COMPUGATES®

Your Nationwide Distribution Partner

STRUCTURING STRATEGIC MOMENTUM | ANNUAL REPORT **2013**

COMPUGATES HOLDINGS BERHAD (669287-H)

ANNUAL REPORT 2013

COMPUGATES HOLDINGS BERHAD (669287-H)

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www.compugates.com

COMPUGATES®
Your Nationwide Distribution Partner

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Annual Report 2013

CORPORATE INFORMATION

BOARD OF DIRECTORS

Tan Sri Asmat Bin Kamaludin	*Independent Non-Executive Chairman*
Goh Kheng Peow	*Managing Director*
Goh Tai Wai	*Non-Independent Non-Executive Director*
Mohamed Fauzi Bin Omar	*Independent Non-Executive Director*
See Thoo Chan	*Executive Director*

AUDIT COMMITTEE

Tan Sri Asmat Bin Kamaludin
Chairman

Goh Tai Wai
Member

Mohamed Fauzi Bin Omar
Member

NOMINATION COMMITTEE

Tan Sri Asmat Bin Kamaludin
Chairman

Mohamed Fauzi Bin Omar
Member

REMUNERATION COMMITTEE

Tan Sri Asmat Bin Kamaludin
Chairman

Mohamed Fauzi Bin Omar
Member

Goh Kheng Peow
Member

COMPANY SECRETARIES

Wong Keo Rou (MAICSA 7021435)
Jenny Wong Chew Boey (MAICSA 7006120)

REGISTERED OFFICE

No. 2-1, Jalan Sri Hartamas 8,
Sri Hartamas,
50480 Kuala Lumpur
Wilayah Persekutuan
Tel : 03.6201.1120
Fax : 03.6201.3121

SHARE REGISTRAR

Tricor Investor Services Sdn Bhd
Level 17, The Gardens North Tower
Mid Valley City, Lingkaran Syed Putra
59200 Kuala Lumpur
Wilayah Persekutuan
Tel : 03.2264.3883
Fax : 03.2282.1886

PRINCIPAL BANKERS

Malayan Banking Berhad (3813-K)
Public Bank Berhad (6463-H)

AUDITORS

Baker Tilly Monteiro Heng (AF0117)
Chartered Accountants
Baker Tilly MH Tower
Level 10, Tower 1, Avenue 5
Bangsar South City
59200 Kuala Lumpur
Wilayah Persekutuan
Tel : 03.2297.1000
Fax : 03.2282.9980

STOCK EXCHANGE LISTING

Main Market of the Bursa Malaysia
Securities Berhad
Stock Short Name : COMPUGT
Stock Code : 5037

CORPORATE STRUCTURE

COMPUGATES®

COMPUGATES HOLDINGS BERHAD

Investment holding and provision of management services

Compugates Sdn Bhd
(100%)
Trading, marketing & distribution of information technology & communication-based products

Selama Muda Jaya Sdn Bhd
(100%)
Dormant

Compugates International Sdn Bhd
(100%)
Investment holding and provision of management services

Compugates Marketing Sdn Bhd
(100%)
Trading, marketing & distribution of information technology & communication-based products and gaharu tea

Compugates International Ltd
(51%)
Acting as agents by way of commission for distribution of telecommunication products and management agent of franchises

Classic Distribution Sdn Bhd
(51%)
Dormant

Compugates Development and Mining Sdn Bhd
(70%)
Dormant

Compugates Sabah Sdn Bhd
(51%)
Dealing in solar products and green energy systems

Compugates Perak Sdn Bhd
(51%)
Dormant

Compugates International (BD) Ltd
(80%)
Investment holding, consultancy and project management services

Compugates International (Bangladesh) Ltd
(98%)
Exclusive distributor for telecommunication products and services

Compugates International Ltd (Cambodia)
(80%)
Acting as agents by way of commission for distribution of telecommunication products and management agent of franchises

P.T. Compugates International (Indonesia)
(80%)
Trading as main distributor of communication products such as simcards and voucher cards

CHAIRMAN'S STATEMENT

"Structuring Strategic Momentum"

On behalf of the Board of Directors of Compugates Holdings Berhad, I am pleased to present to you the Annual Report and Audited Financial Statements of the Group for the financial year ended 31 December 2013.

Performance Review

For the financial year ended 2013, the Group registered a revenue of approximately RM131.3 million, with a decrease of 75% or approximately RM392.9 million as compared to the previous financial year of approximately RM524.2 million. The decrease in revenue was mainly due to revenue recognised on net commission basis by Bangladesh and Cambodia subsidiaries following the new sales and service agreement entered into by the subsidiaries. The loss after taxation of the Group was approximately RM3.7 million for the financial year ended 2013 as compared to the previous financial year profit after taxation of approximately RM75.6 million. The profit after taxation for year of 2012 was mainly due to the gain on changes in fair value of investment property.

Corporate Development

As a nationwide distribution partner, Compugates leverages on this unique ability to bring to its customer and business partners a diverse range of Information Technology and imaging related products. With this, Compugates continuously perseveres in its pro-activeness and willingness to add value by pioneering the development of new products to improve its performance.

In its strategic quests to add further value, Compugates had during the year 2013, secured a new distributorship with Green Office Sdn Bhd since May 2013 to distribute the Magicscan Product to the IT Channel within Malaysia.

Apart from the existing IT related distribution business, the Company had also secured a strategic distributorship agreement in July 2013 with YTL Digital Sdn Bhd to market, distribute, sell and provide distribution support of the YES brand products and devices within Peninsular Malaysia.

In the diversified sector of providing green renewable energy solution, Compugates Sabah Sdn Bhd ("CSSB") had been actively involved in advance negotiations with the relevant government agencies and local authorities of Sabah for the proposed solar projects submitted. We have successfully completed 17 projects and payment of RM5.087 million were collected. CSSB had to-date submitted a total of 56 proposals amounting to RM6.1 Billion for approval.

Apart from the above, our Agarwood plantation in Kuala Kangsar are growing lush and green as proper care continues to be maintained to ensure our Gaharu products are

CHAIRMAN'S STATEMENT (cont'd)

within the standards set. With the active participation in trade missions and fairs held in Malaysia and overseas, our Treesure Gaharu Tea product had made an in-road into the overseas market of Hong Kong. We foresee the market prospects for this food and beverage sector to be promising.

The team in CIL together with the local units in Bangladesh, Indonesia and Cambodia have grown to over 700 personnels. The distribution model in Bangladesh in 2013 was changed from an Indirect to a Direct Model in our Prescribed Business Areas which increased Operating Costs significantly. Additionally, in mid 2013, Robi Axiata Limited under a Realignment Exercise reduced our Prescribed Business Areas by 40% which further affected the profit after tax.

In 2013, it is a challenging year for Cambodia & Indonesia with increased competition, forex pressures and rising operating expenses. However, we look forward to expand business opportunities for the betterment of 2014.

Outlook and Prospects

The trading and distribution business is expected to remain challenging in the future. The Company is confident that it will maintain and demonstrate a positive growth in the Group's performance by diversifying from its core business of distribution and trading into other sectors such as providing green renewable energy solutions and agricultural related businesses as well as its new foray into the F&B sector.

With the strong support from our business partners, principals and the commitment of our staff, we will continue exploring new business opportunities to further add value and enhance the growth to strengthen the position of the Group.

Appreciation

On behalf of the Board of Directors, I would like to record my heartfelt appreciation to our valued customers, business associates and suppliers for their continuous support, trust and understanding.

I would also like to take this opportunity to extend my gratitude and appreciation to our fellow Board members, management and staff for their hard work, dedication and commitment to the Group.

Last but not least, to our shareholders, I wish to express my heartfelt appreciation for your confidence in Compugates Holdings Berhad.

DIRECTORS' PROFILE

TAN SRI ASMAT BIN KAMALUDIN
(Independent Non-Executive Chairman)

Tan Sri Asmat Bin Kamaludin, a Malaysian, aged 70, is the Independent Non-Executive Chairman of the Company. He was appointed to our Board on 8 November 2005. He is also the Chairman of the Audit Committee, Nomination Committee and Remuneration Committee of the Company.

Tan Sri Asmat Bin Kamaludin holds a Bachelor of Arts Degree in Economics from the University of Malaya and he also holds a Diploma in European Economic Integration from the University of Amsterdam. He has vast experience in various capacities in the public service, his last position being the Secretary General of the Ministry of International Trade and Industry (MITI), a position held from 1992 to 2001. He has served as the Economic Counselor for Malaysia in Brussels and has worked with several international bodies such as the Association of South East Asian Nations (ASEAN), World Trade Organisation (WTO) and Asia-Pacific Economic Cooperation (APEC), representing Malaysia in relevant negotiations and agreements.

Tan Sri Asmat Bin Kamaludin has also been actively involved in several national organisations such as Permodalan Nasional Berhad, Johor Corporation, Small and Medium Scale Industries Development Corporation (SMIDEC) and Malaysia External Trade Development Corporation (MATRADE) while in the Malaysian government service. His other directorships are UMW Holdings Berhad (Chairman), Panasonic Manufacturing Malaysia Berhad (Chairman), Air Asia X Berhad and UMW Oil & Gas Corporation Berhad and he is a director of Permodalan Nasional Berhad, The Royal Bank of Scotland Berhad and YTL Cement Berhad. He also serves on the board of the Japan Chamber of Trade and Industry in Malaysia Foundation.
Outlook and Prospects

GOH KHENG PEOW
(Managing Director)

Goh Kheng Peow, a Malaysian, aged 54, is the Managing Director of the Company. He was appointed to the Board of Directors on 8 November 2005. He is also a member of the Remuneration Committee of the Company.

He graduated with honours from the University of Malaya with a Bachelor of Economics (Business Administration) in 1983. He has over thirty (30) years of experience in sales and marketing line specialising in fast moving consumer products, office equipment, consumer electronics, medical equipment and telecommunication products.

In 1999, he decided to venture into the field of entrepreneurship and established Compugates Marketing Sdn Bhd. He is responsible for the strategic planning aspects of the Compugates Group. He also sits on the board of several private limited companies.

GOH TAI WAI
(Non-Independent and Non-Executive Director)

Goh Tai Wai, a Malaysian, aged 41, was appointed as a Non-Independent Non-Executive Director on 8 November 2005. He was re-designated as an Executive Director on 21 April 2006 and assumed his present position as the Non-Independent and Non-Executive Director on 18 August 2008. He is also an Audit Committee member of the Company.

