the tax bases of assets and liabilities and their carrying amounts in the financial statements.

Deferred tax liabilities are recognised for all taxable temporary differences other than those that arise from goodwill or excess of the acquirer's interest in the net fair value of the acquiree's identifiable assets, liabilities and contingent liabilities over the business combination costs or from the initial recognition of an asset or liability in a transaction which is not a business combination and at the time of the transaction, affects neither accounting profit nor taxable profit.

Deferred tax assets are recognised for all deductible temporary differences, unused tax losses and unused tax credits to the extent that it is probable that future taxable profits will be available against which the deductible temporary differences, unused tax losses and unused tax credits can be utilised. The carrying amounts of deferred tax assets are reviewed at the end of each reporting period and reduced to the extent that it is no longer probable that sufficient future taxable profits will be available to allow all or part of the deferred tax assets to be utilised.

Deferred tax assets and liabilities are measured at the tax rates that are expected to apply in the period when the asset is realised or the liability is settled, based on the tax rates that have been enacted or substantively enacted at the end of the reporting period.

Deferred tax assets and liabilities are offset when there is a legally enforceable right to set off current tax assets against current tax liabilities and when the deferred income taxes relate to the same taxation authority.

Deferred tax relating to items recognised outside profit or loss is recognised outside profit or loss. Deferred tax items are recognised in correlation to the underlying transactions either in other comprehensive income or directly in equity and deferred tax arising from a business combination is included in the resulting goodwill or excess of the acquirer's interest in the net fair value of the acquiree's identifiable assets, liabilities and contingent liabilities over the business combination costs.

4.13 Cash and Cash Equivalents

Cash and cash equivalents comprise cash in hand, bank balances, demand deposits and short-term, highly liquid investments that are readily convertible to known amounts of cash and which are subject to an insignificant risk of changes in value.

4. SIGNIFICANT ACCOUNTING POLICIES (cont'd)

4.14 Provisions

Provisions are recognised when the Group has a present obligation as a result of past events, when it is probable that an outflow of resources embodying economic benefits will be required to settle the obligation, and when 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 provision is the present value of the estimated expenditure required to settle the obligation. The unwinding of the discount is recognised as interest expense in profit or loss.

4.15 Employee Benefits

(a) Short-term Benefits

Wages, salaries, paid annual leave and sick leave, bonuses and non-monetary benefits are measured on an undiscounted basis and are recognised in profit or loss in the period in which the associated services are rendered by employees of the Group.

(b) Defined Contribution Plans

The Group's contributions to defined contribution plans are recognised in profit or loss in the period to which they relate. Once the contributions have been paid, the Group has no further liability in respect of the defined contribution plans.

(c) Defined Benefit Plans

The Group has a non-contributory unfunded retirement benefits scheme for the unionised workers. The retirement benefit provided is based on the terms, which are stated in the agreement signed between the Group and the unionised workers, discounted at the appropriate rate without the application of any actuarial valuation methods.

4.16 Related Parties

A party is related to an entity (referred to as the "reporting entity") if:-

(a) A person or a close member of that person's family is related to a reporting entity if that person:-

(i) has control or joint control over the reporting entity;

(ii) has significant influence over the reporting entity; or

(iii) is a member of the key management personnel of the reporting entity or of a parent of the reporting entity.

(b) An entity is related to a reporting entity if any of the following conditions applies:-

(i) The entity and the reporting entity are members of the same group (which means that each parent, subsidiary and fellow subsidiary is related to the others).

(ii) One entity is an associate or joint venture of the other entity (or an associate or joint venture of a member of a group of which the other entity is a member).

(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 benefit of employees of either the reporting entity or an entity related to the reporting entity. If the reporting entity is itself such a plan, the sponsoring employers are also related to the reporting entity.

(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 entity or is a member of the key management personnel of the entity (or of a parent of the entity).

4. SIGNIFICANT ACCOUNTING POLICIES (cont'd)

4.16 Related Parties (cont'd)

Close members of the family of a person are those family members who may be expected to influence, or be influenced by, that person in their dealings with the entity.

4.17 Contingent Liabilities

A contingent liability is a possible obligation that arises from past events and whose existence will only be confirmed by the occurrence of one or more uncertain future events not wholly within the control of the Group. It can also be a present obligation arising from past events that is not recognised because it is not probable that an outflow of economic resources will be required or the amount of obligation cannot be measured reliably.

A contingent liability is not recognised but is disclosed in the notes to the financial statements. When a change in the probability of an outflow occurs so that the outflow is probable, it will then be recognised as a provision.

4.18 Fair Value Measurements

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, regardless of whether that price is directly observable or estimated using a valuation technique. The measurement assumes that the transaction takes place either in the principal market or in the absence of a principal market, in the most advantageous market. For non-financial asset, the fair value measurement takes into account a market's participant's ability to generate economic benefits by using the asset in its highest and best use or by selling it to another market participant that would use the asset in its highest and best use.

For financial reporting purposes, the fair value measurements are analysed into level 1 to level 3 as follows:-

Level 1: Inputs are quoted prices (unadjusted) in active markets for identical assets or liability that the entity can access at the measurement date;

Level 2: Inputs are inputs, other than quoted prices included within level 1, that are observable for the asset or liability, either directly or indirectly; and

Level 3: Inputs are unobservable inputs for the asset or liability.

The transfer of fair value between levels is determined as of the date of the event or change in circumstances that caused the transfer.

4.19 Capitalisation of Borrowing Costs

Interest incurred on borrowings to property, plant and equipment is capitalised during the period activities to plan, develop and construct the assets are undertaken. Capitalisation of borrowing costs ceases when the assets are ready for their intended use or sale.

4.20 Revenue And Other Income

(a) ***Sales of Goods***

Revenue is measured at fair value of the consideration received or receivable and is recognised upon delivery of goods and customers' acceptance and where applicable, net of returns and trade discounts.

(b) ***Dividend Income***

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

(c) ***Management Fee***

Management fee is recognised on an accrual basis.

4. SIGNIFICANT ACCOUNTING POLICIES (cont'd)

4.20 Revenue And Other Income (cont'd)

(d) Interest Income

Interest income is recognised on an accrual basis using the effective interest method.

(e) Rental Income

Rental income is recognised on an accrual basis.

4.21 Operating Segments

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

5. INVESTMENTS IN SUBSIDIARIES

	The Company	
	2014 RM	2013 RM
Unquoted shares in Malaysia, at deemed cost		
At 1 January	99,517,850	98,717,850
Addition during the year	-	800,000
At 31 December	99,517,850	99,517,850
Quasi loans:-		
At 1 January	23,169,337	14,634,701
Addition during the year	5,525,414	8,534,636
At 31 December	28,684,751	23,169,337
	128,202,601	122,687,187

Quasi loans represent advances of which the settlement is neither planned nor likely to occur in the foreseeable future. These amounts, in substance, form part of the Company's net investment in the subsidiaries. The quasi loans are stated at cost less accumulated impairment losses, if any.

The details of the subsidiaries are as follows:-

Name of Subsidiary	Effective Equity Interest (%)		Country of Incorporation	Principal Activities
	2014	2013		
Johore Tin Factory Sendirian Berhad ("JTFSB")	100	100	Malaysia	Manufacturing of various tins, cans and other containers and printing of tin plates
Unican Industries Sdn. Bhd.("UISB")	100	100	Malaysia	Manufacturing of various tins, cans and other containers
Kluang Tin And Can Factory Sdn. Bhd.	100	100	Malaysia	Manufacturing of various tins, cans and other containers

5. INVESTMENTS IN SUBSIDIARIES (cont'd)

Name of Subsidiary	Effective Equity Interest (%) 2014	2013	Country of Incorporation	Principal Activities
Able Dairies Sdn. Bhd.	100	100	Malaysia	Manufacturing and selling of milk and other related dairy products
Able Food Sdn. Bhd.	80	80	Malaysia	Trading of milk and other related dairy products
PT Medan Johor Tin * (held through JTFSB-90% & UISB-10%)	100	100	Indonesia	Dormant

* This subsidiary is audited by other firm of chartered accountants.

(a) *Subscription shares in a subsidiary*

In the previous financial year, the Company subscribed 800,000 ordinary shares of RM1.00 each representing 80% of the total issued and paid up capital of Able Food Sdn. Bhd. for a total consideration of RM800,000.00.

(b) *The non-controlling interests at the end of the reporting period comprise the following:-*

	Effective Equity Interest (%)		THE GROUP	
	2014 %	2013 %	2014 RM	2013 RM
Able Food Sdn. Bhd.	20	20	(832,340)	127,539

(c) *The summarised financial information (before intra-group elimination) for the subsidiary that has non-controlling interests that are material to the Group is as follows:-*

	Able Food Sdn. Bhd. 2014 RM
At 31 December	
Non-current assets	443,428
Current assets	83,863,486
Current liabilities	(88,468,611)
Net liabilities	(4,161,697)
Financial year ended 31 December	
Revenue	58,209,900
Loss for the financial year	(4,799,393)
Total comprehensive expense	(4,799,393)
Total comprehensive expense attributable to non-controlling interests	(959,879)
Net cash flows for operating activities	(27,671,143)
Net cash flows for investing activities	(415,746)
Net cash flows from financing activities	28,938,522

The financial information for previous financial year was not presented as the contribution to the Group's assets, revenue and operating results from this subsidiary was less than 10%.

6. Property, Plant And Equipment

The Group

Net book value	At 1.1.2014 RM	Additions RM	Written Off RM	Depreciation Charge RM	At 31.12.2014 RM
Freehold land	14,700,154	533,759	-	-	15,233,913
Leasehold land	50,711	-	-	(1,539)	49,232
Factory buildings	18,075,671	-	-	(422,424)	17,653,247
Plant and machinery	34,787,543	5,547,396	(28,416)	(5,105,313)	35,201,210
Mould, tools and factory equipment	1,918,776	193,788	(164)	(309,412)	1,802,988
Electrical installations and substation	2,131,286	35,195	-	(307,653)	1,858,828
Motor vehicles	1,685,633	-	(2,957)	(498,637)	1,184,039
Office equipment, furniture and fittings	1,130,204	923,020	(2,091)	(232,206)	1,818,927
Renovation	1,483,622	454,993	-	(244,929)	1,693,686
Building under construction	743,464	4,988,391	-	-	5,731,855
	76,707,124	12,676,542	(33,628)	(7,122,113)	82,227,925

Net book value	At 1.1.2013 RM	Additions RM	Transfer to Investment Properties RM	Disposals RM	Written off RM	Translation Difference RM	Depreciation Charge RM	At 31.12.2013 RM
Freehold land	14,514,020	186,134	-	-	-	-	-	14,700,154
Leasehold land	238,545	-	(186,235)	-	-	-	(1,539)	50,771
Factory buildings	19,102,574	-	(604,479)	-	-	-	(422,424)	18,075,671
Plant and machinery	17,122,175	21,262,714	-	(301,893)	-	(154)	(3,295,299)	34,787,543
Mould, tools and factory equipment	2,170,539	55,246	-	-	-	-	(307,009)	1,918,776
Electrical installations and substation	1,141,900	1,192,434	-	-	-	-	(203,048)	2,131,286
Motor vehicles	1,820,054	691,904	-	(233,473)	-	-	(592,852)	1,685,633
Office equipment, furniture and fittings	985,356	337,095	-	(1,611)	(115)	(34)	(190,487)	1,130,204
Renovation	999,776	664,927	-	-	-	-	(181,081)	1,483,622
Building under construction	-	743,464	-	-	-	-	-	743,464
	58,094,939	25,133,918	(790,714)	(536,977)	(115)	(188)	(5,193,739)	76,707,124

