



BOONKOOON

BOON KOON GROUP BERHAD

(NO. SYARIKAT: 553434-U)

Driving **growth**

ANNUAL REPORT 2014



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CORPORATE INFORMATION

BOARD OF DIRECTORS

Dato' Goh Boon Koon
(Executive Chairman)

Goh Boon Leong
(Group Chief Executive Officer)

Goh Peng Yeong
(Executive Director)

Chong Chun Chieh
(Executive Director)

Mohd Kamal Bin Omar
(Non-independent Non-Executive Director)

Ho Kok Loon
(Independent Non-Executive Director)

Murelidaran A/L M Navaratnam
(Independent Non-Executive Director)

Ang Poh Gin
(Independent Non-Executive Director)

COMPANY SECRETARIES

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

AUDIT COMMITTEE

Ho Kok Loon *(Chairman)*
Murelidaran A/L M Navaratnam
Ang Poh Gin

REGISTERED OFFICE

51-13-A Menara BHL Bank
Jalan Sultan Ahmad Shah
10050 Penang
Tel: 604-228 9700
Fax: 604-227 9800

BUSINESS ADDRESS

1177 Jalan Dato Keramat
14300 Nibong Tebal
Seberang Perai Selatan
Penang
Tel: 604-593 1504
Fax: 604-598 1696
E-mail: bkgb@boonkoon.com

SHARE REGISTRAR

Bina Management (M) Sdn. Bhd.
Lot 10 The Highway Centre
Jalan 51/205
46050 Petaling Jaya
Selangor Darul Ehsan
Tel: 603-7784 3922
Fax: 603-7784 1988
E-mail: binawin@streamyx.com

AUDITORS

Grant Thornton
Chartered Accountants

SOLICITORS

Allen Chee Ram
Phee, Chen & Ung

PRINCIPAL BANKERS

AmBank (M) Berhad
Hong Leong Bank Berhad
Malayan Banking Berhad
RHB Bank Berhad

STOCK EXCHANGE LISTING

Main Market of Bursa Malaysia
Securities Berhad
Stock Code: 7187
Stock Name: BKOON

WEBSITE ADDRESS

www.boonkoon.com

PROFILE OF DIRECTORS

Dato' Goh Boon Koon

aged 61, Malaysian

He is the founder of Boon Koon Group and was appointed as the Managing Director of the Company on 7 January 2004 and was re-designated as Executive Chairman on 19 February 2009. He is also a substantial shareholder of the Company.

Having being involved in the commercial vehicles industry for more than 25 years, he has acquired extensive experience and exposures in the business. He is mainly responsible for the establishment of long term strategic planning and development of the Company's goals and objectives to ensure a sustainable growth in the near future. His entrepreneurial quality and spirit has played a vital role in transforming and ensuring the growth of the Boon Koon Group from a small existence to be the leader and the pioneer of the used/rebuilt commercial vehicles industry in Malaysia.

He is also a member of Remuneration Committee.

Goh Boon Leong

aged 54, Malaysian

He was appointed as the Executive Director of the Company on 7 January 2004 and as Group Chief Executive Officer on 21 November 2007. He is also a substantial shareholder of the Company. He has extensive experience in the commercial vehicles industry, industrial machineries and hire purchase financing industry.

He is primarily involved in the long term strategic planning and also in overseeing the management of the whole Group. Under his leadership the Group has achieved significant turnaround on the bottom line of one Group and has strengthened the Group in embracing the challenge ahead.

Chong Chun Chieh

aged 46, Malaysian

He was appointed to the Board as the Executive Director on 13 September 2012. He graduated from the Northern University of Malaysia in 1993 with Bachelor of Accounting (Honours) Degree. He obtained his Master in Business Administration from Northern University of Malaysia in 2000. He is a Chartered Accountant registered with the Malaysian Institute of Accountants.

He was attached to Chin Well Holdings Berhad ("Chin Well") as Group Financial Controller in 1997. He assisted to list Chin Well on Main Board of Bursa Malaysia Securities Berhad. Subsequently, he joined Texchem Resources Berhad in 2002 and was seconded to Sea Master Trading Co. Sdn Bhd ("Sea Master") in 2003 upon acquisition of Sea Master Group. His last portfolio in Sea Master was General Manager and a member of Corporate Affairs Committee of Texchem Resources Berhad.

In October 2008, he joined Boon Koon Group Berhad ("BKG") as Group Chief Financial Officer till now. He also sits on the Board of few subsidiary companies within BKG Group.

Goh Peng Yeong

aged 52, Malaysian

He was appointed to the Board as the Executive Director on 13 September 2012. He obtained his Master Degree of Business Administration in Marketing and subsequently succeeded with a Doctorate in Business Administration from University of Greenwich.

Prior to joining Boon Koon Group Berhad in year 2006, he has wide and extensive management experience in European and American multinational companies at corporate level, and has accumulated over 20 years of exposure covering Investment Portfolio, Corporate and Operation Management, marketing and Manufacturing in the Electronics and Semiconductor sectors.

He joined Boon Koon Vehicles Industries Sdn Bhd as Senior General Manager in year 2006 and was promoted as the Group Chief Operating Officer on 1 September 2009. He also sits on the Board of few subsidiary companies within the Group.

PROFILE OF DIRECTORS (CONT'D)

Ho Kok Loon

aged 48, Malaysian

He is an Independent Non-Executive Director of the Company and was appointed to the Board on 7 January 2004. He graduated from University of Malaya in 1991 with a Bachelor of Accounting (Hons) and he obtained his Master degree in Business Administration from the University of Portsmouth, United Kingdom in 1999. He is a Chartered Accountant registered with Malaysian Institute of Accountants and a Fellow of the Chartered Tax Institute of Malaysia.

Upon graduation, he joined Price Waterhouse before joining Southern Steel Berhad as Section Head of Internal Audit in year 1995. He became the Section Head of Business Development in 1996 and later the Finance and Administration Manager in 1997. In 1999, he join Southern Rubber Works Sdn Bhd as Senior Manager, Corporate Finance & Business Development and is its Director and Group Chief Executive Officer since 2009. Currently he also holds directorship in other private limited companies.

He is also the Chairman of Audit Committee, Nomination Committee and Remuneration Committee.

Ang Poh Gin

aged 60, Malaysian

He is an Independent Non-Executive Director of the Company and was appointed to the Board on 7 January 2004. He has vast experience in the garment industry and is presently attached to Plas Industries Sdn Bhd as the Branch Manager of the Nibong Tebal Operations.

He is also a member of Audit Committee and Nomination Committee.

Murelidaran A/L M Navaratnam

aged 48, Malaysian

He is a senior Independent Non-Executive Director of the Company and was appointed to the Board on 24 November 2004. He graduated from University of London in 1988 with LL.B (Hons) Degree and was called to the Bar of England and Wales on 27 July 1989 after having completed his Bar Finals course and passing the Bar Finals examination in June 1989. He is a member of the Honourable Society of the Inner Temple, London and is an Utter Barrister at Law of the said Society. He was called to the Malaysian Bar in 1990.

He started his career as legal assistant with Messrs. Pregraves and Matthews in 1990 and joined Messrs Ghazi & Lim in 1992 as a legal assistant. He was subsequently made a partner in 1995. In 2003, he retired from the partnership to set up his own legal practice under the name and style of Messrs. Mureli Navaratnam. He is a fellow of the Chartered Institute of Arbitrators, London (CIARB) and sits as an Arbitrator. He is also a Certified Adjudicator and bar-council advocacy trainer.

He is also a member of Audit Committee, Nomination Committee and Remuneration Committee.

Mohd Kamal Bin Omar

aged 60, Malaysian

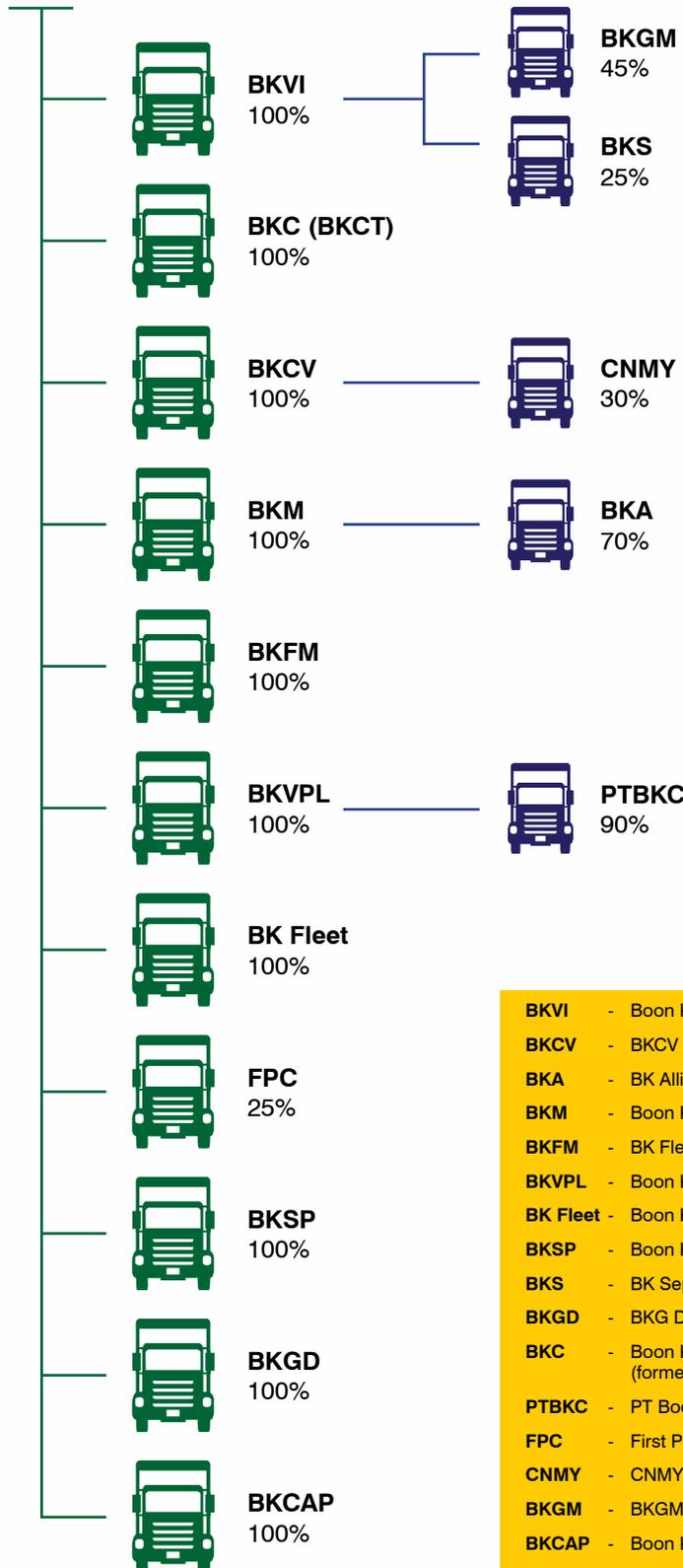
He was appointed as an Executive Vice Chairman of the Company on 21 April 2009, and was re-designated as Non-Independent Non-Executive Director on 2 November 2011. He graduated from Northern Illinois University in 1980 with a Bachelor of Science (Computer Science) and has extensive management experience with Petronas, Malaysian L.N.G, Golden Hope Plantation Bhd, DRB-HICOM Group of Companies. At Berger International Ltd, a public listed company in Singapore he was a director in 1996 and later became the CEO in 2001-2002. He is actively running a private investment holding company in properties based in Kuala Lumpur.

Notes:

- Save as disclosed below, none of the Directors of the Company have any family relationship with any Director and/or major shareholder of the Company:-
 - Dato' Goh Boon Koon and Goh Boon Leong are brothers.
- All the Directors of the Company have no conflict of interest with the Company and have not been convicted of any offences within the past ten years other than traffic offences, if any.
- The Directors' shareholdings are disclose in page 115 of this Annual Report.
- None of the Directors of the Company hold or have held any Directorships in other public companies.



BOON KOON GROUP BERHAD
(NO. SYARIKAT: 553434-U)



- BKVI** - Boon Koon Vehicles Industries Sdn. Bhd.
- BKCV** - BKCV Sdn. Bhd.
- BKA** - BK Alliance Sdn. Bhd.
- BKM** - Boon Koon Marketing (East Malaysia) Sdn. Bhd.
- BKFM** - BK Fleet Management Sdn. Bhd.
- BKVPL** - Boon Koon Vehicles Pte. Ltd.
- BK Fleet** - Boon Koon Fleet Management Sdn. Bhd.
- BKSP** - Boon Koon Service & Parts Sdn. Bhd.
- BKS** - BK Sepadu Sdn. Bhd.
- BKGD** - BKG Development Sdn. Bhd.
- BKC** - Boon Koon Commercial Sdn. Bhd.
(formerly known as BK Commercial Trucks Sdn. Bhd.)
- PTBKC** - PT Boon Koon Continental
- FPC** - First Peninsula Credit Sdn. Bhd.
- CNMY** - CNMY Truck Sdn. Bhd.
- BKGM** - BKGM Industries Sdn. Bhd.
- BKCAP** - Boon Koon Capital Sdn. Bhd.

CHAIRMAN'S STATEMENT

Dear Shareholders,

On behalf of the Board of Directors, I am pleased to present the Annual Report and Audited Financial Statements of Boon Koon Group Berhad for the financial year ended 31 March 2014.

Business Performance

For the financial year ended 31 March 2014, the Group recorded a turnover of RM103.4 million as compared to RM144.2 million for the previous financial year, a decline of approximately RM40.8 million. The cessation of GKY Machinery (M) Sdn Bhd as a subsidiary of the Group in March 2013 was the primary cause of the lower revenue in this financial year. However, the Group managed to reduce its loss after taxation by approximately RM5.8 million, from the level of RM6.8 million to RM1.0 million only in this financial year. The loss was mainly attributable to the underperforming in the associate company, provision for bad debt and write down of inventories.

Outlook For The Upcoming Financial Year

Given the challenges faced by the industry, it is more important that Boon Koon Group remain strategically alert and be able to lay out plans to further consolidate and to strengthen our core business. We shall continue to strengthen our leadership in the commercial vehicle industry.

In pursuit of a more diversified growth, BKG has been actively seeking new avenues for value creation. For the financial year under review, the Company has successfully obtained a manufacturing license for the assembly of new commercial vehicles in Malaysia and our Research and Development team has been actively pursuing tests on new commercial vehicles prototypes to be launch in due course. We are enthusiastic with the future and we are optimistic we will be more equipped and better positioned to capitalize on the opportunities and to provide more value to shareholders in future.

Dividend

The Board of Directors did not recommend any dividend for the financial year ended 31 March 2014.

Appreciation

On behalf of the Board of Directors, I would like to extend my sincere gratitude to all of our employees, business associates and our loyal shareholders for their continuous support and cooperation throughout the year. To my fellow Board members, I thank you for your steadfast commitment, dedication and guidance.

STATEMENT ON CORPORATE GOVERNANCE

The Board of Directors of Boon Koon Group Berhad (“BKG”) appreciates the importance of adopting high standards of corporate governance and hence is fully committed to ensuring that the highest standards of corporate governance are practised in all areas throughout the Company and its subsidiaries (“the Group”) towards propagating corporate accountability with the objective of safeguarding the interests of all stakeholders and enhancing shareholders’ value.

The Board is pleased to report on the application of the principles of the Malaysian Code on Corporate Governance 2012 (“MCCG 2012”) and the extent of compliance with the Recommendations of the MCCG 2012 as required under MCCG 2012 during the financial year ended 31 March 2014 (“FY2014”).

1. THE BOARD OF DIRECTORS

1.1 Composition and Balance

The Board currently comprises of eight (8) members, of which four (4) are Executive Directors, One (1) Non-Independent & Non-Executive Director and three (3) Independent Non-Executive Directors. This is in compliance with the one-third requirement for independent directors to be appointed to the Board under the Main Market Listing Requirements of Bursa Malaysia Securities Berhad. The Board consists of individuals of high caliber who have diverse wealth of experience as well as skills and knowledge in the aspects of law, commercial, accounting and general management. The profile of each Director is provided on pages 3 to 4 of this Annual Report.

The Independent Non-Executive Directors of the Company, Mr Ho Kok Loon, Mr Murelidaran A/L M Navaratnam and Mr Ang Poh Gin have served as an Independent Non-Executive Directors of the Company for a cumulative term of more than nine (9) years. On this, the Nomination Committee (“NC”) and the Board have assessed the independence of Mr Ho Kok Loon, Mr Ang Poh Gin and Mr Murelidaran A/L M Navaratnam after FY2014 and recommended them to continue to act as an Independent Non-Executive Directors of the Company. The relevant motion on the subject matter will be presented to the shareholders for approval at the forthcoming Annual General Meeting.

There is a clear division of authority between Executive Chairman, Group Chief Executive Officer and Executive Directors, to ensure a balance of power and authority. The Independent Non-Executive Directors are independent from Management and have no relationships that could interfere with the exercise of their independent judgement. They play a key role in providing unbiased and independent views, advice and contributing their knowledge and experience toward the formulation of policies and in the decision making process. The Board takes cognisance of the Chairman being an executive position but is of the view that there are sufficient experiences and Independent Non-Executive Directors on the Board to provide assurance that there is adequate check and balance.

STATEMENT ON CORPORATE GOVERNANCE (CONT'D)

1. THE BOARD OF DIRECTORS (cont'd)

1.2 Duties and Responsibilities

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

The Board assumes the following principal functions and responsibilities:-

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

The Board has delegated specific duties to three (3) subcommittees (Audit, Nomination and Remuneration Committees). These Committees have the authority to examine particular issues and report the same to the Board with their recommendations. The ultimate responsibility for the final decision on all matters, however, lies with the Board.

The presence of Independent Non-Executive Directors is necessary for the corporate accountability as they provide unbiased and independent views. Even though all Directors have equal responsibility for the Group's operations, the role of Independent Non-Executive Directors is particularly important in ensuring the strategies proposed by the management are discussed and examined while taking into account the long-term implications of the business, the Group, shareholders and other stakeholders' interests.

The Board is alert to the possibility of potential conflicts of interest involving the Directors and the Company and affirms their commitment to ensure that such situations of conflicts are avoided.

1.3 Clear functions of the Board and Management

To ensure the effective discharge its functions and responsibilities, the Board had established a Board Charter which clearly set out the relevant matters reserved for the Board's approval, as well as those is delegated to the Board committees, Executive Chairman and Group Chief Executive Officer.

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

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

STATEMENT ON CORPORATE GOVERNANCE (CONT'D)

1. THE BOARD OF DIRECTORS (cont'd)**1.4 Re-election of Directors**

In accordance with the Articles of Association of the Company, all Directors who are appointed by the Board are subject to election by shareholders at the first opportunity after their appointment. Article 95(1) also provides that one-third (1/3) of the remaining Directors be subject to re-election by rotation at each Annual General Meeting ("AGM"). Provided always that all Directors shall retire from office once at least in each three (3) years but shall be eligible for re-election. In addition, the Directors to retire in every year shall be those who have been longest in office since their last election.

Pursuant to Article 102 of the Company's Articles of Association, any Directors who are appointed either to fill a casual vacancy or as an addition to the existing Directors, shall hold office only until the following AGM and being eligible for re-election but shall not be taken into account in determining the Directors who are to retire by rotations at that meeting.

Directors over the age seventy (70) years are required to render themselves for re-appointment annually in accordance with Section 129(6) of the Companies Act, 1965.

The details of the Directors seeking re-election at the forthcoming Twelfth AGM are disclosed in page 25 of this Annual Report.

1.5 Board Meetings

The Board met five (5) times for the financial year ended 31 March 2014. The Board meets within 2 months from the end of every quarter of the financial year where the Group's financial results are deliberated and approved prior release to Bursa Malaysia Securities Berhad and the Securities Commission. The Board is satisfied with the time commitment given by the Directors of the Company in discharging their duties for FY2014 as evidenced by the attendance record of the Directors at the Board Meeting.

The composition of the Board and the individual Director's attendance of meetings during the financial year ended 31 March 2014 were as follows:

	Attendance
Dato' Goh Boon Koon	5/5
Goh Boon Leong	5/5
Goh Peng Yeong	5/5
Chong Chun Chieh	5/5
Mohd Kamal Bin Omar	5/5
Ho Kok Loon	4/5
Murelidaran A/L M Navaratnam	4/5
Ang Poh Gin	4/5

STATEMENT ON CORPORATE GOVERNANCE (CONT'D)

1. THE BOARD OF DIRECTORS (cont'd)

1.6 Board Charter

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

1.7 Code of Business Conduct and Ethics and Conflict of Interest Policy

The Board continues to adhere to the Company's Code of Business Conduct and Ethics and Conflict of Interests Policy. The details of which is more probably describe in page 18 of this Annual Report.

1.8 Internal Corporate Disclosure Policies and Procedures

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

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

1.9 Board Gender Diversity Policy

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

1.10 Sustainability

The Group recognises the importance of sustainability and its increasing impact to the business in a way that is environmentally safe and sound. The sustainability activities are set out in the Statement on Corporate Social Responsibility.

2. SUPPLY OF INFORMATION

The Board members have full and unrestricted access to information on the Group's business and affairs in discharging their duties. All Directors are provided with the agenda and a full set of Board papers before each Board Meeting is convened. In addition to discussing the Group's performances in the meeting, certain matters which are reserved specifically for the Board's decision are discussed. These includes the approval of corporate plans and budgets, acquisitions and disposals of assets that are material to the Group, major investments, changes to management and control structure of the Group and key policies, procedures and authority limits.

STATEMENT ON CORPORATE GOVERNANCE (CONT'D) 11

2. SUPPLY OF INFORMATION (cont'd)

Senior management staff, investment bankers, accountants or solicitors will be appointed to act as advisers for any corporate proposal to be undertaken by the Group, and will be invited to attend Board meetings at which the corporate proposal is to be deliberated, in order to provide the Board with professional opinion and advice, and to clarify issues that may be raised by any Director. The Board is regularly updated and advised by the Company Secretary on new statutory as well as regulatory requirements. Every member of the Board has ready and unrestricted access to the advice and services of the Company Secretary and the senior management.

Where appropriate, the Directors may obtain independent professional advice at the Company's expense on specific issues to enable the Board to make well-informed decisions in discharging their duties on the matters being deliberated.

3. BOARD COMMITTEES

To assist the Board in the discharge of their duties effectively, the Board has delegated specific functions to certain Committees, namely Nomination Committee, Remuneration Committee and Audit Committee. Each Committee will operate within its clearly defined terms of reference. The Chairman of the various committees will report to the Board on the outcome of the Committee meetings.

a) Nomination Committee

The Nomination Committee which was formed on 2 August 2004, currently comprises entirely of Non-Executive Directors with all being independent as follows:

Ho Kok Loon	- Chairman
Ang Poh Gin	- Member
Murelidaran A/L M Navaratnam	- Member

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

- Identify and recommend to the Board, persons who are technically competent and of integrity and a strong sense of professionalism to be appointed as Directors of the Company.
- Regularly review the structure, size and composition (including the skills, knowledge and experience) required of the Board compared to its current position and make recommendations to the Board with regard to any changes.
- Review and recommend the membership of the Audit and Remuneration Committees, in consultation with the chairmen of those committees.
- Assess the effectiveness of the Board and the contribution of individual directors and his independence where applicable.
- To develop, maintain and review the criteria to be used in the recruitment process and annual assessment of directors.

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

- Adding value
- Conformance
- Stakeholder Relationship
- Performance management

3. BOARD COMMITTEES (cont'd)

a) Nomination Committee (cont'd)

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

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

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

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

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

The Nomination Committee had met once during FY2014 and the activities of the Nomination Committee is summarised as follows:-

- a) Reviewed and assessed the effectiveness of the Board, the committees of the Board and the contribution of each individual director, including Independent Non-Executive Directors.
- b) Reviewed and recommended the re-election of Directors who were retiring and seeking for re-election at Eleventh Annual General Meeting.
- c) Reviewed and assessed the independence of its Independent Non-Executive Directors.
- d) Recommended the retention of Independent Non-Executive Directors who has served as an Independent Non-Executive Directors of the Company for a cumulative term of more than nine years, in compliance with the recommendation of Malaysian Code on Corporate Governance 2012.