He holds a Bachelor of Commerce in Accounting and Information Systems from Curtin University of Technology, Perth, Australia. He is a member of the Malaysian Institute of Accountants and a member of CPA Australia as well as a Certified Financial Planner.

He is also the Director of Finance of Ascend Group of Companies, overseeing the financial management, shared service unit operations, information technology services and other business activities of the Group. He has more than twenty (20) years experience ranging from corporate advisory and risk management to financial management and information technology.

In addition, he was appointed as Independent Non-Executive Director in Nakamichi Corporation Berhad on 18 April 2014, a company listed on Main Market of Bursa Malaysia Berhad.

DIRECTORS' PROFILE (cont'd)

MOHAMED FAUZI BIN OMAR
(Independent Non-Executive Director)

Mohamed Fauzi Bin Omar, a Malaysian, aged 55, is the Independent Non-Executive Director of the Company. He was appointed to the Board on 8 November 2005 and is a member of the Nomination Committee, Audit Committee and Remuneration Committee of the Company.

He holds a Master of Business Administration from Northland Open University Canada and International Management Center of Buckingham from the United Kingdom ("UK"). He is also an Associate of the Chartered Institute of Marketing-UK and holds a Diploma in Science (Biology) with Education from Universiti Pertanian Malaysia.

Prior to joining Compugates, he has held numerous senior management positions in the telecommunications industry, particularly the cellular mobile operations both locally and abroad. A co-founder of Celcom (Malaysia) Berhad, he served the company from 1988 to 1996 and his last positions in the company were as the Chief Operating Officer of Celcom Technology Sdn Bhd (Celcom's Value added arm) cum Senior Vice President of Celcom, where he oversees a number of new projects including the fixed network services. In 2000, he was engaged by Across Asia Multimedia (a company listed on The Stock Exchange of Hong Kong Limited) as the Director of Marketing & Customer Services as part of a team of Malaysians to establish Lippotel's Cellular service in Indonesia.

In 2002, he joined Time dotCom Berhad as the Director of its mobile operations, namely TimeCel. Upon the disposal of TimeCel, he was later made the Chief Operating Officer of Time dotCom Berhad and its subsidiary, namely Time dotNet Berhad where he served until 2005. With over twenty (20) years in the industry, he has vast experience particularly in the development and marketing of cellular, public switched telephone network, broadband, value-added, satellite, computer-telephony and internet related services.

Prior to joining the telecommunications industry, he started his career with British Petroleum (M) Sdn Bhd, which he served for almost five (5) years since 1983. Today he is actively involved in a number of business activities through his privately owned companies as well as in freelance business consultancy and training. MDEC, BioTech Corp., MardiTech, IRDA, UNIMAP and TERAJU are some of the clients in the areas of training and consultancy that he has worked on. He is also a panel member of SME Corp.'s Bumiputera in Business; Evaluation Committee for Prototype Research Grant Scheme of Pusat Inovasi Kreatif, UKM and, a board member of Yayasan Pak Rashid (UPM).

SEE THOO CHAN
(Executive Director)

See Thoo Chan, a Malaysian, aged 52, was appointed as a Non-Independent Non-Executive Director of our Company on 21 March 2007. She was re-designated as an Executive Director on 3 January 2014.

She obtained her Higher School Certificate in 1980. She is a successful businesswoman having numerous years of experience in trading of telecommunication products. She is also a director of Southall Sdn Bhd and Beausoft Sdn Bhd, which are principally involved in the trading of cellular phones and accessories, mobile phone prepaid cards, telecommunication products and skin care products.

She was also the Non-Independent Non-Executive Chairman in Nakamichi Corporation Berhad.

DIRECTORS' PROFILE (cont'd)

Notes:

1) Family Relationship with Director and/or Substantial Shareholder

Goh Kheng Peow is related to a member of the Board of Directors, namely See Thoo Chan (his spouse), who serves as a Executive Director and a substantial shareholder of the Company.

Save as disclosed herein, none of the Directors has any family relationship with any director and/or substantial shareholder of the Company.

2) Conflict of Interest

None of the Directors except for Goh Kheng Peow and See Thoo Chan has any conflict of interest with the Group.

Goh Kheng Peow and See Thoo Chan have no direct conflict of interest with the Group other than the recurrent related party transactions of a revenue or trading nature ("RRPTs") which are disclosed in page 88 of this Annual Report.

3) Conviction for Offences

None of the Directors has been convicted for offences within the past ten (10) years, other than traffic offences, if any.

4) Attendance of Board Meetings

Details of the Directors' attendance at Board meetings are set out in the Statement on Corporate Governance in page 10 of this Annual Report.

5) Securities held in the Company and its subsidiaries. Please refer to page 87 of the Annual Report for details.

STATEMENT ON CORPORATE GOVERNANCE

The Board of Directors of Compugates Holdings Berhad ("the Company") ("Board") remains committed to ensure that the highest standards of corporate governance are practised throughout the Group to protect and enhance shareholders' value and to improve its financial performance. The Board is therefore pleased to provide the following statement, which outlines how the Group has applied the principles laid down in the Malaysian Code on Corporate Governance 2012 ("the Code") and the extent of compliance of the Code during the financial year.

1. ESTABLISHMENT OF CLEAR ROLES AND RESPONSIBILITIES

The Board assumes full responsibility for management oversight, the overall performance of the Company and the Group by discharging its stewardship responsibilities through providing strategic leadership, overseeing the conduct of the Company's business, identification and management of principal risks, reviewing the adequacy and integrity of the Company's internal control system and developing an investor relations program. The Independent Non-Executive Directors provide a broader view and independent assessment to the Board's decision making process.

The Board has formalised a Board charter on 26 May 2014 and will review the Board charter from time to time.

The roles of the Chairman and Managing Director are clearly distinct for effective balance of power and authority. To ensure this balance, both positions are held by separate members of the Board. The Chairman is primarily responsible for the Board's effectiveness and conduct and ensuring timely and necessary information is provided to its' members whilst the Managing Director is responsible for the daily running of the Group's operations and implementation of policies and strategies adopted by the Board.

The Board has delegated to the Managing Director and his management team the day to day management of the Group. The Managing Director is primarily responsible for the implementation of policies and decisions of the Board, overseeing the Group's operations and development of the Group's business strategies.

- **Board Committees**

The Board Committees were established to assist the Board in discharging its responsibilities as set out below with their terms of reference approved by the Board. They are as follows:

Audit Committee

The terms of reference, the number of meetings held during the financial year and the attendance of each member is presented under the Audit Committee Report on pages 14 to 15 of this Annual Report.

Nomination Committee

The Nomination Committee has two (2) members, all of whom are Independent Non-Executive Directors. They are tasked with the responsibility of proposing new nominees to the Board and assessing the effectiveness of the Board and the contribution of individual director on an ongoing basis.

For the financial year ended 31 December 2013, the Nomination Committee has met once to review the effectiveness of the Board and the contribution of each Director, and this review had been documented accordingly. The Nomination Committee also reviewed the structure, size and composition of the Board to ensure the effectiveness of the board in discharging its duties and responsibilities.

The attendance records of the Nomination Committee Members are as follows:

Name of Nomination Committee Members	No. of Meeting Attended
Tan Sri Asmat Bin Kamaludin (Chairman)	1/1
Mohamed Fauzi Bin Omar	1/1

Remuneration Committee

The Remuneration Committee comprises of three (3) members, with a majority being Independent Non-Executive Directors. They recommend to the Board the remuneration packages of the Executive Directors. Such packages are designed to attract, retain and motivate the Directors, and are reflective of their experience and level of responsibilities. The remuneration of the Executive Directors is reviewed annually.

The Board as a whole determines the remuneration of the Non-Executive Directors. None of the individual Director participates in determining their individual remuneration.

STATEMENT ON CORPORATE GOVERNANCE (cont'd)

The Remuneration Committee met once during the year under review and the attendance records of the Remuneration Committee Members are as follows:

Name of Remuneration Committee Members	No. of Meeting Attended
Tan Sri Asmat Bin Kamaludin (Chairman)	1/1
Mohamed Fauzi Bin Omar	1/1
Goh Kheng Peow	1/1

- **Board Meetings**

During the financial year ended 31 December 2013, the Board met six (6) times to deliberate and consider matters pertaining to the Group's financial performance, significant investments, corporate development, strategic issues and business plan. The attendance records of the Directors who held office during the year are as follows:

Name of Directors	No. of Meetings Attended
Tan Sri Asmat Bin Kamaludin (Chairman)	6/6
Goh Kheng Peow	6/6
Goh Tai Wai	6/6
Mohamed Fauzi Bin Omar	6/6
See Thoo Chan	6/6

- **Access to Information and Advice**

All Directors have unrestricted access to all information pertaining to the Group. Notice of meetings, setting out the agenda and accompanied by the relevant Board papers are given to the Directors on a timely manner to enable the Directors to peruse, obtain addition information and/or seek further clarification on the matters to be tabled at a meeting.

The proceedings and resolutions passed at each Board meeting are minuted and kept in the statutory minute book at the registered office of the Company.

In furtherance of their duties, whenever independent professional advice is required by the Directors, external experts may be engaged at the Company's expense. Directors also have direct access to the advice and the services of a qualified and competent Company Secretary of the Group. The Board is advised and updated on the statutory and regulatory requirements pertaining to their duties and responsibilities from time to time.

2. STRENGTHEN COMPOSITION

- **Annual Assessment of Directors**

The Nomination Committee carries out the evaluation process annually for accessing the effectiveness of the Board as a whole and for accessing the contribution of each individual Director. The Directors complete a questionnaire regarding the effectiveness of the Board and an assessment of their own performance. The assessment and comments by all Directors are summarized and discussed at the Nomination Committee meeting and reported at a Board Meeting.

For the financial year ended 31 December 2013, the Nomination Committee had reviewed the assessment and evaluation results and was satisfied that all the Directors and Board Committees had discharged their responsibilities in a commendable manner and had performed competently and effectively.

- **Appointment to the Board and Re-election**

Board members who are appointed by the Board are subject to retirement at the first Annual General Meeting ("AGM") of the Company subsequent to their appointment. The Company's Articles of Association provide that at least one-third (1/3) of the Directors shall retire by rotation at each AGM and all Directors shall retire from office at least once in every three (3) years, but shall be eligible for re-election.