6. PROPERTY, PLANT AND EQUIPMENT (Cont'd)

The Group

2014	**At Cost RM**	**Accumulated Depreciation RM**	**Accumulated Impairment RM**	**Net Book Value RM**
Freehold land	15,233,913	-	-	15,233,913
Leasehold land	76,930	(27,698)	-	49,232
Factory buildings	21,121,174	(3,467,927)	-	17,653,247
Plant and machinery	84,950,249	(48,331,284)	(1,417,755)	35,201,210
Mould, tools and factory equipment	5,814,765	(4,011,777)	-	1,802,988
Electrical installations and substation	3,342,909	(1,484,081)	-	1,858,828
Motor vehicles	3,821,266	(2,637,227)	-	1,184,039
Office equipment, furniture and fittings	3,515,615	(1,696,688)	-	1,818,927
Renovation	3,028,322	(1,334,636)	-	1,693,686
Building under construction	5,731,855	-	-	5,731,855
	146,636,998	(62,991,318)	(1,417,755)	82,227,925

The Group

2013	**At Cost RM**	**Accumulated Depreciation RM**	**Accumulated Impairment RM**	**Net Book Value RM**
Freehold land	14,700,154	-	-	14,700,154
Leasehold land	76,930	(26,159)	-	50,771
Factory buildings	21,121,174	(3,045,503)	-	18,075,671
Plant and machinery	79,636,885	(43,431,587)	(1,417,755)	34,787,543
Mould, tools and factory equipment	5,621,777	(3,703,001)	-	1,918,776
Electrical installations and substation	3,307,714	(1,176,428)	-	2,131,286
Motor vehicles	3,827,384	(2,141,751)	-	1,685,633
Office equipment, furniture and fittings	2,653,642	(1,523,438)	-	1,130,204
Renovation	2,573,329	(1,089,707)	-	1,483,622
Building under construction	743,464	-	-	743,464
	134,262,453	(56,137,574)	(1,417,755)	76,707,124

The Company

Net book value	**At 1.1.2014 RM**	**Additions RM**	**Depreciation Charge RM**	**At 31.12.2014 RM**
Office equipment, furniture and fittings	88,475	347,340	(29,827)	405,988

Net book value	**At 1.1.2013 RM**	**Depreciation Charge RM**	**At 31.12.2013 RM**
Office equipment, furniture and fittings	113,173	(24,698)	88,475

6. PROPERTY, PLANT AND EQUIPMENT (cont'd)

The Company

2014	At Cost RM	Accumulated Depreciation RM	Net Book Value RM
Office equipment, furniture and fittings	579,614	(173,626)	405,988

2013	At Cost RM	Accumulated Depreciation RM	Net Book Value RM
Office equipment, furniture and fittings	232,274	(143,799)	88,475

Included in the net book value of the property, plant and equipment of the Group are the following assets acquired under hire purchase terms:-

	The Group	
	2014 RM	2013 RM
Plant and machinery	12,283,600	14,110,065
Motor vehicles	681,172	970,571
	12,964,772	15,080,636

The following assets of the Group at net book value have been pledged to financial institutions for banking facilities as disclosed in Notes 24 and 26 to the financial statements are as follows:-

	The Group	
	2014 RM	2013 RM
Freehold land and buildings	5,951,805	9,206,779

7. INVESTMENT PROPERTIES

The Group

Net book value	At 1.1.2014 RM	Depreciation Charge RM	At 31.12.2014 RM
Leasehold land	1,071,188	(10,873)	1,060,315
Buildings	566,877	(5,726)	561,151
	1,638,065	(16,599)	1,621,466

7. INVESTMENT PROPERTIES (cont'd)

The Group

Net book value	At 1.1.2013 RM	Transfer From Property, Plant and Equipment RM	Additions RM	Depreciation Charge RM	At 31.12.2013 RM
Leasehold land	-	186,235	896,652	(11,699)	1,071,188
Buildings	-	604,479	-	(37,602)	566,877
	-	790,714	896,652	(49,301)	1,638,065

The Group

2014	At Cost RM	Accumulated Depreciation RM	Net Book Value RM
Leasehold land	1,459,307	(398,992)	1,060,315
Buildings	1,474,085	(912,934)	561,151
	2,933,392	(1,311,926)	1,621,466

The Group

2013	At Cost RM	Accumulated Depreciation RM	Net Book Value RM
Leasehold land	1,459,307	(388,119)	1,071,188
Buildings	1,474,085	(907,208)	566,877
	2,933,392	(1,295,327)	1,638,065

The fair value of investment properties is RM5,000,000 (2013: RM5,000,000) as at end of the reporting period, it has been arrived at on the basis of the Directors' best estimate.

8. GOODWILL

	The Group 2014 RM	2013 RM
At 1 January/31 December	10,650,327	10,650,327

(a) The carrying amounts of goodwill is allocated to each cash-generating unit are as follows:-

	The Group 2014 RM	2013 RM
Food and beverage	10,650,327	10,650,327

8. GOODWILL (cont'd)

(b) The Group has assessed the recoverable amounts of goodwill allocated and determined that no additional impairment is required. The recoverable amounts of the cash-generating units are determined using the value-in-use approach, and this is derived from the present value of the future cash flows from the operating segments computed based on the projections of financial budgets approved by management covering a period of 5 years. The key assumptions used in the determination of the recoverable amounts are as follows:-

	Gross Margin		Growth Rate		Discount Rate	
	2014	**2013**	**2014**	**2013**	**2014**	**2013**
Food and beverage	13%	15%	5%	3.4%	11.2%	13.7%

(i)	Budgeted gross margin	Average gross margin achieved in the 3 years immediately before the budgeted period.
(ii)	Growth rate	Assume 5 percent growth for the subsequent 5 years.
(iii)	Discount rate (pre - tax)	Reflect specific risk relating to that operating segment.

9. OTHER INVESTMENT

	The Group	
	2014 RM	**2013 RM**
Transferable golf club membership, at cost	16,500	16,500

Other investment of the Group are designated as available-for-sale financial assets but are stated at cost as their fair values cannot be reliably measured using valuation techniques due to the lack of marketability of the investment.

10. INVENTORIES

	The Group	
	2014 RM	**2013 RM**
At cost:-		
Raw materials	60,948,350	41,103,039
Work-in-progress	12,391,453	9,031,942
Finished goods	7,357,720	6,452,972
Goods-in-transit	49,883,366	1,430,580
	130,580,889	58,018,533
At net realisable value:-		
Raw materials	131,606	247,169
Work-in-progress	1,519	-
	130,714,014	58,265,702

11. TRADE RECEIVABLES

	The Group	
	2014 RM	2013 RM
Trade receivables	76,558,393	44,454,424
Allowance for impairment losses	(2,982,312)	(3,081,270)
	73,576,081	41,373,154
Allowance for impairment losses at 1 January	3,081,270	1,425,670
Addition during the financial year	-	1,665,350
Reversal during the financial year	(98,958)	(9,750)
Allowance for impairment losses at 31 December	2,982,312	3,081,270

(a) The Group's normal trade credit terms range from 30 to 120 days (2013: 30 to 120 days).

(b) Trade receivables that are individually determined to be impaired relate to customers that are in significant financial difficulties and have defaulted on payments.

Included in the trade receivables is an amount of RM3,013,985 (2013: RM821,670) owing by a company in which a director of a subsidiary of the Company has a substantial financial interest.

12. OTHER RECEIVABLES, DEPOSITS AND PREPAYMENTS

	The Group	
	2014 RM	2013 RM
Other receivables	933,436	124,694
Deposits	2,458,016	1,080,173
Prepayments	305,585	220,633
	3,697,037	1,425,500

Included in the other receivables is an amount of RM734,771 (2013: RM27,123) owing by a company in which a director of a subsidiary of the Company has a substantial financial interest.

13. AMOUNT OWING BY/(TO) SUBSIDIARIES

	The Company	
	2014 RM	2013 RM
Amount owing by subsidiaries		
Current		
Trade balances	385,000	950,000
Amount owing to a subsidiary		
Current		
Non-trade balances	(4,744,889)	(4,744,889)

13. AMOUNT OWING BY/(TO) SUBSIDIARIES (cont'd)

Trade balance arises from trade transactions, while non-trade balance represents advances, both of which are unsecured, interest-free and repayable on demand.

14. FIXED DEPOSITS WITH LICENSED BANKS

The fixed deposits with licensed banks of the Group and the Company at the end of the reporting period bore effective interest rates ranging from 2.04% to 2.50% (2013: 2.04% to 3.20%) per annum. The fixed deposits have maturity period ranging from daily to 12 months (2013: 1 to 12 months).

15. SHARE CAPITAL

	The Group And The Company			
	2014 Number of Shares	2013 Number of Shares	2014 RM	2013 RM
ORDINARY SHARES OF RM1.00 EACH:-				
AUTHORISED	200,000,000	200,000,000	200,000,000	200,000,000
ISSUED AND FULLY PAID-UP	93,305,333	93,305,333	93,305,333	93,305,333

The holders of ordinary shares are entitled to receive dividends as and when declared by the Company, and are entitles to one vote per share at meetings of the Company.

16. RESERVES

	The Group		The Company	
	2014 RM	2013 RM	2014 RM	2013 RM
Non-distributable reserves:-				
- Share premium	5,528,136	5,528,136	5,528,136	5,528,136
- Translation reserve	(683,320)	(713,361)	-	-
- Warrants reserve	5,232,757	5,232,757	5,232,757	5,232,757
	10,077,573	10,047,532	10,760,893	10,760,893
Distributable reserve:-				
- Retained profits	77,378,859	66,266,250	16,658,183	16,722,577
	87,456,432	76,313,782	27,419,076	27,483,470

Share premium

The share premium arose from the issuance of shares by way of private placement and public offer net of share issue expenses. The share premium reserve is not distributable by way of dividends and may only be utilised in the manner as set out in Section 60(3) of the Companies Act 1965.

16. RESERVES (cont'd)

Translation reserve

Translation reserve represents the exchange differences arising from the translation of the financial statements of a foreign subsidiary and is not distributable by way of dividends.

Warrants reserve

The warrants reserves arose from the allocation of the proceeds from the issuance of warrants by reference to the fair value of the warrants and net of expenses incurred in relation to the rights issue in previous financial year.

The main features of the Warrants are as follows:-

(a) Each Warrant will entitle its registered holder during the exercise period to subscribe for one new ordinary share at the exercise price, subject to adjustment in accordance with the provision of the Deed Poll as disclosed in the Director's Report.

(b) The exercise price of each Warrant has been fixed at RM2.28, subject to adjustments under circumstances in accordance with the provision of the Deed Poll.

(c) The exercise period shall commence from the date of issue of the Warrants and will expire on 24 November 2017, 5.00pm. Any Warrant which has not been exercised will lapse and cease thereafter to be valid for any purpose.

(d) The new ordinary shares of RM2.28 each pursuant to the exercise of the Warrants will rank pari passu in all respects with the existing issued ordinary shares of the Company.

No warrants were exercised during the financial year ended 31 December 2014. As at the end of the reporting date, 23,326,333 Warrants remain unexercised.

Retained profits

Under the single tier tax system, tax on the Company's profits is the final tax and accordingly, any dividends to the shareholders are not subject to tax.

17. LONG TERM BORROWINGS

	The Group		The Company	
	2014 RM	2013 RM	2014 RM	2013 RM
Hire purchase payables (Note 25)	2,287,369	5,354,177	-	-
Term loans (Note 26)	8,292,986	10,208,569	4,191,559	5,623,431
	10,580,355	15,562,746	4,191,559	5,623,431

18. RETIREMENT BENEFITS

	The Group	
	2014 RM	2013 RM
At 1 January	301,000	335,000
Addition/(Reversal) during the financial year (Note 28)	90,000	(34,000)
At 31 December	391,000	301,000

Retirement benefits represent the Group's obligation in respect of a non-contributory unfunded retirement benefit plan to unionised workers. The amount as at the end of the reporting period approximates the present value of the unfunded obligation.