STATEMENT ON CORPORATE GOVERNANCE (CONT'D) 13

3. BOARD COMMITTEES (cont'd)

b) Remuneration Committee

The Remuneration Committee which was formed in 2 August 2004, currently comprises mainly Non-Executive Directors with majority being independent as follows:

Ho Kok Loon	- Chairman
Dato' Goh Boon Koon	- Member
Murelidaran A/L M Navaratnam	- Member

The Remuneration Committee's primary responsibilities are to recommend to the Board from time to time, the remuneration package and terms of employment of each Executive Director. Each Executive Director is to abstain from deliberating and voting on the decision in respect of his/her own remuneration package. The Board as a whole decides on the remuneration of the Non-Executive Directors. The individual concerned is to abstain from deliberating his/her own remuneration package. All Directors' fees must be approved by the shareholders at the AGM.

4. SECRETARY AND MINUTES

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

5. DIRECTORS' REMUNERATION

The objectives of the Group's policy on Directors' remuneration are to attract and retain Directors of the caliber needed to manage the Group successfully. In the case of Executive Directors, the component parts of their remuneration are structured to link rewards to corporate and individual performances. For Non-Executive Directors, their level of remuneration reflects the experience, expertise and level of responsibilities undertaken by the particular Non-Executive Director concerned.

The amounts of remuneration paid to Directors are disclosed in the Notes to the Audited Financial Statements.

The details of the remuneration for Directors during the financial year ended 31 March 2014 were as follows:

	Fees RM	Salary, allowances, & bonus RM	Meeting Allowances RM	EPF RM	Benefit In kinds RM
Executive Directors	96,000	1,463,521	4,000	204,926	63,088
Non-Executive Directors	78,000	-	5,000	-	-

STATEMENT ON CORPORATE GOVERNANCE (CONT'D)

5. DIRECTORS' REMUNERATION

Range of Remuneration	Number of Directors	
	Executive	Non-Executive
Below RM 50,000	-	4
RM 50,000 – RM 100,000	-	-
RM 100,001 – RM 150,000	-	-
RM 150,001 – RM 200,000	-	-
RM 200,001 – RM 250,000	-	-
RM 250,001 – RM 300,000	-	-
RM 300,001 – RM 350,000	-	-
RM 350,001 – RM 400,000	1	-
RM 400,001 – RM 450,000	1	-
RM 450,001 – RM 500,000	1	-
RM 500,001 – RM 550,000	-	-
RM 550,001 – RM 600,000	1	-

6. DIRECTORS TRAINING

All the Directors of BKG have attended and successfully completed the Mandatory Accreditation Programme as required by Bursa Malaysia Securities Berhad ("Bursa Securities"). They have also attended various continuous education programmes such as seminars and conferences.

The following members of the Board had attended various undermentioned programmes:-

Name	No. of days	Mode of Training	Title
Ho Kok Loon	1	Seminar	2014 Budget Seminar
Chong Chun Chieh	1	Seminar	Malaysian Budget 2014
Dato' Goh Boon Koon Goh Boon Leong Goh Peng Yeong Chong Chun Chieh Ho Kok Loon Ang Poh Gin Murelidaran A/L M Navaratnam Mohd Kamal Bin Omar	1	In House Conference	The Importance of Corporate Governance & Its Implication

The Directors are encouraged to attend talks, training programmes and seminars to update themselves on new developments in the business environment. In addition, seminars and conferences organised by the relevant regulatory authorities and professional bodies on, inter-alia, areas relevant to the Group's operations; Directors' responsibilities, and corporate governance issues, as well as on changes to statutory requirements and regulatory guidelines, are informed to the Directors, for their participation in such seminars and conferences.

STATEMENT ON CORPORATE GOVERNANCE (CONT'D) 15

7. SHAREHOLDERS

The Board recognises the value of good investors' relation and endeavours to maintain constant and effective communication with shareholders through timely and comprehensive announcements.

The AGM is the principal forum for dialogue with all shareholders. The participation of shareholders, both individuals and institutional, at the Company's AGM are encouraged whilst request for briefings from the press and investment analyst are usually met as a matter of course.

The Chairman of the general meeting would also inform the shareholders on their right to demand for a poll vote at the commencement of the general meeting and would conduct poll voting if demanded by shareholders.

The notice of AGM and the Annual report are dispatched to shareholders at least twenty-one (21) days prior to the meeting date.

Shareholders and investors can obtain the Company's latest announcements such as quarterly financial results in Bursa Securities website (www.bursamalaysia.com).

8. ACCOUNTABILITY AND AUDIT

8.1 Directors' Responsibility Statement

The annual financial statements and quarterly results are reviewed by the Audit Committee and approved by the Board of Directors prior to public release.

The Board acknowledges their responsibility to ensure that the financial statements of the Company and the Group are prepared in accordance with the provisions of the Companies Act, 1965 and applicable approved accounting standards in Malaysia so as to give a true and fair view of the state of affairs and the results of the Company and the Group. In preparing the financial statements for the year under review, the Board has adopted suitable accounting policies and which have been applied consistently, subject to any material departures disclosed and explained in the financial statements.

This statement is made in accordance with a resolution passed in the Board of Directors' Meeting held on 16 July 2014.

8.2 Internal Control

The Board acknowledges its overall responsibility for ensuring that a sound system of internal control is maintained throughout the Group and the need to review its effectiveness regularly. Information pertaining to the Company's internal control is presented in the Statement on Risk Management and Internal Control laid out on Page 19 to 20 of this Annual Report.

8.3 Relationship with the Auditors

A transparent and appropriate relationship with the auditors, both internal and external has been established through the Audit Committee. The external auditors are invited to discuss the annual financial statements, their audit plan, audit findings and other special matters that require the Board's attention.

16 STATEMENT ON CORPORATE GOVERNANCE (CONT'D)

9. STATEMENT ON THE COMPLIANCE WITH CORPORATE GOVERNANCE

The Board is committed to achieve high standards of corporate governance throughout the Group and high level of integrity and ethics in its business dealings. The Board considers that it has complied substantially with principles and recommendations as stipulated in the MCCG 2012 throughout FY2014.

This statement is made in accordance with a resolution passed in the Board of Directors' Meeting held on 16 July 2014.

10. OTHER INFORMATION

10.1 Share buyback

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

10.2 American Depository Receipts ("ADR") and Global Depository Receipts ("GDR")

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

10.3 Options, Warrants or Convertibles Securities

The Company had on 8 July 2013 issued 138,375,000 warrants, further details of the warrants issued are described in page 112 of this Annual Report. There was no exercise of warrants during the financial year.

Other than the above, there was no issuance of convertible securities during the financial year.

10.4 Material Contracts

There were no material contracts entered into by the Company and its subsidiaries involving Directors' and major shareholders' interest either still subsisting as at 31 March 2014 or entered into since the end of the previous financial year.

10.5 Utilisation of Proceeds

The status of utilisation of proceeds of RM27,675,000 raised from the Rights Issue by way of issuance of 138,375,000 new ordinary shares of RM0.20 each at an issue price of RM0.20 each per share as at date of Notice of meeting is as follows:

Purpose	Proposed Utilisation RM	Actual Utilisation RM	Intended Timeframe for utilisation from the date of listing of the Rights Shares ^(a)	Deviation RM	%
Repayment of bank borrowings	25,000,000	25,000,000	Within 24 months	-	-
General working capital purpose ^(b)	1,175,000	1,241,419	Within 12 months	66,419 ^(c)	5.65
Expenses relating to the corporate exercise	1,500,000	1,433,581	Immediate	66,419 ^(c)	4.43
TOTAL	27,675,000	27,675,000			

STATEMENT ON CORPORATE GOVERNANCE (CONT'D) 17

10. OTHER INFORMATION (cont'd)

10.5 Utilisation of Proceeds (cont'd)

Notes:

- ^(a) the listing of and quotation of 138,375,000 new ordinary shares of RM0.20 each was completed on 10 July 2013.
- ^(b) for the Group's day-to-day operations to support the existing business operations which include the purchase of raw materials.
- ^(c) the amount allocated of RM1.50 million is based on the estimated cost for the corporate exercise and the excess amount was utilised for general working capital.

10.6 Variation in Result

There were no material variations between the Group's audited results for the financial year ended 31 March 2014 and the unaudited results for the quarter ended 31 March 2014.

10.7 Profit Guarantee

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

10.8 Imposition of Sanctions and/or Penalties

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

10.9 Non-audit Fees Paid to External Auditors

During the financial year ended 31 March 2014, non-audit fee of RM44,000 were paid to the external auditors and taxation fees of RM24,548 were paid to a company in which certain partners of the audit firm are shareholders and directors.

STATEMENT ON CORPORATE SOCIAL RESPONSIBILITY

The Board of Directors of Boon Koon Group Berhad views the need for corporate social responsibility (“CSR”) as an integral part of a business’s operations and practices. The CSR initiatives undertaken by the Group are summarised below:-

Environment

The Group acknowledges responsibilities for care of the environment. The Group considers safety and environmental factors in all operating decisions and explores feasible opportunities to minimise any adverse impact from manufacturing operations and waste disposal.

In addition, the Group has also initiated among its staff awareness towards recycling of waste materials, and continuous improvements in our manufacturing process. These steps contribute towards a greener environment.

Health & Safety

As an employer, the Group recognizes and accepts its responsibilities for providing and maintaining a safe and healthy workplace for all its employees, contractors and visitors.

The Group Chief Executive Officer has the ultimate responsibility for the health, safety and welfare for all employees, visitors and by delegation through individual companies’ health and safety structure, to provide a safe working environment.

Information on safety matters is communicated through various Health & Safety Committees, Safety Representatives, Notice Boards and regular management briefings.

Ethical Policy

In addition, the Board of Directors of the Company has adopted the Code of Business Conduct and Ethics and Conflict of Interests policy (the “Code”) for Board members. The Code is intended to focus the Board and each Director on the duties and responsibilities of Directors, provide guidance to Directors to help them recognize and deal with ethical issues, provide mechanisms to report unethical conduct, and help to foster a culture of honesty and accountability. Each Director must comply with the letter and spirit of this Code. No code or policy can anticipate every situation that may arise.

Accordingly, this Code is intended to serve as a source of guiding principles for Directors. Directors are encouraged to bring questions about particular circumstances that may implicate one or more of the provisions of this Code to the attention of the Chairman of the Nomination Committee, who may consult with internal or external legal counsel as appropriate.

We believe that principles of honesty, ethical practices, integrity and fairness are the cornerstones of a respectable and successful business. These principles are the heart of the Company’s philosophy and values. They are vital elements for establishing trust in our relationships with shareholders and stakeholders. They cannot be compromised. It is therefore important for our organisations, at every level, to understand and see value in upholding such principles, which must be applied holistically in all aspects of the Company’s and organisational objectives as an economic entity.

The Company is committed to uphold and be steered by the spirit of the six (6) principles of the Malaysian Code of Business Ethics and as such, will strive to instill these principles and values within the Company’s culture, with the management leading the way by example when formulating policies within the Company. The six (6) principles are:-

- i. Sincerity in Business Dealings.
- ii. Conscious of Responsibility towards Customers, Society and Environment.
- iii. Geniality towards Fellow Humans.
- iv. Moderation in Business Dealings.
- v. Fair Treatment of Customers.
- vi. Zeal in Business-Building.

STATEMENT ON RISK MANAGEMENT AND INTERNAL CONTROL 19

Responsibility

The Board of Directors (the “Board”) of Boon Koon Group Berhad (“BKG”) acknowledges its overall responsibility for the Group’s system of risk management and internal control and for reviewing its adequacy and integrity periodically to safeguard the interest of shareholders and the Group’s assets. The Group Chief Executive Officer (“CEO”) and management play an integral role in assisting the design and implementation of the Board’s policies on risk management and internal controls.

This statement describes the processes that form the risk management and internal control framework throughout the Group’s business operations which were regularly reviewed by the Board.

The risk management and internal control system was designed to manage, rather than eliminate the risk of failure to achieve the Group’s corporate objectives.

In pursuing these objectives, risk management and internal control can provide only reasonable but not absolute, assurance against material misstatements or losses.

Risk Management

Throughout the history of the Group’s operations, risk management practices are inherent in the way management has conducted its business. The practices, values and culture that have endured to the present day have a profound effect on management’s conduct. The Board has always regarded risk management as an integral part of its conduct.

BKG has a set of formal group risk management policies which was approved by the Board of Director and adopted throughout the Group of companies within BKG.

Management Processes and Control Framework

BKG has a set of well-established standard operating procedures covering all critical and significant risks of the Group’s business processes. Procedures are primarily geared towards prevention of assets loss but also cover other major functional aspects of the Group’s business operations.

These functions include cost control, asset security and occupational safety procedures, human capital management, productivity benchmarks, product quality assurance, compliance with regulatory standards and disciplines and etc. The standard operating procedures are subject to review from time to time to accommodate process changes or to meet new business requirements. Compliance with these procedures is an essential element of the risk management and internal control framework.

Well-defined management structures and disciplines are established to reinforce the risk management and internal control framework so to ensure its continued relevance and effectiveness. Among the management disciplines are a pre-defined chart of responsibility and accountability that provides a clear definition of delegated authority to the various management levels along functional lines.

Monthly meetings are held in each of the Group’s business operations to discuss operational and financial aspects of the business. Action-plans are constructed for issues identified during the monthly meeting. Follow-up meetings are conducted to monitor progress of the implementation and if necessary, alteration is done to the implementation so that the planned action achieves its purpose.

STATEMENT ON RISK MANAGEMENT AND INTERNAL CONTROL (CONT'D)

Management Processes and Control Framework (cont'd)

To ensure effectiveness of the risk management and internal control framework, the Group maintains a well-resourced human capital function to oversee its operations. This ensures that the people driving key operations are sufficiently skilled and exert the required qualities of professionalism and integrity in their conduct. Continuous education and training programs are provided to enhance employees' skills and to reinforce such qualities.

In addition, the Group maintains an elaborated annual business planning and review process to make certain that the interests of all its subsidiaries are well balanced.

Monitoring and Review

The Board delegates the day-to-day functions to the CEO who is aided by a team of corporate officers. Part of his role is to drive each business operations in a manner so to maintain the integrity of the risk management and internal control framework and to implement effective risk management practices throughout the year.

From a process view point, the CEO oversees all management meetings in each of the business operations. These meetings usually involve the review of financial performance, operational and business issues including risk management and internal control matters.

The Board recognises the importance of a sound system of risk management and internal control to safeguard shareholders' investments and the Company's assets. To ensure the system of internal control is functioning effectively, the internal audit function of the Company has been outsourced to an external consultant who will review the internal controls of selected key activities of the Group's businesses based upon an annual internal audit plan which is presented to the Audit committee for approval. The Board relies on the internal audit function to provide it with much assurance about the state of internal controls of the Group. The internal auditors report directly to the Audit Committee. The fees paid to the internal auditors to carry out the internal audit functions of the Group amounted to RM16,000 for the financial year.

Summary

The system of risk management and internal control comprising the respective framework, management processes, monitoring and review processes described in this statement are considered appropriate. While the Board acknowledges that the system of risk management and internal control does not eliminate the possibility of collusion or deliberate circumvention of procedures by employees, human errors and/or others unforeseen circumstances that result in poor judgment, it has nonetheless receive assurance from the CEO, COO and the CFO that the Group's system of risk management and internal control is adequate for identifying, evaluating, monitoring and managing significant risk that may materially affect the achievement of the corporate objectives.

This statement is made in accordance with the resolution passed in the Board Meeting held on 16 July 2014.

Members of the Audit Committee

The Audit Committee

Committee currently comprises of the following Directors:

Ho Kok Loon

Chairman (*Independent Non-Executive Director*)

Murelidaran A/L M Navaratnam

Member (*Independent Non-Executive Director*)

Ang Poh Gin

Member (*Independent Non-Executive Director*)

The Terms of Reference of the Committee are as follows:**1. Membership**

The Committee shall be appointed by the Board from amongst the Directors of the Company, all of whom shall be Non-Executive Directors, with a majority being Independent Directors. At least one member of the Committee:-

- must be a member of the Malaysian Institute of Accountants; or
- if he is not a member of the Malaysian Institute of Accountants, he must have at least three (3) years of working experience and
 - he/she must have passed the examination specified in Part I of the 1st Schedule to the Accountants Act, 1967; or
 - he/she must be a member of one of the associations of accountants specified in Part II of the 1st Schedule of the Accountants Act, 1967.
- fulfils such other requirements as prescribed or approved by Bursa Malaysia Securities Berhad.

The members of the Committee shall elect the Chairman from among their number who shall be an Independent Director.

2. Attendance of Meetings

The Head of Finance and Head of Internal Audit, if any, are invited to attend meetings of the Audit Committee. Other Board members may attend meetings upon the invitation of the Committee. However, the Committee should meet with the external Auditors without executive Board Members present at least twice a year. The Company Secretary shall be the secretary of the Committee.

3. Frequency of Meetings

The Committee shall meet at least four (4) times a year. The external auditors may request a meeting if they consider that one is necessary. The quorum for any meeting shall be two members of the Committee who shall be Independent Non-Executive Directors.

AUDIT COMMITTEE REPORT (CONT'D)

4. Authority

The Committee is authorised by the Board to investigate any matter within the scope of the Committee's duties. It has full and unrestricted access to any information in the Company and is authorised to call upon any employee to seek information it requires and all employees are required to co-operate with the Committee.

5. Duties and Responsibilities

The duties and responsibilities of the Committee shall include:-

- 5.1 to recommend and consider the appointment and re-appointment of the external auditors, their audit fee and any question of their resignation or dismissal to the Board.
- 5.2 to review with the external Auditors the audit plans, evaluation on the internal controls and their audit reports and to consider adequacy of Management's actions taken on external audit reports.
- 5.3 to discuss the nature and scope of the audit with the external auditors before the audit commences.
- 5.4 to review the assistance given by the employees of the Company to the external Auditors.
- 5.5 to review the quarterly results and year end financial statements of the Company and the Group before submission to the Board, focusing particularly on :-
 - public announcements of results and dividend payment;
 - any changes in accounting policies and practices;
 - major judgmental areas;
 - significant adjustments resulting from the audit;
 - significant and unusual events;
 - the going-concern assumption;
 - compliance with accounting standards; and
 - compliance with stock exchange and legal requirements.
- 5.6 to discuss problems and reservations arising from the interim and final audits and any matters the auditors may wish to discuss (in the absence of management where necessary).
- 5.7 to keep under review the effectiveness of internal control system and, in particular, review the external auditors' management letter and management's response.
- 5.8 to review any related party transactions and conflict of interest situation that may arise within the Company or Group and to monitor any inter-company transaction or any transactions between the Company and any related parties outside the Group.
- 5.9 to review and approve the statements to be included in the annual report concerning internal controls and risk management.
- 5.10 to review the internal audit programs and results of the internal audit processes and where necessary to ensure that appropriate action is taken on the recommendations of the internal audit functions.
- 5.11 to monitor and review the effectiveness of the Company's internal audit function in the context of the company's overall risk management system.

5. Duties and Responsibilities (cont'd)

- 5.12 to approve the appointment and removal of the head of the internal audit function.
- 5.13 to consider and approve adequacy of the scope, functions, competency and resources of the internal audit function and ensure it has appropriate access to information to enable it to perform its function effectively and in accordance with the relevant professional standards.
- 5.14 to ensure the function have adequate standing and are free from management or other restrictions.
- 5.15 to review and assess the annual internal audit plan.
- 5.16 to review promptly all reports on the Group from the internal auditors and review and monitor management's responsiveness to the findings and recommendations of the internal auditor.
- 5.17 to monitor the auditor's compliance with relevant ethical and professional guidance on the rotation of audit partners, the level of fees paid by the company compared to the overall fee income of the firm, office and partner and other related requirements.
- 5.18 to review the Group's arrangements for its employees to raise concerns, in confidence, about possible wrongdoing in financial reporting or other matters. The Committee shall ensure that these arrangements allow proportionate and independent investigation of such matters and appropriate follow up action.
- 5.19 ensuring policies and framework are in place to manage the risks to which the Group is exposed, especially in areas of risk concentration pertaining to the risk exposures that the subsidiaries are exposed to in their business activities, eg. market, operational, liquidity, credit, regulatory, reputation, legal and strategic risk.
- 5.20 to support and provide directions to the Group's internal audit function to ensure its effectiveness.
- 5.21 to carry out such other functions and consider other topics, as may be agreed upon by the Board.

6. Reporting Procedures

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

7. Attendance of Meetings

During the financial year ended 31 March 2014, a total of 5 Audit Committee meetings were held. The details of attendance of the Committee members were as follows:

Name of Committee Member	Attendance
Ho Kok Loon	4/5
Murelidaran A/L M Navaratnam	4/5
Ang Poh Gin	4/5

8. Summary of Activities

The Audit Committee had during the financial year ended 31 March 2014 discharged the following duties:

- a.) Reviewed the quarterly unaudited financial results and made recommendations to the Board for approval.
- b.) Reviewed the draft audited financial statements with external auditors prior to the submission to the Board for approval.
- c.) Reviewed with the external auditors on their audit exit memorandum and management's response.
- d.) Reviewed the internal audit reports of the Group.
- e.) Reviewed the audit plan and its scope of work.
- f.) Reviewed the related party transactions.
- g.) Reviewed and recommended the re-appointment of external auditors and their fees.
- h.) Dialogue session with external auditors, without the presence of Executive Director and Management.

9. Internal Audit Function and Summary of Activities

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

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

Further details on the internal audit function and its activities are set out in the Statement on Risk Management and Internal Control on pages 19 to 20 of this Annual Report.

The Board is of the view that there is no significant breakdown or weaknesses in the systems of internal controls of the Group that may result in material losses incurred by the Group for the financial year ended 31 March 2014.

NOTICE OF ANNUAL GENERAL MEETING 25

NOTICE IS HEREBY GIVEN that the Twelfth Annual General Meeting of the Company will be held at the Majestic Hall of Bukit Jawi Golf Resort, Lot 414, MK 6, Jalan Paya Kemian Sempayi, 14200 Sungai Jawi, Penang on Wednesday, 27 August 2014 at 9:00 am for the following purposes :-

AGENDA

AS ORDINARY BUSINESS:

- | | | |
|----|--|---------------------|
| 1. | To receive the Audited Financial Statements of the Company for the financial year ended 31 March 2014 together with the Reports of the Directors and Auditors thereon. | |
| 2. | To approve the payment of Directors' fees of RM174,000 for the financial year ended 31 March 2014. | Resolution 1 |
| 3. | To re-elect Mr Goh Boon Leong who retires in accordance with Article 95(1) of the Company's Articles of Association. | Resolution 2 |
| 4. | To re-elect Mr Ho Kok Loon who retires in accordance with Article 95(1) of the Company's Articles of Association. | Resolution 3 |
| 5. | To re-elect Mr Murelidaran A/L M Navaratnam who retires in accordance with Article 95(1) of the Company's Articles of Association. | Resolution 4 |
| 6. | To re-appoint Messrs Grant Thornton as Auditors of the Company for the ensuing year and to authorise the Directors to fix their remuneration. | Resolution 5 |

AS SPECIAL BUSINESS :

7. To consider and if thought fit, to pass with or without modifications the following ordinary resolutions :-

7.1 **ORDINARY RESOLUTION
AUTHORITY TO ISSUE SHARES**

"That pursuant to Section 132D of the Companies Act, 1965, and subject to the approvals of the relevant Governmental and/or regulatory authorities, the Directors be and are hereby empowered to issue shares in the Company, at such time and upon such terms and conditions and for such purposes as the Directors may, in their absolute discretion deem fit, provided that the aggregate number of shares issued pursuant to this resolution in any one financial year does not exceed 10% of the issued share capital of the Company for the time being and that the Directors be and are also empowered to obtain the approval from Bursa Malaysia Securities Berhad for the listing of and quotation for the additional shares so issued and that such authority shall continue to be in force until the conclusion of the next Annual General Meeting of the Company."