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

The Board currently has one (1) female representation which is below the recommended 30%. The Board aims to appoint additional female representation on the Board as soon as practicable in order to reach at least 30% female representation on the Board.

STATEMENT ON CORPORATE GOVERNANCE (cont'd)

2. **STRENGTHEN COMPOSITION (cont'd)**

- **Remuneration Policies and Procedures**

Fair remuneration is critical to attract, retain and motivate directors. The remuneration of Directors shall be the ultimate responsibility of the full Board after considering the recommendation of the Committee. The Executive Directors play no part in determining their own remuneration whilst the Non-Executive Directors abstain from discussion on their own directors' fees.

Details of the remuneration of Directors of the Company during the financial year ended 31 December 2013 are as follow:

Aggregate remuneration

	Executive Directors (RM)	Non-Executive Directors (RM)	Total (RM)
Basic Salary	1,531,200	-	1,531,200
Bonuses	3,967,400	-	3,967,400
Fees	-	324,000	324,000
Attendance fee	-	-	-
Others	805,650	-	805,650
Total	6,304,250	324,000	6,628,250

Number of Directors whose remuneration fall into the following bands

	No. of Executive Director	No. of Non-Executive Director
RM 50,000 and below	-	3
RM150,001 to RM200,000	-	1
RM1,000,000 – RM3,500,000	1	-

The details of the individual Director's remuneration are not disclosed in this report as the Board considers the above disclosures satisfy the accountability and transparency aspects of the Code.

3. **REINFORCE INDEPENDENCE**

- **Assessment of Independent Directors**

The Nomination Committee reviews and carries out an evaluation of the performance of the Independent Directors annually and is satisfied that they are able to discharge their responsibilities in an independent manner. The Independent Directors have also declared their independence to the Board at a Board Meeting during the year.

The Board notes that Tan Sri Asmat who has been appointed as Independent Non-Executive Chairman and Encik Mohamed Fauzi who has been appointed as Independent Non-Executive Director will serve for a cumulative period of nine (9) years by 8 November 2014. Pursuant to Recommendation 3.3 of the Code and notwithstanding their long tenure in office, the Board based on the review, is unanimous in its opinion that Tan Sri Asmat's and Encik Mohamed Fauzi's independence have not been compromised or impaired in any way.

Accordingly the Board strongly recommends retaining both Tan Sri Asmat as Independent Non-Executive Chairman and Encik Mohamed Fauzi as Independent Non-Executive Director and will be tabling as Ordinary Resolutions to shareholders for approval at the forthcoming Annual General Meeting for the said purpose.

- **Board Composition and Balance**

The Board has five (5) members which comprises two (2) Executive Directors and two (2) Independent Non-Executive Directors and one (1) Non-Independent Non-Executive Director. This composition complies with the Main Market

STATEMENT ON CORPORATE GOVERNANCE (cont'd)

3. REINFORCE INDEPENDENCE (cont'd)

- **Board Composition and Balance (cont'd)**

Listing Requirements of Bursa Malaysia Securities Berhad that requires at least two (2) directors or one-third (1/3) of the Board, whichever is the higher, to be independent. A brief profile of each Director is presented on pages 6 to 8 of the Annual Report.

The Board is satisfied that the current Board composition fairly reflects the investment of the minority shareholders and represents a balanced mixed of skills and experience to discharge the Board's duties and responsibilities.

The Board has appointed Tan Sri Asmat Bin Kamaludin, the Chairman of the Board as the Senior Independent Non-Executive Director to whom concerns of the shareholders may be conveyed.

4. FOSTER COMMITMENT

In accordance with the Listing Requirements, each member of the Board must hold not more than five (5) directorships in public listed companies. This ensures that their commitment, resources and time are focused on the affairs of the Group, thereby enabling them to discharge their duties effectively.

- **Directors' Training**

All the Directors have attended and successfully completed the Mandatory Accreditation Programme as prescribed by Bursa Securities.

The Board acknowledges that continuous education is essential for the Directors to further enhance their skills and knowledge. During the financial year under review, the Directors attended the following training programs as part of their continuing education to enhance their knowledge and to keep abreast with new developments in the furtherance of their duties:

Training Programs Attended
ITrain - Google Web Tools on 18-19 February & 25-27 February 2013
Forum Negara - Parliament House on 25 March 2013
Malaysian Code on Corporate Governance on 27 March 2013
Hong Kong Food Expo 2013 on 7 May to 10 May 2013
Specialised Marketing Mission on FMCG to Singapore on 29 May to 31 May 2013
Advocacy Session on Corporate Disclosure - BSKL on 20 June 2013
Rebranding Forum, UPM on 25 June 2013
Online Retailer & eCommerce Expo 2013 @ Sydney Convention and Exhibition Centre on 21 Aug 2013
Effective & Successful Negotiation Skill For Exporter on 9 September 2013
Bursa Malaysia – Nominating Committee Programme on 10 October 2013
4th Kuala Lumpur International Automotive Conference on 12-14 November 2013
Business Meeting @ IBM INTRADE 2013 on 25 November 2013
Risk Management & Internal Control: Workshops for Audit Committee Members on 25 November 2013

5. UPHOLD INTEGRITY IN FINANCIAL REPORTING

- **Financial Reporting**

The Board is accountable to ensure that the financial statements are prepared in accordance with the Companies Act, 1965 and the applicable approved accounting standards in Malaysia so as to present a balanced and fair assessment of the Group's financial position and prospects. Quarterly financial results and annual financial statements are reviewed and deliberated upon by the Audit Committee to ensure the quality of financial reporting before presenting to the Board for its approval. The Audit Committee also reviews the appropriateness of the Company's accounting policies and the changes to these policies.

STATEMENT ON CORPORATE GOVERNANCE (cont'd)

5. UPHOLD INTEGRITY IN FINANCIAL REPORTING (cont'd)

- **Relationship with Auditors**

  Through the Audit Committee, the Group has established a transparent and appropriate relationship with the Group's auditors, in seeking professional advice and ensuring compliance with the applicable accounting standards and statutory requirements in Malaysia. The Audit Committee recommends to the Board on the appointment of the external auditors which is subject to the approval of shareholders in a general meeting whilst their remuneration is determined by the Board.

6. RECOGNISE AND MANAGE RISKS

The Board acknowledges its overall responsibilities for maintaining a sound system of internal control and risk management process to safeguard shareholders' investment and Group's assets. The risk management framework and internal audit functions are disclosed under the Statement on Risk Management & Internal Control on pages 16 to 17 of this Annual Report.

7. ENSURE TIMELY AND HIGH QUALITY DISCLOSURE

The Board recognises the importance of keeping shareholders and investors informed of the Group's business and corporate development. Towards this end, the Board endeavours to make timely disclosure of circulars, quarterly financial results, press release and various announcements on material corporate proposals to Bursa Securities. Market sensitive information such as financial results and other material information about the Group will not be given to any external parties without first making an official announcement to Bursa Malaysia for public release.

Information on the Group's activities is provided in the Annual Report and Financial Statement which are dispatched to shareholders. The Group also encourages all shareholders and investors to access the Annual Report and announcements online, which are made available at the Bursa Malaysia website as well as on its interactive website at www.compugates.com.my. There is continuous effort to ensure that the information on the website remains current, updated and relevant to investors.

8. STRENGTHEN RELATIONSHIP BETWEEN COMPANY AND SHAREHOLDERS

The Annual General Meeting ("AGM") is the principal forum for dialogue with shareholders. The Board therefore, encourages shareholders to attend and participate in the AGM to raise questions pertaining to issues in the Annual Report, corporate developments in the Group, the resolutions being proposed and the business of the Group at the AGM.

There were no substantive resolutions put forth for shareholders' approval at the 8th AGM of the Company held on 21 June 2013. The resolution put forth for shareholders' approval at the 8th AGM were re-appointment/re-election of retiring Directors, payment of Directors' fees and re-appointment of external auditors, authority to issue shares pursuant to Section 132D of the Companies Act, 1965 and proposed amendments to the Articles of Association. As such, the abovementioned resolution were voted by a show of hands.

Nevertheless, the Company would conduct poll voting if demanded by shareholders at the general meeting.

Where Extraordinary General Meeting is held to obtain shareholders' approval on business or corporate proposals, comprehensive circulars to shareholders are sent within prescribed notice period in accordance with the regulatory and statutory provisions. When possible, the Group takes steps to serve notices for its general meetings earlier than the minimum notice period to encourage shareholders participation at its AGM.

STATEMENT ON COMPLIANCE WITH BEST PRACTICES OF THE CODE

The Group has complied substantially with the best practices of the code throughout the financial year ended 31 December 2013.

This statement was approved by the Board of Directors on 30 April 2014.

AUDIT COMMITTEE REPORT

The Board is pleased to present the Audit Committee Report for the financial year ended 31 December 2013.

1. Composition of Audit Committee and Meetings

The Audit Committee (AC) met five (5) times during the financial year ended 31 December 2013. Composition of the AC and details of the attendance of the members are set out as follows:-

Name	Attendance
Chairman	
Tan Sri Asmat bin Kamaludin *(Independent Non-Executive Chairman)*	5/5
Members	
Goh Tai Wai *(Non-Independent Non-Executive Director)*	5/5
Mohamed Fauzi bin Omar *(Independent Non-Executive Director)*	5/5

The external auditors attended three (3) AC meetings in 2013 to present the auditors' report on the annual audited financial statements for 2013. The AC met twice with the external auditors separately, without the presence of the Executive Director and management to make enquiries on any non compliance disclosure encountered by the external auditors during their audit.

2. Terms of Reference

The key functions, roles and responsibilities of the AC are as follows:-

(a) To review with the external auditors on:
- o the audit plan, its scope and nature;
- o the audit report;
- o the results of their evaluation of the accounting policies and systems of internal accounting controls within the Group; and
- o the assistance given by the officers of the Company to external auditors, including any difficulties or disputes with Management encountered during the audit.

(b) To review the adequacy of the scope, functions, competency, resources and set the standards of the internal audit function.

(c) To provide assurance to the Board of Directors on the effectiveness of the system of internal control and risk management practices of the Group.

(d) To review the internal audit programme, processes the results of the internal audit programme, processes or investigation undertaken and whether or not appropriate action is taken on the recommendations of the internal audit function.