Key assumptions used for computing the addition for the year.

	The Group	
	2014	2013
Discount rate	3.6%	7.5%
Annual salary increment per worker	RM78.00	RM78.00

19. DEFERRED TAX LIABILITIES

	The Group		The Company	
	2014 RM	2013 RM	2014 RM	2013 RM
At 1 January	5,212,937	4,006,600	21,200	28,300
Recognised in profit or loss (Note 30)	507,400	1,206,337	80,300	(7,100)
At 31 December	5,720,337	5,212,937	101,500	21,200

19. DEFERRED TAX LIABILITIES (cont'd)

(a) Deferred tax liabilities are attributable to the following items:-

	The Group		The Company	
	2014 RM	2013 RM	2014 RM	2013 RM
Deferred tax liabilities:-				
- Accelerated capital allowances	5,849,737	5,335,137	101,500	21,200
- Unrealised foreign exchange gain	12,400	-	-	-
	5,862,137	5,335,137	101,500	21,200
Deferred tax assets:-				
- Unabsorbed tax losses	(48,000)	(50,000)	-	-
- Other temporary differences	(93,800)	(72,200)	-	-
Gross deferred tax assets	(141,800)	(122,200)	-	-
Net deferred tax liabilities	5,720,337	5,212,937	101,500	21,200

(b) The components and movements of deferred tax liabilities and assets during the year prior to offsetting are as follows:-

The Group

Deferred tax liabilities:-	Accelerated capital allowances RM	Unrealised foreign exchange gain RM	Total RM
Balance at 1 January 2014	5,335,137	-	5,335,137
Recognised in profit or loss	514,600	12,400	527,000
Balance at 31 December 2014	5,849,737	12,400	5,862,137
Balance at 1 January 2013	4,544,100	-	4,544,100
Recognised in profit or loss	791,037	-	791,037
Balance at 31 December 2013	5,335,137	-	5,335,137

The Group

Deferred tax assets:-	Unabsorbed tax losses RM	Other temporary differences RM	Total RM
Balance at 1 January 2014	(50,000)	(72,200)	(122,200)
Recognised in profit or loss	2,000	(21,600)	(19,600)
Balance at 31 December 2014	(48,000)	(93,800)	(141,800)
Balance at 1 January 2013	(399,700)	(137,800)	(537,500)
Recognised in profit or loss	349,700	65,600	415,300
Balance at 31 December 2013	(50,000)	(72,200)	(122,200)

19. DEFERRED TAX LIABILITIES (Cont'd)

(b) The components and movements of deferred tax liabilities and assets during the year prior to offsetting are as follows:- (cont'd)

The Company

Deferred tax liabilities:-	**Accelerated capital allowances RM**
Balance at 1 January 2014	21,200
Recognised in profit or loss	80,300
Balance at 31 December 2014	101,500
Balance at 1 January 2013	28,300
Recognised in profit or loss	(7,100)
Balance at 31 December 2013	21,200

20. TRADE PAYABLES

The normal trade credit terms granted to the Group range from 30 to 120 days (2013: 30 to 120 days).

21. OTHER PAYABLES AND ACCRUALS

	The Group		**The Company**	
	2014 RM	**2013 RM**	**2014 RM**	**2013 RM**
Other payables	5,551,042	2,721,403	-	-
Accrued expenses	3,986,342	3,737,180	779,505	507,930
Deposits received	2,002,494	840,253	-	-
	11,539,878	7,298,836	779,505	507,930

Included in previous financial year's other payables was an amount of RM69,643 owing by a company in which a director of a subsidiary of the Company has a substantial financial interest.

22. AMOUNT OWING TO DIRECTORS

The amount owing to directors is unsecured, interest-free and repayable on demand. The amount owing is to be settled in cash.

23. DERIVATIVE LIABILITIES

	Contract/Notional Amount		**The Group**	
Derivative Liabilities	**2014 RM**	**2013 RM**	**2014 RM**	**2013 RM**
Forward foreign currency contracts	13,461,525	10,645,375	(716,505)	(166,005)

23. DERIVATIVE LIABILITIES (cont'd)

The Group does not apply hedge accounting.

(a) Forward foreign currency contracts are used to hedge the Group's purchases denominated in United States Dollar for which firm commitments existed at the end of the reporting period. The settlement dates on forward foreign currency contracts range between 2 to 6 (2013: 1 to 6) months after the end of the reporting period.

(b) The Group has recognised a loss of RM550,500 (2013: RM190,805) arising from fair value changes of derivative during the financial year. The fair value changes were attributed to changes in the foreign exchange spot and forward rates. The method and assumptions applied in determining the fair values of derivatives are disclosed in Note 41.4 to the financial statements.

24. SHORT TERM BORROWINGS

	The Group		The Company	
	2014 RM	2013 RM	2014 RM	2013 RM
Bills payables	423,823	798,704	-	-
Foreign currency trust receipts	49,514,007	9,655,148	-	-
Revolving credit	4,000,219	5,000,000	4,000,219	5,000,000
Hire purchase payables (Note 25)	2,866,276	2,903,668	-	-
Term loans (Note 26)	1,904,346	1,892,886	1,428,000	1,428,000
	58,708,671	20,250,406	5,428,219	6,428,000

Bills payables, foreign currency trust receipts and revolving credit are drawn for period ranging from 18 days to 123 days (2013: 30 to 104 days).

Bills payable, foreign currency trust receipts, revolving credit and term loans are secured by way of:-

(i) legal charges over certain landed properties of the Group as disclosed in Note 6; and

(ii) corporate guarantees from the Company.

25. HIRE PURCHASE PAYABLES

	The Group	
	2014 RM	2013 RM
Minimum hire purchase payment:-		
- not later than one year	3,012,610	3,136,578
- later than one year and not later than five years	2,474,121	5,590,014
	5,486,731	8,726,592
Less : Future finance charges	(333,086)	(468,747)
Present value of hire purchase payables	5,153,645	8,257,845

25. HIRE PURCHASE PAYABLES (cont'd)

The present value of hire purchase payables is repayable as follows:-

	The Group	
	2014	**2013**
	RM	**RM**
Current:-		
- not later than one year (Note 24)	2,866,276	2,903,668
Non-current:-		
- later than one year and not later than five years (Note 17)	2,287,369	5,354,177
	5,153,645	8,257,845

26. TERM LOANS

	The Group		The Company	
	2014	**2013**	**2014**	**2013**
	RM	**RM**	**RM**	**RM**
Current:-				
- repayable within one year (Note 24)	1,904,346	1,892,886	1,428,000	1,428,000
Non-current:-				
- repayable between one and two years	1,928,639	1,915,433	1,428,000	1,428,000
- repayable between two and five years	4,423,947	5,804,214	2,763,559	4,195,431
- repayable more than five years	1,940,400	2,488,922	-	-
Total non-current portion (Note 17)	8,292,986	10,208,569	4,191,559	5,623,431
	10,197,332	12,101,455	5,619,559	7,051,431

The term loans are secured in the same manner as the short term borrowings as disclosed in Note 24 to the financial statements and are repayable as follows:

Term loan 1 at 3 months Cost Of Funds ("COF") + 0.75% per annum	Repayable in 28 quarterly instalments of RM250,000, effective from June 2006.
Term loan 2 at Base Lending Rate - 1.75% per annum	Repayable in 180 monthly instalments of RM59,151, effective from March 2008.
Term loan 3 at 1 or 3 months COF + 1.15% per annum	Repayable in 83 monthly instalments of RM119,000 and final instalment of RM123,000, effective from December 2011.

27. REVENUE

	The Group		The Company	
	2014 RM	2013 RM	2014 RM	2013 RM
Sales of goods	316,778,807	241,383,678	-	-
Dividend income	-	-	3,291,815	14,514,083
Management fee income	-	-	385,000	950,000
	316,778,807	241,383,678	3,676,815	15,464,083

28. EMPLOYEE BENEFITS

	The Group		The Company	
	2014 RM	2013 RM	2014 RM	2013 RM
Short term employee benefits	21,936,015	19,923,543	1,087,157	994,142
Contribution to a defined contribution plan	1,547,217	1,394,526	74,931	69,910
Addition to/(Reversal from) a non-contributory unfunded retirement benefit plan (Note 18)	90,000	(34,000)	-	-
	23,573,232	21,284,069	1,162,088	1,064,052

Included in employee benefits is key management personnel compensation as disclosed in Note 36(c) to the financial statements.

29. PROFIT BEFORE TAX

	The Group		The Company	
	2014 RM	2013 RM	2014 RM	2013 RM
Profit before tax is arrived at after charging:-				
Allowance for impairment losses on trade receivables	-	1,665,350	-	-
Audit fee				
- current financial year	136,000	118,000	25,000	25,000
- overprovision in previous financial year	(1,000)	(6,000)	-	-
Direct operating expenses on investment properties	12,690	10,995	-	-
Interest expense:-				
- bank borrowings	1,480,255	1,318,625	562,431	588,134
- contingent consideration	-	81,775	-	81,775
Loss on fair values changes in financial instruments - unrealised	550,500	190,805	-	-
Loss on foreign exchange - realised (trade)	1,198,107	1,142,930	-	-
Loss on foreign exchange - unrealised (trade)	1,673,296	26,839	-	-

31. PROFIT BEFORE TAX (cont'd)

	The Group		The Company	
	2014 RM	2013 RM	2014 RM	2013 RM
Profit before tax is arrived at after charging (cont'd):-				
Property, plant and equipment written off	33,628	115	-	-
Rental expenses				
- premises	383,874	423,040	-	-
- office equipment	11,115	11,395	-	-
- factory equipment	530,783	472,187	-	-
- lorry	55,203	-	-	-
- motor vehicle	148,222	163,550	-	-
and after crediting:-				
Dividend income	-	-	3,291,815	14,514,083
Gain on disposal of property, plant and equipment	-	482,961	-	-
Gain on foreign exchange - realised (non-trade)	557	16,786	-	-
Gain on foreign exchange - realised (trade)	66,487	31,797	-	-
Gain on foreign exchange - unrealised (trade)	409,412	305,977	-	-
Interest income	422,031	752,239	283,665	550,272
Rental income	120,000	214,950	-	-
Reversal of allowance for impairment losses on trade receivables	98,958	9,750	-	-

30. TAX EXPENSE

	The Group		The Company	
	2014 RM	2013 RM	2014 RM	2013 RM
Malaysian income tax:				
- current year	5,800,100	5,495,700	-	2,013,521
- under/(over) provision in the previous financial year	31,932	(74,329)	-	(80,881)
	5,832,032	5,421,371	-	1,932,640
Deferred tax (Note 19):				
- relating to origination or (reversal) of temporary differences	550,100	1,462,100	80,300	(6,200)
- effect of proposed change in corporate income tax rate from 25% to 24%	(99,000)	(212,663)	-	(900)
- under/(over) provision in the previous financial year	56,300	(43,100)	-	-
	507,400	1,206,337	80,300	(7,100)
	6,339,432	6,627,708	80,300	1,925,540

32. TAX EXPENSE (cont'd)

Subject to the agreement with the tax authorities, at the end of the reporting period, the unutilised reinvestment allowances and unutilised tax losses of the Group are as follows:-

	The Group	
	2014 RM	2013 RM
Unutilised reinvestment allowances	5,939,100	5,939,000
Unutilised tax losses	2,226,000	3,044,000
	8,165,100	8,983,000

A reconciliations of the income tax expense applicable to the profit before tax at the statutory tax rate to income tax expense at the effective tax rate of the Group and the Company are as follows:-

	The Group		The Company	
	2014 RM	2013 RM	2014 RM	2013 RM
Profit before tax	18,358,269	27,147,490	1,882,013	13,912,355
Tax at the statutory tax rate of 25% (2013:25%)	4,589,567	6,786,873	470,503	3,478,089
Non-taxable income	942	(86,657)	(822,954)	(1,674,989)
Non-deductible expenses	419,180	796,345	169,151	204,221
Deferred tax asset not recognised during the financial year	1,373,500	82,065	257,000	-
Effect of change in corporate income tax rate from 25% to 24% on deferred tax	(92,400)	(212,663)	6,600	(900)
Under/(Over) provision of income tax in previous financial year	31,932	(74,329)	-	(80,881)
Under/(Over) provision of deferred tax in previous financial year	56,300	(43,100)	-	-
Tax incentive utilised	(39,589)	(620,826)	-	-
Income tax expense for the financial year	6,339,432	6,627,708	80,300	1,925,540

31. EARNINGS PER SHARE

	The Group	
Basic	2014 RM	2013 RM
Net profit attribute to ordinary shareholders	12,978,716	20,592,243
Number of shares in issue as at 31 December (weighted average)	93,305,333	93,305,333
Basic earnings per share (sen)	13.91	22.07

31. EARNINGS PER SHARE (cont'd)

The diluted earnings per ordinary share is not presented as there is no dilutive effect noted during the year. The issue of warrants does not have a dilutive effect to the earnings per ordinary share as the average market price of ordinary shares as at the end of the reporting period was below the exercise price of the warrants.