Resolution 6

7.2 ORDINARY RESOLUTION PROPOSED RENEWAL OF SHARE BUY-BACK AUTHORITY

“That subject to the Companies Act, 1965 (“the Act”), rules, regulations and orders made pursuant to the Act, provisions of the Company’s Memorandum and Articles of Association, the Main Market Listing Requirements of Bursa Malaysia Securities Berhad (“Bursa Securities”) and the approvals of all relevant governmental and/or regulatory authorities, the Directors of the Company be and are hereby authorised to make purchases of ordinary shares comprised in the Company’s issued and paid up ordinary share capital, such purchases to be made through Bursa Securities upon such terms and conditions as the Directors may deem fit in the interest of the Company provided that:-

- (i) the aggregate number of ordinary shares of RM0.20 each in Boon Koon Group Berhad (“BK00N Shares”) which may be purchased or held by the Company shall not exceed ten per centum (10%) of its issued and paid-up ordinary share capital of the Company, subject to a restriction that the issued and paid-up ordinary share capital of BK00N does not fall below the minimum share capital requirements of the Listing Requirements of Bursa Securities (“Listing Requirements”) applicable to a company listed on the Main Market of Bursa Securities and that the listed issuer continues to maintain a shareholding spread that is in compliance with the requirements of the Listing Requirements after the share purchase;
- (ii) the maximum funds to be allocated by the Company for the purpose of purchasing the BK00N Shares under the Proposed Renewal of Share Buy-Back Authority shall not exceed the total amount of retained profit and/or share premium available for effecting the Proposed Renewal of Share Buy-Back Authority. Based on the audited financial statements of the Company for the financial year ended 31 March 2014, the accumulated losses of the Company stood at RM11,969,204 and the Company does not have a share premium account. The Company will only purchase its own shares wholly out of retained profits and/or the share premium account as required under paragraph 12.10 of the Main Market Listing Requirements of Bursa Securities;
- (iii) the authority conferred by this resolution to facilitate the Proposed Renewal of Share Buy-Back Authority will commence immediately upon passing of this ordinary resolution and will continue to be in force until:-
 - (a) the conclusion of the next annual general meeting (“AGM”) of the Company following the general meeting at which such resolution was passed at which time the said authority will lapse unless by ordinary resolution passed at that meeting, the authority is renewed, either unconditionally or subject to conditions; or
 - (b) the expiration of the period within which the next AGM after that date is required by law to be held; or
 - (c) revoked or varied by ordinary resolution passed by the shareholders of the Company in a general meeting;

NOTICE OF ANNUAL GENERAL MEETING (CONT'D) 27

7.2 ORDINARY RESOLUTION PROPOSED RENEWAL OF SHARE BUY-BACK AUTHORITY (cont'd)

whichever occurs first, but not so as to prejudice the completion of purchase(s) by the Company of the BKOON Shares before the aforesaid expiry date and, made in any event, in accordance with the provisions of the guidelines issued by Bursa Securities and any prevailing laws, rules, regulations, orders, guidelines and requirements issued by any relevant authorities; and

- (iv) upon completion of the purchase(s) of the BKOON Shares by the Company, the Directors of the Company be and are hereby authorised to cancel up to all the BKOON Shares so purchased or to retain the BKOON Shares so purchased as treasury shares, of which may be distributed as dividends to shareholders, and/or resold on Bursa Securities, and/or subsequently cancelled or to be retained part of the BKOON Shares so purchased as treasury shares and cancel the remainder and in any other manner as prescribed by the Act, rules, regulations and orders made pursuant to the Act and the requirements of Bursa Securities and any other relevant authority for the time being in force;

And That the Directors of the Company be and are hereby authorised to take all such steps as are necessary or expedient to implement, finalise, complete or to effect the Proposed Renewal of Share Buy-Back Authority with full powers to assent to any conditions, modifications, resolutions, variations and/or amendments (if any) as may be imposed by the relevant authorities and to do all such acts and things as the said Directors may deem fit and expedient in the best interest of the Company to give effect to and to complete the purchase of the BKOON Shares.”

Resolution 7

7.3 ORDINARY RESOLUTION RETENTION OF MR HO KOK LOON AS AN INDEPENDENT NON-EXECUTIVE DIRECTOR OF THE COMPANY

“That subject to the passing of the Resolution 3, approval be and is hereby given to Mr Ho Kok Loon who has served as an Independent Non-Executive Director of the Company for a cumulative term of more than nine (9) years, to continue to act as an Independent Non-Executive Director of the Company in compliance with the recommendation of Malaysian Code on Corporate Governance 2012.”

Resolution 8

7.4 ORDINARY RESOLUTION RETENTION OF MR ANG POH GIN AS AN INDEPENDENT NON-EXECUTIVE DIRECTOR OF THE COMPANY

“That approval be and is hereby given to Mr Ang Poh Gin who has served as an Independent Non-Executive Director of the Company for a cumulative term of more than nine (9) years, to continue to act as an Independent Non-Executive Director of the Company in compliance with the recommendation of Malaysian Code on Corporate Governance 2012.”

Resolution 9

**7.5 ORDINARY RESOLUTION
RETENTION OF MR MURELIDARAN A/L M NAVARATNAM AS AN
INDEPENDENT NON-EXECUTIVE DIRECTOR OF THE COMPANY**

“That subject to the passing of the Resolution 4, approval be and is hereby given to Mr Murelidaran A/L M Navaratnam who has served as an Independent Non-Executive Director of the Company for a cumulative term of more than nine (9) years, to continue to act as an Independent Non-Executive Director of the Company in compliance with the recommendation of Malaysian Code on Corporate Governance 2012.”

Resolution 10

8. To transact any other business of which due notices shall have been given in accordance with the Companies Act, 1965.

By Order of the Board,

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

Penang

Date : 31 July 2014

Notes :

1. A proxy may but need not be a member of the Company and the provisions of Section 149(1)(a) and (b) of the Companies Act, 1965 shall not apply to the Company.
2. The proxy form must be duly completed and deposited at the Registered Office of the Company, 51-13-A Menara BHL Bank, Jalan Sultan Ahmad Shah, 10050 Penang not less than forty-eight (48) hours before the time appointed for holding the meeting.
3. A member shall be entitled to appoint one (1) or more proxies to attend and vote at the same meeting.
4. Where a member appoints more than one (1) proxy, the appointments shall be invalid unless he specifies the proportions of his holdings to be represented by each proxy.
5. If the appointor is a corporation, this form must be executed under its Common Seal or under the hand of its attorney.
6. Where a member of the Company is an authorised nominee as defined under the Securities Industry (Central Depositories) Act 1991 (“Central Depositories Act”), it may appoint at least one proxy in respect of each securities account it holds with ordinary shares to the credit of the said securities account.
7. Where a member of the Company is an exempt authorised nominee as defined under the Central Depositories Act which holds ordinary shares in the Company for multiple beneficial owners in one securities account (“Omnibus Account”), there shall be no limit to the number of proxies which the Exempt Authorised Nominee may appoint in respect of each Omnibus Account it holds.

NOTICE OF ANNUAL GENERAL MEETING (CONT'D) 29

Notes : (cont'd)

8. For purpose of determining who shall be entitled to attend this meeting, the Company shall be requesting Bursa Malaysia Depository Sdn Bhd to make available to the Company pursuant to Article 62(3) 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 ("ROD") as at 21 August 2014 and only a Depositor whose name appears on such ROD shall be entitled to attend, speak and vote at this meeting or appoint proxy to attend and/or speak and/or vote in his/her behalf.

Explanatory Notes on Special Business

Resolution 6 – Authority to Issue Shares

The Ordinary Resolution proposed under item 7.1 above, if passed, primarily to renew the mandate to give authority to the Board of Directors to issue and allot shares in the Company up to an amount not exceeding 10% of the total issued capital of the Company for the time being, at any time in their absolute discretion without convening a general meeting. This would avoid any delay and costs in convening a general meeting to specifically approve such an issue of shares. This authority, unless revoked or varied by the shareholders of the Company in general meeting, will expire at the conclusion of the next Annual General Meeting.

As at the date of this Notice, the Company has not issued any new shares pursuant to Section 132D of the Companies Act, 1965 under the general authority which was approved at the Eleventh Annual General Meeting held on 27 August 2013 and which will lapse at the conclusion of the Twelfth Annual General Meeting to be held on 27 August 2014. A renewal of this authority is being sought at the Twelfth Annual General Meeting under proposed Resolution 6.

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

Resolution 7 – Proposed Renewal of Share Buy-Back Authority

The Ordinary Resolution proposed under item 7.2 above, if passed, will give the Directors of the Company authority to purchase its own shares up to ten per centum (10%) of the issued and paid up capital of the Company. In order to avoid any delay and costs involved in convening a general meeting, it is thus appropriate to seek shareholders' approval. This authority, unless revoked or varied by the shareholders of the Company in general meeting, will expire at the conclusion of the next Annual General Meeting. Please refer to the Share Buy Statement in page 32 to page 36 of this Annual Report.

Resolution 8 – Retention of Mr Ho Kok Loon as an Independent Non-Executive Director of the Company

Both the Nomination Committee and Board have assessed the independence of Mr Ho Kok Loon, who has served as an Independent Non-Executive Director of the Company for a cumulative term of more than nine years, and recommended him to continue to act as Independent Non-Executive Directors of the Company based on the following justifications:-

- i. He fulfilled the criteria under the definition of Independent Director as stated in the Main Market Listing Requirements of Bursa Malaysia Securities Berhad, and thus, he would be able to function as check and balance, and bring an element of objectivity to the Board.
- ii. His vast experience in the accounting and audit industry enabled him to provide the Board with a diverse set of experience, expertise and independent judgment.
- iii. He devotes sufficient time and attention to his professional obligations for an informed and balanced decision making.

Resolution 8 – Retention of Mr Ho Kok Loon as an Independent Non-Executive Director of the Company (cont'd)

- iv. He consistently challenged management in an effective and constructive manner and actively participated in board discussion.
- v. He has a good and thorough understanding of the main drivers of the business in a detailed manner.

Resolution 9 – Retention of Mr Ang Poh Gin as an Independent Non-Executive Director of the Company

Both the Nomination Committee and Board have assessed the independence of Mr Ang Poh Gin, who has served as an Independent Non-Executive Director of the Company for a cumulative term of more than nine years, and recommended him to continue to act as Independent Non-Executive Directors of the Company based on the following justifications:-

- i. He fulfilled the criteria under the definition of Independent Director as stated in the Main Market Listing Requirements of Bursa Malaysia Securities Berhad, and thus, he would be able to function as check and balance, and bring an element of objectivity to the Board.
- ii. He has vast experience in the various industries the Group is involved in and as such could provide the Board with a diverse set of experience, expertise and independent judgement.
- iii. He devotes sufficient time and attention to his professional obligations for an informed and balanced decision making.
- iv. He consistently challenged management in an effective and constructive manner and provided an independent voice on the board.
- v. He has a good and thorough understanding of the main drivers of the business in a detailed manner.

Resolution 10 – Retention of Mr Murelidaran A/L M Navaratnam as an Independent Non-Executive Director of the Company

Both the Nomination Committee and Board have assessed the independence of Mr Murelidaran A/L M Navaratnam, who has served as an Independent Non-Executive Director of the Company for a cumulative term of more nine years, and recommended him to continue to act as Independent Non-Executive Directors of the Company based on the following justifications:-

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

STATEMENT ACCOMPANYING NOTICE OF ANNUAL GENERAL MEETING

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(Pursuant to Paragraph 8.27(2) of the Main Market Listing Requirements of Bursa Malaysia Securities Berhad)

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

STATEMENT TO SHAREHOLDERS

In Relation To The Proposed Renewal Of Authority For The Purchase By Boon Koon Group Berhad (the "Company" or "BKG") Of Its Own Shares

1. Introduction

The Company had on 16 July 2014 announced that BKG is proposing to seek its shareholders' approval at the forthcoming Twelfth Annual General Meeting ("Twelfth AGM") of BKG to be held on 27 August 2014 for the renewal of the authority for the purchase by BKG of its own shares of up to ten percentage (10%) of the issued and paid-up share capital of BKG (the "Proposed Renewal of Share Buy-Back Authority").

The purpose of this Statement is to provide you with information on the Proposed Renewal of Share Buy-Back Authority together with the Directors' recommendation on the Proposed Renewal of Share Buy-Back Authority, and to seek your approval of the ordinary resolution on the Proposed Renewal of Share Buy-Back Authority to be tabled at the forthcoming BKG Twelfth AGM to be held at the Majestic Hall of Bukit Jawi Golf Resort, Lot 414, MK 6, Jalan Paya Kemian Sempayi, 14200 Sungai Jawi, Penang on Wednesday, 27 August 2014 at 9.00 am.

The notice of the BKG Twelfth AGM and the Form of Proxy are enclosed with the BKG 2014 Annual Report.

2. Details of the Proposed Renewal of Share Buy-Back Authority

At the Eleventh AGM of BKG held on 27 August 2013, shareholders had, inter alia, approved the existing authority for the purchase by BKG of its own shares of up to ten percent (10%) of the issued and fully paid-up share capital of the Company ("Share Buy-Back Authority"). In compliance with the Listing Requirements of Bursa Malaysia Securities Berhad ("Bursa Securities") ("Listing Requirements") and the resolution passed by the shareholders on 27 August 2013, Share Buy-Back Authority will expire at the conclusion of the BKG Twelfth AGM to be held on 27 August 2014 unless renewed by an ordinary resolution passed by the shareholders.

The Board proposes to seek an authorisation from the shareholders for the Company to continue to purchase by BKG of its own shares of up to ten percent (10%) of the issued and paid-up capital at any point in time. The renewal of the authority from the shareholders for the purchase by BKG of its own shares will be effective immediately upon the passing of the ordinary resolution on the Proposed Renewal of Share Buy-Back Authority at BKG Twelfth AGM to be held on 27 August 2014 until:-

- (i) the conclusion of the next AGM of the Company following the general meeting at which such resolution was passed at which time the said authority will lapse, unless by an ordinary resolution passed at that meeting, the authority is renewed, either unconditionally or subject to conditions; or
- (ii) the expiration of the period within which the next AGM after that date is required by law to be held; or
- (iii) revoked or varied by an ordinary resolution passed by the shareholders of the Company in a general meeting;

whichever is earlier.

3. Source of Funds

The Listing Requirements stipulates that the proposed purchase by a listed company of its own shares must be made wholly out of retained profits and/or share premium account of the listed company. BKG therefore proposes to allocate an amount not exceeding the audited retained profits of BKG for the purpose of the Proposed Renewal of Share Buy-Back Authority.

STATEMENT TO SHAREHOLDERS

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In Relation To The Proposed Renewal Of Authority For The Purchase By Boon Koon Group Berhad (the "Company" or "BKG") Of Its Own Shares (CONT'D)

3. Source of Funds (cont'd)

Based on the latest audited financial statements of BKG for the financial year ended 31 March 2014, the amount of accumulated losses of BKG stood at RM11,969,204 and it did not have a share premium account. The Company will only purchase its own shares wholly out of retained profits and/or the share premium account as required under paragraph 12.10 of the Main Market Listing Requirements of Bursa Securities. The funding for the purchase by BKG of its own shares is expected to be internally generated and is not expected to have a material impact on the cash flow position of the Company.

The actual number of ordinary shares of RM0.20 each in BKG ("BKG Shares") to be purchased, the total amount of funds involved for each purchase and timing of the purchase would depend on market conditions and the amount of retained profits and share premium account, if any, of BKG.

4. Rationale for the Proposed Renewal of Share Buy-Back Authority

Proposed Renewal of Share Buy-Back Authority will provide BKG with another option to utilise its financial resources more efficiently. The Proposed Renewal of Share Buy-Back Authority is expected to stabilise the supply and demand of BKG Shares as well as the price of BKG Shares. All things being equal, the Proposed Renewal of Share Buy-Back Authority, irrespective of whether the BKG Shares that have been previously bought-back pursuant to previous or the existing Share Buy-Back Authority ("Purchased BKG Shares") are held as treasury shares or cancelled, will result in a lower number of BKG Shares being taken into account for the purpose of computing the earnings per share ("EPS") of BKG Shares. The cost of the Purchased BKG Shares, whether held as treasury shares or cancelled, will be excluded from the shareholders' funds of BKG and its subsidiaries ("BKG Group") in the computation of return on equity ("ROE") of BKG, which in turn is expected to have a positive impact on the share price of BKG Shares.

5. Potential advantages and disadvantages of the Proposed Renewal of Share Buy-Back Authority

The Proposed Renewal of Share Buy-Back Authority, if exercised, is expected to potentially benefit BKG and its shareholders as follows:-

- (i) the EPS of BKG Shares and the ROE of BKG (all other things being equal) would be enhanced. This is expected to have a positive impact on the market price of BKG Shares which will benefit shareholders of BKG; and
- (ii) if the Purchased BKG Shares are retained as treasury shares, it will provide the Directors with the option to sell the Purchased BKG Shares at a higher price and generate profits for BKG. Alternatively, the Purchased BKG Shares retained as treasury shares may be distributed as share dividend to shareholders.

The potential disadvantages of the Proposed Renewal of Share Buy-Back Authority, if exercised, will be the reduction in the financial resources of BKG. This may result in BKG foregoing other investment opportunities that may emerge in the future. However, the financial resources of BKG will increase upon the resale of the Purchased BKG Shares which are held as treasury shares in the open market.

6. Effects of the Proposed Renewal of Share Buy-Back Authority

The effects of the Proposed Renewal of Share Buy-Back Authority on the share capital, net assets, working capital and earnings of BKG, shareholdings of the Directors and substantial shareholders of BKG, assuming BKG purchases BKG Shares up to the maximum ten percent (10%) of the enlarged issued and paid-up share capital of BKG, are set out as follows:-

STATEMENT TO SHAREHOLDERS

In Relation To The Proposed Renewal Of Authority For The Purchase By Boon Koon Group Berhad (the "Company" or "BKG") Of Its Own Shares (CONT'D)

6. Effects of the Proposed Renewal of Share Buy-Back Authority (cont'd)

6.1 Share Capital

In the event that all the Purchased BKG Shares are cancelled and on the assumption that the Proposed Renewal of Share Buy-Back Authority is exercised in full, the proforma effects of the Proposed Renewal of Share Buy-Back Authority on the issued and paid-up share capital of BKG as at 30 June 2014, are as follows:-

	Number of BKG Shares of RM0.20 each	RM
As at 30 June 2014	276,750,000	55,350,000
Cancellation of Purchased BKG Shares	27,675,000	5,535,000
After the Proposed Renewal of Share Buy-Back Authority	249,075,000	49,815,000

However, in the event that all BKG Shares bought-back are retained as treasury shares, the Proposed Renewal of Share Buy-Back Authority will not have any effect on the issued and paid-up share capital of BKG.

6.2 Net Assets ("NA")

The Proposed Renewal of Share Buy-Back Authority may increase or decrease the NA per BKG Share depending on the purchase price(s) of BKG Shares bought-back pursuant to the Proposed Renewal of Share Buy-Back Authority. The NA per BKG Share will increase if the purchase price is less than the NA per BKG Share and will decrease if the purchase price exceeds the NA per BKG Share at the time when the BKG Shares are purchased.

In the event the Purchased BKG Shares which are retained as treasury shares are resold, the NA of BKG Shares will increase or decrease depending on whether a gain or loss is realised upon the resale. The quantum of the increase or decrease in NA will depend on the actual disposal price and the number of the Purchased BKG Shares, retained as treasury shares, which are resold.

6.3 Working Capital

The Proposed Renewal of Share Buy-Back Authority will reduce the working capital of the BKG Group, the quantum of which will depend on the number of BKG Shares purchased and the purchase price(s) of the BKG Shares.

6.4 Earnings

The effect of the Proposed Renewal of Share Buy-Back Authority on the earnings of BKG will depend on, inter alia, the number of BKG Shares purchased and the purchase price(s) of the BKG Shares.

6.5 Shareholdings of the Directors and Substantial Shareholders

(i) Shareholdings of Directors

The proforma effects of Proposed Renewal of Share Buy-Back Authority on the shareholdings of the Directors of BKG based on the Record of Depositors as at 30 June 2014 are as follows:-

STATEMENT TO SHAREHOLDERS

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In Relation To The Proposed Renewal Of Authority For The Purchase By Boon Koon Group Berhad (the "Company" or "BKG") Of Its Own Shares (CONT'D)

6. Effects of the Proposed Renewal of Share Buy-Back Authority (cont'd)

6.5 Shareholdings of the Directors and Substantial Shareholders (cont'd)

(i) Shareholdings of Directors (cont'd)

Directors	As at 30 June 2014				After the Proposed Renewal of Share Buy-Back Authority			
	Direct	%	Indirect	%	Direct	%	Indirect	%
Dato' Goh Boon Koon	63,694,746	23.02	3,469,832 [#]	1.25	63,694,746	25.57	3,469,832 [#]	1.39
Goh Boon Leong	22,161,112	8.01	-	-	22,161,112	8.90	-	-
Ho Kok Loon	67,500	0.02	-	-	67,500	0.03	-	-
Ang Poh Gin	33,750	0.01	-	-	33,750	0.01	-	-
Murelidaran A/L M Navaratnam	21,937	0.01	-	-	21,937	0.01	-	-
Mohd Kamal Bin Omar	-	-	-	-	-	-	-	-
Goh Peng Yeong	3,226,300	1.17	-	-	3,226,300	1.30	-	-
Chong Chun Chieh	2,600,000	0.94	-	-	2,600,000	1.04	-	-

[#] Other interest held through his spouse and/or children pursuant to Section 134(12)(c) of the Companies Act, 1965

(ii) Shareholdings of Substantial Shareholders

The proforma effects of the Proposed Renewal of Share Buy-Back Authority on the shareholdings of the Substantial Shareholders of BKG based on the Register of Substantial Shareholders as at 30 June 2014 are as follows:-

Shareholders	As at 30 June 2014				After the Proposed Renewal of Share Buy-Back Authority			
	Direct	%	Indirect	%	Direct	%	Indirect	%
Dato' Goh Boon Koon	63,694,746	23.02	-	-	63,694,746	25.57	-	-
Goh Boon Leong	22,161,112	8.01	-	-	22,161,112	8.90	-	-

7. Public Shareholding Spread

The Proposed Renewal of Share Buy-Back Authority shall be in compliance with Section 67A of the Companies Act, 1965 and any prevailing laws, orders, requirements, guidelines, rules and regulations issued by the relevant authorities at the time of purchase including compliance with the twenty five percent (25%) public shareholding as required by Bursa Securities. Based on the public shareholding spread of BKG as at 30 June 2014 of 65.15%, assuming that the Proposed Renewal of Share Buy-Back Authority is implemented up to ten percent (10%) of the issued and paid-up share capital of BKG and that the number of BKG Shares held directly and indirectly by the substantial shareholders and the Directors of BKG remain unchanged, the public shareholding spread of BKG is expected to be 61.28%.

STATEMENT TO SHAREHOLDERS

In Relation To The Proposed Renewal Of Authority For The Purchase By Boon Koon Group Berhad (the "Company" or "BKG") Of Its Own Shares (CONT'D)

8. Implications of the Proposed Renewal of Share Buy-Back Authority in relation to the Malaysian Code On Take-Overs And Mergers, 2010 ("the Code")

The Proposed Renewal of Share Buy-Back Authority if carried out in full (whether shares are cancelled or treated as treasury shares), may result in a substantial shareholder and/or parties acting in concert with it incurring a mandatory general offer obligation under the Code, approval would be sought from the Securities Commission for the exemption under Paragraph 24 Practice Note 9 of the Code, subject to certain conditions as set out in the Practice Note being met since the increase in their shareholdings is inadvertent and is a result of action that is outside their direct participation. In this respect, the Board is mindful of the provision under the Code.

9. Purchases and resale of BKG Shares made in the last financial year

The Company has not purchase any of its shares during the financial year ended 31 March 2014.