(e) To review with management:
- o audit reports and management letter issued by the external auditors and the implementation of audit recommendations;
- o interim financial information; and
- o the assistance given by the officers of the Company to external auditors

(f) To monitor related party transactions entered into by the Company or the Group and to determine if such transactions are undertaken on an arm's length basis and normal commercial terms and on terms not more favourable to the related parties than those generally available to the public, and to ensure that the Directors report such transactions annually to shareholders via the annual report, and to review conflicts of interest that may arise within the Company or the Group including any transaction, procedure or course of conduct that raises questions of management's integrity.

AUDIT COMMITTEE REPORT (cont'd)

2. Terms of Reference (cont'd)

(g) To review the quarterly reports on consolidated results and annual financial statements prior to submission to the Board of Directors, focusing particularly on:
- o changes in or implementation of major accounting policy and practices;
- o significant and / or unusual matters arising from the audit;
- o the going concern assumption;
- o compliance with accounting standards and other legal requirements; and
- o major areas.

(h) To consider the appointment and / or re-appointment of internal and external auditors, the audit fee and any questions of resignation or dismissal including recommending the nomination of person or persons as auditors.

(i) To verify the allocation of options in accordance with any employees' share scheme of the Company, at the end of each the financial year.

3. Summary of Activities

During the year, the principal activities of the AC were as follows:-

3.1 Financial Reporting

(a) Reviewed the unaudited quarterly results of the Group before recommending to the Board of Directors for their approval and release of the Group's results to Bursa Securities.

(b) Reviewed the annual audited financial statements of the Group for the year 2013 with the external auditors prior to submission to the Board of Directors for their approval.

3.2 External Audit

(a) Reviewed with external auditors on their audit planning memorandum of the Group for the financial year ended 31 December 2013.

(b) Reviewed the results of the annual audit, their audit report and Management Letter, together with Management's responses to the findings of the external auditors.

(c) Reviewed the performance of the external auditors and made recommendations to the Board of Directors on their re-appointment and remuneration, subject to the approval of the Company's shareholders at its general meeting.

3.3 Internal Audit

Reviewed with the outsourced internal auditors, the internal audit report, the audit recommendations made and the Management's response to these recommendations.

3.4 Related Party Transactions

Reviewed the related party transactions entered into by the Group.

4. Internal Audit Function

The Group's internal audit function, which is outsourced to a professional services firm, is an integral part of the assurance mechanism in ensuring that the Group systems of internal control are adequate and effective. The outsourced internal audit function reports directly to the AC.

The activities of the internal audit function for the year include:

(a) Conducting internal audit reviews in accordance with the internal audit plan approved by the AC;
(b) Reporting the results of internal audits and making recommendations for improvements to the AC on a periodic basis; and
(c) Following-up on the implementation of audit recommendations and agreed upon Management action plans.

All internal auditors' reports are deliberated by the AC and recommendations made to the Board and/or the management are acted upon.

The cost incurred for the outsourced Internal Audit Function of the Group for the financial year ended 31 December 2013 amounted to RM32,300.

Further details of the internal audit function are set out in the Statement on Risk Management and Internal Control on page 17 of the Annual Report.

STATEMENT ON RISK MANAGEMENT AND INTERNAL CONTROL

FOR THE FINANCIAL YEAR ENDED 31 DECEMBER 2013

INTRODUCTION

Pursuant to paragraph 15.26 (b) of the Main Market Listing Requirements ("LR") of Bursa Securities and as guided by the Bursa Malaysia's Statement on Risk Management and Internal Control: Guidelines for Directors of Listed Issuers ("the Guidelines"), the Board of Directors of Compugates Holdings Berhad ("Board") is pleased to include a statement on the state of the Group's system of risk management and internal control in this annual report.

BOARD'S RESPONSIBILITIES

The Board recognizes the importance of good risk management practices and sound internal controls as a platform to good corporate governance. The Board acknowledges its responsibility in maintaining a sound system of risk management and internal control to safeguard shareholders' investments and the Group's assets.

The Board has received assurance from the Managing Director ("MD") and Chief Financial Officer that the Group's limited risk management and the internal control system are operating adequately and effectively, in all material aspects. However, as there are inherent limitations in any risk management and internal control system, such systems put into effect by Management is only to reduce but not eliminate all risks that may impede the achievement of the Group's business objectives. Therefore, the risk management and internal control system can only provide reasonable and not absolute assurance against material misstatement or loss.

KEY FEATURES OF THE GROUP'S RISK MANAGEMENT AND INTERNAL CONTROL SYSTEM

Key elements of the Group's risk management and internal control system that have been established to facilitate the proper conduct of the Group's businesses are described below:

1. **RISK MANAGEMENT FRAMEWORK**

   The Board confirms that there is an ongoing process for identifying, minimizing and managing the significant risks faced by the Group and this process is regularly reviewed by the Board. The Management is responsible for initiating risk awareness and in developing necessary environment for effective risk management.

   The Board relies mostly on the close involvement of the Key Management staff, Head of Division and Managing Director of the Group on their daily operations. There are periodic reviews of operational and financial performance at Management, Audit Committee and Board meetings. The Board and Management ensure that appropriate measures are taken to address any significant risks, if any. It has in place an organizational structure and a defined line of their scope of duties and responsibilities.

2. **INTERNAL CONTROL SYSTEM**

   - Organisation Structure & Authorisation Procedures

     The Group maintains a formal organizational structure that includes clear delegation of responsibilities and accountability. It sets out the roles and responsibilities, appropriate authority limits, review and approval procedures to enhance the internal control system of the Group's various business units.

   - Periodical and/ or Annual Budget

     An annual budget is prepared by management and tabled to the Board for approval. Periodic monitoring is being carried out to measure the actual performance against budget to identify significant variances and devise remedial action plans.

   - Group Policies and Procedures

     Policies and procedures will be documented for regular review and update so as to ensure that they are effective and will continue to support the Group's business activities at all times as the Group continues to grow.

   - Human Resource Policy

     Comprehensive guidelines on employment of employees are in place to ensure that the Group has a team of employees who are well trained and equipped with all the necessary knowledge, skills and abilities to carry out their responsibilities effectively.

STATEMENT ON RISK MANAGEMENT AND INTERNAL CONTROL

FOR THE FINANCIAL YEAR ENDED 31 DECEMBER 2013

2. INTERNAL CONTROL SYSTEM (cont'd)

- Information and Communication

  Information critical to the achievement of the Group's business objectives are communicated through established reporting lines across the Group. This is to ensure that matters that require the Board and Senior Management's attention are highlighted for review, deliberation and decision on a timely basis.

- Monitoring and Review

  Scheduled operational and management meetings are held to discuss and review the business plans, budgets, financial and operational performances of the Group. Monthly management accounts containing key financial results, operational performance and comparison of actual performance against budgets are presented to the management team for monitoring and review. The quarterly financial statements are presented to the Board for their review, consideration and approval.

3. INTERNAL AUDIT FUNCTION

The Group's internal audit function is outsourced to a professional services firm, to assist the Board and Audit Committee in providing an independent assessment on the adequacy, efficiency and effectiveness of the Group's internal control system.

During the financial year ended 31 December 2013, an internal audit was carried out and the findings of the internal audit, including the recommended corrective actions, were presented directly to the Audit Committee.

In addition, follow up review was conducted to ensure that corrective actions have been implemented on a timely manner. Based on the internal audit review conducted, none of the weaknesses noted have resulted in any material losses, contingencies or uncertainties that would require separate disclosure in this annual report.

CONCLUSION

The Board is of the view that the Group's system of internal control is adequate to safeguard shareholders' investments and the Group's assets. However, the Board is also cognizant of the fact that the Group's system of internal control and risk management practices once established must continuously evolve to meet the changing and challenging business environment. Therefore, the Board will, when necessary, put in place appropriate action plans to further enhance the system of internal control and risk management framework once it is established.

This statement was approved by the Board of Directors on 30 April 2014.

STATEMENT ON DIRECTORS' RESPONSIBILITIES

Directors are required by the Companies Act, 1965 to ensure that the financial statements for each financial year which have been prepared in accordance with the applicable approved accounting standards and the provisions of the Companies Act, 1965, which give a true and fair view of the state of affairs of the Company at the end of the financial year and of the results and cash flows of the Company for the financial year.

In preparing the financial statements, the Directors have selected suitable accounting policies and applied them consistently and made judgments and estimates that are reasonable and prudent.

The Board has an overall responsibility for taking such steps that are reasonably open to them to safeguard the assets of the Company to prevent and detect fraud and other irregularities.

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Financial Statements Contents

DIRECTORS' REPORT

The directors hereby submit their report together with the audited financial statements of the Group and of the Company for financial year ended 31st December 2013.

PRINCIPAL ACTIVITIES

The principal activities of the Company consist of investment holding and the provision of management services. The principal activities of its subsidiaries are disclosed in Note 7 to the financial statements.

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

RESULTS

	Group RM'000	Company RM'000
(Loss)/profit for the financial year	(3,674)	268
Other comprehensive income	49,297	-
Total comprehensive income/(loss) for the financial year	45,623	268
(Loss)/profit attributable to:		
Owners of the Company	(1,514)	268
Non-controlling interests	(2,160)	-
	(3,674)	268
Total comprehensive income/(loss) attributable to:		
Owners of the Company	34,255	268
Non-controlling interests	11,368	-
	45,623	268

DIVIDENDS

No dividends was paid or declared by the Company since the end of the previous financial year. The directors do not recommend the payment of any dividends in respect of the financial year ended 31st December 2013.

RESERVES AND PROVISIONS

All material transfers to and from reserves and provisions during the financial year have been disclosed in the financial statements.

BAD AND DOUBTFUL DEBTS

Before the statements of profit or loss and other comprehensive income and statements of financial position of the Group and of the Company were made out, the directors took reasonable steps to ascertain that action had been taken in relation to the writing off of bad debts and the making of allowance for doubtful debts, and had satisfied themselves that all known bad debts had been written off and adequate allowance had been made for doubtful debts.

At the date of this report, the directors are not aware of any circumstances that would render the amount written off for bad debts, or the amount of the allowance for doubtful debts, in the financial statements of the Group and of the Company inadequate to any substantial extent.

DIRECTORS' REPORT (cont'd)

CURRENT ASSETS

Before the statements of profit or loss and other comprehensive income and statements of financial position of the Group and of the Company were made out, the directors took reasonable steps to ensure that any current assets, other than debts, which were unlikely to be realised in the ordinary course of business, their values as shown in the accounting records of the Group and of the Company had been written down to an amount that they might be expected to be realised.