32. DIVIDENDS

	The Group And The Company	
	2014 RM	**2013 RM**
Paid:-		
In respect of previous financial year:-		
Single tier final tax exempt dividend of 2 sen (2013: 4.20 sen) per ordinary share	1,866,107	3,918,824
In respect of current financial year:-		
Single tier interim tax exempt dividend of 3 sen per ordinary share	-	2,799,160
	1,866,107	6,717,984

At the forthcoming Annual General Meeting, a single tier final tax-exempt dividend of 3.50 sen per ordinary share amounting to RM3,265,687 in respect of the current financial year will be proposed for shareholders' approval. The financial statements for the current financial year do not reflect this proposed dividend. Such dividend, if approved by the shareholders, will be accounted for as a liability in the financial year ending 31 December 2015.

33. PURCHASE OF PROPERTY, PLANT AND EQUIPMENT

	The Group		The Company	
	2014 RM	**2013 RM**	**2014 RM**	**2013 RM**
Cost of property, plant and equipment purchased	12,676,542	25,133,918	347,340	-
Amount financed through hire purchase	-	(8,241,175)	-	-
Cash disbursed for purchase of property, plant and equipment	12,676,542	16,892,743	347,340	-

34. CASH AND CASH EQUIVALENTS

For the purpose of the statements of cash flows, cash and cash equivalents comprise the following items:-

	The Group		The Company	
	2014 RM	**2013 RM**	**2014 RM**	**2013 RM**
Cash and bank balances	19,445,833	27,083,151	2,667,647	2,971,296
Fixed deposits with licensed banks	6,047,905	11,182,705	4,010,521	11,151,971
	25,493,738	38,265,856	6,678,168	14,123,267

35. DIRECTORS' REMUNERATION

The aggregate amount of emoluments received and receivable by directors of the Group and of the Company during the financial year are as follows:-

	The Group		The Company	
	2014 RM	2013 RM	2014 RM	2013 RM
Non-executive directors:				
- fee	251,500	256,000	231,500	236,000
Executive directors:				
- fee	129,000	416,000	59,000	46,000
- salaries and bonuses	4,093,560	3,783,320	312,000	297,000
- defined contribution plan	345,400	391,740	16,560	19,740
	4,819,460	4,847,060	619,060	598,740

The details of emoluments for the directors of the Company received/receivable for the financial year by category and in bands of RM50,000 are as follows:-

	The Group		The Company	
	2014 RM	2013 RM	2014 RM	2013 RM
Non-executive directors				
Below RM50,000	4	1	3	-
RM50,001 - RM100,000	2	3	2	3
Executive directors				
Below RM50,000	-	-	2	2
RM200,001 - RM250,000	-	1	-	-
RM250,001 - RM300,000	1	-	-	-
RM300,001 - RM350,000	2	1	1	1
RM400,001 - RM450,000	-	1	-	-
RM550,001 - RM600,000	-	1	-	-
RM600,001 – RM650,000	1	-	-	-
RM700,001 - RM750,000	1	1	-	-
RM800,001 - RM850,000	1	1	-	-
RM1,450,001 - RM1,500,000	1	-	-	-
RM1,500,001 - RM1,550,000	-	1	-	-

36. SIGNIFICANT RELATED PARTY DISCLOSURES

(a) Identities of related parties

In addition to the information detailed elsewhere in the financial statements, the Group has related party relationship with its directors, key management personnel and entities within the same group of companies.

(b) Other than those disclosed elsewhere in the financial statements, the Group and the Company also carried out the following significant transactions with the related parties during the financial year:-

	The Company	
	2014 RM	2013 RM
Subsidiaries		
Dividend received/receivable	3,291,815	14,514,083
Management fees receivable	385,000	950,000

	The Group	
	2014 RM	2013 RM
Company in which a subsidiary's director has substantial financial interest		
Sales of goods	7,627,272	5,651,143
Purchases of goods	-	1,146,854
Rental of factory premises paid/payable	16,800	16,800

(c) Compensation of key management personnel:

	The Group		The Company	
	2014 RM	2013 RM	2014 RM	2013 RM
Short-term employee benefits	4,474,060	4,683,880	602,500	579,000
Post-employment benefit				
- Defined contribution plan	345,400	419,394	16,560	19,740
	4,819,460	5,103,274	619,060	598,740

37. CAPITAL COMMITMENTS

	The Group	
	2014 RM	2013 RM
<u>Contracted But Not Provided For</u>		
Purchase of property, plant and equipment	14,978,806	2,128,416

37. CAPITAL COMMITMENTS (cont'd)

	The Group 2014 RM	2013 RM
Authorised And Contracted For		
Purchase of property, plant and equipment	174,075	-
Authorised But Not Contracted For		
Purchase of property, plant and equipment	5,310,510	-

38. OPERATING LEASE COMMITMENTS

Leases As Lessor

The Group leases out its investment properties. The future minimum lease payments under the non-cancellable operating leases are as follows:-

	The Group 2014 RM	2013 RM
Not more than one year	-	24,000

39. CONTINGENT LIABILITIES

	The Company 2014 RM	2013 RM
Corporate guarantee given to licensed banks for banking facilities granted to subsidiaries	81,687,729	29,915,173
Deed guarantee given to a customer for products sold by a subsidiary	7,809,302	-
Deed guarantee given to a supplier for products sold to a subsidiary	651,184	-

40. OPERATING SEGMENTS

Operating segments are prepared in a manner consistent with the internal reporting provided to the Group Chief Executive Officer as its chief operating decision maker in order to allocate resources to segments and to assess their performance.

The Group is organised into the 3 main business segments as follows:-

(i) Investment holding – involved in the business of investment holding and provision of management services.

(ii) Tin manufacturing – involved in the manufacturing of various tins, cans and other containers.

(iii) Food and beverage – involved in manufacturing and selling of milk and other related dairy products.

40. OPERATING SEGMENTS (Cont'd)

Assets and expenses which are common and cannot be meaningfully allocated to the operating segments are presented under unallocated items. Unallocated items comprise mainly corporate assets (primarily the Company's headquarters) and head office expenses.

Transfer prices between operating segments are at arm's length basis in a manner similar to transactions with third parties.

Business Segments

	Investment Holding RM	Tin Manufacturing RM	Food & Beverage RM	Group RM
2014				
Revenue				
External revenue	-	88,874,255	227,904,552	316,778,807
Inter-segment revenue	385,000	16,121,439	8,820,475	25,326,914
Dividend income	3,291,815	-	-	3,291,815
Total revenue	3,676,815	104,995,694	236,725,027	345,397,536
Consolidation adjustments and eliminations				(28,618,729)
Consolidated revenue				316,778,807
Results				
Results before following adjustments	3,702,642	16,497,163	12,075,226	32,275,031
Consolidation adjustments and eliminations	(3,676,815)	577,942	668,013	(2,430,860)
Finance costs	(562,431)	(425,011)	(674,317)	(1,661,759)
Income tax expense	(80,300)	(3,298,881)	(2,960,251)	(6,339,432)
	(616,904)	13,351,213	9,108,671	21,842,980
Depreciation of property, plant and equipment	(29,827)	(4,491,264)	(2,601,022)	(7,122,113)
Depreciation of investment properties	-	(16,599)	-	(16,599)
Other material items of income (Note a)	283,665	252,871	513,865	1,050,401
Other non-cash expenses (Note b)	-	-	(2,223,796)	(2,223,796)
Segment results	(363,066)	9,096,221	4,797,718	13,530,873
Unallocated expenses				(1,512,036)
Consolidated profit after tax				12,018,837
Assets				
Segment assets	135,564,093	149,448,024	206,496,778	491,508,895
Consolidation adjustments and eliminations				(162,738,727)
				328,770,168
Unallocated assets				405,988
Consolidated total assets				329,176,156
Liabilities				
Segment liabilities	15,245,672	33,883,678	145,482,426	194,611,776
Consolidation adjustments and eliminations				(45,365,045)
Consolidated total liabilities				149,246,731

40. OPERATING SEGMENTS (Cont'd)

Business Segments (cont'd)

	Investment Holding RM	Tin Manufacturing RM	Food & Beverage RM	Group RM
2014				
Other Segment Item				
Additions to non-current assets other than financial instruments :-				
- property, plant and equipment	347,340	4,822,368	7,506,834	12,676,542
2013				
Revenue				
External revenue	-	83,073,932	158,309,746	241,383,678
Inter-segment revenue	950,000	17,502,980	1,008,076	19,461,056
Dividend income	14,514,083	-	-	14,514,083
Total revenue	15,464,083	100,576,912	159,317,822	275,358,817
Consolidation adjustments and eliminations				(33,975,139)
Consolidated revenue				241,383,678
Results				
Results before following adjustments	15,484,781	12,873,003	21,071,656	49,429,440
Consolidation adjustments and eliminations	(15,464,083)	895,381	623,535	(13,945,167)
Finance costs	(669,909)	(365,169)	(513,457)	(1,548,535)
Income tax expense	77,981	(2,718,629)	(3,987,060)	(6,627,708)
	(571,230)	10,684,586	17,194,674	27,308,030
Depreciation of property, plant and equipment	(24,698)	(2,847,617)	(2,321,424)	(5,193,739)
Depreciation of investment properties	-	(49,301)	-	(49,301)
Other material items of income (Note a)	550,272	873,882	341,723	1,765,877
Other non-cash expenses (Note b)	-	(166,457)	(1,716,537)	(1,882,994)
Segment results	(45,656)	8,495,093	13,498,436	21,947,873
Unallocated expenses				(1,428,091)
Consolidated profit after tax				20,519,782
Assets				
Segment assets	138,001,080	140,635,407	86,196,797	364,833,284
Consolidation adjustments and eliminations				(133,753,739)
				231,079,545
Unallocated assets				113,173
Consolidated total assets				231,192,718
Liabilities				
Segment liabilities	17,325,450	32,475,074	33,327,564	83,128,088
Consolidation adjustments and eliminations				(21,682,024)
Consolidated total liabilities				61,446,064
Other Segment Item				
Additions to non-current assets other than financial instruments :-				
- property, plant and equipment	-	19,005,965	6,127,953	25,133,918

40. OPERATING SEGMENTS (Cont'd)

Business Segments (Cont'd)

(a) Other material items of income consist of the following:-

	The Group 2014 RM	The Group 2013 RM
Gain on disposal of property, plant and equipment	-	482,961
Gain on foreign currency – unrealised (trade)	409,412	305,977
Interest income	422,031	752,239
Rental income	120,000	214,950
Reversal of allowance for impairment losses on trade receivables	98,958	9,750
	1,050,401	1,765,877

(b) Other material non-cash expenses consist of the following:-

	The Group 2014 RM	The Group 2013 RM
Allowance for impairment losses on trade receivables	-	1,665,350
Loss on foreign currency – unrealised (trade)	1,673,296	26,839
Loss on fair value changes in financial instruments	550,500	190,805
	2,223,796	1,882,994

Geographical Segments

	REVENUE		NON-CURRENT ASSETS	
	2014 RM	2013 RM	2014 RM	2013 RM
Africa	74,945,703	80,249,788	-	-
Asia	101,055,648	79,805,219	-	-
Central America	40,844,316	-	-	-
Malaysia	90,155,161	62,472,524	94,516,218	89,012,016
Others	9,777,979	18,856,147	-	-
	316,778,807	241,383,678	94,516,218	89,012,016

40. OPERATING SEGMENTS (Cont'd)

Major Customers

The following are major customers with revenue equal to or more than 10% of Group revenue:-

	REVENUE 2014 RM	REVENUE 2013 RM	SEGMENTS
Customer A	-	27,026,441	Food and beverage
Customer B	40,390,836	-	Food and beverage

41. FINANCIAL INSTRUMENTS

The Group's activities are exposed to a variety of market risks (including foreign currency risk, interest rate risk and equity price risk), credit risk and liquidity risk. The Group's overall financial risk management policy focuses on the unpredictability of financial markets and seeks to minimise potential adverse effects on the Group's financial performance.