10. Directors', Major Shareholders', persons connected with Directors' and Major Shareholders' Interests

None of the Directors, major shareholders, persons connected with Directors and major shareholders have any interest, direct or indirect, in the Proposed Renewal of Share Buy-Back Authority.

11. Directors' recommendation

The Board of Directors (the "Board"), having considered all aspects of the Proposed Renewal of Share Buy-Back Authority, are of the opinion that the Proposed Renewal of Share Buy-Back Authority is in the best interest of BKG.

Accordingly, the Board recommends that you vote in favour of the ordinary resolution on the Proposed Renewal of Share Buy-Back Authority to be tabled at the BKG Twelfth AGM to be held on 27 August 2014.

12. Bursa Securities' disclaimer liability

Bursa Securities has not perused this Statement prior to its issuance and takes no responsibility for the contents of this Statement makes no representation as to its accuracy or completeness and expressly disclaims any liability whatsoever for any loss howsoever arising from or in reliance upon the whole or any part of the contents of this Statement.

13. Further Information

Save as disclosed herein, the Directors do not have any knowledge of any other information concerning the Proposed Renewal of Share Buy-Back Authority as shareholders and their advisers would reasonably require and expect to find in the Share Buy-Back Statement for the purpose of making an informed assessment as to the merits of approving the Proposed Renewal of Share Buy-Back Authority and the extent of the risks involved in doing so.



REPORTS AND FINANCIAL STATEMENTS

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DIRECTORS' REPORT

For The Financial Year Ended 31 March 2014

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

PRINCIPAL ACTIVITIES

The principal activities of the Company consist of investment holding and the provision of management services. The principal activities of the subsidiaries are disclosed in Note 5 to the financial statements.

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

RESULTS

	GROUP RM	COMPANY RM
Loss after taxation for the year	<u>(967,683)</u>	<u>(4,762,026)</u>
Attributable to:		
Owners of the parent	(1,032,363)	(4,762,026)
Non-controlling interests	<u>64,680</u>	<u>-</u>
	<u>(967,683)</u>	<u>(4,762,026)</u>

In the opinion of the directors, the results of the operations of the Group and of the Company for the financial year ended **31 March 2014** have not been substantially affected by any item, transaction or event of a material and unusual nature nor has any such item, transaction or event occurred in the interval between the end of that financial year and the date of this report, other than the following items which have been recognised in profit or loss for the year under review:

	GROUP RM	COMPANY RM
Impairment loss on receivables	(1,178,725)	-
Impairment loss on amount due from subsidiaries	-	(300,000)
Inventories written-down	<u>(1,209,173)</u>	<u>-</u>

DIVIDENDS

No dividends have been declared or paid by the Company since the end of the previous financial year.

The Company is not in a position to pay any dividend in view of the current year loss and the accumulated losses as at the end of the reporting period.

RESERVES AND PROVISIONS

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

SHARE CAPITAL AND DEBENTURE

During the financial year, the Company has completed its corporate exercise as follows:

- (i) Capital reduction involving the cancellation of RM0.30 of the par value of each existing ordinary share of RM0.50 in the Company, which resulted in the reduction of the issued and paid-up capital from RM69,187,500 comprising 138,375,000 ordinary shares of RM0.50 each to RM27,675,000 comprising 138,375,000 ordinary shares of RM0.20 each pursuant to Section 64(1) of the Companies Act, 1965 in Malaysia. The credit of RM41,512,500 arising from the capital reduction is utilised to set-off against the accumulated losses of the Company, and
- (ii) Renounceable rights issue of 138,375,000 new ordinary shares of RM0.20 each ("Rights Issue") on the basis of one (1) rights share together with one (1) free warrant for every one (1) existing ordinary share of RM0.20 each held on 12 June 2013.

The implementation of (i) and (ii) above has resulted in;

- (a) Alteration of the existing authorised shares of the Company from 200,000,000 ordinary shares of RM0.50 each to 500,000,000 ordinary shares of RM0.20 each. The authorised share capital of the Company remained at RM100,000,000, and
- (b) Alteration of the paid-up capital from RM69,187,500 comprising 138,375,000 ordinary shares of RM0.50 each to RM27,675,000 comprising 138,375,000 ordinary shares of RM0.20 in respect of (i) followed by the increased in paid-up capital to RM55,350,000 involving the issuance of 138,375,000 new ordinary shares of RM0.20 each in respect of (ii).

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

WARRANTS

During the financial year, the Company issued 138,375,000 warrants pursuant to the implementation of the Rights Issue and no warrants were exercised during this period.

The salient features of the warrants are set out in Note 14 to the financial statements.

DIRECTORS

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

- **Dato' Goh Boon Koon**
- **Goh Boon Leong**
- **Goh Peng Yeong**
- **Chong Chun Chieh**
- **Mohd Kamal Bin Omar**
- **Ho Kok Loon**
- **Murelidaran A/L M Navaratnam**
- **Ang Poh Gin**

DIRECTORS' REPORT

For The Financial Year Ended 31 March 2014 (CONT'D)

DIRECTORS' INTERESTS IN SHARES

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

	Number of ordinary shares of RM0.20 each			
	Balance at 1.4.2013	Rights Issue	Bought/ (Sold)	Balance at 31.3.2014
The Company				
Direct Interest:				
Dato' Goh Boon Koon	31,847,373	31,847,373	-	63,694,746
Goh Boon Leong	11,080,556	11,080,556	-	22,161,112
Goh Peng Yeong	626,300	2,600,000	-	3,226,300
Chong Chun Chieh	-	2,600,000	-	2,600,000
Ho Kok Loon	33,750	33,750	-	67,500
Murelidaran A/L M Navaratnam	21,937	-	-	21,937
Ang Poh Gin	33,750	-	-	33,750
Deemed Interest:				
Dato' Goh Boon Koon *	3,469,832	-	-	3,469,832

	Number of Warrants			
	Balance at 1.4.2013	Rights Issue	Bought/ (Sold)	Balance at 31.3.2014
The Company				
Direct Interest:				
Dato' Goh Boon Koon	-	31,847,373	-	31,847,373
Goh Boon Leong	-	11,080,556	-	11,080,556
Goh Peng Yeong	-	2,600,000	-	2,600,000
Chong Chun Chieh	-	2,600,000	-	2,600,000
Ho Kok Loon	-	33,750	-	33,750
Murelidaran A/L M Navaratnam	-	-	-	-
Ang Poh Gin	-	-	-	-
Deemed Interest:				
Dato' Goh Boon Koon *	-	-	-	-

* By virtue of the spouse's and children's interests.

By virtue of their shareholdings in the Company, **Dato' Goh Boon Koon** and **Mr. Goh Boon Leong** are also deemed interested in the shares of all the subsidiaries of the Company, to the extent that the Company has interests.

DIRECTORS' BENEFITS

Since the end of the previous financial year, no director of the Company has received or become entitled to receive any benefit (other than a benefit included in the aggregate amount of emoluments received or due and receivable by the directors shown in the financial statements) by reason of a contract made by the Company or a related corporation with a director or with a firm of which the director is a member or with a company in which the director has a substantial financial interest, other than those related party transactions disclosed in the notes to the financial statements.

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

OTHER STATUTORY INFORMATION

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

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

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

- (i) that would render the amount written off for bad debts, or the amount of the allowance for doubtful debts in the Group and in the Company inadequate to any substantial extent, and
- (ii) that would render the value attributed to the current assets in the financial statements of the Group and of the Company misleading, and
- (iii) that would render any amount stated in the financial statements of the Group and of the Company misleading, and
- (iv) which have arisen which render adherence to the existing methods of valuation of assets or liabilities of the Group and of the Company misleading or inappropriate.

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

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

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

DIRECTORS' REPORT

For The Financial Year Ended 31 March 2014 (CONT'D)

SIGNIFICANT EVENTS

Details of significant events during the financial year are disclosed in Note 34 to the financial statements.

AUDITORS

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

Signed in accordance with a resolution of the directors:

.....
Dato' Goh Boon Koon

Penang,

Date: 16 July 2014

.....
Goh Boon Leong

In the opinion of the directors, the financial statements set out on pages 46 to 112 are properly drawn up in accordance with Malaysian Financial Reporting Standards, International Financial Reporting Standards and the requirements of the Companies Act, 1965 in Malaysia so as to give a true and fair view of the financial position of the Group and of the Company as at **31 March 2014** and of their financial performance and cash flows for the financial year then ended.

In the opinion of the directors, the information set out on Note 35 on page 113 to the financial statements has been complied with the Guidance on Special Matter No. 1, Determination of Realised and Unrealised Profits or Losses in the Context of Disclosures Pursuant to Bursa Malaysia Securities Berhad Listing Requirements, issued by the Malaysian Institute of Accountants, and presented based on the format prescribed by Bursa Malaysia Securities Berhad.

Signed in accordance with a resolution of the directors:

.....
Dato' Goh Boon Koon

.....
Goh Boon Leong

Date: 16 July 2014

STATUTORY DECLARATION

I, **Goh Boon Leong**, the director primarily responsible for the financial management of **Boon Koon Group Berhad** do solemnly and sincerely declare that the financial statements set out on pages 46 to 112 and the supplementary information set out on page 113 are to the best of my knowledge and belief, correct and I make this solemn declaration conscientiously believing the same to be true and by virtue of the provisions of the Statutory Declarations Act, 1960.

Subscribed and solemnly declared by)
the abovenamed at Penang, this **16th**)
day of **July 2014**.)

.....
Goh Boon Leong

Before me,

.....
Commissioner for Oaths

INDEPENDENT AUDITORS' REPORT TO THE MEMBERS

OF BOON KOON GROUP BERHAD Company No. 553434-U (Incorporated In Malaysia)

Report on the Financial Statements

We have audited the financial statements of **Boon Koon Group Berhad**, which comprise the statements of financial position as at **31 March 2014** of the Group and of the Company, and the statements of comprehensive income, statements of changes in equity and statements of cash flows of the Group and of the Company for the financial year then ended, and a summary of significant accounting policies and other explanatory notes, as set out on pages 46 to 112.

Directors' Responsibility for the Financial Statements

The directors of the Company are responsible for the preparation of the 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 at **31 March 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.

INDEPENDENT AUDITORS' REPORT TO THE MEMBERS

OF BOON KOON GROUP BERHAD Company No. 553434-U (Incorporated In Malaysia) (CONT'D)

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 accounts and the auditors' reports of all the subsidiaries of which we have not acted as auditors, which are 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, and
- (d) The auditors' 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 35, on page 113 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.

Grant Thornton
No. AF: 0042
Chartered Accountants

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

Date: 16 July 2014

Penang

STATEMENTS OF FINANCIAL POSITION

As At 31 March 2014

	Note	GROUP		COMPANY	
		2014 RM	2013 RM	2014 RM	2013 RM
ASSETS					
Non-current assets					
Property, plant and equipment	4	46,217,254	50,470,139	7,140,878	7,178,155
Investment in subsidiaries	5	-	-	37,923,687	37,823,681
Investment in associates	6	4,975,198	2,424,602	3,846,061	846,061
Deferred tax assets	7	2,998,000	3,350,000	-	-
		<u>54,190,452</u>	<u>56,244,741</u>	<u>48,910,626</u>	<u>45,847,897</u>
Current assets					
Inventories	8	37,986,818	42,920,151	-	-
Trade receivables	9	30,086,243	28,468,749	-	-
Other receivables, deposits and prepayments	10	2,488,097	3,416,504	70,537	916,925
Amount due from subsidiaries	11	-	-	2,725,572	6,636,691
Tax recoverable		288,405	102,316	-	-
Cash and bank balances	12	6,350,511	12,456,764	353,973	968,484
		<u>77,200,074</u>	<u>87,364,484</u>	<u>3,150,082</u>	<u>8,522,100</u>
TOTAL ASSETS		<u>131,390,526</u>	<u>143,609,225</u>	<u>52,060,708</u>	<u>54,369,997</u>
EQUITY AND LIABILITIES					
Equity attributable to owners of the parent					
Share capital	13	55,350,000	69,187,500	55,350,000	69,187,500
Other reserves	14	8,360,102	(16,286)	8,366,860	-
Retained profit/(Accumulated losses)		7,475,971	(24,637,306)	(11,969,204)	(40,352,818)
		<u>71,186,073</u>	<u>44,533,908</u>	<u>51,747,656</u>	<u>28,834,682</u>
Non-controlling interests		142,357	91,550	-	-
Total equity		<u>71,328,430</u>	<u>44,625,458</u>	<u>51,747,656</u>	<u>28,834,682</u>
Non-current liabilities					
Borrowings	15	2,157,284	19,293,917	-	15,388,516
Deferred tax liabilities	7	1,251,060	1,670,588	-	-
		<u>3,408,344</u>	<u>20,964,505</u>	<u>-</u>	<u>15,388,516</u>
Current liabilities					
Trade payables	16	3,709,012	11,862,783	-	-
Other payables and accruals	17	4,268,083	4,304,289	313,052	535,315
Provision for claim	18	-	1,126,741	-	-
Borrowings	15	48,653,490	60,725,449	-	9,611,484
Provision for taxation		23,167	-	-	-
		<u>56,653,752</u>	<u>78,019,262</u>	<u>313,052</u>	<u>10,146,799</u>
Total liabilities		<u>60,062,096</u>	<u>98,983,767</u>	<u>313,052</u>	<u>25,535,315</u>
TOTAL EQUITY AND LIABILITIES		<u>131,390,526</u>	<u>143,609,225</u>	<u>52,060,708</u>	<u>54,369,997</u>

The notes set out on pages 55 to 112 form an integral part of these financial statements.

STATEMENTS OF COMPREHENSIVE INCOME

For The Financial Year Ended 31 March 2014

	Note	GROUP		COMPANY	
		2014 RM	2013 RM	2014 RM	2013 RM
Revenue	19	103,428,737	144,190,851	1,095,595	2,119,186
Cost of sales	20	(88,626,538)	(126,927,229)	-	-
Gross profit		14,802,199	17,263,622	1,095,595	2,119,186
Other income	21	778,039	1,262,223	6,539	7,752
Administrative expenses		(11,951,360)	(19,829,481)	(5,292,172)	(9,208,087)
Selling and distribution expenses		(543,466)	(2,046,147)	-	-
Operating profit/(loss)		3,085,412	(3,349,783)	(4,190,038)	(7,081,149)
Finance costs	22	(2,861,336)	(4,618,225)	(571,988)	(1,429,299)
Share of results of associates		(1,184,580)	71,094	-	-
Loss before taxation		(960,504)	(7,896,914)	(4,762,026)	(8,510,448)
Taxation	23	(7,179)	1,092,628	-	-
Loss for the year	24	(967,683)	(6,804,286)	(4,762,026)	(8,510,448)
Other comprehensive loss, net of tax:					
Items that will be reclassified subsequently to profit or loss:					
Foreign currency translation differences for foreign operations		(4,342)	(21,170)	-	-
Total comprehensive loss for the year		(972,025)	(6,825,456)	(4,762,026)	(8,510,448)

The notes set out on pages 55 to 112 form an integral part of these financial statements.

STATEMENTS OF COMPREHENSIVE INCOME

For The Financial Year Ended 31 March 2014 (CONT'D)

	Note	GROUP		COMPANY	
		2014 RM	2013 RM	2014 RM	2013 RM
Loss for the year attributable to:					
Owners of the parent		(1,032,363)	(6,881,380)	(4,762,026)	(8,510,448)
Non-controlling interests		64,680	77,094	-	-
		<u>(967,683)</u>	<u>(6,804,286)</u>	<u>(4,762,026)</u>	<u>(8,510,448)</u>
Total comprehensive loss attributable to:					
Owners of the parent		(1,036,705)	(6,902,550)	(4,762,026)	(8,510,448)
Non-controlling interests		64,680	77,094	-	-
		<u>(972,025)</u>	<u>(6,825,456)</u>	<u>(4,762,026)</u>	<u>(8,510,448)</u>
Loss per share attributable to owners of the parent (sen)					
	25				
- Basic		<u>(0.43)</u>	<u>(4.97)</u>		
- Diluted		<u>(0.43)</u>	<u>(4.97)</u>		

CONSOLIDATED STATEMENT OF CHANGES IN EQUITY

For The Financial Year Ended 31 March 2014

Note	Attributable to owners of the parent		Non-distributable		Distributable		Total Equity RM
	Share Capital RM	Warrant Reserve RM	Foreign Currency Translation Reserve RM	Capital Reserve RM	(Accumulated Losses)/ Retained Profit RM	Non-controlling Interests RM	
	69,187,500	-	(16,286)	-	(24,637,306)	91,550	44,625,458
Balance at beginning					44,533,908		
Total comprehensive loss for the year	-	-	(4,342)	-	(1,032,363)	64,680	(972,025)
<i>Transactions with owners:</i>							
Capital reduction	(41,512,500)	-	-	-	41,512,500	-	-
Issuance of shares pursuant to Rights Issue	27,675,000	-	-	-	-	-	27,675,000
Issuance of warrants	-	8,366,860	-	-	(8,366,860)	-	-
Acquisition of equity interest from non-controlling interest	-	-	-	13,870	-	(13,873)	(3)
Total transactions with owners	(13,837,500)	8,366,860	-	13,870	33,145,640	(13,873)	27,674,997
Balance at end	55,350,000	8,366,860	(20,628)	13,870	7,475,971	142,357	71,328,430

The notes set out on pages 55 to 112 form an integral part of these financial statements.

CONSOLIDATED STATEMENT OF CHANGES IN EQUITY

For The Financial Year Ended 31 March 2014 (CONT'D)

2013	Note	Attributable to owners of the parent				Total Equity RM
		Share Capital RM	Non- distributable Foreign Currency Translation Reserve RM	(Accumulated Losses) RM	Non-controlling Interests RM	
Balance at beginning		69,187,500	4,884	(17,755,926)	10,941,317	62,377,775
Total comprehensive loss for the year		-	(21,170)	(6,881,380)	77,094	(6,825,456)
<i>Transactions with owners:</i>						
Disposal of equity interest in a subsidiary	5	-	-	-	(10,926,861)	(10,926,861)
Balance at end		69,187,500	(16,286)	(24,637,306)	44,533,908	44,625,458

The notes set out on pages 55 to 112 form an integral part of these financial statements.

STATEMENT OF CHANGES IN EQUITY

For The Financial Year Ended 31 March 2014

Note	Share Capital RM	Non-distributable		Total Equity RM
		Warrant Reserve RM	Accumulated Losses RM	
2014				
	69,187,500	-	(40,352,818)	28,834,682
	-	-	(4,762,026)	(4,762,026)
<i>Transactions with owners:</i>				
Capital reduction	13	(41,512,500)	41,512,500	-
Issuance of shares pursuant to Rights Issue	13	27,675,000	-	27,675,000
Issuance of Warrants	14	-	(8,366,860)	-
Total transactions with owners		(13,837,500)	33,145,640	27,675,000
Balance at end		55,350,000	(11,969,204)	51,747,656
2013				
	69,187,500	-	(31,842,370)	37,345,130
	-	-	(8,510,448)	(8,510,448)
Balance at end		69,187,500	(40,352,818)	28,834,682

The notes set out on pages 55 to 112 form an integral part of these financial statements.

STATEMENTS OF CASH FLOWS

For The Financial Year Ended 31 March 2014

	GROUP		COMPANY	
	2014 RM	2013 RM	2014 RM	2013 RM
CASH FLOWS FROM OPERATING ACTIVITIES				
Loss before taxation	(960,504)	(7,896,914)	(4,762,026)	(8,510,448)
Adjustments for:				
Amortisation of IMTN issuance expenses	-	74,279	-	74,279
Bad debts	32,337	-	-	-
Depreciation	4,507,356	5,516,598	71,717	67,975
Gain on disposal of property, plant and equipment	(83,086)	(130,310)	-	-
Impairment loss on amount due from subsidiaries	-	-	300,000	1,105,185
Impairment loss on goodwill	-	21,285	-	-
Impairment loss on investment in subsidiaries	-	-	-	1,196,926
Impairment loss on receivables	1,178,725	1,360,452	-	-
Interest expense	2,861,336	4,618,225	571,988	1,429,299
Interest income	(122,195)	(135,308)	(168,595)	(441,186)
Inventories written-down	1,209,173	897,941	-	-
Loss on disposal of investment in a subsidiary	-	5,923,681	-	2,913,366
Property, plant and equipment written-off	-	23,428	-	-
Provision for claim	56,718	1,126,741	-	-
Share of results of associates	1,184,580	(71,094)	-	-
Unrealised gain on foreign exchange	-	(535,425)	-	-
Operating profit/(loss) before working capital changes	9,864,440	10,793,579	(3,986,916)	(2,164,604)
Decrease in inventories ⁽¹⁾	3,663,984	9,939,755	-	-
(Increase)/Decrease in receivables	(1,900,149)	3,653,152	846,388	411,142
(Decrease)/Increase in payables	(9,373,436)	5,288,568	(222,263)	(362,687)
Cash generated from/(used in) operations	2,254,839	29,675,054	(3,362,791)	(2,116,149)
Interest paid	(2,861,336)	(4,618,225)	(571,988)	(1,429,299)
Interest received	170	33	168,595	389,542
Income tax paid	(374,221)	(246,622)	-	-
Income tax refunded	136,592	240,004	-	-
Net cash (used in)/from operating activities/Balance carried forward	(843,956)	25,050,244	(3,766,184)	(3,155,906)

The notes set out on pages 55 to 112 form an integral part of these financial statements.

STATEMENTS OF CASH FLOWS

For The Financial Year Ended 31 March 2014 (CONT'D)

	GROUP		COMPANY	
	2014 RM	2013 RM	2014 RM	2013 RM
Balance brought forward	(843,956)	25,050,244	(3,766,184)	(3,155,906)
CASH FLOWS FROM INVESTING ACTIVITIES				
Investment in associates	(3,675,000)	(877,098)	(3,000,000)	-
Investment in subsidiaries	-	-	(100,006)	(10,144,256)
Acquisition of interest of non-controlling interest	(3)	-	-	-
Cash flows from disposal of investment in a subsidiary ⁽²⁾	-	(3,607,793)	-	-
Interest received	122,025	135,275	-	51,644
Repayment from subsidiaries	-	-	3,611,119	13,402,336
Proceeds from disposal of investment in a subsidiary	-	-	-	7,421,911
Proceeds from disposal of property, plant and equipment	2,402,386	279,899	-	-
Proceeds from Rights Issue	27,675,000	-	27,675,000	-
Purchase of property, plant and equipment ⁽³⁾	(1,343,971)	(2,686,408)	(34,440)	(7,147,635)
Net cash from/(used in) investing activities	25,180,437	(6,756,125)	28,151,673	3,584,000
CASH FLOWS FROM FINANCING ACTIVITIES				
Drawdown of term loan	-	25,000,000	-	25,000,000
Payment of finance lease	(4,159,392)	(4,375,045)	-	(12,382)
Drawdown/(Repayment) of bankers acceptance and onshore foreign currency loans	901,000	(9,385,152)	-	-
Repayment of Islamic Medium Term Notes	-	(28,350,000)	-	(28,350,000)
Repayment of term loans	(27,180,000)	(1,800,000)	(25,000,000)	-
Withdrawal of short-term deposits	-	737,100	-	737,100
Net cash used in financing activities	(30,438,392)	(18,173,097)	(25,000,000)	(2,625,282)
NET (DECREASE)/INCREASE IN CASH	(6,101,911)	121,022	(614,511)	(2,197,188)
Effects of changes in foreign exchange rates	(4,342)	(14,689)	-	-
CASH AT BEGINNING	12,456,764	12,350,431	968,484	3,165,672
CASH AT END	6,350,511	12,456,764	353,973	968,484

The notes set out on pages 55 to 112 form an integral part of these financial statements.