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

VALUATION METHODS

At the date of this report, the directors are not aware of any circumstances which have arisen which render adherence to the existing methods of valuation of assets or liabilities of the Group and of the Company misleading or inappropriate.

CONTINGENT AND OTHER LIABILITIES

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

(i) any charge on the assets of the Group and of the Company that has arisen since the end of the financial year which secures the liabilities of any other person, or

(ii) any contingent liabilities in respect of the Group and of the Company that has arisen since the end of the financial year.

No contingent liabilities or other liabilities of the Group and of the Company have become enforceable, or are 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.

CHANGE OF CIRCUMSTANCES

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

ITEMS OF AN UNUSUAL NATURE

In the opinion of the directors, the financial performance of the Group and of the Company for the financial year ended have not been substantially affected by any item, transaction or event of a material and unused nature nor has any such item, transaction or event occurred in the internal between the end of that financial year and the date of this report.

ISSUE OF SHARES AND DEBENTURES

During the financial year, the Company did not issue any shares or debentures.

DIRECTORS' REPORT (cont'd)

DIRECTORS

The directors in office since the date of the last report are:-

Tan Sri Datuk Asmat Bin Kamaludin
Goh Kheng Peow
See Thoo Chan
Mohamed Fauzi Bin Omar
Goh Tai Wai

DIRECTORS' INTERESTS

According to the Register of Directors' Shareholdings kept by the Company under Section 134 of the Companies Act, 1965 in Malaysia, the interests of those directors who held office at the end of the financial year in shares in the Company and its related corporations during the financial year ended 31st December 2013 are as follows:-

	Number of ordinary shares of RM0.10/- each			
	At 1.1.2013	**Bought**	**Sold**	**At 31.12.2013**
Direct interest				
Goh Kheng Peow	531,532,810	315,880,000	358,727,900	488,684,910
See Thoo Chan	85,755,000	63,122,800	68,890,600	79,987,200
Deemed interest				
Tan Sri Datuk Asmat Bin Kamaludin *	30,000	-	-	30,000
Goh Kheng Peow *	86,463,000	70,414,800	68,890,600	87,987,200
See Thoo Chan *	532,240,810	323,172,000	358,727,900	496,684,910

* Deemed interest through spouse's and/or children's shareholdings by virtue of Section 134(12)(C) of the Companies Act, 1965 in Malaysia.

By virtue of their interests in the Company, Goh Kheng Peow and See Thoo Chan are also deemed interested in the shares of all the subsidiaries to the extent the Company has an interest, in accordance with Section 6A of the Companies Act, 1965 in Malaysia.

Other than as stated above, the other directors in office at the end of the financial year did not have any interest in shares in the Company and its related corporations during the financial year.

DIRECTORS' BENEFITS

Since the end of the previous financial year, no director of the Company has received or become entitled to receive a benefit (other than as disclosed in the financial statements) by reason of a contract made by the Company or a related corporation with the director or with a firm of which the director is a member, or with a company in which the director has a substantial financial interest.

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

DIRECTORS' REPORT (cont'd)

AUDITORS

The auditors, Messrs Baker Tilly Monteiro Heng, have expressed their willingness to continue in office.

On behalf of the Board,

GOH KHENG PEOW
Director

SEE THOO CHAN
Director

Kuala Lumpur

Date: 30th April 2014

STATEMENT BY DIRECTORS

We, **GOH KHENG PEOW** and **SEE THOO CHAN**, being two of the directors of Compugates Holdings Berhad, do hereby state that in the opinion of the directors, the financial statements as set out on pages 26 to 84 are properly drawn up in accordance with the 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 positions of the Group and of the Company as at 31st December 2013 and of the results and cash flows of the Group and of the Company for the financial year ended on that date.

The supplementary information set out on page 84 has been prepared in accordance with 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, issued by the Malaysian Institute of Accountants.

On behalf of the Board,

…………………………………………......
GOH KHENG PEOW
Director

…………………………………………..........
SEE THOO CHAN
Director

Kuala Lumpur

Date: 30th April 2014

STATUTORY DECLARATION

I, **FONG YIN SIEN**, being the officer primarily responsible for the financial management of COMPUGATES HOLDINGS BERHAD, do solemnly and sincerely declare that to the best of my knowledge and belief, the financial statements set out on pages 26 to 84 and the supplementary information set out on page 86 are 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, 1959.

SUBSCRIBED and)
SOLEMNLY DECLARED)
By Fong Yin Sien)
This 30th day of April 2014)

....
FONG YIN SIEN

Before me,

....
Paul Lee
Lawyer & Notary Public
Sydney, Australia

INDEPENDENT AUDITORS' REPORT

TO THE MEMBERS OF COMPUGATES HOLDINGS BERHAD
(Incorporated in Malaysia)
Company No : 669287 - H

Report on the Financial Statements

We have audited the financial statements of Compugates Holdings Berhad, which comprise the statements of financial position as at 31st December 2013 of the Group and of the Company, and the statements of profit or loss and other comprehensive income, statements of changes in equity and statements of cash flows of the Group and of the Company for the financial year then ended, and a summary of significant accounting policies and other explanatory information, as set out on pages 6 to 85.

Directors' Responsibility for the Financial Statements

The directors of the Company are responsible for the preparation of financial statements so as to give a true and fair view in accordance with the Financial Reporting Standards and the requirements of the Companies Act, 1965 in Malaysia. The directors are also responsible for such internal controls as the directors determine are 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 controls relevant to the Company'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 Company's internal controls. 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 qualified audit opinion.

Basis of Qualified Opinion

We refer to Note 28(b) to the Financial Statements which disclose that included in professional fee is an amount of RM3,000,000/- for advisory support services. We were unable to obtain sufficient appropriate audit evidence pertaining to the aforesaid expenses.

Qualified Opinion

In our opinion, except for the effects of the matter described in the Basis of Qualified Opinion paragraph, the financial statements give a true and fair view of the financial positions of the Group and of the Company as at 31st December 2013 and of their financial performance and cash flows for the financial year then ended in accordance with the Financial Reporting Standards and the requirements of the Companies Act, 1965 in Malaysia

Report on Other Legal and Regulatory Requirements

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

(a) In our opinion, the accounting and other records and the registers required by the Companies Act, 1965 in Malaysia 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 Companies Act, 1965 in Malaysia.

(b) We have considered the financial statements and the auditors' reports of all the subsidiaries of which we have not acted as auditors, which are indicated in Note 7 to the financial statements.

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

(d) Other than the subsidiary with modified opinion in the auditors' reports as disclosed in Note 7 to the financial statements, the auditors' reports on the financial statements of the remaining subsidiaries did not contain any qualification or any adverse comment made under Section 174(3) of the Companies Act, 1965 in Malaysia.

INDEPENDENT AUDITORS' REPORT (cont'd)

TO THE MEMBERS OF COMPUGATES HOLDINGS BERHAD
(Incorporated in Malaysia)
Company No : 669287 - H

Other Reporting Responsibilities

The supplementary information set out on page 86 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 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 ("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 contents of this report.

Baker Tilly Monteiro Heng
No. AF 0117
Chartered Accountants

Ng Boon Hiang
No. 2916/03/16 (J/PH)
Chartered Accountant

Kuala Lumpur

Date: 30th April 2014

STATEMENTS OF FINANCIAL POSITION
AS AT 31ST DECEMBER 2013

	Note	GROUP 2013 RM'000	GROUP 2012 RM'000 (Restated)	COMPANY 2013 RM'000	COMPANY 2012 RM'000
ASSETS					
Non-current assets					
Property, plant and equipment	4	73,807	16,098	69	103
Investment property	5	100,000	100,000	-	-
Plantation expenditure	6	1,351	1,217	-	-
Investment in subsidiaries	7	-	-	38,323	38,323
Other investments	8	46	3,915	46	3,915
Goodwill on consolidation	9	23,991	23,991	-	-
Deferred tax assets	10	106	5	-	-
		199,301	145,226	38,438	42,341
Current assets					
Inventories	12	13,253	16,746	-	-
Trade receivables	13	13,282	16,355	-	-
Other receivables, deposits and prepayments	14	4,817	3,898	62	69
Amount owing by subsidiaries	15	-	-	7,921	7,104
Tax refundable		313	1,367	313	321
Short-term deposits with licensed banks	16	2,878	4,725	-	-
Fixed deposits with licensed banks	17	11,297	8,432	-	-
Cash and bank balances		3,106	6,174	8	67
		48,946	57,697	8,304	7,561
Non-current asset classified as held for sale	11	2,996	-	-	-
		51,942	57,697	8,304	7,561
TOTAL ASSETS		251,243	202,923	46,742	49,902
EQUITY AND LIABILITIES					
Equity attributable to owners of the Company					
Share capital	18	213,429	213,429	213,429	213,429
Revaluation reserve	19	37,060	883	-	-
Foreign currency reserve	20	(462)	(54)	-	-
Other reserves		(2,100)	(2,100)	-	-
Accumulated losses		(94,814)	(92,640)	(166,855)	(167,123)
Shareholders' funds		153,113	119,518	46,574	46,574
Non-controlling interests		34,258	22,890	-	-
Total equity		187,371	142,408	46,574	46,306
Non-current liabilities					
Deferred tax liabilities	21	20,482	10,018	-	-
		20,482	10,018	-	-
Current liabilities					
Trade payables	22	15,938	17,912	-	-
Other payables, deposits and accruals	23	11,989	16,805	168	124

STATEMENTS OF FINANCIAL POSITION
AS AT 31ST DECEMBER 2013 (cont'd)

		GROUP		COMPANY	
		2013	2012	2013	2012
	NOTE	RM'000	RM'000 (Restated)	RM'000	RM'000
Amount owing to shareholders of subsidiaries	24	1,184	419	-	-
Amount owing to of subsidiaries	15	-	-	-	3,472
Bankers' acceptances	25	12,626	14,400	-	-
Tax payable		1,653	961	-	-
		43,390	50,497	168	3,596
Total liabilities		63,872	60,515	168	3,596
TOTAL EQUITY AND LIABILITIES		251,243	202,923	46,742	49,902