41.1 Financial Risk Management Policies

The Group's policies in respect of the major areas of treasury activity are as follows:-

(a) Market Risk

(i) Foreign Currency Risk

The Group is exposed to foreign currency risk on transactions and balances that are denominated in currencies other than Ringgit Malaysia. The currencies giving rise to this risk are primarily United States Dollar ("USD"), Singapore Dollar ("SGD"), Euro ("EUR") and Indonesia Rupiah ("IDR"). Foreign currency risk is monitored closely on an ongoing basis to ensure that the net exposure is at an acceptable level. The Group maintains a natural hedge, whenever is possible, by matching the receivables and the payables in the same currency, any unmatched balance will be hedged by the forward foreign currency contracts.

Foreign currency exposure

The Group	USD RM	SGD RM	EUR RM
2014			
Financial Assets			
Trade receivables	45,155,818	4,253,139	-
Other receivables, deposits and prepayments	741,378	13,022	-
Cash and bank balances	5,075,665	3,961,696	20,329
	50,972,861	8,227,857	20,329

41. FINANCIAL INSTRUMENTS (Cont'd)

41.1 Financial Risk Management Policies (cont'd)

(a) Market Risk (cont'd)

(i) Foreign Currency Risk (cont'd)

Foreign currency exposure (cont'd)

The Group	**USD RM**	**SGD RM**	**EUR RM**
2014			
Financial liabilities			
Trade payables	41,359,085	120,121	-
Other payables and accruals	1,611,558	58,977	-
Bank borrowings	49,872,177	4,773,760	-
	92,842,820	4,952,858	-
Currency Exposure	(41,869,959)	3,274,999	20,329
2013			
Financial Assets			
Trade receivables	19,056,386	3,931,931	-
Other receivables, deposits and prepayments	865,116	-	-
Cash and bank balances	6,364,485	1,554,552	402,411
	26,285,987	5,486,483	402,411
Financial liabilities			
Trade payables	3,725,241	202,108	-
Other payables and accruals	453,031	6,858	-
Bank borrowings	10,453,852	7,483,968	-
	14,632,124	7,692,934	-
Currency Exposure	11,653,863	(2,206,451)	402,411

41. FINANCIAL INSTRUMENTS (Cont'd)

41.1 Financial Risk Management Policies (cont'd)

(a) Market Risk (cont'd)

(i) Foreign Currency Risk (cont'd)

Foreign currency risk sensitivity analysis

The following table details the sensitivity analysis to a reasonably possible change in the foreign currencies as at the end of the reporting period, with all other variables held constant:-

	The Group	
Effects On Profit After Tax	**2014 RM**	**2013 RM**
USD/RM		
- strengthened by 11% (2013: 12%)	(3,354,877)	905,283
- weakened by 11% (2013: 12%)	3,354,877	(905,283)
SGD/RM		
- strengthened by 6% (2013: 8%)	144,185	(290,339)
- weakened by 6% (2013: 8%)	(144,185)	290,339
EUR/RM		
- strengthened by 10% (2013: 16%)	1,525	48,289
- weakened by 10% (2013: 16%)	(1,525)	(48,289)

	The Company	
Effects On Equity	**2014 RM**	**2013 RM**
IDR/RM		
- strengthened by 9% (2013:18%)	65,600	122,491
- weakened by 9% (2013: 18%)	(65,600)	(122,491)

(ii) Interest Rate Risk

Interest rate risk is the risk that the fair value or future cash flows of a financial instrument will fluctuate because of changes in market interest rates. The Group's exposure to interest rate risk arises mainly from interest-bearing financial liabilities. The Group's policy is to obtain the most favourable interest rates available.

41. FINANCIAL INSTRUMENTS (Cont'd)

41.1 Financial Risk Management Policies (cont'd)

(a) Market Risk (cont'd)

(ii) *Interest Rate Risk (cont'd)*

Interest rate risk sensitivity analysis

The following table details the sensitivity analysis to a reasonably possible change in the interest rates at the end of the reporting period, with all other variables held constant:-

	The Group		The Company	
	2014 RM	2013 RM	2014 RM	2013 RM
Effects On Profit After Tax				
Increase of 25 (2013: 30) basis points("bp")	(105,112)	(13,814)	(3,017)	9,226
Decrease of 25 (2013: 30) bp	105,112	13,814	3,017	(9,226)

(iii) *Equity Price Risk*

The Group does not have any quoted investments and hence is not exposed to equity price risk.

(b) Credit Risk

The Group's exposure to credit risk, or the risk of counterparties defaulting, arises mainly from trade and other receivables. The Group manages its exposure to credit risk by the application of credit approvals, credit limits and monitoring procedures on an ongoing basis.

The Group establishes an allowance for impairment that represents its estimate of incurred losses in respect of the trade and other receivables as appropriate. The main components of this allowance are a specific loss component that relates to individually significant exposures, and a collective loss component established for groups of similar assets in respect of losses that have been incurred but not yet identified. Impairment is estimated by management based on prior experience and the current economic environment.

(i) *Credit risk concentration profile*

The Group's major concentration of credit risk relates to the amounts owing by two (2013: seven) major customers which constituted approximately 27% (2013: 52%) of its trade receivables as at the end of the reporting period.

The carrying amount of trade receivables represent the Group maximum exposure to credit risk in relation to financial assets. No other financial assets carry a significant exposure to credit risk.

41. FINANCIAL INSTRUMENTS (Cont'd)

41.1 Financial Risk Management Policies (cont'd)

(b) Credit Risk (cont'd)

(i) Credit risk concentration profile (cont'd)

The exposure of credit risk for trade receivables (including amount owing by related parties) by geographical region is as follows:-

	The Group 2014 RM	The Group 2013 RM
Africa	19,001,860	5,350,968
Asia	13,390,219	4,292,533
Central America	11,755,152	-
Europe	451,590	8,760,108
Singapore	3,903,353	5,751,983
Malaysia	24,883,052	17,217,562
Middle east	190,855	-
	73,576,081	41,373,154

(ii) Ageing analysis

The ageing analysis of the Group's trade receivables (including amount owing by related parties) at the end of the reporting period is as follows:-

The Group	Gross Amount RM	Individual Impairment RM	Carrying Value RM
2014			
Not past due	52,478,271	-	52,478,271
Past due:			
- less than 3 months	18,415,714	-	18,415,714
- 3 to 6 months	1,940,755	-	1,940,755
- over 6 months	3,723,653	(2,982,312)	741,341
	76,558,393	(2,982,312)	73,576,081
2013			
Not past due	27,469,156	-	27,469,156
Past due:			
- less than 3 months	13,261,088	-	13,261,088
- 3 to 6 months	682,441	(253,648)	428,793
- over 6 months	3,041,739	(2,827,622)	214,117
	44,454,424	(3,081,270)	41,373,154

At the end of the reporting period, trade receivables that are individually impaired were those in significant financial difficulties and have defaulted on payments. These receivables are not secured by any collateral or credit enhancement.

41. FINANCIAL INSTRUMENTS (Cont'd)

41.1 Financial Risk Management Policies (cont'd)

(b) Credit Risk (cont'd)

(ii) Ageing analysis (cont'd)

Trade receivables that are past due but not impaired

The Group believes that no impairment allowance is necessary in respect of these trade receivables. They are substantially companies with good collection track record and no recent history of default.

Trade receivables that are neither past due nor impaired

A significant portion of trade receivables that are neither past due nor impaired are regular customers that have been transacting with the Group. The Group uses ageing analysis to monitor the credit quality of the trade receivables.

(c) Liquidity Risk

Liquidity risk arises mainly from general funding and business activities. The Group practices prudent risk management by maintaining sufficient cash balances and the availability of funding through certain committed credit facilities.

The following table sets out the maturity profile of the financial liabilities at the end of the reporting period based on contractual undiscounted cash flows (including interest payments computed using contractual rates or, if floating, based on the rates at the end of the reporting period):-

The Group **2014**	**Interest Rate %**	**Carrying Amount RM**	**Contractual Undiscounted Cash Flows RM**	**Within 1 Year RM**	**1 - 5 Years RM**	**Over 5 Years RM**
Trade payables		59,539,146	59,539,146	59,539,146	-	-
Other payables and accruals		11,539,878	11,539,878	11,539,878	-	-
Amount owing to directors		688,830	688,830	688,830	-	-
Hire purchase payables	2.75 to 5.11	5,153,645	5,486,731	3,012,610	2,474,121	-
Term loans	4.78 to 4.85	10,197,332	12,081,267	2,406,427	7,427,102	2,247,738
Bills payables		423,823	423,823	423,823	-	-
Foreign currency trust receipts	1.58 to 2.77	49,514,007	49,514,007	49,514,007	-	-
Revolving credit	4.77	4,000,219	4,000,219	4,000,219	-	-
Forward currency contract - gross payment						
- inflow		716,505	12,745,020	12,745,020	-	-
- outflow			(13,461,525)	(13,461,525)	-	-
		141,773,385	142,557,396	130,408,435	9,901,223	2,247,738

41. FINANCIAL INSTRUMENTS (Cont'd)

41.1 Financial Risk Management Policies (cont'd)

(c) Liquidity Risk (cont'd)

The Group

2013	Interest Rate %	Carrying Amount RM	Contractual Undiscounted Cash Flows RM	Within 1 Year RM	1 - 5 Years RM	Over 5 Years RM
Trade payables		10,248,157	10,248,157	10,248,157	-	-
Other payables and accruals		7,298,836	7,298,836	7,298,836	-	-
Amount owing to directors		713,443	713,443	713,443	-	-
Hire purchase payables	2.75 to 6.10	8,257,845	8,726,592	3,136,578	5,590,014	-
Term loans	4.47 to 5.00	12,101,455	14,495,720	2,453,011	9,085,159	2,957,550
Bills payable		798,704	798,704	798,704	-	-
Foreign currency trust receipts	1.75 to 2.78	9,655,148	9,655,148	9,655,148	-	-
Revolving credit	4.61	5,000,000	5,000,000	5,000,000	-	-
Forward currency contract - gross payment						
- inflow		166,005	10,479,370	10,479,370	-	-
- outflow			(10,645,375)	(10,645,375)	-	-
		54,239,593	56,770,595	39,137,872	14,675,173	2,957,550

The Company

2014	Interest Rate %	Carrying Amount RM	Contractual Undiscounted Cash Flows RM	Within 1 Year RM	1 - 5 Years RM
Other payables and accruals		779,505	779,505	779,505	-
Amount owing to subsidiaries		4,744,889	4,744,889	4,744,889	-
Term loan	4.78	5,619,559	6,284,469	1,696,615	4,587,854
Revolving credit	4.77	4,000,219	4,000,219	4,000,219	-
		15,144,172	15,809,082	11,221,228	4,587,854
2013					
Other payables and accruals		507,930	507,930	507,930	-
Amount owing to subsidiaries		4,744,889	4,744,889	4,744,889	-
Term loan	4.47	7,051,431	7,989,110	1,743,199	6,245,911
Revolving credit	4.47	5,000,000	5,000,000	5,000,000	-
		17,304,250	18,241,929	11,996,018	6,245,911

41. FINANCIAL INSTRUMENTS (Cont'd)

41.2 Capital Risk Management

The Group manages its capital by maintaining an optimal capital structure so as to support its businesses and maximise shareholders value. To achieve this objective, the Group may make adjustments to the capital structure in view of changes in economic conditions, such as adjusting the amount of dividend payment, returning of capital to shareholders or issuing new shares.