STATEMENTS OF CASH FLOWS

For The Financial Year Ended 31 March 2014 (CONT'D)

	GROUP		COMPANY	
	2014 RM	2013 RM	2014 RM	2013 RM
(1) Decrease in inventories				
Changes in inventories	3,663,984	5,600,716	-	-
Transfer from property, plant and equipment	-	4,339,039	-	-
	<hr/>	<hr/>	<hr/>	<hr/>
Working capital changes	3,663,984	9,939,755	-	-
(2) Cash flows from disposal of investment in a subsidiary				
Property, plant and equipment	-	1,777,072	-	-
Investment in a subsidiary	-	55	-	-
Inventories	-	16,696,315	-	-
Receivables	-	4,570,878	-	-
Cash and cash equivalents	-	10,957,647	-	-
Payables	-	(3,290,037)	-	-
Holding company and related companies	-	(3,378,758)	-	-
Borrowings	-	(3,108,776)	-	-
Deferred tax liabilities	-	(24,000)	-	-
	<hr/>	<hr/>	<hr/>	<hr/>
Share of net assets disposed	-	24,200,396	-	-
Non-controlling interest	-	(10,926,861)	-	-
Loss on disposal of investment in a subsidiary	-	(5,923,681)	-	-
	<hr/>	<hr/>	<hr/>	<hr/>
Total disposal consideration	-	7,349,854	-	-
Less : Cash and cash equivalents	-	(10,957,647)	-	-
	<hr/>	<hr/>	<hr/>	<hr/>
Net cash outflow	-	(3,607,793)	-	-
	<hr/>	<hr/>	<hr/>	<hr/>
Refer to Note 5 for particulars of the disposal of investment in a subsidiary.				
(3) Purchase of property, plant and equipment				
Total acquisition cost	2,573,771	5,381,954	34,440	7,147,635
Acquired under finance lease	(1,229,800)	(2,695,546)	-	-
	<hr/>	<hr/>	<hr/>	<hr/>
Total cash acquisition	1,343,971	2,686,408	34,440	7,147,635
	<hr/>	<hr/>	<hr/>	<hr/>

1. CORPORATE INFORMATION

General

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

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

The principal place of business of the Company is located at 1177 Jalan Dato Keramat, 14300 Nibong Tebal, Seberang Perai Selatan, Penang.

The financial statements were authorised for issue by the Board of Directors in accordance with a resolution of the directors on 16 July 2014.

Principal Activities

The principal activities of the Company consist of investment holding and the provision of management services. The principal activities of the subsidiaries are disclosed in Note 5 to the financial statements.

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

2. BASIS OF PREPARATION

2.1 Statement of Compliance

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

2.2 Basis of Measurement

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

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

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

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

NOTES TO THE FINANCIAL STATEMENTS

31 March 2014 (CONT'D)

2. BASIS OF PREPARATION (cont'd)

2.3 Functional and Presentation Currency

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

2.4 Adoption of New MFRSs, Amendments/Improvements to MFRSs, IC Interpretations ("IC Int") and Amendments to IC Int

The accounting policies adopted by the Group and by the Company are consistent with those of the previous financial year except for the adoption of the following new MFRSs, amendments/improvements to MFRSs, IC Int and amendments to IC Int that are mandatory for the current financial year:

Amendments to MFRSs effective 1 July 2012

MFRS 101	Presentation of Financial Statements - Presentation of Items of Other Comprehensive Income
----------	--

MFRSs and IC Int effective 1 January 2013

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

Amendments to MFRSs effective 1 January 2013

MFRS 1	First-time Adoption of Malaysian Financial Reporting Standards - Government Loans
MFRS 7	Financial Instruments: Disclosures - Offsetting Financial Assets and Financial Liabilities
MFRS 10, 11 and 12	Consolidated Financial Statements, Joint Arrangements and Disclosure of Interests in Other Entities: Transition Guidance
Annual Improvements 2009 - 2011 Cycle issued in July 2012	

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

2. BASIS OF PREPARATION (cont'd)

2.4 Adoption of New MFRSs, Amendments/Improvements to MFRSs, IC Interpretations ("IC Int") and Amendments to IC Int (cont'd)

(i) Amendments to FRS 101 Presentation of Financial Statements - Presentation of Items of Other Comprehensive Income

The Group and the Company adopted amendments to FRS 101 on 1 April 2013. The amendments to FRS 101 introduces a grouping method for items presented in other comprehensive income. Items that will be reclassified or recycled to profit or loss at a future point in time (e.g. gain or loss on available-for-sale financial assets) have to be presented separately from items that will not be reclassified or recycled to profit or loss at a future point in time (e.g. revaluation of land and buildings). The amendments affect only the presentation and have no impact on the Group's and the Company's financial position or performance.

(ii) MFRS 10 Consolidated Financial Statements

The effects of adopting MFRS 10 Consolidated Financial Statements and MFRS 127 Separate Financial Statements are discussed in Note 3.1 to the financial statements.

(iii) MFRS 13 Fair Value Measurement

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

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

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

NOTES TO THE FINANCIAL STATEMENTS

31 March 2014 (CONT'D)

2. BASIS OF PREPARATION (cont'd)

2.5 Standards Issued But Not Yet Effective

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

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

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

Effective for financial periods beginning on or after 1 July 2014

Amendments to MFRS 119	Defined Benefit Plans : Employee Contributions
Annual improvements to MFRSs 2010-2012 Cycle	
Annual improvements to MFRSs 2011-2013 Cycle	

Effective date yet to be confirmed

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

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

2.6 Significant Accounting Estimates and Judgements

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

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

2. BASIS OF PREPARATION (cont'd)

2.6 Significant Accounting Estimates and Judgements (cont'd)

2.6.1 Judgements made in applying accounting policies

There are no significant areas of critical judgement in applying accounting policies that have any significant effect on the amount recognised in the financial statements except as discussed below:

Deferred tax assets

The assessment of the probability of future taxable income in which deferred tax assets can be utilised is based on the Group's latest approved budget forecast, which is adjusted for significant non-taxable income and expenses and specific limits to the use of any unused tax loss or credit. If a positive forecast of taxable income indicates the probable use of a deferred tax asset, especially when it can be utilised without a time limit, that deferred tax asset is usually recognised to the extent of the future taxable income forecasted.

2.6.2 Key sources of estimation uncertainty

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

(i) Useful lives of machinery and factory equipment

Machinery and factory equipment are depreciated on a straight line basis over their estimated useful lives. Management estimates the useful lives of these assets to be 5 to 10 years. Changes in the expected level of usage and technological developments could impact the economic useful lives and residual values of these assets. Therefore, future depreciation charges could be revised.

(ii) Impairment of property, plant and equipment

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

(iii) Inventories

Inventories are measured at the lower of cost and net realisable value. In estimating net realisable values, management takes into account the most reliable evidence available at the time the estimate is made. The Group's business is subject to economical and regulatory changes which may cause selling prices to change and as a result may impact on the Group's earnings.

2. BASIS OF PREPARATION (cont'd)

2.6 Significant Accounting Estimates and Judgements (cont'd)

2.6.2 Key sources of estimation uncertainty (cont'd)

(iv) Impairment of loans and receivables

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

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

(v) Deferred tax assets

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

Assumptions about generation of future taxable income depend on management's estimates of future cash flows. These depend on estimates of future production and sales volume, operating costs, capital expenditure, dividends and other capital management transactions. Judgement is also required about application of income tax legislation. These judgements and assumptions are subject to risks and uncertainties, hence there is a possibility that changes in circumstances will alter expectations, which may impact the amount of deferred tax assets recognised in the financial statements and the amount of unrecognised tax losses and unrecognised temporary differences.

3. SIGNIFICANT ACCOUNTING POLICIES

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

3.1 Subsidiaries and Basis of consolidation

(i) Subsidiaries

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

3. SIGNIFICANT ACCOUNTING POLICIES (cont'd)

3.1 Subsidiaries and Basis of consolidation (cont'd)

(i) Subsidiaries (cont'd)

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

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

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

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

Upon disposal of investment in subsidiaries, the difference between the net disposal proceeds and their carrying amount is recognised in profit or loss.

(ii) Business combination

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

For new acquisitions, the Group measures the cost of goodwill at the acquisition date as:

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

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

3. SIGNIFICANT ACCOUNTING POLICIES (cont'd)

3.1 Subsidiaries and Basis of consolidation (cont'd)

(ii) Business combination (cont'd)

Goodwill is not amortised but instead, it is reviewed for impairment, annually or more frequently if events or changes in circumstances indicate that the carrying amount may be impaired. Gain or losses on the disposal of an entity include the carrying amount of goodwill related to the entity sold.

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

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

(iii) Acquisitions of non-controlling interests

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

(iv) Loss of control

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

(v) Non-controlling interests

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

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

(vi) Transactions eliminated on consolidation

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

3. SIGNIFICANT ACCOUNTING POLICIES (cont'd)

3.2 Investments in Associates

Associates are entities, including unincorporated entities, in which the Group has significant influence, but not control, over the financial and operating policies.

Investments in associates are accounted for in the consolidated financial statements using the equity method less any impairment losses, unless it is classified as held for sale or distribution. The cost of the investment includes transaction costs. The consolidated financial statements include the Group's share of the profit or loss and other comprehensive income of the associates, after adjustments if any, to align the accounting policies with those of the Group, from the date that significant influence commences until the date that significant influence ceases.

When the Group's share of losses exceeds its interest in an associate, the carrying amount of that interest including any long-term investments is reduced to zero, and the recognition of further losses is discontinued except to the extent that the Group has an obligation or has made payments on behalf of the associate.

When the Group ceases to have significant influence over an associate, any retained interest in the former associate at the date when significant influence is lost is measured at fair value and this amount is regarded as the initial carrying amount of a financial asset. The difference between the fair value of any retained interest plus proceeds from the interest disposed of and the carrying amount of the investment at the date when equity method is discontinued is recognised in the profit or loss.

When the Group's interest in an associate decreases but does not result in a loss of significant influence, any retained interest is not re-measured. Any gain or loss arising from the decrease in interest is recognised in profit or loss. Any gains or losses previously recognised in other comprehensive income are also reclassified proportionately to the profit or loss if that gain or loss would be required to be reclassified to profit or loss on the disposal of the related assets or liabilities.

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

Unrealised gains arising from transactions with equity-accounted associates are eliminated against the investment to the extent of the Group's interest in the investees. Unrealised losses are eliminated in the same way as unrealised gains, but only to the extent that there is no evidence of impairment.

3.3 Property, Plant and Equipment

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

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

Long term leasehold land	Amortised over lease period of 91 years
Buildings	2%
Machinery and factory equipment	10% - 20%
Office equipment, furniture and fittings	8% - 33.33%
Motor vehicles	16% - 20%

3. SIGNIFICANT ACCOUNTING POLICIES (cont'd)

3.3 Property, Plant and Equipment (cont'd)

Freehold land is not amortised as it has an infinite life.

Long leasehold land is in respect of land with remaining lease period in excess of fifty years whilst short leasehold land refers to land with remaining lease period of less than fifty years, both determined as at the reporting date.

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

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

3.4 Leases

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

Finance lease

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

Minimum lease payments made under finance leases are apportioned between finance charges and reduction of the lease liability so as to achieve a constant rate of interest on the remaining balance of the liability. Finance charges are recognised in finance costs in the profit or loss. Contingent lease payments are accounted for by revising the minimum lease payments over the remaining term of the lease when the lease adjustment is confirmed.

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

Leasehold land which in substance is a finance lease is classified as property, plant and equipment.

3. SIGNIFICANT ACCOUNTING POLICIES (cont'd)

3.4 Leases (cont'd)

Operating leases

Leases where the Group does not assume substantially all the risks and rewards of ownership are classified as operating leases and, except for property interest held under operating lease, the leased assets are not recognised on the statement of financial position. Property interest held under an operating lease, which is held to earn rental income or for capital appreciation or both, is classified as investment property.

Payments made under operating leases are recognised in profit or loss on a straight-line basis over the term of the lease. Lease incentives received are recognised in profit or loss as an integral part of the total lease expense, over the term of the lease. Contingent rentals are charged to profit or loss in the reporting period in which they are incurred.

Leasehold land which in substance is an operating lease is classified as prepaid land lease payments.

3.5 Impairment of Non-Financial Assets

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

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

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

The difference between the carrying amount and recoverable amount is recognised as an impairment loss in the profit or loss.

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

3. SIGNIFICANT ACCOUNTING POLICIES (cont'd)

3.6 Financial Instruments

3.6.1 Initial recognition and measurement

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

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

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

3.6.2 Financial instrument categories and subsequent measurement

The Group and the Company categorise financial instruments as follows:

Financial assets

Loans and receivables

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

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

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

Financial liabilities

All financial liabilities are subsequently measured at amortised cost.

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

3.6.3 Financial guarantee contracts

A financial guarantee contract is a contract that requires the issuer to make specified payments to reimburse the holder for a loss it incurs because a specified debtor fails to make payment when due.

3. SIGNIFICANT ACCOUNTING POLICIES (cont'd)

3.6 Financial Instruments (cont'd)

3.6.3 Financial guarantee contracts (cont'd)

Financial guarantee contracts are recognised initially as a liability at fair value, net of transaction costs. Subsequent to initial recognition, financial guarantee contracts are recognised as income in statement of comprehensive income over the period of the guarantee. If the debtor fails to make payment relating to financial guarantee contract when it is due and the Group, as the issuer, is required to reimburse the holder for the associated loss, the liability is measured at the higher of the best estimate of the expenditure required to settle the present obligation at the reporting date and the amount initially recognised less cumulative amortisation.

3.6.4 Derecognition

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

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

3.7 Impairment of Financial Assets

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

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

An impairment loss in respect of unquoted equity instrument that is carried at cost is recognised in profit or loss and is measured as the difference between the financial asset's carrying amount and the present value of estimated future cash flows discounted at the current market rate of return for a similar financial asset.

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

3. SIGNIFICANT ACCOUNTING POLICIES (cont'd)

3.8 Inventories

Inventories comprising raw materials, work-in-progress and finished goods are stated at the lower of cost and net realisable value after adequate specific allowance has been made for deteriorated, obsolete and slow-moving inventories.

Cost of work-in-progress and finished goods include materials, direct labour and attributable production overheads.

Cost of all inventories are determined on the first-in, first-out basis.

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

3.9 Cash and Cash Equivalents

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

3.10 Provisions

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

3.11 Borrowing Costs

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

Other borrowing costs are recognised as expenses in the period in which they are incurred.

3.12 Income Recognition

(i) Sale of goods

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

(ii) Rental and fleet management service income

Rental and fleet management service income are recognised on a straight-line basis over the lease term.

3. SIGNIFICANT ACCOUNTING POLICIES (cont'd)

3.12 Income Recognition (cont'd)

(iii) Others

Management fee and other interest income are recognised on the accrual basis.

3.13 Employee Benefits

Short term benefits

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

Defined contribution plans

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

3.14 Income Tax

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

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

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

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

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

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

3. SIGNIFICANT ACCOUNTING POLICIES (cont'd)

3.15 Foreign Currency Translation

The individual financial statements of each entity in the Group are measured using the currency of the primary economic environment in which the entity operates ("the functional currency"). The consolidated financial statements are presented in Ringgit Malaysia (RM), which is also the Group's functional currency.

In preparing the financial statements of the individual entity, transactions in currencies other than the entity's functional currency (foreign currency) are recorded in the functional currency using the exchange rates prevailing at the dates of the transactions. At the end of the reporting period, foreign currency monetary items are translated into functional currency at the exchange rates ruling at that date. All exchange gains or losses are recognised in profit or loss.

The financial statements of the foreign subsidiary are translated into RM at the approximate rate of exchange ruling at the end of the reporting period for assets and liabilities and at the approximate average rate of exchange ruling on transaction dates for income and expenses. Exchange differences due to such currency translations are taken directly to exchange translation reserve.

3.16 Segment Reporting

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

3.17 Contingencies

Where it is not probable that an inflow or an outflow of economic benefits will be required, or the amount cannot be estimated reliably, the asset or the obligation is not recognised in the statements of financial position and is disclosed as a contingent asset or contingent liability, unless the probability of inflow or outflow of economic benefits is remote. Possible obligations, whose existence will only be confirmed by the occurrence or non-occurrence of one or more future events, are also disclosed as contingent assets or contingent liabilities unless the probability of inflow or outflow of economic benefits is remote.

3. SIGNIFICANT ACCOUNTING POLICIES (cont'd)**3.18 Equity Instruments****3.18.1 Warrants**

Warrants are classified as equity instruments. The issuances of the ordinary shares upon exercise of warrants is treated as new subscription of ordinary shares for the consideration equivalent to the exercise price of the warrants.

Upon exercise of warrants, the proceeds are credited to share capital and share premium and the related warrant reserve is reversed. The warrant reserve in relation to the unexercised warrants at the expiry of the warrants will be reversed to retained profits.

3.18.2 Share Capital

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

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

NOTES TO THE FINANCIAL STATEMENTS

31 March 2014 (CONT'D)

4. PROPERTY, PLANT AND EQUIPMENT GROUP

	Freehold land RM	Long term leasehold land RM	Buildings RM	Machinery and factory equipment and fittings RM	Office equipment, furniture and fittings RM	Motor vehicles RM	Total RM
At cost							
Balance at beginning	14,473,718	851,519	18,234,616	31,686,865	3,358,829	10,684,319	79,289,866
Additions	-	-	-	1,749,322	204,970	619,479	2,573,771
Disposals	-	-	-	(4,153,119)	-	(170,000)	(4,323,119)
Balance at end	14,473,718	851,519	18,234,616	29,283,068	3,563,799	11,133,798	77,540,518
Accumulated depreciation							
Balance at beginning	-	49,125	3,625,980	12,874,276	2,920,593	9,349,753	28,819,727
Current charge	-	9,357	368,388	3,243,858	315,788	569,965	4,507,356
Disposals	-	-	-	(1,913,152)	-	(90,667)	(2,003,819)
Balance at end	-	58,482	3,994,368	14,204,982	3,236,381	9,829,051	31,323,264
Carrying amount	14,473,718	793,037	14,240,248	15,078,086	327,418	1,304,747	46,217,254

NOTES TO THE FINANCIAL STATEMENTS

31 March 2014 (CONT'D)

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

GROUP

	Freehold land RM	Long term leasehold land RM	Buildings RM	Machinery and factory equipment RM	Office equipment, furniture and fittings RM	Motor vehicles RM	Capital expenditure in progress RM	Total RM
2013								
At cost								
Balance at beginning	14,553,688	851,519	19,394,640	36,172,107	6,083,481	12,362,628	562,894	89,980,957
Additions	-	-	-	5,073,749	108,262	199,943	-	5,381,954
Disposals	-	-	-	(63,114)	(13,421)	(753,472)	-	(830,007)
Written off	-	-	-	(4,487,660)	(36,716)	-	-	(4,524,376)
Transfer to inventories	-	-	-	(8,495,546)	-	-	-	(8,495,546)
Reclassifications	-	-	-	562,894	-	-	(562,894)	-
Arising from Internal Restructuring *	(79,970)	-	(1,160,024)	2,922,279	(2,783,435)	(1,124,000)	-	(2,225,150)
Foreign currency translation	-	-	-	2,156	658	(780)	-	2,034
Balance at end	14,473,718	851,519	18,234,616	31,686,865	3,358,829	10,684,319	-	79,289,866
Accumulated depreciation								
Balance at beginning	-	39,768	3,289,723	17,596,792	5,066,581	9,913,393	-	35,906,257
Current charge	-	9,357	390,454	3,792,296	511,033	813,458	-	5,516,598
Disposals	-	-	-	(63,114)	(8,601)	(608,703)	-	(680,418)
Written off	-	-	-	(4,468,510)	(32,438)	-	-	(4,500,948)
Transfer to inventories	-	-	-	(4,156,507)	-	-	-	(4,156,507)
Arising from Internal Restructuring *	-	-	(54,197)	171,163	(2,616,640)	(767,833)	-	(3,267,507)
Foreign currency translation	-	-	-	2,156	658	(562)	-	2,252
Balance at end	-	49,125	3,625,980	12,874,276	2,920,593	9,349,753	-	28,819,727
Carrying amount	14,473,718	802,394	14,608,636	18,812,589	438,236	1,334,566	-	50,470,139

* Refer to Note 5 for details of the Internal Restructuring.

NOTES TO THE FINANCIAL STATEMENTS

31 March 2014 (CONT'D)

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

COMPANY

	Freehold land RM	Buildings RM	Office equipment, furniture and fittings RM	Motor vehicles RM	Total RM
2014					
At cost					
Balance at beginning	5,333,013	1,808,974	192,355	92,637	7,426,979
Additions	-	-	34,440	-	34,440
Balance at end	5,333,013	1,808,974	226,795	92,637	7,461,419
Accumulated depreciation					
Balance at beginning	-	21,105	144,346	83,373	248,824
Current charge	-	36,179	26,274	9,264	71,717
Balance at end	-	57,284	170,620	92,637	320,541
Carrying amount	5,333,013	1,751,690	56,175	-	7,140,878
2013					
At cost					
Balance at beginning	-	-	186,707	92,637	279,344
Additions	5,333,013	1,808,974	5,648	-	7,147,635
Balance at end	5,333,013	1,808,974	192,355	92,637	7,426,979
Accumulated depreciation					
Balance at beginning	-	-	116,003	64,846	180,849
Current charge	-	21,105	28,343	18,527	67,975
Balance at end	-	21,105	144,346	83,373	248,824
Carrying amount	5,333,013	1,787,869	48,009	9,264	7,178,155

NOTES TO THE FINANCIAL STATEMENTS

31 March 2014 (CONT'D)

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

- (i) Included in the carrying amount are the following property, plant and equipment being acquired under finance lease:

	GROUP	
	2014 RM	2013 RM
Machinery and factory equipment	7,700,233	9,962,679
Motor vehicles	411,579	1,249,640
	<u>8,111,812</u>	<u>11,212,319</u>

The lease assets are pledged as security for the related finance lease liabilities (Note 15).

- (ii) The carrying amount of properties charged to financial institutions for banking facilities granted to the Group and the Company is as follows:

	GROUP		COMPANY	
	2014 RM	2013 RM	2014 RM	2013 RM
At cost:				
Freehold land	10,609,431	14,473,718	-	5,333,013
Long term leasehold land	793,037	802,394	-	-
Buildings	12,527,172	14,608,636	-	1,787,869
	<u>23,929,640</u>	<u>29,884,748</u>	<u>-</u>	<u>7,120,882</u>

- (iii) The title deed to the long term leasehold land has not been issued as the master title is still in the custody of the Lands and Surveys Department of Sabah, for subdivision.

5. INVESTMENT IN SUBSIDIARIES

	COMPANY	
	2014 RM	2013 RM
Unquoted shares, at cost	64,258,325	64,158,319
Less : Impairment losses		
Balance at beginning	(26,334,638)	(25,137,712)
Current year	-	(1,196,926)
Balance at end	<u>(26,334,638)</u>	<u>(26,334,638)</u>
	<u>37,923,687</u>	<u>37,823,681</u>

NOTES TO THE FINANCIAL STATEMENTS

31 March 2014 (CONT'D)

5. INVESTMENT IN SUBSIDIARIES (cont'd)

Details of the subsidiaries which are all incorporated in Malaysia except otherwise indicated, are as follows:

Name of Company	Equity Interest Held		Principal Activities
	2014 %	2013 %	
Direct			
Boon Koon Vehicles Industries Sdn. Bhd.	100	100	Manufacturing and assembling of rebuilt commercial vehicles and the provision of related services.
Boon Koon Marketing (East Malaysia) Sdn. Bhd.	100	100	Sale of commercial vehicles and the provision of related services.
*Boon Koon Vehicles Pte. Ltd. (Incorporated in Republic of Singapore)	100	100	Sale of commercial vehicles, motor vehicles accessories and the provision of related services.
BKCV Sdn. Bhd.	100	100	Manufacturing and assembling of new commercial vehicles and the provision of related services.
BK Fleet Management Sdn. Bhd.	100	100	Selling and renting of commercial vehicles, provision of fleet management and other related services.
Boon Koon Fleet Management Sdn. Bhd.	100	100	Forklift and equipment rental business and the provision of repairs and maintenance services.
Boon Koon Service & Parts Sdn. Bhd.	100	-	Provision of repair and maintenance service for forklift, reach trucks, heavy machineries, commercial vehicles and others.
Boon Koon Commercial Sdn. Bhd. (formerly known as BK Commercial Trucks Sdn. Bhd.)	100	-	Marketing and selling of reconditioned, rebuilt, used and new commercial vehicles and other related services.
BKG Development Sdn. Bhd.	100	-	Dormant.
Indirect - Held through Boon Koon Marketing (East Malaysia) Sdn. Bhd.			
BK Alliance Sdn. Bhd.	70	70	Selling of commercial vehicles and the provision of related services.
Indirect - Held through Boon Koon Vehicles Pte. Ltd.			
*PT Boon Koon Continental (Incorporated in Republic of Indonesia)	90	90	Sale of commercial vehicles.