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

STATEMENTS OF COMPREHENSIVE INCOME
FOR THE FINANCIAL YEAR ENDED 31 DECEMBER 2013

	NOTE	GROUP 2013 RM'000	GROUP 2012 RM'000 (Restated)	COMPANY 2013 RM'000	COMPANY 2012 RM'000
Revenue	26	131,259	524,211	-	1,260
Cost of sales		(122,550)	(515,915)	-	-
GROSS PROFIT		8,709	8,296	-	1,260
Other operating income					
- Gain on changes in fair value of investment property		-	84,847	-	-
- Others		12,578	9,755	907	244
Administrative expenses		(25,230)	(21,621)	(579)	(543)
Sales and marketing expenses		(882)	(1,425)	-	-
Other operating expenses		(2,305)	(2,553)	(52)	(1,378)
Finance costs	27	(594)	(531)	-	-
(LOSS)/PROFIT BEFORE TAXATION	28	(7,724)	76,768	276	(417)
Taxation	29	4,050	(1,172)	(8)	(216)
(LOSS)/PROFIT FOR THE FINANCIAL YEAR		(3,674)	75,596	268	(633)
Other comprehensive income Items that will not be reclassified subsequently to profit or loss:-					
Effect of changes in tax rate		653	-	-	-
Revaluation of properties, net of tax		48,150	-	-	-
		48,803	-	-	-
Items that are or may be reclassified subsequently to profit or loss:-					
Changes in fair value of available-for-sale financial assets ("AFS")		17	1,343	17	1,343
impairment loss on AFS		(17)	(1,343)	(17)	(1,343)
Foreign currency translation reserve		494	76	-	-
		494	76	-	-
OTHER COMPREHENSIVE INCOME, NET OF TAX		49,297	76	-	-
TOTAL COMPREHENSIVE INCOME /(LOSS) FOR THE FINANCIAL YEAR		45,623	75,672	268	(633)
(Loss)/profit attributable to:					
Owners of the Company		(1,514)	51,704	268	(633)
Non-controlling interests		(2,160)	23,892	-	-
		(3,674)	75,596	268	(633)
Total comprehensive income/(loss) attributable to: Owners of the Company		34,255	51,731	268	(633)
Non-controlling interests		11,368	23,941	-	-
		45,623	75,672	268	(633)
(Loss)/earnings per ordinary share (sen)	30				
- Basic		(0.07)	2.42		
- Diluted		(0.07)	2.42		

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

STATEMENTS OF CHANGES IN EQUITY
FOR THE FINANCIAL YEAR ENDED 31 DECEMBER 2013

		Attributable to Owners of the Company						
			Non-Distributable					
Group	NOTE	Share Capital RM'000	Revaluation Reserve RM'000	Other Reserves RM'000	Foreign Currency Translation Reserve RM'000	Accumulated Losses RM'000	Non-Controlling Interests RM'000	Total Equity RM'000
At 1st January 2012		213,429	883	(2,100)	(228)	(144,344)	(1,108)	66,532
Total comprehensive (loss)/income for the financial year								
- as previously reported		-	-	-	27	(7,734)	(1,532)	(9,239)
- change in accounting policy	35	-	-	-	-	59,438	25,473	84,911
Total comprehensive income for the financial year (restated)		-	-	-	27	51,704	23,941	75,672
Subscription of shares in a subsidiary by non-controlling interests		-	-	-	147	-	57	204
At 31st December 2012 (restated)		213,429	883	(2,100)	(54)	(92,640)	22,890	142,408
Total comprehensive income/ (loss) for the financial year		-	36,177	-	(408)	(1,514)	11,368	45,623
Effect on acquisition of shares in subsidiaries by non-controlling interests		-	-	-	-	(660)	-	(660)
At 31st December 2013		213,429	37,060	(2,100)	(462)	(94,814)	34,258	187,371

Company	Share Capital RM'000	Accumulated Losses RM'000	Total Equity RM'000
At 1st January 2012	213,429	(166,490)	46,939
Total comprehensive loss for the financial year	-	(633)	(633)
At 31st December 2012	213,429	(167,123)	46,306
Total comprehensive income for the financial year	-	268	268
At 31st December 2013	213,429	(166,855)	46,574

STATEMENTS OF CASH FLOWS
FOR THE FINANCIAL YEAR ENDED 31ST DECEMBER 2013

	GROUP		COMPANY	
	2013 RM'000	2012 RM'000 (Restated)	2013 RM'000	2012 RM'000
CASH FLOWS FROM OPERATING ACTIVITIES:				
(Loss)/ profit before taxation	(7,724)	76,768	276	(417)
Adjustments for:				
Bad debts written off	12	-	-	-
Dividend income	-	-	-	(1,260)
Depreciation of a property, plant and equipment	1,239	762	34	34
Equipment written off	54	8	-	-
Gain on changes in fair value of investment property	-	(84,847)	-	-
Gain on disposal of property, plant and equipment	(3,794)	(3)	-	-
Gain on disposal of available-for-sale investments	(873)	(200)	(873)	(200)
Impairment loss on trade receivables	934	443	-	-
Impairment loss on other receivables	48	-	-	-
Impairment loss on inventories	171	75	-	-
Impairment loss on available-for-sale investments	17	1,343	17	1,343
Inventories written off	-	4	-	-
Interest expenses	594	531	-	-
Interest income	(346)	(357)	(34)	(44)
Loss on subsidiary struck off	69	-	-	-
Unrealised (gain)/loss on foreign exchange	(2)	1	-	-
Write-back of impairment loss on inventories	(9)	(93)	-	-
Write-back of impairment loss on trade receivables	(723)	(523)	-	-
Operating Loss Before Working Capital Changes	(10,333)	(6,088)	(580)	(544)
Changes In Working Capital:				
Receivables	2,028	(367)	7	24
Inventories	3,331	1,043	-	-
Payables	(6,790)	893	44	(40)
	(11,764)	(4,519)	(529)	(560)
Interest paid	(594)	(531)	-	-
Tax refunded/(paid)	932	(1,282)	-	118
Net cash from/(used in) operating activities	(11,426)	(6,332)	(529)	(442)

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

STATEMENTS OF CASH FLOWS (cont'd)
FOR THE FINANCIAL YEAR ENDED 31ST DECEMBER 2013

	GROUP		COMPANY	
	2013 RM'000	2012 RM'000	2013 RM'000	2012 RM'000
CASH FLOWS FROM INVESTING ACTIVITIES:				
Advance to subsidiaries	-	-	(817)	(6,620)
Purchase of property, plant and equipment	(332)	(483)	-	-
Increase in plantation expenditure	(134)	(42)	-	-
Fixed deposit held as security value	(2,865)	(238)	-	-
Net cash outflow from struck off of subsidiary (Note A)	(69)	-	-	-
Proceeds from disposal of property, plant and equipment	6,317	30	-	-
Proceeds from disposal of available--for-sale investments	4,725	3,460	4,725	3,460
Interest received	346	357	34	44
Dividends received	-	-	-	945
Net cash from/(used in) investing activities	7,988	3,084	3,942	(2,171)
CASH FLOWS FROM FINANCING ACTIVITIES:				
Proceeds from issuance of shares to minority shareholders	-	204	-	-
(Decrease)/increase in bankers' acceptances	(1,774)	9,041	-	-
Advances from/(Repayment to) shareholders of subsidiaries	765	(4,486)	-	-
Repayment to subsidiaries	-	-	(3,472)	2,613
Net cash from/(used in) financing activities	(1,009)	4,759	(3,472)	2,613
NET CHANGE IN CASH AND CASH EQUIVALENTS	(4,447)	1,511	(59)	-
CASH AND CASH EQUIVALENTS AT BEGINNING OF THE FINANCIAL YEAR	10,899	9,306	67	67
Effect of foreign exchange rate changes on cash and cash equivalents	(468)	82		-
CASH AND CASH EQUIVALENTS AT END OF THE FINANCIAL YEAR	5,984	10,899	8	67
Cash and cash equivalents comprise of the following:-				
Cash and bank balances	3,106	6,174	8	67
Deposits placed with licensed banks	14,175	13,157	-	-
	17,281	19,331	8	67
Less: Fixed deposits pledged with licensed banks	(11,297)	(8,432)	-	-
	5,984	10,899	8	67

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

A. SUMMARY OF EFFECT ON STRUCK OFF OF SUBSIDIARY

On 8th April 2013, Compugates (S) Pte. Ltd. received a notice from Accounting and Corporate Regulatory Authority that the Company is not carrying on business or is not in operation. Consequently, the name of the company was struck off from the register.

The effects of the struck off of subsidiary on the financial results of the Group are as

	Group 2013 RM'000
Cash and bank balances	69
Net assets	69
Struck off consideration	-
Loss on struck off of subsidiary	69

Cash flow effect:-	
Cash and cash equivalents of subsidiary struck off	69
Net cash outflow	(69)

NOTES TO THE FINANCIAL STATEMENTS

1. GENERAL INFORMATION

The principal activities of the Company consist of investment holding and the provision of management services. The principal activities of its subsidiaries are disclosed in Note 7 to the financial statements. There have been no significant changes in the nature of these principal activities during the financial year.

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

The registered office of the Company is located at No. 2-1, Jalan Sri Hartamas 8, Sri Hartamas, 50480 Kuala Lumpur.

The principal place of business of the Company is located at No.3, Jalan PJU 1/41, Dataran Prima, 47301 Petaling Jaya, Selangor Darul Ehsan.

The financial statements are expressed in Ringgit Malaysia (RM) and all values are rounded to the nearest thousand (RM'000) except when otherwise indicated.

The financial statements were authorised for issue by the Board of Directors in accordance with a resolution of the directors on 30th April 2014.

2. SUMMARY OF SIGNIFICANT ACCOUNTING POLICIES

2.1 Basis of Preparation

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

The financial statements of the Group and of the Company have been prepared under the historical cost basis, except as disclosed in the significant accounting policies in Note 2.3.

The preparation of financial statements in conformity with FRSs requires the use of certain critical accounting estimates and assumptions that affect the reported amounts of assets and liabilities and disclosures of contingent assets and liabilities at the date of the financial statements, and the reported amounts of the revenue and expenses during the reported period. It also requires Directors to exercise their judgement in the process of applying the Group's and the Company's accounting policies. Although these estimates and judgement are based on the Directors' best knowledge of current events and actions, actual results may differ.

The areas involving a higher degree of judgement or complexity, or areas where assumptions and estimates are significant to the financial statements are disclosed in Note 3.