The Group manages its capital based on debt-to-equity ratio that complies with debt covenants and regulatory, if any. The debt-to-equity ratio is calculated as total borrowings from financial institutions debt divided by total equity.

There was no change in the Group's approach to capital management during the financial year.

The debt-to-equity ratio of the Group at the end of the previous reporting period was not presented as its cash and cash equivalents exceeded the total debts. The debt-to-equity ratio of the Group at the end of the reporting period was as follows:-

	2014 RM	2013 RM
Hire purchase payables	5,153,645	8,257,845
Term loans	10,197,332	12,101,455
Bill payables	423,823	798,704
Foreign currency trust receipts	49,514,007	9,655,148
Revolving credit	4,000,219	5,000,000
	69,289,026	35,813,152
Less: Fixed deposits with licensed banks	(6,047,905)	(11,182,705)
Less: Cash and bank balances	(19,445,833)	(27,083,151)
Net debt	43,795,288	(2,452,704)
Total equity	179,929,425	169,746,654
Debt-to-equity ratio	24.34%	-

Under the requirement of Bursa Malaysia Practice Note No. 17/2005, the Company is required to maintain a consolidated shareholders' equity (total equity attributable to owners of the Company) equal to or not less than the 25% of the issued and paid-up share capital (excluding treasury shares) and such shareholders' equity is not less than RM40 million. The Company has complied with this requirement.

41. FINANCIAL INSTRUMENTS (Cont'd)

41.3 Classification Of Financial Instruments

	The Group		The Company	
Financial Assets	**2014 RM**	**2013 RM**	**2014 RM**	**2013 RM**
Loans and receivables financial assets				
Trade receivables	73,576,081	41,373,154	-	-
Other receivables and deposits	3,391,452	1,204,867	-	-
Amount owing by subsidiaries	-	-	385,000	950,000
Fixed deposits with licensed banks	6,047,905	11,182,705	4,010,521	11,151,971
Cash and bank balances	19,445,833	27,083,151	2,667,647	2,971,296
	102,461,271	80,843,877	7,063,168	15,073,267
Available-for-sale financial assets				
Other investment	16,500	16,500	-	-
Financial Liabilities				
Other financial liabilities				
Trade payables	59,539,146	10,248,157	-	-
Other payables and accruals	11,539,878	7,298,836	779,505	507,930
Amount owing to a subsidiary	-	-	4,744,889	4,744,889
Amount owing to directors	688,830	713,443	-	-
Borrowings				
- long term	10,580,355	15,562,746	4,191,559	5,623,431
- short term	58,708,671	20,250,406	5,428,219	6,428,000
	141,056,880	54,073,588	15,144,172	17,304,250
Fair value through profit and loss				
Derivative liabilities	716,505	166,005	-	-

41. FINANCIAL INSTRUMENTS (Cont'd)

41.4 Fair Values Measurements

Other than those disclosed below, the fair values of the financial assets and financial liabilities maturing within the next 12 months approximated their carrying amounts due to the relatively short-term maturity of the financial instruments. These fair values are included in level 2 and level 3 of the fair value hierarchy.

The Group	**Fair Value Of Financial Instruments Carried At Fair Value**			**Fair Value Of Financial Instruments Not Carried At Fair Value**			**Total Fair Value**	**Carrying Amount**
	Level 1	**Level 2**	**Level 3**	**Level 1**	**Level 2**	**Level 3**		
2014	**RM**	**RM**	**RM**	**RM**	**RM**	**RM**	**RM**	**RM**
Financial Liabilities								
Derivative liabilities								
- Forward foreign currency contract	-	716,505	-	-	-	-	716,505	716,505
Hire purchase payables	-	-	-	-	5,173,302	-	5,173,302	5,153,645
Retirement benefits	-	-	-	-	-	371,100	371,100	391,000
Term loans	-	-	-	-	10,197,332	-	10,197,332	10,197,332
2013								
Financial Liabilities								
Derivative liabilities								
- Forward foreign currency contract	-	166,005	-	-	-	-	166,005	166,005
Hire purchase payables	-	-	-	-	8,292,240	-	8,292,240	8,257,845
Retirement benefits	-	-	-	-	-	357,000	357,000	301,000
Term loans	-	-	-	-	12,101,455	-	12,101,455	12,101,455

The Company	**Fair Value Of Financial Instruments Carried At Fair Value**			**Fair Value Of Financial Instruments Not Carried At Fair Value**			**Total Fair Value**	**Carrying Amount**
	Level 1	**Level 2**	**Level 3**	**Level 1**	**Level 2**	**Level 3**		
2014	**RM**	**RM**	**RM**	**RM**	**RM**	**RM**	**RM**	**RM**
Financial Liability								
Term loan	-	-	-	-	5,619,559	-	5,619,559	5,619,559
2013								
Financial Liability								
Term loan	-	-	-	-	7,051,431	-	7,051,431	7,051,431

41. FINANCIAL INSTRUMENTS (Cont'd)

41.4 Fair Values Measurements (Cont'd)

The fair values of level 2 and level 3 above have been determined using the following basis:-

(a) The fair values of forward currency contracts are determined using forward exchange rates at the end of the reporting period with the resulting value discounted back to present value.

(b) The fair values of hire purchase payables, retirement benefits and term loans are determined by discounting the relevant cash flows using interest rates for similar instruments at the end of the reporting period. The interest rates used to discount the estimated cash flows are as follows:-

	The Group		The Company	
	2014 %	2013 %	2014 %	2013 %
Hire purchase payables	2.75 to 4.60	2.75 to 4.54	-	-
Retirement benefits	3.62	4.55	-	-
Term loans	4.78 to 4.85	4.55 to 4.87	4.78	4.55

There were no transfer between level 1 and level 2 during the financial year.

The following table shows a reconciliation of level 3 fair value:-

	Employee Retirement Benefits RM	Total Fair Value RM
Balance at 1.1.2013	335,000	337,000
Total (gain)/loss recognised in profit or loss	(34,000)	20,000
Balance at 31.12.2013/1.1.2014	301,000	357,000
Total loss recognised in profit or loss	90,000	14,100
Balance at 31.12.2014	391,000	371,100

42. SUPPLEMENTARY INFORMATION – DISCLOSURE OF REALISED AND UNREALISED PROFITS/(LOSSES)

The breakdown of the retained profits of the Group and of the Company at the end of the reporting period into realised and unrealised profits/(losses) are presented in accordance with the directive issued by Bursa Malaysia Securities Berhad and prepared in accordance with Guidance on Special Matter No. 1, Determination of Realised and Unrealised Profits or Losses in the Context of Disclosure Pursuant to Bursa Malaysia Securities Berhad Listing Requirements, as issued by the Malaysian Institute of Accountants, as follows:-

	The Group		The Company	
	2014 RM	2013 RM	2014 RM	2013 RM
Total retained profits/(losses):				
- realised	83,967,103	71,354,210	16,759,683	16,743,777
- unrealised	(6,588,244)	(5,087,960)	(101,500)	(21,200)
At 31 December	77,378,859	66,266,250	16,658,183	16,722,577

Statement by Directors

We, Edward Goh Swee Wang and Yeow Ah Seng @ Yow Ah Seng, being two of the directors of Johore Tin Berhad, state that, in the opinion of the directors, the financial statements set out on pages 41 to 97 are 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 at 31 December 2014 and of their financial performance and cash flows for the financial year ended on that date.

The supplementary information set out in Note 42, which is not part of the financial statements, is prepared in all material respects, 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 and the directive of Bursa Malaysia Securities Berhad.

Signed in accordance with a resolution of the directors dated 29 April 2015

EDWARD GOH SWEE WANG

YEOW AH SENG @ YOW AH SENG

Statutory Declaration

I, Edward Goh Swee Wang, I/C No.: 631221-01-5769, being the director primarily responsible for the financial management of Johore Tin Berhad, do solemnly and sincerely declare that the financial statements set out on pages 41 to 97 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 Declaration Act 1960.

Subscribed and solemnly declared by
Edward Goh Swee Wang, I/C No.: 631221-01-5769,
at Johor Bahru in the state of Johor
on this 29 April 2015

Before me

MOHDZAR BIN KHALID P.L.P., P.I.S (No. J204)
COMMISSIONER FOR OATHS

EDWARD GOH SWEE WANG

List of Properties Held

Registered Owner/ Date of Acquisition	Title No./ Address	Description/ Existing Use	Tenure/ Expiry Date of the Lease	Approximate Age of the Building (years)	Land/ Built-up Area (sq. ft.)	Net Book Value as at 31 Dec 2014 (RM)
JTF/ 19.03.1977	HS(D) 527338, Lot 6422, Mukim Bandar Johor Bahru, Johor Bahru, Johor Darul Takzim/ No. 5, Jalan Gagah, Larkin Industrial Area, 80350 Johor Bahru, Johor.	Single-storey detached factory/ Industry	Leasehold - 99 years/ 12 November 2112 (extended)	38	37,996 21,800	567,568
JTF/ 06.06.1988	HS(D) 527337, Lot 6423, Mukim Bandar Johor Bahru, Johor Bahru, Johor Darul Takzim/ No. 7, Jalan Gagah, Larkin Industrial Area, 80350 Johor Bahru, Johor.	Single-storey detached factory with a double-storey office annexed/ Industry	Leasehold - 99 years/ 12 November 2112 (extended)	27	39,116/ 14,582	1,053,898
UNI/ 10.12.2004	HSD 375445, PTD 124298, Mukim Tebrau, Johor Bahru, Johor Darul Takzim/ PTD 124298, Jalan Kempas Lama, Kampung Seelong Jaya, 81300 Skudai, Johor.	Single-storey detached factory/ Industry	Freehold	11	457,466/ 248,533	16,638,477
UNI/ 08.08.2007	GM 2481, Lot 2259, Mukim Teluk Panglima Garang, Kuala Langat, Selangor Darul Ehsan/ Lot 2259, Jalan Helang, Off Jalan Kebun Baru, Batu 9, Jalan Klang-Banting, Teluk Panglima Garang, 42500 Kuala Lumpur.	Single-storey detached factory/ Industry	Freehold	8	175,602/ 106,931	9,068,557
KTC/ 27.12.1982	HS(D) 16323, Lot PTD 23759, Mukim Kluang, Kluang, Johor Darul Takzim/ No. 5, Jalan Masyuri Kawasan Perindustrian Kluang 86000 Kluang, Johor.	1 ½-storey detached factory/ Industry	Leasehold - 60 years/ 13 April 2046	29	21,775/ 16,843	363,973
KTC/ 27.02.1993	GM 8988, Lot 781, Mukim Sri Gading VIII Parit Baru, Batu Pahat, Johor Darul Takzim	Agriculture/ Fruits	Freehold	N/A	106,461	73,300
KTC/ 01.08.1996	GRN 244325, Lot 37800, Kluang, Johor Darul Takzim/ No. 41, Jalan Lau Kim Teck, 86000 Kluang, Johor.	1 ½-storey semi-detached factory/ Industry	Freehold	19	5,294/ 3,635	277,432
ABD/ 27.12.2012	GM 2483, Lot 2263, Mukim Teluk Panglima Garang, Kuala Langat, Selangor Darul Ehsan.	Agriculture/ Vacant	Freehold	N/A	175,602	12,246,508

(Disclosed in accordance with Appendix 9C, Part A, item 25 of the Listing Requirements of Bursa Securities.)