NOTES TO THE FINANCIAL STATEMENTS

31 March 2014 (CONT'D)

5. INVESTMENT IN SUBSIDIARIES (cont'd)

Details of the subsidiaries which are all incorporated in Malaysia except otherwise indicated, are as follows: (cont'd)

Name of Company	Equity Interest Held		Principal Activities
	2014	2013	
	%	%	
Indirect - Held through Boon Koon Vehicles Industries Sdn. Bhd.			
Boon Koon Commercial Sdn. Bhd. (formerly known as BK Commercial Trucks Sdn. Bhd.)	-	51	Marketing and selling of reconditioned, rebuilt, used and new commercial vehicles and other related services.

* Not audited by Grant Thornton.

2014

- (i) The Company had on 4 November 2013 acquired 2 ordinary shares of RM1 each, representing 100% equity interest in Boon Koon Service & Parts Sdn. Bhd. ("BKSP") for a total consideration of RM2.00. Subsequently, the Company subscribe to an additional 99,998 ordinary shares of RM1 each for a total consideration of RM99,998.
- (ii) The Company had on 4 December 2013 acquired 2 ordinary shares of RM1 each, representing 100% equity interest in BKG Development Sdn. Bhd. ("BKGD") for a total consideration of RM2.00.

The first set of audited financial statements of BKGD will be for the financial year ending 31 March 2015. For consolidation purposes, the unaudited financial statements of BKGD for the financial period ended 31 March 2014 were used in view that the company is still dormant as at the end of the reporting period.

- (iii) On 12 February 2014, the Company acquired 1,000,000 ordinary shares of RM1 each in Boon Koon Commercial Sdn. Bhd. ("BKC") (formerly known as BK Commercial Trucks Sdn. Bhd.) representing 100% equity interest from its subsidiary and third parties for a cash consideration of RM4.00. Arising from this, BKC became a wholly-owned subsidiary of the Company. This acquisition did not have a material effect on the results and financial position of the Group for the financial year.

2013

- (i) The Company had on 11 March 2013 entered into a conditional share purchase agreement with its 54.63% owned subsidiary, GKY Machinery (M) Sdn. Bhd. ("GKYM") to acquire 100% equity interest in Boon Koon Fleet Management Sdn. Bhd. for a cash consideration of RM10,144,256 (the "Acquisition"). The Acquisition was completed on 18 March 2013. Consequent to the Acquisition, Boon Koon Fleet Management Sdn. Bhd. became a wholly-owned subsidiary of the Company.
- (ii) The Company had on 19 March 2013 entered into a conditional share purchase agreement with a third party to dispose of its 54.63% equity interest in GKY Machinery (M) Sdn. Bhd. ("GKYM") for a cash consideration of RM7,421,911 (the "Disposal"). The Disposal was completed on 25 March 2013. Consequent to the Disposal, GKYM and its 55% owned subsidiary company, namely GKY Commercial (M) Sdn. Bhd., ceased to be subsidiaries of the Company accordingly.

(The above transactions are collectively referred to as the "Internal Restructuring".)

NOTES TO THE FINANCIAL STATEMENTS

31 March 2014 (CONT'D)

6. INVESTMENT IN ASSOCIATES

	GROUP		COMPANY	
	2014 RM	2013 RM	2014 RM	2013 RM
Unquoted shares				
- at cost	4,575,000	900,000	3,846,061	846,061
- at fair value *	1,682,645	1,682,645	-	-
	6,257,645	2,582,645	3,846,061	846,061
Share of post-acquisition reserves	(1,282,447)	(158,043)	-	-
	4,975,198	2,424,602	3,846,061	846,061

* Measured at fair value at date of lost in control but significant influence retained.

Details of the associates which are incorporated in Malaysia are as follows:

Name of Company	Equity Interest Held		Principal Activities
	2014 %	2013 %	
First Peninsula Credit Sdn. Bhd. ("FPC")	25	25	Provision of hire purchase financing and insurance agent.
Indirect - Held through BKCV Sdn. Bhd.			
CNMY Truck Sdn. Bhd. ("CNMY")	30	30	Trading in new commercial vehicles and the provision of related services.
Indirect - Held through Boon Koon Vehicles Industries Sdn. Bhd.			
BKGM Industries Sdn. Bhd. ("BKGM")	45	-	Provision of sub-contractor services to the commercial vehicles industry.

NOTES TO THE FINANCIAL STATEMENTS

31 March 2014 (CONT'D)

6. INVESTMENT IN ASSOCIATES (cont'd)

2014

- (i) During the financial year, the Company via its wholly-owned subsidiary, Boon Koon Vehicles Industries Sdn. Bhd., had subscribed to 45% equity interest equivalent to 675,000 ordinary shares of RM1.00 each in BKGM for a cash consideration of RM675,000.
- (ii) The Company had subscribed to an additional 3,000,000 ordinary shares of RM1.00 each in FPC for a cash consideration of RM3,000,000.

2013

During the financial year, the Company via its wholly owned subsidiary, BKCV Sdn. Bhd., subscribed to 30% equity interest equivalent to 900,000 ordinary shares of RM1.00 each in CNMY for a cash consideration of RM900,000.

The summarised financial information of the material associate not adjusted for the percentage ownership held by the Group is as follows:

Summarised financial information of FPC

	2014 RM	2013 RM
As at 31 March		
Non-current assets	152,676,766	73,143,981
Current assets	77,230,840	36,371,165
Non-current liabilities	(133,750,000)	(34,966,390)
Current liabilities	(82,667,327)	(68,146,505)
Net assets	<u>13,490,279</u>	<u>6,402,251</u>
Year ended 31 March		
Net (loss)/profit, representing total Comprehensive (loss)/income	<u>(4,911,972)</u>	<u>496,614</u>
Included in total comprehensive (loss)/income above are the following:		
Revenue	14,104,563	5,788,465
Other income	599,709	772,089
Operating and administrative expenses	<u>(19,561,557)</u>	<u>(5,938,984)</u>

NOTES TO THE FINANCIAL STATEMENTS

31 March 2014 (CONT'D)

6. INVESTMENT IN ASSOCIATES (cont'd)

	FPC RM	Other individually immaterial associates RM	Total RM
Reconciliation of net assets to carrying amount			
2014			
As at 31 March			
Group's share of net assets	3,372,570	1,624,590	4,997,160
Elimination of unrealised profits	-	(21,962)	(21,962)
Carrying amount in the statement of financial position	<u>3,372,570</u>	<u>1,602,628</u>	<u>4,975,198</u>
2013			
As at 31 March			
Group's share of net assets	1,600,563	846,941	2,447,504
Elimination of unrealised profits	-	(22,902)	(22,902)
Carrying amount in the statement of financial position	<u>1,600,563</u>	<u>824,039</u>	<u>2,424,602</u>
Group's share of results			
2014			
Year ended 31 March			
Group's share of profit or loss	<u>(1,227,993)</u>	<u>43,413</u>	<u>(1,184,580)</u>
2013			
Year ended 31 March			
Group's share of profit or loss	<u>124,153</u>	<u>(53,059)</u>	<u>71,094</u>

7. DEFERRED TAX

	GROUP	
	2014 RM	2013 RM
Deferred tax assets:		
Balance at beginning	3,350,000	1,950,000
Recognised in profit or loss	<u>(218,000)</u>	<u>1,400,000</u>
	3,132,000	3,350,000
Over provision in prior year	<u>(134,000)</u>	<u>-</u>
Balance at end	<u>2,998,000</u>	<u>3,350,000</u>

NOTES TO THE FINANCIAL STATEMENTS

31 March 2014 (CONT'D)

7. DEFERRED TAX (cont'd)

	GROUP	
	2014	2013
	RM	RM
Deferred tax liabilities:		
Balance at beginning	(1,670,588)	(1,186,104)
Arising from Internal Restructuring *	-	(359,164)
Recognised in profit or loss	192,528	(73,320)
	(1,478,060)	(1,618,588)
Over/(Under) provision in prior year	227,000	(52,000)
Balance at end	(1,251,060)	(1,670,588)

* Refer to Note 5 for details of the Internal Restructuring.

The deferred tax assets/(liabilities) recognised as at the end of the reporting period prior to offsetting are as follows (net amount):

	GROUP	
	2014	2013
	RM	RM
Deferred tax assets		
Property, plant and equipment	(1,014,634)	(1,083,683)
Unabsorbed tax losses	4,012,634	4,433,683
	2,998,000	3,350,000
Deferred tax liabilities		
Property, plant and equipment	(1,251,060)	(1,670,588)

NOTES TO THE FINANCIAL STATEMENTS

31 March 2014 (CONT'D)

8. INVENTORIES

	GROUP	
	2014	2013
	RM	RM
At cost		
Raw materials	16,509,509	20,352,765
Work-in-progress	6,743,487	1,709,209
Finished goods	8,765,400	12,831,601
	<u>32,018,396</u>	<u>34,893,575</u>
At net realisable value		
Work-in-progress	147,220	763,867
Finished goods	5,821,202	7,262,709
	<u>5,968,422</u>	<u>8,026,576</u>
	<u>37,986,818</u>	<u>42,920,151</u>

The following are recognised in profit or loss:

	GROUP	
	2014	2013
	RM	RM
At cost		
Inventories recognised as cost of sales	81,233,501	121,842,946
Inventories written-down	<u>1,209,173</u>	<u>897,941</u>

9. TRADE RECEIVABLES

	GROUP	
	2014	2013
	RM	RM
Associates	1,850,570	10,660
Trade receivables	32,653,956	32,109,361
Less: Allowance for impairment	(4,418,283)	(3,651,272)
	<u>28,235,673</u>	<u>28,458,089</u>
	<u>30,086,243</u>	<u>28,468,749</u>

NOTES TO THE FINANCIAL STATEMENTS

31 March 2014 (CONT'D)

9. TRADE RECEIVABLES (cont'd)

The movement of allowance for impairment is as follows:

	GROUP	
	2014 RM	2013 RM
Balance at beginning	(3,651,272)	(2,807,045)
Arising from Internal Restructuring *	-	56,000
Current year	(1,178,725)	(1,360,452)
Recovered	194,723	17,315
Written off	216,991	442,910
	<hr/>	<hr/>
Balance at end	(4,418,283)	(3,651,272)

* Refer to Note 5 for details of the Internal Restructuring.

Trade receivables are generally extended **30 to 180 days** (2013: 30 to 180 days) credit terms. They are recognised at their original invoice amounts which represent their fair values on initial recognition.

10. OTHER RECEIVABLES, DEPOSITS AND PREPAYMENTS

	GROUP		COMPANY	
	2014 RM	2013 RM	2014 RM	2013 RM
Associates	105,866	5,915	4,229	-
Other receivables	214,424	392,036	-	99,269
Less: Allowance for Impairment	(25,660)	(25,660)	-	-
	188,764	366,376	-	99,269
Refundable deposits	77,188	80,814	4,500	12,500
(¹) Deposits for purchase of raw materials	1,253,888	1,555,970	-	-
Prepayments	862,391	1,407,429	61,808	805,156
	<hr/>	<hr/>	<hr/>	<hr/>
	2,488,097	3,416,504	70,537	916,925

(¹) The deposits are paid to suppliers for purchase of raw materials and are refundable.

NOTES TO THE FINANCIAL STATEMENTS

31 March 2014 (CONT'D)

10. OTHER RECEIVABLES, DEPOSITS AND PREPAYMENTS (cont'd)

The currency profile of other receivables, deposits and prepayments is as follows:

	GROUP		COMPANY	
	2014 RM	2013 RM	2014 RM	2013 RM
Ringgit Malaysia	2,488,097	3,405,334	70,537	916,925
Singapore Dollar	-	11,170	-	-
	2,488,097	3,416,504	70,537	916,925

As at the end of the reporting period, there was no indication that other receivables and deposits are not recoverable.

11. AMOUNT DUE FROM SUBSIDIARIES

	COMPANY	
	2014 RM	2013 RM
- Interest bearing @ 9% per annum	1,774,534	1,389,123
- Non-interest bearing	2,356,223	6,352,753
Less : Allowance for impairment		
Balance at beginning	(1,105,185)	-
Current year	(300,000)	(1,105,185)
Balance at end	(1,405,185)	(1,105,185)
Total non-interest bearing amount	951,038	5,247,568
Total amount due from subsidiaries	2,725,572	6,636,691

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

The currency profile of amount due from subsidiaries is as follows:

	COMPANY	
	2014 RM	2013 RM
Ringgit Malaysia	3,465,197	7,118,143
Singapore Dollar	283,102	275,041
Indonesian Rupiah	382,458	348,692
	4,130,757	7,741,876
Less : Allowance for impairment	(1,405,185)	(1,105,185)
	2,725,572	6,636,691

NOTES TO THE FINANCIAL STATEMENTS

31 March 2014 (CONT'D)

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12. CASH AND BANK BALANCES

	GROUP		COMPANY	
	2014 RM	2013 RM	2014 RM	2013 RM
Short-term funds with licensed financial institutions	432,607	170,326	118,418	114,717
Investment in repo	-	9,150,000	-	400,000
Cash and cash in bank	5,917,904	3,136,438	235,555	453,767
	6,350,511	12,456,764	353,973	968,484

The currency profile of cash and bank balances is as follows:

	GROUP		COMPANY	
	2014 RM	2013 RM	2014 RM	2013 RM
Ringgit Malaysia	6,314,336	12,432,210	338,112	960,823
Singapore Dollar	13,062	11,899	274	274
Indonesian Rupiah	401	1,892	107	632
Japanese Yen	10,763	10,763	6,755	6,755
US Dollar	11,778	-	8,554	-
Others	171	-	171	-
	6,350,511	12,456,764	353,973	968,484

The effective interest rates per annum as at the end of the reporting period are as follows:

	GROUP		COMPANY	
	2014 %	2013 %	2014 %	2013 %
Short-term funds with licensed financial institutions	2.20 to 3.03	2.75 to 3.03	2.74 to 3.03	2.75 to 3.03
Investment in repo	-	1.50 to 2.20	-	2.20

The maturity/redemption periods as at the end of the reporting period are as follows:

	GROUP AND COMPANY	
	2014	2013
Investment in repo	-	3 days
Short-term funds with licensed financial institutions	1 to 7 days	1 to 7 days

NOTES TO THE FINANCIAL STATEMENTS

31 March 2014 (CONT'D)

13. SHARE CAPITAL

	Number of ordinary shares		Amount	
	2014	2013	2014 RM	2013 RM
Authorised:				
Balance at beginning				
Ordinary shares of RM0.50 each	200,000,000	200,000,000	100,000,000	100,000,000
Alteration of authorised share capital	300,000,000	-	-	-
Balance at end				
Ordinary shares of RM0.20/ RM0.50 each	500,000,000	200,000,000	100,000,000	100,000,000
Issued and fully paid:				
Balance at beginning				
Ordinary shares of RM0.50 each	138,375,000	138,375,000	69,187,500	69,187,500
Par value reduction to RM0.20 each	-	-	(41,512,500)	-
	138,375,000	138,375,000	27,675,000	69,187,500
Issued pursuant to:				
Rights Issue	138,375,000	-	27,675,000	-
Balance at end				
Ordinary shares of RM0.20/ RM0.50 each	276,750,000	138,375,000	55,350,000	69,187,500

14. OTHER RESERVES

	Note	GROUP		COMPANY	
		2014 RM	2013 RM	2014 RM	2013 RM
Non-distributable:					
Warrant reserve	14.1	8,366,860	-	8,366,860	-
Foreign exchange translation reserve	14.2	(20,628)	(16,286)	-	-
Capital reserve	14.3	13,870	-	-	-
		8,360,102	(16,286)	8,366,860	-

14. OTHER RESERVES (cont'd)**14.1 Warrants reserve**

The warrants reserve is in respect of the allocated fair value of the 138,375,000 warrants issued pursuant to the Company's Rights Issue exercise.

The fair value allocated to the warrants reserve is derived by adjusting the proceeds from the Company's Rights Issue to the fair value of the shares and warrants on a proportionate basis. A charge to the accumulated losses is created by the same amount to preserve the par value of the ordinary share issued pursuant to the Rights Issue. This charge will be reverse upon exercise or expiry of the warrants.

The warrants may be exercised at any time during the tenure of the warrants of ten (10) years including and commencing from the issue date of the warrants and ending on the expiry date, 7 July 2023. Each warrant carries the entitlement to subscribe for one (1) new ordinary share of RM0.20 each in the Company at the exercise price of RM0.20 which shall be satisfied fully in cash and shall be subject to adjustments in accordance with the Deed Poll.

Subject to the provision in the Deed Poll, the exercise price and the number of warrants held by each warrant holder shall be adjusted by the Board of Directors of the Company in consultation with the adviser and certification of the external auditors in the event of alteration to the share capital of the Company.

14.2 Foreign exchange translation reserve

This is in respect of foreign exchange differences arising from the translation of the financial statements of the Group's foreign subsidiaries.

14.3 Capital reserve

Capital reserve represents the discount on acquisition of additional equity interest in an existing subsidiary from non-controlling interest.

NOTES TO THE FINANCIAL STATEMENTS

31 March 2014 (CONT'D)

15. BORROWINGS

	GROUP		COMPANY	
	2014 RM	2013 RM	2014 RM	2013 RM
Non-current liabilities				
<u>Finance lease liabilities</u>				
Total amount repayable	5,047,774	7,977,366	-	-
Amount due within one year under current liabilities	(2,890,490)	(4,451,965)	-	-
	2,157,284	3,525,401	-	-
<u>Term loan</u>				
Total amount repayable	-	27,180,000	-	25,000,000
Amount due within one year under current liabilities	-	(11,411,484)	-	(9,611,484)
	-	15,768,516	-	15,388,516
	2,157,284	19,293,917	-	15,388,516
Current liabilities				
Bankers acceptance	45,763,000	44,862,000	-	-
Finance lease liabilities	2,890,490	4,451,965	-	-
Term loan	-	11,411,484	-	9,611,484
	48,653,490	60,725,449	-	9,611,484

GROUP

Included in finance lease liabilities is an amount of **RM1,746,723** (2013: RM3,165,695) payable to an associate of the Group.

The borrowings of the subsidiaries and of the Company (except for finance lease liabilities) are secured by way of:

- (i) Legal charge over the freehold, long term leasehold land and buildings of a subsidiary, and
- (ii) Corporate guarantee of the Company.

The finance lease liabilities are secured over the leased assets and corporate guarantee of the Company.

NOTES TO THE FINANCIAL STATEMENTS

31 March 2014 (CONT'D)

15. BORROWINGS (cont'd)

A summary of the average effective interest rates and the maturity of the borrowings is as follows:

GROUP	Average effective interest rate per annum (%)	Total RM	Within one year RM	More than one year and less than two years RM	More than two years and less than five years RM
2014					
Bankers acceptance	3.23 to 4.17	45,763,000	45,763,000	-	-
Finance lease liabilities:					
Future minimum lease payments	2.56 to 3.97	5,423,446	3,138,492	1,702,851	582,103
Finance charge		(375,672)	(248,002)	(83,693)	(43,977)
Present value of minimum lease payments		<u>5,047,774</u>	<u>2,890,490</u>	<u>1,619,158</u>	<u>538,126</u>
2013					
Bankers acceptance	3.20 to 4.04	44,862,000	44,862,000	-	-
Finance lease liabilities:					
Future minimum lease payments	2.56 to 6.00	8,583,465	4,872,895	2,590,293	1,120,277
Finance charge		(606,099)	(420,930)	(153,012)	(32,157)
Present value of minimum lease payments		<u>7,977,366</u>	<u>4,451,965</u>	<u>2,437,281</u>	<u>1,088,120</u>
Term loan	5.84 to 8.35	27,180,000	11,411,484	4,483,592	11,284,924
COMPANY					
2013					
Term loan	8.35	25,000,000	9,611,484	4,103,592	11,284,924

NOTES TO THE FINANCIAL STATEMENTS

31 March 2014 (CONT'D)

16. TRADE PAYABLES

Trade payable are non-interest bearing and are normally settled within **30 to 120 days** (2013: 30 to 120 days) credit terms.

The currency profile of trade payables is as follows:

	GROUP	
	2014 RM	2013 RM
Ringgit Malaysia	3,709,012	8,673,434
Japanese Yen	-	2,554,082
Singapore Dollar	-	159,567
Pound Sterling	-	360,513
Hong Kong Dollar	-	115,187
	3,709,012	11,862,783

17. OTHER PAYABLES AND ACCRUALS

	GROUP		COMPANY	
	2014 RM	2013 RM	2014 RM	2013 RM
Other payables	822,450	320,628	11,674	13,231
Refundable deposits	800,706	767,706	-	38,000
Deposits received from customers #	1,419,727	2,100,820	-	-
Accruals	1,225,200	1,115,135	301,378	484,084
	4,268,083	4,304,289	313,052	535,315

The deposits received from customers are for purchase of goods and non-refundable.

The currency profile of other payables and accruals is as follows:

	GROUP		COMPANY	
	2014 RM	2013 RM	2014 RM	2013 RM
Ringgit Malaysia	4,260,350	4,295,218	313,052	535,315
Singapore Dollar	7,733	9,071	-	-
	4,268,083	4,304,289	313,052	535,315

NOTES TO THE FINANCIAL STATEMENTS

31 March 2014 (CONT'D)

18. PROVISION FOR CLAIM

	GROUP	
	2014 RM	2013 RM
Balance at beginning	1,126,741	-
Disputed service payable	60,000	929,271
Interest charge	8,614	197,470
Provision materialised	(1,068,459)	-
Set-off counter claim awarded	(115,000)	-
Over provision in prior year	(11,896)	-
Balance at end	-	1,126,741

The provision for claim is in respect of material litigations against certain subsidiaries as disclosed in Note 34.1.

19. REVENUE

	GROUP		COMPANY	
	2014 RM	2013 RM	2014 RM	2013 RM
Sales of commercial vehicles, forklifts, heavy machineries and bodyworks	94,486,532	132,018,169	-	-
Rental and fleet management service income	8,876,811	11,853,038	-	-
Rental income	38,000	38,000	93,000	266,000
Interest income	27,394	51,644	168,595	441,186
Management fee Income	-	230,000	834,000	1,412,000
	<u>103,428,737</u>	<u>144,190,851</u>	<u>1,095,595</u>	<u>2,119,186</u>

20. COST OF SALES

	GROUP	
	2014 RM	2013 RM
Cost of commercial vehicles and bodyworks	81,233,501	121,842,946
Rental and fleet management service expenses	7,393,037	5,084,283
	<u>88,626,538</u>	<u>126,927,229</u>

NOTES TO THE FINANCIAL STATEMENTS

31 March 2014 (CONT'D)

21. OTHER INCOME

	GROUP		COMPANY	
	2014 RM	2013 RM	2014 RM	2013 RM
Bad debts recovered	20,669	5,225	-	-
Doubtful debts recovered	194,723	17,315	-	-
Interest income	94,801	83,664	-	-
Gain on disposal of property, plant and equipment	83,086	130,310	-	-
Rental income	192,908	71,078	-	-
Unrealised gain on foreign exchange	-	535,425	-	-
Others	191,852	419,206	6,539	7,752
	778,039	1,262,223	6,539	7,752

22. FINANCE COSTS

	GROUP		COMPANY	
	2014 RM	2013 RM	2014 RM	2013 RM
Interest on:				
Bank overdrafts	-	23,742	-	-
Bankers acceptance	1,783,785	2,153,816	-	-
Finance lease	462,350	677,316	-	253
* Islamic Medium Term Notes	-	731,088	-	731,088
Onshore foreign currency loans	-	159,772	-	-
Term loan	615,201	872,491	571,988	697,958
	2,861,336	4,618,225	571,988	1,429,299

* Share of profit by lender at 6.50% per annum.