2.2 New and Revised FRSs, Amendments/Improvements to FRSs, New IC Interpretations ("IC Int"), Amendments to IC Int and New Malaysian Accounting Standards Board ("MASB") Approved Accounting Standards, Malaysian Financial Reporting Standards ("MFRSs")

(a) Adoption of New and Revised FRSs, Amendments/Improvements to FRSs, New IC Int and Amendments to IC Int

The Group and the Company had adopted the following new and revised FRSs, amendments/improvements to FRSs, new IC Int and amendments to IC Int that are mandatory for the current financial year:-

New FRSs

FRS 10	Consolidated Financial Statements
FRS 11	Joint Arrangements
FRS 12	Disclosure of Interests in Other Entities
FRS 13	Fair Value Measurement

NOTES TO THE FINANCIAL STATEMENTS (cont'd)

2. SUMMARY OF SIGNIFICANT ACCOUNTING POLICIES (Continued)

2.2 New and Revised FRSs, Amendments/Improvements to FRSs, New IC Interpretations ("IC Int"), Amendments to IC Int and New Malaysian Accounting Standards Board ("MASB") Approved Accounting Standards, Malaysian Financial Reporting Standards ("MFRSs") (Continued)

(a) Adoption of New and Revised FRSs, Amendments/Improvements to FRSs, New IC Int and Amendments to IC Int (Continued)

Revised FRSs

FRS 119	Employee Benefits
FRS 127	Separate Financial Statements
FRS 128	Investments in Associates and Joint Ventures

Amendments/Improvements to FRSs

FRS 1	First-time Adoption of Financial Reporting Standards
FRS 7	Financial Instruments: Disclosures
FRS 10	Consolidated Financial Statements
FRS 11	Joint Arrangements
FRS 12	Disclosure of Interests in Other Entities
FRS 101	Presentation of Financial Statements
FRS 116	Property, Plant and Equipment
FRS 132	Financial Instruments: Presentation
FRS 134	Interim Financial Reporting

New IC Int

IC Int 20	Stripping Costs in the Production Phase of a Surface Mine

Amendments to IC Int

IC Int 2	Members' Shares in Co-operative Entities & Similar Instruments

The adoption of the above new and revised FRSs, amendments/improvements to FRSs, new IC Int and amendments to IC Int do not have any effect on the financial statements of the Group and of the Company except for those as discussed below:-

FRS 10 Consolidated Financial Statements and FRS 127 Separate Financial Statements (Revised)

FRS 10 replaces the consolidation part of the former FRS 127 Consolidated and Separate Financial Statements. The revised FRS 127 will deal only with accounting for investment in subsidiaries, jointly controlled entities and associates in the separate financial statements of an investor and require the entity to account for such investments either at cost, or in accordance with FRS 139 Financial Instruments: Recognition and Measurement.

FRS 10 brings about convergence between FRS 127 and IC Int 12 Consolidation- Special Purpose Entities, which interprets the requirements of FRS 10 in relation to special purpose entities. FRS 10 introduces a new single control model to identify a parent-subsidiary relationship by specifying that "an investor controls an investee when the investor is exposed, or has rights, to variable returns from its involvement with the investee and has the ability to affect those returns through its power over the investee". It provides guidance on situations when control is difficult to assess such as those involving potential voting rights, or in circumstances involving agency relationships, or where the investor has control over specific assets of the entity, or where the investee entity is designed in such a manner where voting rights are not the dominant factor in determining control.

NOTES TO THE FINANCIAL STATEMENTS (cont'd)

2. SUMMARY OF SIGNIFICANT ACCOUNTING POLICIES (Continued)

2.2 New and Revised FRSs, Amendments/Improvements to FRSs, New IC Interpretations ("IC Int"), Amendments to IC Int and New Malaysian Accounting Standards Board ("MASB") Approved Accounting Standards, Malaysian Financial Reporting Standards ("MFRSs") (Continued)

(a) Adoption of New and Revised FRSs, Amendments/Improvements to FRSs, New IC Int and Amendments to IC Int (Continued)

FRS 10 Consolidated Financial Statements and FRS 127 Separate Financial Statements (Revised) (Continued)

The Group adopted FRS 10 in the current financial year. The adoption of FRS10 has no significant impact to the financial statements of the Group other than change in accounting policy as disclosed in Note 2.3(a)(i).

FRS 12 Disclosures of Interests in Other Entities

FRS 12 is a single disclosure standard for interests in subsidiaries, jointly controlled entities, associates and unconsolidated structured entities. The disclosure requirements in this FRS are aimed at providing standardised and comparable information that enable users of financial statements to evaluate the nature of, and risks associated with, the entity's interests in other entities, and the effects of those interests on its financial position, financial performance and cash flows. The requirements in FRS 12 are more comprehensive than the previously existing disclosure requirements for subsidiaries.

FRS 13 Fair Value Measurement

FRS 13 defines fair value and sets out a framework for measuring fair value, and the disclosure requirements about fair value. This standard is intended to address the inconsistencies in the requirements for measuring fair value across different accounting standards. As defined in this standard, 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. As a result of the guidance in FRS 13, the Group reassessed its policies for measuring fair values, in particular, its valuation inputs such as non-performance risk for fair values measurement of liabilities.

Application of FRS 13 has not materially impacted the fair value measurements of the Group. FRS 13 requires more extensive disclosures. Additional disclosures where required, are provided in the individual notes relating to the assets and liabilities whose fair values were determined.

Amendments to FRS 101 Presentation of Financial Statements

The amendments to FRS 101 introduce a grouping of items presented in other comprehensive income. Items that will be reclassified to profit or loss at future point in time have to be presented separately from items that will not be reclassified.

The amendments also introduce new terminology, whose use is not mandatory, for the statement of comprehensive income and income statement. Under the amendments, the 'statement of comprehensive income' is renamed as the 'statement of profit or loss and other comprehensive income'.

The above amendments affect presentation only and have no impact on the Group's financial position or performance.

NOTES TO THE FINANCIAL STATEMENTS (cont'd)

2. SUMMARY OF SIGNIFICANT ACCOUNTING POLICIES (Continued)

2.2 New and Revised FRSs, Amendments/Improvements to FRSs, New IC Interpretations ("IC Int"), Amendments to IC Int and New Malaysian Accounting Standards Board ("MASB") Approved Accounting Standards, Malaysian Financial Reporting Standards ("MFRSs") (Continued)

(b) New FRS, Amendments/Improvements to FRSs and New IC Int that are issued, but not yet effective and have not been early adopted

The Group and the Company have not adopted the following new FRS, amendments/improvements to FRSs and new IC Int that have been issued by the Malaysian Accounting Standards Board ("MASB") as at the date of authorisation of these financial statements but are not yet effective for the Group and the Company:-

		Effective for financial periods beginning on or after
New FRS		
FRS 9	Financial Instruments	To be announced by the MASB
Amendments/Improvements to FRSs		
FRS 1	First-time Adoption of Financial Reporting	1 July 2014
FRS 2	Standards Share-based Payment	1 July 2014
FRS 3	Business Combinations	1 July 2014
FRS 7	Financial Instruments: Disclosures	Applies when FRS 9 is applied
FRS 8	Operating Segments	1 July 2014
FRS 9	Financial Instruments	To be announced by the MASB
Amendments/Improvements to FRSs		
FRS 10	Consolidated Financial Statements	1 January 2014
FRS 12	Disclosure of Interests in Other Entities	1 January 2014
FRS 13	Fair Value Measurement	1 July 2014
FRS 116	Property, Plant and Equipment	1 July 2014
FRS 119	Employee Benefits	1 July 2014
FRS 124	Related Party Disclosures	1 July 2014
FRS 127	Separate Financial Statements	1 January 2014
FRS 132	Financial Instruments: Presentation	1 January 2014
FRS 136	Impairment of Assets	1 January 2014
FRS 138	Intangible Assets	1 July 2014
FRS 139	Financial Instruments: Recognition and Measurement	1 January 2014
FRS 139	Financial Instruments: Recognition and Measurement	Applies when FRS 9 is applied
FRS 140	Investment Property	1 July 2014
New IC Int		
IC Int 21	Levies	1 January 2014

A brief discussion on the above significant new FRS, amendments/improvements to FRSs and new IC Int are summarised below. Due to the complexity of these new standards, the financial effects of their adoption are currently still being assessed by the Group and the Company.

NOTES TO THE FINANCIAL STATEMENTS (cont'd)

2. SUMMARY OF SIGNIFICANT ACCOUNTING POLICIES (Continued)

2.2 New and Revised FRSs, Amendments/Improvements to FRSs, New IC Interpretations ("IC Int"), Amendments to IC Int and New Malaysian Accounting Standards Board ("MASB") Approved Accounting Standards, Malaysian Financial Reporting Standards ("MFRSs") (Continued)

(b) New FRS, Amendments/Improvements to FRSs and New IC Int that are issued, but not yet effective and have not been early adopted (Continued)

FRS 9 Financial Instruments

FRS 9 specifies how an entity should classify and measure financial assets and financial liabilities.

This standard requires all financial assets to be classified based on how an entity manages its financial assets (its business model) and the contractual cash flow characteristics of the financial asset. Financial assets are to be initially measured at fair value. Subsequent to initial recognition, depending on the business model under which these assets are acquired, they will be measured at either fair value or at amortised cost.

In respect of the financial liabilities, the requirements are generally similar to the former FRS 139. However, this standard requires that for financial liabilities designated as at fair value through profit or loss, changes in fair value attributable to the credit risk of that liability are to be presented in other comprehensive income, whereas the remaining amount of the change in fair value will be presented in the profit or loss.

Amendments to FRS 3 Business Combinations

Amendments to FRS 3 clarifies that when contingent consideration meets the definition of financial instrument, its classification as a liability or equity is determined by reference to FRS 132 Financial Instruments: Presentation. It also clarifies that contingent consideration that is classified as an asset or a liability shall be subsequently measured at fair value at each reporting date and changes in fair value shall be recognised in profit or loss.

In addition, amendments to FRS 3 clarifies that FRS 3 excludes from its scope the accounting for the formation of all types of joint arrangements (as defined in FRS 11 *Joint Arrangements*) in the financial statements of the joint arrangement itself.