Analysis of Shareholdings

As At 30 April 2015

SHARE CAPITAL

Authorised Share Capital	:	RM200,000,000.00
Issued and Fully Paid-Up Capital	:	RM93,305,333.00
Class of Shares	:	Ordinary Shares of RM1.00 each
Voting Rights	:	One (1) Vote per Ordinary Share
Number of Shareholders	:	1,767

DISTRIBUTION OF SHAREHOLDINGS

	(Malaysia and Foreign - Combined)			
Size of Holdings	**No. of Holders**	**% of Holders**	**No. of Shares**	**% of Shares**
Less than 100	37	2.094	1,211	0.001
101 to 1,000	175	9.904	111,526	0.120
1,001 to 10,000	1,059	59.932	5,118,642	5.486
10,001 to 100,000	422	23.882	13,022,281	13.957
100,001 to 4,665,265 (*)	70	3.962	41,148,812	44.101
4,665,266 and above (**)	4	0.226	33,902,861	36.335
TOTAL	**1,767**	**100.000**	**93,305,333**	**100.000**

* Less than 5% of Issued Shares

** 5% and above of Issued Shares

LIST OF THIRTY (30) LARGEST SHAREHOLDERS

No.	Name of Shareholders	No. of Shares	% of Shares
1	GOH MIA KWONG	8,767,224	9.396
2	RHB CAPITAL NOMINEES (ASING) SDN BHD - LIM HUN SWEE	7,671,200	8.222
3	CARTABAN NOMINEES (ASING) SDN BHD - EXEMPT AN FOR STANDARD CHARTERED BANK SINGAPORE BRANCH (SG PVB CL AC)	7,608,900	8.155
4	EDWARD GOH SWEE WANG	5,217,876	5.592
5	AMSEC NOMINEES (ASING) SDN BHD - AMBANK (M) BERHAD (CHUA TAI BOON)	4,102,030	4.396
6	GOH MIA KWONG	4,000,000	4.287
7	ALLIANCEGROUP NOMINEES (ASING) SDN BHD - LIM HUN SWEE	3,435,000	3.681
8	GENTING PERWIRA SDN BHD	3,408,740	3.653
9	CITIGROUP NOMINEES (ASING) SDN BHD - EXEMPT AN FOR OCBC SECURITIES PRIVATE LIMITED (CLIENT A/C-NR)	2,701,933	2.896
10	KUA JIN GUANG @ KAU KAM ENG	2,307,333	2.473
11	AMSEC NOMINEES (ASING) SDN BHD - AMBANK (M) BERHAD (NG KENG HOE/ HUANG QINGHE)	2,000,000	2.144
12	AMSEC NOMINEES (TEMPATAN) SDN BHD - AMBANK (M) BERHAD (YEOW AH SENG @ YOW AH SENG)	1,772,666	1.900

LIST OF THIRTY (30) LARGEST SHAREHOLDERS (cont'd)

No.	Name of Shareholders	No. of Shares	% of Shares
13	HLB NOMINEES (ASING) SDN BHD - LIM HUN SWEE	1,753,800	1.880
14	LOCK TOH PENG	1,640,000	1.758
15	UOB KAY HIAN NOMINEES (TEMPATAN) SDN BHD - NG YIK TOON @ NG YIK KOON	1,444,100	1.548
16	VERSALITE SDN BHD	1,160,000	1.243
17	SIA YOCK HUA	1,077,825	1.155
18	CIMSEC NOMINEES (TEMPATAN) SDN BHD - CIMB (GENTING PERWIRA SDN BHD)	1,030,000	1.104
19	RHB CAPITAL NOMINEES (TEMPATAN) SDN BHD - NG YIK TOON @ NG YIK KOON	855,000	0.916
20	LAI SHIN LIN	746,666	0.800
21	GOH MIA KWONG	637,661	0.683
22	CHONG LEE FONG	620,000	0.664
23	TEE SIEW KAI	612,000	0.656
24	TEH BEE GAIK	443,000	0.475
25	TAN BOON KAIT	411,056	0.441
26	KHOO YOK KEE	374,900	0.402
27	HLB NOMINEES (TEMPATAN) SDN BHD - CHIA SOOK MEI	356,000	0.382
28	LIM HUN SWEE	355,000	0.380
29	MOHD. NAZRIN BIN SAAD	304,700	0.327
30	LIEW WAI KIAT	300,000	0.321
	TOTAL	**67,114,610**	**71.930**

LIST OF SUBSTANTIAL SHAREHOLDERS

		Direct Interest		Deemed Interest	
No.	Name of Shareholders	No. of Shares	% of Shares	No. of Shares	% of Shares
1	GOH MIA KWONG	13,404,885	14.37	5,373,876	5.76
2	LIM HUN SWEE	13,215,000	14.16	-	-
3	NG KENG HOE	9,608,900	10.30	746,666	0.80
4	EDWARD GOH SWEE WANG	5,217,876	5.59	13,560,885	14.53
5	DATUK KAMALUDIN BIN YUSOFF	207,300	0.22	4,500,040	4.82
6	DATIN FAWZIAH BINTI HUSSEIN SAZALLY	61,300	0.07	4,646,040	4.98

LIST OF DIRECTORS' SHAREHOLDINGS

		Direct Interest		Deemed Interest	
No.	Name of Shareholders	No. of Shares	% of Shares	No. of Shares	% of Shares
1	DATUK KAMALUDIN BIN YUSOFF	207,300	0.22	4,500,040	4.82
2	EDWARD GOH SWEE WANG	5,217,876	5.59	13,560,885	14.53
3	YEOW AH SENG @ YOW AH SENG	1,978,666	2.12	-	-
4	LIM HUN SWEE	13,215,000	14.16	-	-
5	SIAH CHIN LEONG	10,000	0.01	-	-
6	NG LEE THIN	-	-	-	-

(Disclosed in accordance with Appendix 9C, Part A, item 23 of the Listing Requirements of Bursa Securities.)

Analysis of Warrant Holdings

As At 30 April 2015

WARRANTS

Number of Warrants (2012/2017)	:	23,326,333
Exercise Price	:	RM2.28 per ordinary share of RM1.00 each
Exercise Rights	:	Each Warrant entitles the holder to subscribe for one (1) new ordinary share of RM1.00 each
Exercise Period	:	27 November 2012 to 24 November 2017
Number of Warrants exercised	:	Nil

DISTRIBUTION OF WARRANT HOLDINGS

	(Malaysia and Foreign - Combined)			
Size of Holdings	**No. of Holders**	**% of Holders**	**No. of Warrants**	**% of Warrants**
Less than 100	27	4.448	1,508	0.006
101 to 1,000	161	26.524	105,666	0.453
1,001 to 10,000	199	32.784	873,639	3.745
10,001 to 100,000	171	28.171	6,167,782	26.441
100,001 to 1,166,315 (*)	47	7.743	12,893,269	55.274
1,166,316 and above (**)	2	0.330	3,284,469	14.081
TOTAL	**607**	**100.000**	**23,326,333**	**100.000**

* Less than 5% of Issued Warrants

** 5% and above of Issued Warrants

LIST OF THIRTY (30) LARGEST WARRANT HOLDERS

No.	Name of Warrant Holders	No. of Warrants	% of Warrants
1	AMSEC NOMINEES (ASING) SDN BHD - AMBANK (M) BERHAD (NG KENG HOE/HUANG QINGHE)	1,980,000	8.488
2	AMSEC NOMINEES (TEMPATAN) SDN BHD - AMBANK (M) BERHAD (EDWARD GOH SWEE WANG)	1,304,469	5.592
3	GOH MIA KWONG	1,030,081	4.416
4	KENANGA NOMINEES (TEMPATAN) SDN BHD - GENTING PERWIRA SDN BHD	685,960	2.941
5	HLIB NOMINEES (TEMPATAN) SDN BHD HONG LEONG BANK BHD (LAM EE HIUNG)	550,000	2.358
6	TEH BEE GAIK	500,000	2.144
7	BONG KEE KIEN	494,300	2.119
8	AMSEC NOMINEES TEMPATAN SDN BHD - AMBANK (M) BERHAD (YEOW AH SENG @ YOW AH SENG)	443,166	1.900
9	MAYBANK NOMINEES (TEMPATAN) SDN BHD - CHUA ENG HO WA'A @ CHUA ENG WAH	429,000	1.839
10	TAN YAN LING	368,500	1.580
11	TEH SOON SENG	344,000	1.475
12	QUEK PHAIK IM	335,000	1.436

LIST OF THIRTY (30) LARGEST WARRANT HOLDERS (cont'd)

No.	Name of Warrant Holders	No. of Warrants	% of Warrants
13	TA NOMINEES (TEMPATAN) SDN BHD - LOO SIOW CHING	328,100	1.407
14	MAYBANK NOMINEES (TEMPATAN) SDN BHD - ONG SIEW TIONG @ ONG TSU YEE	325,000	1.393
15	UOB KAY HIAN NOMINEES (TEMPATAN) SDN BHD - NG YIK TOON @ NG YIK KOON	300,000	1.286
16	LIEW THONG	293,800	1.259
17	VERSALITE SDN BHD	290,000	1.243
18	RHB CAPITAL NOMINEES (TEMPATAN) SDN BHD - NG YIK TOON @ NG YIK KOON	268,000	1.149
19	KHO CHWEN JEN	266,000	1.140
20	NG BAK LEE	262,100	1.124
21	NG EYAN KIM	251,200	1.077
22	MAYBANK NOMINEES (TEMPATAN) SDN BHD - MOHAMAD NAZRI BIN JAMALUDIN	240,000	1.029
23	RHB CAPITAL NOMINEES (TEMPATAN) SDN BHD - ONG SWEE TAU	236,800	1.015
24	GAN KIM CHEONG	230,000	0.986
25	HLIB NOMINEES (TEMPATAN) SDN BHD - HONG LEONG BANK (POH MOOI CHENG)	220,000	0.943
26	ENG AH HEE	213,500	0.915
27	MAYBANK NOMINEES (TEMPATAN) SDN BHD - TEE SEE KIM	210,900	0.904
28	HOH SAI KHONG	210,000	0.900
29	SEAH GEOK ENG	200,500	0.860
30	EU KONG SING	200,000	0.857
	TOTAL	**13,010,376**	**55.775**

LIST OF DIRECTORS' WARRANT HOLDINGS

		Direct Interest		Deemed Interest	
No.	Name of Directors	No. of Shares	% of Shares	No. of Shares	% of Shares
1	DATUK KAMALUDIN BIN YUSOFF	-	-	685,960	2.94
2	EDWARD GOH SWEE WANG	1,304,469	5.59	1,000,146	4.29
3	YEOW AH SENG @ YOW AH SENG	494,666	2.12	-	-
4	LIM HUN SWEE	-	-	-	-
5	SIAH CHIN LEONG	-	-	-	-
6	NG LEE THIN	-	-	-	-

(Disclosed in accordance with Appendix 9C, Part A, item 23 of the Listing Requirements of Bursa Securities.)