NOTES TO THE FINANCIAL STATEMENTS

31 March 2014 (CONT'D)

23. TAXATION

	GROUP		COMPANY	
	2014 RM	2013 RM	2014 RM	2013 RM
Malaysian income tax:				
Based on results for the year				
- Current tax	(105,000)	(177,989)	-	-
- Deferred tax relating to the origination and reversal of temporary differences	(24,673)	1,326,680	-	-
- Changes in tax rate	(799)	-	-	-
	(130,472)	1,148,691	-	-
Over/(Under) provision in prior year				
- Current tax	30,293	(4,063)	-	-
- Deferred tax relating to the origination and reversal of temporary differences	167,000	(52,000)	-	-
- Changes in tax rate	(74,000)	-	-	-
	123,293	(56,063)	-	-
	(7,179)	1,092,628	-	-

NOTES TO THE FINANCIAL STATEMENTS

31 March 2014 (CONT'D)

23. TAXATION (cont'd)

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

	GROUP		COMPANY	
	2014 RM	2013 RM	2014 RM	2013 RM
Loss before taxation	(960,504)	(7,896,914)	(4,762,026)	(8,510,448)
Share of results of associates	1,184,580	(71,094)	-	-
	224,076	(7,968,008)	(4,762,026)	(8,510,448)
Income tax at Malaysian statutory tax rate of 25%	(56,019)	1,992,002	1,190,507	2,127,612
Different tax rates in other countries	(3,692)	(30,710)	-	-
Income not subject to tax	23,349	36,345	2,728	1,938
Expenses not deductible for tax purposes	(1,505,386)	(2,990,946)	(1,188,735)	(2,125,050)
Utilisation of unabsorbed tax losses	1,509,575	1,069,166	-	-
Recognition of previously unrecognised tax losses	-	1,400,000	-	-
Deferred tax movements not recognised	(97,500)	(327,166)	(4,500)	(4,500)
Changes in tax rate *	(799)	-	-	-
Over/(Under) provision in prior year	123,293	(56,063)	-	-
	(7,179)	1,092,628	-	-

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

The deferred tax (assets)/liabilities not recognised as at the end of the reporting period are in relation to the following (gross amount):

	GROUP		COMPANY	
	2014 RM	2013 RM	2014 RM	2013 RM
Unabsorbed tax losses	(18,376,000)	(24,299,300)	-	-
Unabsorbed capital allowances	(1,577,000)	(1,417,000)	-	-
Other deductible temporary differences	141,000	256,000	21,000	39,000
	(19,812,000)	(25,460,300)	21,000	39,000

These unabsorbed tax losses and capital allowances are available to be carried forward for set off against future assessable income of a nature and amount sufficient for the tax losses and capital allowances to be utilised.

NOTES TO THE FINANCIAL STATEMENTS

31 March 2014 (CONT'D)

24. LOSS FOR THE YEAR

This is arrived at:

	GROUP		COMPANY	
	2014 RM	2013 RM	2014 RM	2013 RM
After charging:				
Amortisation of IMTN issuance expenses	-	74,279	-	74,279
Audit fee				
- Statutory audit				
- Company's auditors	69,000	82,500	18,000	16,500
- Other auditors	7,530	7,425	-	-
- Other services				
- Company's auditors	44,000	3,412	44,000	3,412
Bad debts	32,337	-	-	-
Depreciation	4,507,356	5,516,958	71,717	67,975
Directors' remuneration for non-executive directors				
- Allowance	5,000	6,000	5,000	6,000
- Fee	78,000	78,000	78,000	78,000
Impairment loss on amount due from subsidiaries	-	-	300,000	1,105,185
Impairment loss on goodwill	-	21,285	-	-
Impairment loss on investment in a subsidiary	-	-	-	1,196,926
Impairment loss on receivables	1,178,725	1,360,452	-	-
Interest expense	2,861,336	4,618,225	571,988	1,429,299
Inventories written-down	1,209,173	897,941	-	-
Loss on disposal of investment in a subsidiary	-	5,923,681	-	2,913,366
Property, plant and equipment written-off	-	23,428	-	-
Realised loss on foreign exchange	259,308	112,127	-	-
Rental of equipment	3,072	286,936	-	-
Rental of premises	295,317	158,227	78,000	78,000
Rental of vehicles	77,171	-	59,871	-
* Staff costs	7,843,996	9,548,797	2,516,234	2,594,055
* Staff costs				
- Salaries, wages, allowances, and bonus	7,027,349	8,483,567	2,220,823	2,277,573
- EPF	764,779	1,019,681	288,004	307,546
- SOCSO	51,868	45,549	7,407	8,936
	7,843,996	9,548,797	2,516,234	2,594,055

NOTES TO THE FINANCIAL STATEMENTS

31 March 2014 (CONT'D)

24. LOSS FOR THE YEAR (cont'd)

Directors' remunerations

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

	GROUP		COMPANY	
	2014 RM	2013 RM	2014 RM	2013 RM
Executive directors of the Company:				
- Salaries, allowances and bonus	1,467,521	1,196,597	1,467,521	1,196,597
- EPF	204,926	167,138	204,926	167,138
	<u>1,672,447</u>	<u>1,363,735</u>	<u>1,672,447</u>	<u>1,363,735</u>
Executive directors of subsidiaries^(#):				
- Salaries, allowances and bonus	442,113	467,170	-	-
- EPF	50,000	49,582	-	-
	<u>492,113</u>	<u>516,752</u>	<u>-</u>	<u>-</u>
	<u>2,164,560</u>	<u>1,880,487</u>	<u>1,672,447</u>	<u>1,363,735</u>
Directors' fee:				
Executive directors of the Company	96,000	74,000	96,000	74,000
Executive directors of subsidiaries	-	2,400	-	-
	<u>96,000</u>	<u>76,400</u>	<u>96,000</u>	<u>74,000</u>
Benefits-in-kind:				
Executive directors of the Company	63,088	76,775	63,088	76,775
Executive directors of subsidiaries ^(#)	7,463	-	-	-
	<u>70,551</u>	<u>76,775</u>	<u>63,088</u>	<u>76,775</u>
	<u>2,331,111</u>	<u>2,033,662</u>	<u>1,831,535</u>	<u>1,514,510</u>
^(#) Represented by:				
- Past directors	299,823	382,518	-	-
- Present directors	199,753	134,234	-	-
	<u>499,576</u>	<u>516,752</u>	<u>-</u>	<u>-</u>

NOTES TO THE FINANCIAL STATEMENTS

31 March 2014 (CONT'D)

25. LOSS PER SHARE

25.1 Basic

The basic loss per share of the Group is calculated by dividing the loss for the reporting period attributable to shareholders of the Company by the weighted average number of shares in issue during the reporting period as follows:

	GROUP	
	2014	2013
	RM	RM
Loss attributable to owners of the parent (RM)	<u>(1,032,363)</u>	<u>(6,881,380)</u>
Weighted average number of shares ^(#)	<u>238,459,932</u>	<u>138,375,000</u>
Basic loss per share (sen)	<u>(0.43)</u>	<u>(4.97)</u>

^(#)The weighted average number of shares takes into account the weighted average effect of additional shares issued pursuant to the Rights Issue exercise during the financial year.

25.2 Diluted

Diluted loss per share (sen)	<u>(0.43)</u>	<u>(4.97)</u>
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There is no diluted earnings per share as the warrants are anti-dilutive since its exercise price exceeds the average market price of the ordinary shares. In the previous financial year, there were no convertible financial instruments.

26. CONTINGENT LIABILITIES (UNSECURED)

	COMPANY	
	2014	2013
	RM	RM
Corporate guarantee		
Corporate guarantee extended to banks and financial institutions for credit facilities granted to subsidiaries		
- Limit	<u>51,773,878</u>	<u>56,261,321</u>
- Amount utilised	<u>50,502,128</u>	<u>53,582,321</u>

The corporate guarantees do not have a determinable effect on the terms of the credit facilities due to the banks and financial institutions requiring parent guarantee as a pre-condition for approving the credit facilities granted to the subsidiaries and the credit facilities are fully collateralised by fixed and floating charges over property, plant and equipment of the subsidiaries. The actual terms of the credit facilities are likely to be the best indicator of "at market" terms and hence the fair value of the credit facilities approximately the credit facilities amount received by the subsidiaries. As such, no value on the corporate guarantee was recognised in the financial statements since the fair value on initial recognition is not material.

27. SEGMENTAL INFORMATION

Segmental information is presented in respect of the Group's business and geographical segments.

Business segments

For the management purposes, the Group is organised into business units based on their products and services, which comprise the following:

- | | | |
|-----|--------------------------------------|---|
| (1) | Manufacturing and trading | Manufacturing and trading of rebuilt and new commercial vehicles, reconditioned forklifts, heavy machineries and the manufacture of bodyworks and their related services. |
| (2) | Rental and fleet management services | Rental of commercial vehicles, provision of fleet management and other related services. |
| (3) | Others | Investment holding and the provision of management services. |

NOTES TO THE FINANCIAL STATEMENTS

31 March 2014 (CONT'D)

27. SEGMENTAL INFORMATION (cont'd)

By business segments

	Manufacturing and trading RM	Rental and fleet Management services RM	Others RM	Elimination RM	Total RM
2014					
Revenue					
External customers	94,486,532	8,876,811	65,394	-	103,428,737
Inter-segment revenue	-	-	1,030,201	(1,030,201)	-
Total revenue	<u>94,486,532</u>	<u>8,876,811</u>	<u>1,095,595</u>		<u>103,428,737</u>
Results					
Segment results	8,016,728	(840,758)	(4,358,633)	145,880	2,963,217
Interest income	79,105	18,805	168,595	(144,310)	122,195
Interest expense	(1,872,117)	(561,541)	(571,988)	144,310	(2,861,336)
Share of results of associates	102,650	-	(1,227,993)	(59,237)	(1,184,580)
Profit/(Loss) before taxation	6,326,366	(1,383,494)	(5,990,019)		(960,504)
Taxation	(397,707)	438,000	-	(47,472)	(7,179)
Profit/(Loss) for the year	<u>5,928,659</u>	<u>(945,494)</u>	<u>(5,990,019)</u>		<u>(967,683)</u>
Assets					
Segment assets	97,437,583	18,698,868	51,706,735	(46,089,576)	121,753,610
Tax recoverable	39,725	248,680	-	-	288,405
Deferred tax assets	2,998,000	-	-	-	2,998,000
Cash and bank balances	5,544,662	451,876	353,973	-	6,350,511
Total assets	<u>106,019,970</u>	<u>19,399,424</u>	<u>52,060,708</u>		<u>131,390,526</u>
Liabilities					
Segment liabilities	11,072,853	4,164,772	313,052	(7,550,415)	8,000,262
Borrowings	46,181,896	4,628,878	-	-	50,810,774
Provision for claim	-	-	-	-	-
Deferred tax liabilities	3,000	1,196,000	-	52,060	1,251,060
Total liabilities	<u>57,257,749</u>	<u>9,989,650</u>	<u>313,052</u>		<u>60,062,096</u>
Other information					
Capital expenditure	236,724	2,450,080	34,440	(147,473)	2,573,771
Depreciation and amortisation	1,109,185	3,372,927	71,717	(46,473)	4,507,356
Non-cash income/(expense) other than depreciation and amortisation					
- Gain on disposal of property, plant and equipment	5,167	77,919	-	-	83,086
- Impairment loss on receivables	(318,172)	(860,553)	-	-	(1,178,725)
- Inventories written-down	(1,209,173)	-	-	-	(1,209,173)
- Provision for claims	(56,718)	-	-	-	(56,718)
-Others	(32,337)	-	-	-	(32,337)

NOTES TO THE FINANCIAL STATEMENTS

31 March 2014 (CONT'D)

27. SEGMENTAL INFORMATION (cont'd)

By business segments (cont'd)

	Manufacturing and trading RM	Rental and fleet Management services RM	Others RM	Elimination RM	Total RM
2013					
Revenue					
External customers	132,018,169	11,853,038	319,644	-	144,190,851
Inter-segment revenue	500	-	1,799,542	(1,800,042)	-
Total revenue	<u>132,018,669</u>	<u>11,853,038</u>	<u>2,119,186</u>		<u>144,190,851</u>
Results					
Segment results	12,721,949	(134,959)	(7,522,334)	(8,549,747)	(3,485,091)
Interest income	235,520	12,000	441,186	(553,398)	135,308
Interest expense	(2,954,905)	(787,419)	(1,429,299)	553,398	(4,618,225)
Share of results of an associate	(53,060)	-	124,154	-	71,094
Profit/(Loss) before taxation	9,949,504	(910,378)	(8,386,293)		(7,896,914)
Taxation	1,651,601	(157,996)	-	(400,977)	1,092,628
Profit for the year	<u>11,601,105</u>	<u>(1,068,374)</u>	<u>(8,386,293)</u>	-	<u>(6,804,286)</u>
Assets					
Segment assets	98,335,730	21,643,818	53,401,513	(45,680,916)	127,700,145
Tax recoverable	9,725	92,591	-	-	102,316
Deferred tax assets	3,350,000	-	-	-	3,350,000
Cash and bank balances	10,997,757	490,523	968,484	-	12,456,764
Total assets	<u>112,693,212</u>	<u>22,226,932</u>	<u>54,369,997</u>		<u>143,609,225</u>
Liabilities					
Segment liabilities	20,962,449	2,977,350	535,315	(8,308,042)	16,167,072
Borrowings	47,791,053	7,228,313	25,000,000	-	80,019,366
Provision for taxation	1,126,741	-	-	-	1,126,741
Deferred tax liabilities	-	1,666,000	-	4,588	1,670,588
Total liabilities	<u>69,880,243</u>	<u>11,871,663</u>	<u>25,535,315</u>		<u>98,983,767</u>
Other information					
Capital expenditure	401,030	4,975,276	7,147,635	(7,141,987)	5,381,954
Depreciation and amortisation	1,525,903	3,969,601	142,254	(46,881)	5,590,877
Non-cash income/(expense) other than depreciation and amortisation					
- Gain/(loss) on disposal of investment in a subsidiary	8,144,257	-	(2,913,366)	(11,154,572)	(5,923,681)
- Gain/(loss) on disposal of property, plant and equipment	1,132,681	(69,583)	-	(932,788)	130,310
- Impairment loss on receivables	(317,228)	(2,032,493)	-	-	(2,349,721)
- Inventories written-down	(897,841)	-	-	-	(897,841)
- Provision for claims	(1,126,741)	-	-	-	(1,126,741)
- Others	457,691	(23,428)	(1,196,926)	1,253,375	490,712

NOTES TO THE FINANCIAL STATEMENTS

31 March 2014 (CONT'D)

27. SEGMENTAL INFORMATION (cont'd)

Information about major customers

Revenue from manufacturing and trading segment amounting to **RM71,734,003** (2013: RM72,801,890) were earned from **3** (2013: 3) major customers of the Group. A major customer is defined as one who contributes more than 10% to the Group's revenue.

Geographical segments

Geographical segment information has not been prepared as the Group's operations are all confined to Malaysia. The foreign subsidiaries of the Group do not hold non-current assets.

28. RELATED PARTY DISCLOSURES

	GROUP		COMPANY	
	2014 RM	2013 RM	2014 RM	2013 RM
(i) Related party transactions				
Sales to:				
- BKGM	2,733,218	-	-	-
- CNMY	360,130	843,212	-	-
Interest income from subsidiaries	-	-	141,201	390,295
Management fee from:				
- subsidiaries	-	-	834,000	1,182,000
- FPC	-	230,000	-	230,000
Rental income:				
- subsidiary	-	-	55,000	266,000
- BKGM	40,408	-	-	-
- CNMY	66,000	18,000	-	-
Rental expense to a subsidiary	-	-	(78,000)	(78,000)
Handling charges from FPC	44,600	26,050	-	-

NOTES TO THE FINANCIAL STATEMENTS

31 March 2014 (CONT'D)

28. RELATED PARTY DISCLOSURES (cont'd)

	GROUP		COMPANY	
	2014 RM	2013 RM	2014 RM	2013 RM
Purchase from BKGM	(3,339,099)	-	-	-
Interest expense to FPC	(175,462)	(223,396)	-	-
Operating expense to:				
- BKGM	(914,309)	-	-	-
- FPC	(145,501)	(188,038)	-	-
Rental expense to BKNT Resources Sdn. Bhd. ("BKNT")	(48,000)	(97,000)	-	-

Related party**Relationship**

FPC, CNMY and BKGM

Associates of the Group.

BKNT

A company which certain directors of the Company having substantial financial interests.

(ii) **Compensation of key management personnel**

The Group and the Company have no other members of key management personnel apart from the Board of Directors of the Company and of the subsidiaries, which their compensations have been shown in Note 24.

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

29. GOODWILL

	GROUP	
	2014 RM	2013 RM
Balance at beginning	1,492,744	2,826,781
Disposal of investment in a subsidiary	-	(1,334,037)
Balance at end	1,492,744	1,492,744
Less : Impairment losses		
Balance at beginning	(1,492,744)	(2,805,496)
Current year	-	(21,285)
Disposal of investment in a subsidiary	-	1,334,037
Balance at end	(1,492,744)	(1,492,744)
Carrying amount	-	-

NOTES TO THE FINANCIAL STATEMENTS

31 March 2014 (CONT'D)

30. CATEGORIES OF FINANCIAL INSTRUMENTS

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

	Carrying amount RM	L&R RM	FL RM
GROUP			
2014			
Financial assets			
Trade receivables	30,086,243	30,086,243	-
Other receivables and refundable deposits	1,625,706	1,625,706	-
Cash and bank balances	6,350,511	6,350,511	-
	<u>38,062,460</u>	<u>38,062,460</u>	<u>-</u>
Financial liabilities			
Trade payables	3,709,012	-	3,709,012
Other payables and accruals	2,848,356	-	2,848,356
Borrowings	50,810,774	-	50,810,774
	<u>57,368,142</u>	<u>-</u>	<u>57,368,142</u>
2013			
Financial assets			
Trade receivables	28,468,749	28,468,749	-
Other receivables and refundable deposits	2,009,075	2,009,075	-
Cash and bank balances	12,456,764	12,456,764	-
	<u>42,934,588</u>	<u>42,934,588</u>	<u>-</u>
Financial liabilities			
Trade payables	11,862,783	-	11,862,783
Other payables and accruals	2,203,469	-	2,203,469
Borrowings	80,019,366	-	80,019,366
	<u>94,085,618</u>	<u>-</u>	<u>94,085,618</u>

NOTES TO THE FINANCIAL STATEMENTS

31 March 2014 (CONT'D)

30. CATEGORIES OF FINANCIAL INSTRUMENTS (cont'd)

	Carrying amount RM	L&R RM	FL RM
COMPANY			
2014			
Financial assets			
Other receivables and refundable deposits	8,729	8,729	-
Amount due from subsidiaries	2,725,572	2,725,572	-
Cash and bank balances	353,973	353,973	-
	<u>3,088,274</u>	<u>3,088,274</u>	<u>-</u>
Financial liabilities			
Other payables and accruals	<u>313,052</u>	-	<u>313,052</u>
2013			
Financial assets			
Other receivables and refundable deposits	111,769	111,769	-
Amount due from subsidiaries	6,636,691	6,636,691	-
Cash and bank balances	968,484	968,484	-
	<u>7,716,944</u>	<u>7,716,944</u>	<u>-</u>
Financial liabilities			
Other payables and accruals	535,315	-	535,315
Borrowings	25,000,000	-	25,000,000
	<u>25,535,315</u>	<u>-</u>	<u>25,535,315</u>

31. FINANCIAL RISK MANAGEMENT

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

31.1 Credit risk

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

NOTES TO THE FINANCIAL STATEMENTS

31 March 2014 (CONT'D)

31. FINANCIAL RISK MANAGEMENT (cont'd)

31.1 Credit risk (cont'd)

i. Trade receivables

The Group extends credit terms to customers that range between 30 to 180 days. In deciding whether credit shall be extended, the Group will take into consideration factors such as the relationship with the customer, its payment history and credit worthiness. The Group subjects new customers to credit verification procedures. In addition, debt monitoring procedures are performed on an on-going basis with the result that the Group's exposure to bad debts is not significant.

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

The ageing of trade receivables and accumulated impairment loss of the Group is as follows:

	Gross RM	Individual impairment loss RM	Net RM
2014			
Not past due	15,947,460	(220,950)	15,726,510
1 to 30 days past due	1,648,108	(75,250)	1,572,858
31 to 60 days past due	1,420,583	(75,450)	1,345,133
61 to 90 days past due	1,525,342	(75,450)	1,449,892
Past due more than 90 days	13,963,033	(3,971,183)	9,991,850
	<u>18,557,066</u>	<u>(4,197,333)</u>	<u>14,359,733</u>
	<u>34,504,526</u>	<u>(4,418,283)</u>	<u>30,086,243</u>
2013			
Not past due	15,073,156	-	15,073,156
1 to 30 days past due	1,564,395	-	1,564,395
31 to 60 days past due	1,146,544	-	1,146,544
61 to 90 days past due	982,940	(106,999)	875,941
Past due more than 90 days	13,352,986	(3,544,273)	9,808,713
	<u>17,046,865</u>	<u>(3,651,272)</u>	<u>13,395,593</u>
	<u>32,120,021</u>	<u>(3,651,272)</u>	<u>28,468,749</u>

31. FINANCIAL RISK MANAGEMENT (cont'd)**31.1 Credit risk (cont'd)****i. Trade receivables (cont'd)**

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

Total impairment loss relates to customers that have financial difficulties and have defaulted in repayment even after legal actions have been taken.

The Group has trade receivables of **RM14,359,733** (2013: RM13,395,593) that are past due but not impaired as the management is of the view that these debts will be recovered in due course.

The Group has significant concentration of credit risk in the form of outstanding balance due from **3** (2013: 2) customers representing **58%** (2013: 49%) of total trade receivables.

ii. Intercompany balances

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

The maximum exposure to credit risk is represented by their carrying amount in the Company's statement of financial position.

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

iii. Financial guarantees

The Company provides unsecured corporate guarantees to banks and financial institutions in respect of credit facilities granted to certain subsidiaries.

The maximum exposure to credit risk is disclosed in Note 26, representing the outstanding credit facilities of the said subsidiaries as at the end of the reporting period.

The Company monitors on an ongoing basis the results of the subsidiaries and repayments made by the subsidiaries. As at the end of the reporting period, there was no indication that any of the subsidiaries would default on repayment.

NOTES TO THE FINANCIAL STATEMENTS

31 March 2014 (CONT'D)

31. FINANCIAL RISK MANAGEMENT (cont'd)

31.2 Liquidity risk

Liquidity risk is the risk that the Group and the Company will not be able to meet their financial obligations as and when they fall due. The Group and the Company actively manage their debt maturity profiles, operating cash flows and availability of funding so as to ensure that all repayments and funding needs are met. As part of their overall prudent liquidity managements, the Group and the Company maintain sufficient levels of cash and cash equivalents to meet their working capital requirements.