Notice of Annual General Meeting

NOTICE IS HEREBY GIVEN THAT the Fourteenth Annual General Meeting (AGM) of Johore Tin Berhad will be held at Palm Resort Golf & Country Club, Jalan Persiaran Golf, Off Jalan Jumbo, 81250 Senai, Johor on Monday, 29 June 2015 at 9.30 a.m. for the following purposes:

AGENDA	**Resolution on Proxy Form**
ORDINARY BUSINESS:	
1. To receive the Audited Financial Statements for the financial year ended 31 December 2014 and the Reports of the Directors and Auditors thereon.	(Please refer Explanatory Note 1)
2. To declare a Single Tier Final Dividend of 3.5 sen for the financial year ended 31 December 2014.	(Resolution 1)
3. To approve the payment of Directors' fees of RM290,500.00 for the financial year ended 31 December 2014.	(Resolution 2)
4. To re-elect the following Directors who retire by rotation pursuant to Article 120 of the Company's Articles of Association:	
(a) Mr. Edward Goh Swee Wang	(Resolution 3)
(b) Datuk Kamaludin Bin Yusoff	(Resolution 4)
5. To re-appoint Messrs Crowe Horwath as Auditors of the Company and to authorise the Directors to fix their remuneration.	(Resolution 5)

SPECIAL BUSINESS:

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

6. **ORDINARY RESOLUTION** (Resolution 6)
AUTHORITY TO DIRECTORS TO ISSUE AND ALLOT SHARES PURSUANT TO SECTION 132D OF THE COMPANIES ACT, 1965

"THAT subject always to the Companies Act, 1965, Articles of Association of the Company and approvals from Bursa Malaysia Securities Berhad and any other governmental/regulatory bodies, where such approval is necessary, authority be and is hereby given to the Directors pursuant to Section 132D of the Companies Act, 1965 to issue and allot not more than ten percent (10%) of the issued capital of the Company at any time upon any such terms and conditions and for such purposes as the Directors may in their absolute discretion deem fit or in pursuance of offers, agreements or options to be made or granted by the Directors while this approval is in force until the conclusion of the next Annual General Meeting of the Company and that the Directors be and are hereby further authorised to make or grant offers, agreements or options which would or might require shares to be issued after the expiration of the approval hereof AND THAT authority be and is hereby given to the Directors to obtain approval for the listing of and quotation for the additional shares so issued on Bursa Malaysia Securities Berhad."

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

NOTICE OF ENTITLEMENT AND DIVIDEND PAYMENT DATES

NOTICE IS ALSO HEREBY GIVEN THAT the proposed Single Tier Final Dividend of 3.5 sen per ordinary share in respect of the financial year ended 31 December 2014, if approved, will be paid on 24 July 2015 to depositors registered in the Record of Depositors at the close of business on 3 July 2015.

A depositor shall qualify for entitlement only in respect of:

(a) Shares transferred into the Depositor's Securities Account before 4.00 p.m. on 3 July 2015 in respect of ordinary transfers; and

(b) Shares bought on the Bursa Securities on a cum entitlement basis according to the Rules of Bursa Securities.

By Order of the Board
JOHORE TIN BERHAD

YONG MAY LI (f) (LS0000295)
Company Secretary

Johor Bahru
29 May 2015

NOTES:-

1. A member of the Company entitled to attend and vote at the meeting may appoint not more than two (2) proxies to attend and vote in his/her stead. A proxy may but need not be a member of the Company. There shall be no restriction as to the qualification of the proxy and the provision of Section 149(1)(b) of the Act shall not apply to the Company.
2. Where a member of the Company is an authorised nominee as defined in the Securities Industry (Central Depositories) Act, 1991 ("SICDA"), it may appoint not more than two (2) proxies in respect of each securities account it holds with ordinary shares of the Company standing to the credit of the said securities account.
3. Where a member of the Company is an exempt authorised nominee as defined under the Securities Industry (Central Depositories) Act, 1991, which holds ordinary shares in the Company for multiple beneficial owners in one (1) securities account ("omnibus account"), there is no limit to the number of proxies which the exempt authorised nominee may appoint in respect of each omnibus account it holds.
4. Where a member or the authorised nominee appoints two (2) proxies, or where an exempt authorised nominee appoints two (2) or more proxies, the proportion of shareholdings to be represented by each proxy must be specified in the instrument appointing the proxies.
5. The instrument appointing a proxy, in the case of an individual shall be signed by the appointor or his/her attorney duly authorised in writing and in the case of a corporation, either under seal or under the hand of an attorney or an officer duly authorised. If no name is inserted in the space for the name of your proxy, the Chairman of the Meeting will act as your proxy.
6. The instrument appointing a proxy must be deposited at the Registered Office of the Company situated at Suite 1301, 13th Floor, City Plaza, Jalan Tebrau, 80300 Johor Bahru, Johor, not less than 48 hours before the time appointed for holding the meeting or any adjourned meeting as the case may be at which the person named in such instrument proposes to vote.
7. For the purpose of determining who shall be entitled to attend this meeting, the Company shall be requesting the Bursa Malaysia Depository Sdn. Bhd. to make available to the Company pursuant to Article 72(c) of the Articles of Association of the Company and Paragraph 7.16(2) of the Main Market Listing Requirements of Bursa Malaysia Securities Berhad, a Record of Depositors as at 22 June 2015 and only a Depositor whose name appear on such Record of Depositors shall be entitled to attend this meeting.

EXPLANATORY NOTES:-

ORDINARY BUSINESS:

1. **Item 1 of the Agenda**

   This Agenda item is meant for discussion only as the provision of Section 169(1) of the Companies Act, 1965 does not require a formal approval of the shareholders for the Audited Financial Statements. Hence, this Agenda item is not put forward for voting.

SPECIAL BUSINESS:

2. **Item 6 of the Agenda**

   ORDINARY RESOLUTION
   AUTHORITY TO DIRECTORS TO ISSUE AND ALLOT SHARES PURSUANT TO SECTION 132D OF THE COMPANIES ACT, 1965

   The purpose of this Ordinary Resolution proposed under Agenda item 6 will give powers to the Directors to issue up to a maximum ten per cent (10%) of the issued share capital of the Company for the time being for such purposes as the Directors would consider in the best interest of the Company. This authority, unless revoked or varied by the Company at a general meeting, will expire at the next Annual General Meeting of the Company.

   The general mandate sought for issue of securities is a renewal of the mandate that was approved by the shareholders on 25 June 2014. The Company did not utilise the mandate that was approved last year. The renewal of the general mandate is to provide flexibility to the Company to issue new securities without the need to convene separate general meeting to obtain its shareholders' approval so as to avoid incurring additional cost and time. The purpose of this general mandate is for possible fund raising exercises including but not limited to further placement of shares for purpose of funding current and/or future investment projects, working capital, repayment of bank borrowings, acquisitions and/or for issuance of shares as settlement of purchase consideration.

Statement Accompanying Notice of Annual General Meeting

1. Directors who are standing for re-election at the Fourteenth Annual General Meeting of Johore Tin Berhad ("The Company"):

   (i) Under Article 120 of the Company's Articles of Association:

   - Mr. Edward Goh Swee Wang
   - Datuk Kamaludin Bin Yusoff

2. Further details of Directors standing for re-election are set out in the Directors' Profile appearing on pages 11 to 13 of this Annual Report.

3. Particulars of Directors' shareholdings are set out on page 103 of this Annual Report.

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Form of Proxy

Johore Tin Berhad (532570-V)

I/We ____

(NRIC No./Passport No./Company No. ______________________) of ______________________________

____

being a Member/Members of **JOHORE TIN BERHAD (COMPANY NO. 532570-V)** hereby appoint:

Full Name	NRIC No./Passport No.	Proportion of Shareholdings	
		No. of Shares	%
Address			

*and/*or failing him/her (* delete as appropriate)

Full Name	NRIC No./Passport No.	Proportion of Shareholdings	
		No. of Shares	%
Address			

or failing him/her/them, the Chairman of the Meeting as my/our proxy to vote for me/us on my/our behalf at the 14th Annual General Meeting of the Company to be held at Palm Resort Golf & Country Club, Jalan Persiaran Golf, Off Jalan Jumbo, 81250 Senai, Johor, on Monday, 29 June 2015 at 9.30 a.m. and any adjournment thereof and my/our proxy is to vote as indicated below:

Item	Agenda		Resolution	*For	*Against
1.	To receive Audited Financial Statements for the financial year ended 31 December 2014 and the Reports of the Directors and Auditors thereon.				
Ordinary Business			**Resolution**	***For**	***Against**
2.	To declare a Single Tier Final Dividend of 3.5 sen for the financial year ended 31 December 2014.		1		
3.	To approve the payment of Directors' fee of RM290,500 for the financial year ended 31 December 2014.		2		
4.	To re-elect the following Directors who retire by rotation pursuant to Article 120 of the Company's Articles of Association:				
	(a)	Mr. Edward Goh Swee Wang	3		
	(b)	Datuk Kamaludin Bin Yusoff	4		
5.	To re-appoint Messrs Crowe Horwath as Auditors of the Company and to authorise the Directors to fix their remuneration.		5		
Special Business:					
6.	Authority to Directors to issue and allot shares pursuant to Section 132D of the Companies Act, 1965.		6		

(* Please indicate with an "X" in the appropriate space how you wish your proxy to vote. If no specific direction as to voting is given, the proxy will vote or abstain at his/her discretion.)

Dated this ______________ day of ______________ 2015.

Number od shares held	
CDS Account No.	

____

Signature(s)/Common Seal of Shareholder(s)

NOTES:

1. A member of the Company entitled to attend and vote at the meeting may appoint not more than two (2) proxies to attend and vote in his/her stead. A proxy may but need not be a member of the Company. There shall be no restriction as to the qualification of the proxy and the provision of Section 149(1)(b) of the Act shall not apply to the Company.
2. Where a member of the Company is an authorised nominee as defined in the Securities Industry (Central Depositories) Act 1991 ("SICDA"), it may appoint not more than two (2) proxies in respect of each securities account it holds with ordinary shares of the Company standing to the credit of the said securities account.
3. Where a member of the Company is an exempt authorised nominee as defined under the Securities Industry (Central Depositories) Act, 1991, which holds ordinary shares in the Company for multiple beneficial owners in one (1) securities account ("omnibus account"), there is no limit to the number of proxies which the exempt authorised nominee may appoint in respect of each omnibus account it holds.
4. Where a member or the authorised nominee appoints two (2) proxies, or where an exempt authorised nominee appoints two (2) or more proxies, the proportion of shareholdings to be represented by each proxy must be specified in the instrument appointing the proxies.
5. The instrument appointing a proxy, in the case of an individual shall be signed by the appointor or his/her attorney duly authorised in writing and in the case of a corporation, either under seal or under the hand of an attorney or an officer duly authorised. If no name is inserted in the space for the name of your proxy, the Chairman of the Meeting will act as your proxy.
6. The instrument appointing a proxy must be deposited at the Registered Office of the Company situated at Suite 1301, 13th Floor, City Plaza, Jalan Tebrau, 80300 Johor Bahru, Johor, not less than 48 hours before the time appointed for holding the meeting or adjourned meeting as the case may be at which the person named in such instrument proposes to vote.
7. For the purpose of determining who shall be entitled to attend this meeting, the Company shall be requesting the Bursa Malaysia Depository Sdn. Bhd. to make available to the Company pursuant to Article 72(c) of the Articles of Association of the Company and Paragraph 7.16(2) of the Main Market Listing Requirements of Bursa Malaysia Securities Berhad, a Record of Depositors as at 22 June 2015 and only a Depositor whose name appear on such Record of Depositors shall be entitled to attend this meeting.

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AFFIX
STAMP

THE COMPANY SECRETARY
JOHORE TIN BERHAD (COMPANY NO. 532570-V)
SUITE 1301, 13TH FLOOR,
CITY PLAZA, JALAN TEBRAU
80300 JOHOR BAHRU
JOHOR
MALAYSIA

1st fold here

JOHORE TIN BERHAD

COMPANY NO:532570-V

INCORPORATED IN MALAYSIA