The table below summarises the maturity profiles of the Group's and of the Company's financial liabilities as at the end of the reporting period based on the undiscounted contractual payments:

	Carrying amount RM	Contractual cash flows RM	Within one year RM	More than one year and less than two years RM	More than two years and less than five years RM
GROUP					
2014					
Interest bearing Borrowings	50,810,774	51,186,446	48,901,492	1,702,851	582,103
Trade payables	3,709,012	3,709,012	3,709,012	-	-
Other payables and accruals	2,848,356	2,848,356	2,848,356	-	-
	<u>57,368,142</u>	<u>57,743,814</u>	<u>55,458,860</u>	<u>1,702,851</u>	<u>582,103</u>
2013					
Interest bearing borrowings	80,019,366	81,409,672	61,844,119	7,160,352	12,405,201
Trade payables	11,862,783	11,862,783	11,862,783	-	-
Other payables and accruals	2,203,469	2,203,469	2,203,469	-	-
	<u>94,085,618</u>	<u>95,475,924</u>	<u>75,910,371</u>	<u>7,160,352</u>	<u>12,405,201</u>

NOTES TO THE FINANCIAL STATEMENTS

31 March 2014 (CONT'D)

31. FINANCIAL RISK MANAGEMENT (cont'd)

31.2 Liquidity risk (cont'd)

	Carrying amount RM	Contractual cash flows RM	Within one year RM	More than one year and less than two years RM	More than two years and less than five years RM
COMPANY					
2014					
Other payables and accruals	<u>313,052</u>	<u>313,052</u>	<u>313,052</u>	<u>-</u>	<u>-</u>
2013					
Interest bearing borrowings	25,000,000	25,697,740	10,309,224	4,103,592	11,284,924
Other payables and accruals	<u>535,315</u>	<u>535,315</u>	<u>535,315</u>	<u>-</u>	<u>-</u>
	<u>25,535,315</u>	<u>26,233,055</u>	<u>10,844,539</u>	<u>4,103,592</u>	<u>11,284,924</u>

31.3 Interest rate risk

The Group's and the Company's fixed rate receivables, deposits and borrowings are exposed to a risk of change in their fair value due to changes in interest rates. The Group's and the Company's floating rate deposits and borrowings are exposed to a risk of change in cash flows due to changes in interest rates.

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

	GROUP		COMPANY	
	2014 RM	2013 RM	2014 RM	2013 RM
Fixed rate instruments				
Financial assets	-	-	1,774,534	1,389,123
Financial liabilities	<u>5,047,774</u>	<u>7,977,366</u>	<u>-</u>	<u>-</u>
Floating rate instruments				
Financial assets	432,607	9,320,326	118,418	514,717
Financial liabilities	<u>45,763,000</u>	<u>72,042,000</u>	<u>-</u>	<u>25,000,000</u>

31. FINANCIAL RISK MANAGEMENT (cont'd)

31.3 Interest rate risk (cont'd)

Sensitivity analysis for fixed rate instruments

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

Sensitivity analysis for variable rate instruments

An increase of 25 basis point would have decreased results before taxation by the amount shown below and a corresponding decrease would have an equal but opposite effect. This analysis assumes that all other variables, in particular foreign currency rates, remain constant.

	GROUP		COMPANY	
	2014 RM	2013 RM	2014 RM	2013 RM
(Decrease)/Increase in results before taxation	<u>(119,388)</u>	<u>(161,466)</u>	<u>381</u>	<u>(17,008)</u>

31.4 Foreign currency risk

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

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

	SGD RM	JPY RM
GROUP		
2014		
Cash and bank balances	13,062	10,763
Other payables	<u>(7,733)</u>	<u>-</u>
Net exposure	<u>5,329</u>	<u>10,763</u>

NOTES TO THE FINANCIAL STATEMENTS

31 March 2014 (CONT'D)

31. FINANCIAL RISK MANAGEMENT (cont'd)

31.4 Foreign currency risk (cont'd)

	SGD RM	JPY RM
GROUP		
2013		
Other receivables	11,170	-
Cash and bank balances	11,899	10,763
Trade payables	(159,567)	(2,554,082)
Other payables	(9,071)	-
	<u>(145,569)</u>	<u>(2,543,319)</u>
Net exposure		
COMPANY		
2014		
Cash and bank balances/Net exposure	<u>274</u>	<u>6,755</u>
2013		
Cash and bank balances/Net exposure	<u>274</u>	<u>6,755</u>

Sensitivity analysis for foreign currency risk

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

	GROUP		COMPANY	
	2014 RM	2013 RM	2014 RM	2013 RM
SGD	(533)	14,557	(27)	(27)
JPY	(1,076)	254,331	(676)	(676)
(Decrease)/Increase in results before taxation	<u>(1,609)</u>	<u>268,888</u>	<u>(703)</u>	<u>(703)</u>

32. FAIR VALUE OF FINANCIAL INSTRUMENTS

GROUP AND COMPANY

The carrying amounts of financial assets and financial liabilities of the Group and of the Company as at the end of the reporting period approximate their fair values, either due to their short-term nature or that they are floating rate instruments that are re-priced to market interest rates on or near the end of the reporting period.

The carrying amounts of the non-current portion of finance lease liabilities are reasonable approximation of fair values due to the insignificant impact of discounting.

33. CAPITAL MANAGEMENT

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

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

A subsidiary of the Group is required to maintain a maximum gearing ratio of 3 to comply with a debt covenant imposed by the lender of the said subsidiary. The subsidiary has not breached the covenant. Other than the aforementioned, the Group is not subject to any externally imposed capital requirement.

34. SIGNIFICANT EVENTS

34.1 Material litigations

Group

Hap Seng Industrial Sdn. Bhd. (the "Plaintiff") has filed a claim under Penang High Court against two subsidiaries, namely Boon Koon Vehicles Industries Sdn. Bhd. ("BKVI") and Boon Koon Marketing (East Malaysia) Sdn. Bhd. ("BKM"), respectively for the following:

- (i) The Plaintiff has filed a claim against BKVI for a sum of approximately RM341,499 for services rendered. BKVI had filed a counter claim against the Plaintiff for the sum of RM990,000 for losses suffered by BKVI due to the Plaintiff's failure to return BKVI's vehicles.
- (ii) The Plaintiff has filed a claim against BKM for a sum of approximately RM587,772 for services rendered and BKM filed a counter claim against the Plaintiff for the sum of RM460,000 for vehicles sold to the Plaintiff.

The above matters were fixed for decision on 22 February 2013 and the learned Judge had allowed the Plaintiff's claims against BKVI and BKM for the sum of approximately RM341,499 and RM587,772 respectively with interest at 5% per annum from 1 January 2009 until the date of payment. The learned Judge had also dismissed BKVI's counter claim against the Plaintiff for the sum of RM990,000 but allowed BKM's part counter claim against the Plaintiff for the sum of RM115,000 with interest at 5% per annum from 1 January 2009 until the date of payment.

34. SIGNIFICANT EVENTS DURING THE FINANCIAL YEAR (cont'd)**34.1 Material litigations (cont'd)****Group (cont'd)**

BKVI and BKM have deposited the judgement sum amounting to RM482,681 and RM585,778 respectively to the Plaintiff's lawyer in the current financial year ended 31 March 2014.

Both subsidiaries have filed an appeal respectively on 13 May 2013 to the Court of Appeal. The matter is now pending for case management from the Court of Appeal.

34.2 Corporate exercise

During the financial year, the Company successfully undertook the following:

- (i) Share capital reduction via the cancellation of RM0.30 of the par value of each existing ordinary share of RM0.50 each in the Company pursuant to Section 64(1) of the Companies Act, 1965 ("Capital Reduction");
- (ii) Renounceable rights issue of 138,375,000 new ordinary shares of RM0.20 each in the Company ("Rights Shares") together with up to 138,375,000 free detachable warrants ("Warrants") on the basis of one Rights Share together with one free Warrant for each Rights Share held on 12 June 2013.
- (iii) Amendments to the Memorandum and Articles of Association of the Company ("M&A") to facilitate the Capital Reduction.

The Capital Reduction was completed on 7 May 2013. The Rights Shares and the Warrants were listed on the Main Market of Bursa Malaysia Securities Berhad on 10 July 2013.

35. DISCLOSURE OF REALISED AND UNREALISED PROFITS/(LOSSES)

With the purpose of improving transparency, Bursa Malaysia Securities Berhad has on 25 March 2010, and subsequently on 20 December 2010, issued directives which require all listed corporations to disclose the breakdown of unappropriated profits or accumulated losses into realised and unrealised on group and company basis in the annual audited financial statements.

The breakdown of accumulated losses as at the reporting date has been prepared by the Directors in accordance with the directives from Bursa Malaysia Securities Berhad stated above and the Guidance on Special Matter No. 1 - Determination of Realised and Unrealised Profits or Losses in the Context of Disclosure Pursuant to Bursa Malaysia Securities Berhad Listing Requirements, as issued by the Malaysian Institute of Accountants are as follows:

	GROUP		COMPANY	
	2014 RM	2013 RM	2014 RM	2013 RM
Total retained profit/(accumulated losses) of the Company and its subsidiaries:				
- Realised	7,771,534	(25,916,216)	(11,969,204)	(40,352,818)
- Unrealised	1,799,000	2,219,425	-	-
	9,570,534	(23,696,791)	(11,969,204)	(40,352,818)
Total share of losses of associates				
- Realised	(1,342,623)	(135,141)	-	-
Less : Consolidation adjustments	(751,940)	(805,374)	-	-
	7,475,971	(24,637,306)	(11,969,204)	(40,352,818)

Location of properties	Tenure	Area (Square metre)	Description	Approximate Age of Building	Expiry Date	Date of acquisition/ revaluation	Carrying amount At 31.3.14 RM'000
Boon Koon Group Berhad							
1. GM 266 Lot No. 240 Mukim Tebrau, District of Johor Bahru, Johor	Freehold Land	13,506	Vacant Land			20 August 2007	2,779
2. GM 755 Lot No. 44506 Mukim Tebrau, District of Johor Bahru, Johor	Freehold Land	8,877	Land & Building	3 years		20 August 2007	4,306
Boon Koon Vehicles Industries Sdn. Bhd.							
1. GM 975, Lot 1804 Mukim 9, 1177, Jalan Dato Keramat, 14300 Nibong Tebal, Seberang Perai Selatan, Penang	Freehold Land	2,853	Office & Factory	10-15 years		12 October 1999	Note A: 22,983
2. GM 454, Lot 1808 Mukim 9, 1177, Jalan Dato Keramat, 14300 Nibong Tebal, Seberang Perai Selatan, Penang	Freehold Land	6,490	Office & Factory	10-15 years		9,11 and 13 December 1999	
3. GM 455, Lot 1809 Mukim 9, 1177, Jalan Dato Keramat, 14300 Nibong Tebal, Seberang Perai Selatan, Penang	Freehold Land	6,490	Office & Factory	10-15 years		9,11 and 13 December 1999	
4. GM 456, Lot 1810 Mukim 9, 1177, Jalan Dato Keramat, 14300 Nibong Tebal, Seberang Perai Selatan, Penang	Freehold Land	18,818	Office & Factory	10-15 years		12 October 1999	
5. H.S. (M) 592, Lot 5025 Mukim 9, 1177, Jalan Dato Keramat, 14300 Nibong Tebal, Seberang Perai Selatan, Penang	Freehold Land	7,356	Office & Factory	10-15 years		20 October 1999	
6. Lot 16, DBKK Building No. 18, SMI 1, IZ 3 Kota Kinabalu Industrial Park, Kota Kinabalu, Sabah	Leasehold Land 99 years	2,023	Office & Factory Building	12 years	31 December 2008	7 February 2007	947

Note A :

Building erected on the adjoining parcels of land comprising of large single storey factory building with the following annexure:-

- 3 storey office building ; and
- 2 storey Sales & Marketing office building

ANALYSIS OF SHAREHOLDINGS

As At 30 June 2014

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Authorised Share Capital	: RM 100,000,000.00
Issued and Fully paid-up	: RM 55,350,000.00
Class of Share	: Ordinary Shares of RM0.20 each
Voting Rights	: One voting right for one ordinary share

ANALYSIS BY SIZE OF SHAREHOLDINGS

Size of Holdings		No of Shareholders	%	No. of Shares	%
1	- 99	176	7.50	8,213	0.00
100	- 1,000	466	19.86	144,732	0.05
1,001	- 10,000	648	27.61	3,480,560	1.26
10,001	- 100,000	810	34.51	34,872,848	12.60
100,001	- less than 5% of issued shares	245	10.44	152,387,789	55.07
5% and above of issued shares		2	0.08	85,855,858	31.02
TOTAL		2,347	100.00	276,750,000	100.00

DIRECTORS' SHAREHOLDINGS IN THE COMPANY

No	Name	Direct		Indirect	
		No. of Shares	%	No. of Shares	%
1	Dato' Goh Boon Koon	63,694,746	23.02	3,469,832 [#]	1.25
2	Goh Boon Leong	22,161,112	8.01	-	-
3	Ho Kok Loon	67,500	0.02	-	-
4	Ang Poh Gin	33,750	0.01	-	-
5	Murelidaran A/L M Navaratnam	21,937	0.01	-	-
6	Mohd Kamal Bin Omar	-	-	-	-
7	Goh Peng Yeong	3,226,300	1.17	-	-
8	Chong Chun Chieh	2,600,000	0.94	-	-

[#] Other Interest held through his spouse and/or children pursuant to Section 134(12)(c) of the Companies Act, 1965

LIST OF SUBSTANTIAL SHAREHOLDERS OF THE COMPANY

No	Name	Direct		Indirect	
		No. of Shares	%	No. of Shares	%
1	Dato' Goh Boon Koon	63,694,746	23.02	-	-
2	Goh Boon Leong	22,161,112	8.01	-	-

ANALYSIS OF SHAREHOLDINGS

As At 30 June 2014 (CONT'D)

LIST OF THIRTY (30) LARGEST SHAREHOLDERS

No	Name	No. of Shares	%
1	HDM Nominees (Tempatan) Sdn Bhd <i>Pledged Securities Account For Goh Boon Koon</i>	63,694,746	23.02
2	HDM Nominees (Tempatan) Sdn Bhd <i>Pledged Securities Account For Goh Boon Leong</i>	22,161,112	8.01
3	Kurnia Waras Sdn. Bhd.	9,256,975	3.34
4	HDM Nominees (Tempatan) Sdn Bhd <i>HDM Capital Sdn Bhd For Goh Pei Chiek</i>	4,316,700	1.56
5	TA Nominees (Tempatan) Sdn Bhd <i>Pledged Securities Account For Lee Chee Ming</i>	3,504,000	1.27
6	Lee Mun Seng	3,391,612	1.23
7	Goh Peng Yeong	3,226,300	1.17
8	Tan Poh Pang	3,183,300	1.15
9	Kenanga Nominees (Tempatan) Sdn Bhd <i>Pledged Securities Account For Koh Boon Poh</i>	3,100,000	1.12
10	Teoh Hai Peng	3,020,100	1.09
11	Quek Phaik Im	3,000,000	1.08
12	Public Nominees (Tempatan) Sdn Bhd <i>Pledged Securities Account For Yong Shu Kong</i>	2,997,700	1.08
13	Lee Teoh Kee	2,880,139	1.04
14	Koh Sew Ping	2,780,000	1.00
15	Tan Yong Siang	2,747,624	0.99
16	Khoo Seng Keat	2,726,000	0.99
17	Chong Chun Chieh	2,600,000	0.94
18	Chuah Yee Shen	2,600,000	0.94
19	Ng Kawn Yow	2,479,000	0.90
20	Teo Ah Seng	2,300,000	0.83
21	Teoh Hai Hin	2,273,800	0.82
22	Kong Tiong Kian	2,200,000	0.79
23	Public Nominees (Tempatan) Sdn Bhd <i>Pledged Securities Account For Chee Lai Hock</i>	2,023,500	0.73
24	Hong Yoke Loong	2,000,000	0.72
25	Tye Sok Cin	2,000,000	0.72
26	Ong Ah Hua	1,851,100	0.67
27	Amsec Nominees (Tempatan) Sdn Bhd <i>Pledged Securities Account For Tan Yong Siang</i>	1,744,400	0.63
28	Lee Eng Hock & Co. Sendirian Berhad	1,472,000	0.53
29	Teoh Hai Hin	1,342,068	0.48
30	Tan Chee Wei	1,260,000	0.46
	TOTAL	164,132,176	59.31

ANALYSIS OF WARRANT HOLDINGS

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As At 30 June 2014

Total Number of Warrants issued	: 138,375,000
Total Number of Warrants outstanding	: 138,375,000
Exercise Price Per Warrant	: RM0.20 each

ANALYSIS BY SIZE OF WARRANT HOLDINGS

Size of Holdings		No of Holders	%	No. of Warrants	%
1	- 99	2	0.43	125	0.00
100	- 1,000	12	2.55	6,600	0.01
1,001	- 10,000	84	17.87	576,435	0.42
10,001	- 100,000	235	50.00	11,145,681	8.05
100,001	- less than 5% of issued warrants	135	28.72	83,718,230	60.50
	5% and above of issued warrants	2	0.43	42,927,929	31.02
TOTAL		470	100.00	138,375,000	100.00

DIRECTORS' WARRANTS HOLDINGS IN THE COMPANY

No	Name	Direct		Indirect	
		No. of Warrants	%	No. of Warrants	%
1	Dato' Goh Boon Koon	31,847,373	23.02	-	-
2	Goh Boon Leong	11,080,556	8.01	-	-
3	Ho Kok Loon	33,750	0.02	-	-
4	Ang Poh Gin	-	-	-	-
5	Murelidaran A/L M Navaratnam	-	-	-	-
6	Mohd Kamal Bin Omar	-	-	-	-
7	Goh Peng Yeong	2,600,000	1.88	-	-
8	Chong Chun Chieh	2,600,000	1.88	-	-

ANALYSIS OF WARRANT HOLDINGS

As At 30 June 2014 (CONT'D)

LIST OF THIRTY (30) LARGEST WARRANT HOLDERS

No	Name	No. of Warrants	% of total issued Warrants
1	HDM Nominees (Tempatan) Sdn Bhd <i>Pledged Securities Account For Goh Boon Koon</i>	31,847,373	23.02
2	HDM Nominees (Tempatan) Sdn Bhd <i>Pledged Securities Account For Goh Boon Leong</i>	11,080,556	8.01
3	Hong Yoke Loong	5,000,000	3.61
4	Kurnia Waras Sdn. Bhd.	4,649,375	3.36
5	Tan Poh Pang	4,333,400	3.13
6	Kenanga Nominees (Tempatan) Sdn Bhd <i>Pledged Securities Account For Koh Boon Poh</i>	4,260,000	3.08
7	HDM Nominees (Tempatan) Sdn Bhd <i>HDM Capital Sdn Bhd For Goh Pei Chiek</i>	4,166,700	3.01
8	Tye Sok Cin	3,617,600	2.61
9	Chong Chun Chieh	2,600,000	1.88
10	Chuah Yee Shen	2,600,000	1.88
11	Goh Peng Yeong	2,600,000	1.88
12	Cimsec Nominees (Tempatan) Sdn Bhd <i>Cimb Bank For Len Book Learn</i>	2,213,600	1.60
13	Tan Yong Siang	2,130,462	1.54
14	Teo Ah Seng	2,050,000	1.48
15	Amsec Nominees (Tempatan) Sdn Bhd <i>Pledged Securities Account For Tan Yong Siang</i>	1,744,400	1.26
16	RHB Capital Nominees (Asing) Sdn Bhd <i>Pledged Securities Account For Chen Mei Fong Mary</i>	1,587,000	1.15
17	Public Nominees (Tempatan) Sdn Bhd <i>Pledged Securities Account For Chan Kam Choon</i>	1,500,000	1.08
18	Maybank Nominees (Tempatan) Sdn Bhd <i>Pledged Securities Account For Johari Bin Mohammad Sood</i>	1,050,000	0.76
19	Public Nominees (Tempatan) Sdn Bhd <i>Pledged Securities Account For Tan Cheng Guan</i>	1,040,000	0.75
20	HLIB Nominees (Tempatan) Sdn Bhd <i>Hong Leong Bank Bhd For Yong Jee Patt</i>	1,023,300	0.74
21	Heng Guek Keng	1,000,000	0.72
22	Ooi Lay Hoon	999,900	0.72
23	Kenanga Nominees (Tempatan) Sdn Bhd <i>Pledged Securities Account For Heng Yong Kang @ Wang Yong Kang</i>	919,400	0.66
24	Yee Luong Hin	891,200	0.64
25	Ong Swee Choo	800,000	0.58
26	Tok Chin Thiam	800,000	0.58
27	Diong Chong Me	726,000	0.52
28	Lee Chooi Lan	700,000	0.51
29	Liew Lee Kien	698,000	0.50
30	Kenanga Nominees (Tempatan) Sdn Bhd <i>Khor Peng Seng</i>	630,000	0.46
TOTAL		99,258,266	71.73

*I / We _____ of _____
 (Full Name in Block Letters)

 (Full Address) being a *member / members of the
 above-named Company, hereby appoint _____
 (Full Name in Block Letters)
 of _____
 (Full Address)
 or failing him, _____ of
 (Full Name in Block Letters)

 (Full Address) or failing him, the Chairman of the
 meeting as *my/our proxy to vote for *me/us and on *my/our behalf at the Twelfth Annual General Meeting of the
 Company to be held at the Majestic Hall of Bukit Jawi Golf Resort, Lot 414, MK 6, Jalan Paya Kemian Sempayi,
 14200 Sungai Jawi, Penang on Wednesday, 27 August 2014 at 9:00 am and at any adjournment thereof.

AGENDA

Receive the Audited Financial Statements for the financial year ended 31 March 2014 and the Reports of the Directors and Auditors thereon		For	Against
Resolutions			
1	Approval of payment of Directors' fees for the financial year ended 31 March 2014		
2	Re-election of Mr Goh Boon Leong as Director		
3	Re-election of Mr Ho Kok Loon as Director		
4	Re-election of Mr Murelidaran A/L M Navaratnam as Director		
5	Re-appointment of Messrs Grant Thornton as Auditors and to authorise the Directors to fix the Auditors' remuneration		
6	Authority under Section 132D of the Companies Act, 1965 for the Directors to issue shares		
7	Proposed Renewal of share buy-back authority		
8	Retention of Mr Ho Kok Loon as an Independent Non-Executive Director		
9	Retention of Mr Ang Poh Gin as an Independent Non-Executive Director		
10	Retention of Mr Murelidaran A/L M Navaratnam as an Independent Non-Executive Director		

Please indicate with an "x" in the appropriate spaces provided on how you wish your vote to be cast. If no specific discretion for voting is given, the proxy may vote as he thinks fit.

No. of shares held

Signed this _____ day of _____, 2014.

Signature of Member (s)/ Common Seal

* Strike out whichever is not desired

Notes :

1. A proxy may but need not be a member of the Company and the provisions of Section 149(1)(a) and (b) of the Companies Act, 1965 shall not apply to the Company.
2. The proxy form must be duly completed and deposited at the Registered Office of the Company, 51-13-A Menara BHL Bank, Jalan Sultan Ahmad Shah, 10050 Penang not less than forty-eight (48) hours before the time appointed for holding the meeting.
3. A member shall be entitled to appoint one (1) or more proxies to attend and vote at the same meeting.
4. Where a member appoints more than one (1) proxy, the appointments shall be invalid unless he specifies the proportions of his holdings to be represented by each proxy.
5. If the appointor is a corporation, this form must be executed under its Common Seal or under the hand of its attorney.
6. Where a member of the Company is an authorised nominee as defined under the Securities Industry (Central Depositories) Act 1991 ("Central Depositories Act"), it may appoint at least one proxy in respect of each securities account it holds with ordinary shares to the credit of the said securities account.
7. Where a member of the Company is an exempt authorised nominee as defined under the Central Depositories Act which holds ordinary shares in the Company for multiple beneficial owners in one securities account ("Omnibus Account"), there shall be no limit to the number of proxies which the Exempt Authorised Nominee may appoint in respect of each Omnibus Account it holds.
8. For purpose of determining who shall be entitled to attend this meeting, the Company shall be requesting Bursa Malaysia Depository Sdn Bhd to make available to the Company pursuant to Article 62(3) 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 ("ROD") as at 21 August 2014 and only a Depositor whose name appears on such ROD shall be entitled to attend, speak and vote at this meeting or appoint proxy to attend and/or speak and/or vote in his/her behalf.

Please fold across the line and close

Stamp

The Company Secretaries
Boon Koon Group Berhad
51-13-A, Menara BHL Bank
Jalan Sultan Ahmad Shah, 10050 Penang

Please fold across the line and close

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