Amendments to FRS 8 Operating Segments

Amendments to FRS 8 requires an entity to disclose the judgements made by management in applying the aggregation criteria to operating segments. This includes a brief description of the operating segments that have been aggregated and the economic indicators that have been assessed in determining that the aggregated operating segments share similar economic characteristics.

The Amendments also clarifies that an entity shall provide reconciliations of the total of the reportable segments' assets to the entity's assets if the segment assets are reported regularly to the chief operating decision maker.

Amendments to FRS 13 Fair Value Measurement

Amendments to FRS 13 relates to the IASB's Basis for Conclusions which is not an integral part of the Standard. The Basis for Conclusions clarifies that when IASB issued IFRS 13, it did not remove the practical ability to measure short-term receivables and payables with no stated interest rate at invoice amounts without discounting, if the effect of discounting is immaterial.

The Amendments also clarifies that the scope of the portfolio exception of FRS 13 includes all contracts accounted for within the scope of FRS 139 *Financial Instruments: Recognition and Measurement* or FRS 9 *Financial Instruments*, regardless of whether they meet the definition of financial assets or financial liabilities as defined in FRS 132 *Financial Instruments: Presentation*.

NOTES TO THE FINANCIAL STATEMENTS (cont'd)

2. SUMMARY OF SIGNIFICANT ACCOUNTING POLICIES (Continued)

2.2 New and Revised FRSs, Amendments/Improvements to FRSs, New IC Interpretations ("IC Int"), Amendments to IC Int and New Malaysian Accounting Standards Board ("MASB") Approved Accounting Standards, Malaysian Financial Reporting Standards ("MFRSs") (Continued)

(b) New FRS, Amendments/Improvements to FRSs and New IC Int that are issued, but not yet effective and have not been early adopted (Continued)

Amendments to FRS 116 Property, Plant and Equipment and FRS 138 Intangible Assets

Amendments to FRS 116 and FRS 138 clarifies the accounting for the accumulated depreciation/amortisation when an asset is revalued. It clarifies that:
- the gross carrying amount is adjusted in a manner that is consistent with the revaluation of the carrying amount of the asset; and
- the accumulated depreciation / amortisation is calculated as the difference between the gross carrying amount and the carrying amount of the asset after taking into account accumulated impairment losses.

Amendments to FRS 119 Employee Benefits

Amendments to FRS 119 provides a practical expedient in accounting for contributions from employees or third parties to defined benefit plans.

If the amount of the contributions is independent of the number of years of service, an entity is permitted to recognise such contributions as a reduction in the service cost in the period in which the related service is rendered, instead of attributing the contributions to the periods of service.

However, if the amount of the contributions is dependent on the number of years of service, an entity is required to attribute those contributions to periods of service using the same attribution method required by FRS 119 for the gross benefit (i.e. either based on the plan's contribution formula or on a straight-line basis).

Amendments to FRS 124 Related Party Disclosures

Amendments to FRS 124 clarifies that an entity providing key management personnel services to the reporting entity or to the parent of the reporting entity is a related party of the reporting entity.

Amendments to FRS 132 Financial Instruments: Presentation

Amendments to FRS 132 does not change the current offsetting model in FRS 132. The amendments clarify the meaning of 'currently has a legally enforceable right of set-off', that the right of set-off must be available today (not contingent on a future event) and legally enforceable for all counterparties in the normal course of business. The amendments clarify that some gross settlement mechanisms with features that are effectively equivalent to net settlement will satisfy the FRS 132 offsetting criteria.

Amendments to FRS 136 Impairment of Assets

Amendments to FRS 136 clarifies that disclosure of the recoverable amount (based on fair value less costs of disposal) of an asset or cash generating unit is required to be disclosed only when an impairment loss is recognised or reversed. In addition, there are new disclosure requirements about fair value measurement when impairment or reversal of impairment is recognised.

NOTES TO THE FINANCIAL STATEMENTS (cont'd)

2. SUMMARY OF SIGNIFICANT ACCOUNTING POLICIES (Continued)

2.2 New and Revised FRSs, Amendments/Improvements to FRSs, New IC Interpretations ("IC Int"), Amendments to IC Int and New Malaysian Accounting Standards Board ("MASB") Approved Accounting Standards, Malaysian Financial Reporting Standards ("MFRSs") (Continued)

(b) New FRS, Amendments/Improvements to FRSs and New IC Int that are issued, but not yet effective and have not been early adopted (Continued)

Amendments to FRS 140 Investment Property

Amendments to FRS 140 clarifies that the determination of whether an acquisition of investment property meets the definition of both a business combination as defined in FRS 3 and investment property as defined in FRS 140 requires the separate application of both Standards independently of each other.

IC Int 21 Levies

IC Int 21 addresses the accounting for a liability to pay a government levy (other than income taxes and fine or other penalties that imposed for breaches of the legislation) if that liability is within the scope of FRS 137 *Provisions, Contingent Liabilities and Contingent Assets.* This interpretation clarifies that an entity recognises a liability for a levy when the activity that triggers the payment of the levy, as identified by the relevant legislation, occurs. It also clarifies that a levy liability is recognised progressively only if the activity that triggers payment occurs over a period of time, in accordance with the relevant legislation. For a levy that is triggered upon reaching a minimum threshold, the interpretation clarifies that no liability should be recognised before the specific minimum threshold is reached.

(c) MASB Approved Accounting Standards, MFRSs

In conjunction with the planned convergence of FRSs with International Financial Reporting Standards as issued by the International Accounting Standards Board on 1 January 2012, the MASB had on 19 November 2011 issued a new MASB approved accounting standards, MFRSs ("MFRSs Framework") for application in the annual periods beginning on or after 1 January 2012.

The MFRSs Framework is mandatory for adoption by all Entities Other Than Private Entities for annual periods beginning on or after 1 January 2012, with the exception of entities subject to the application of MFRS 141 *Agriculture* and/or IC Int 15 *Agreements for the Construction of Real Estate* ("Transitioning Entities"). The Transitioning Entities are given an option to defer adoption of the MFRSs framework, and continue to adopt the existing FRSs framework until the MFRSs framework is mandated by the MASB. Transitioning Entities also includes those entities that consolidate or equity account or proportionately consolidate another entity that has chosen to continue to apply the FRSs framework for annual periods beginning on or after 1 January 2012.

Accordingly, the Group and the Company which are Transitioning Entities have chosen to defer the adoption of the MFRSs framework. The Group and the Company will prepare their first MFRSs financial statements using the MFRSs framework when the MFRSs framework is mandated by the MASB.

As at 31 December 2013, all FRSs issued under the existing FRSs framework are equivalent to the MFRSs issued under MFRSs framework except for differences in relation to the transitional provisions, the adoption of MFRS 141 *Agriculture* and IC Int 15 *Agreements for the Construction of Real Estate* as well as differences in effective dates contained in certain of the existing FRSs. As such, other than those as discussed below, the main effects arising from the transition to the MFRSs Framework has been discussed in Note 2.2(b). The effect is based on the Group's and the Company's best estimates at the reporting date. The financial effect may change or additional effects may be identified, prior to the completion of the Group's and the Company's first MFRSs based financial statements.

NOTES TO THE FINANCIAL STATEMENTS (cont'd)

2. SUMMARY OF SIGNIFICANT ACCOUNTING POLICIES (Continued)

2.2 New and Revised FRSs, Amendments/Improvements to FRSs, New IC Interpretations ("IC Int"), Amendments to IC Int and New Malaysian Accounting Standards Board ("MASB") Approved Accounting Standards, Malaysian Financial Reporting Standards ("MFRSs") (Continued)

(c) MASB Approved Accounting Standards, MFRSs (Continued)

Application of MFRS 1: First-time Adoption of Malaysian Financial Reporting Standards ("MFRS 1")

MFRS 1 requires comparative information to be restated as if the requirements of MFRSs have always been applied, except when MFRS 1 allows certain elective exemptions from such full retrospective application or prohibits retrospective application of some aspects of MFRSs. The Group and the Company are currently assessing the impact of adoption of MFRS 1, including identification of the differences in existing accounting policies as compared to the new MFRSs and the use of optional exemptions as provided for in MFRS 1. As at the date of authorisation of issue of the financial statements, accounting policy decisions or elections have not been finalised. Thus, the impact of adoption of MFRS 1 cannot be determined and estimated reliably until the process is completed.

MFRS 141 Agriculture

MFRS 141 requires a biological asset shall be measured on initial recognition and at the end of each reporting period at its fair value less costs to sell, except where the fair value cannot be measured reliably. MFRS 141 also requires agricultural produce harvested from an entity's biological assets shall be measured at its fair value less costs to sell at the point of harvest. Gains or losses arising on initial recognition of a biological asset and the agricultural produce at fair value less costs to sell and from a change in fair value less costs to sell of a biological asset shall be included in the profit or loss for the period in which it arises. The Group is currently assessing the impact of the adoption of this standard.

IC Int 15 Agreements for the Construction of Real Estate

IC Int 15 establishes that the developer will have to evaluate whether control and significant risks and rewards of the ownership of work in progress, can be transferred to the buyer as construction progresses before revenue can be recognised. The Group does not expect any impact on the financial statements arising from the adoption of this standard.

2.3 Significant Accounting Policies

(a) Basis of Consolidation

(i) Subsidiaries

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

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

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

NOTES TO THE FINANCIAL STATEMENTS (cont'd)

2. SUMMARY OF SIGNIFICANT ACCOUNTING POLICIES (Continued)

2.3 Significant Accounting Policies (Continued)

(a) Basis of Consolidation (Continued)

(i) Subsidiaries (Continued)

The change in accounting policy has been made retrospectively and in accordance with the transitional provision of FRS 10. The adoption of FRS 10 has no significant impact to the financial statements of the Group.

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

The consolidated financial statements include the financial statements of the Company and all its subsidiaries made up to the end of the financial year. The financial statements of the Company and its subsidiaries are all drawn up to the same reporting date.

(ii) Business combinations

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

For each business combination, the Group elects whether it measures the non- controlling interests in the acquire 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 combinations are expensed as incurred.

(iii) Acquisitions of non-controlling interests

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

(iv) Loss of control

Upon the loss of control of a subsidiary, the Group derecognises the assets and liabilities of the former subsidiary, any non-controlling interest 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 former 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 profit or loss and other comprehensive income for the year between non-controlling interest 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.

NOTES TO THE FINANCIAL STATEMENTS (cont'd)

2. SUMMARY OF SIGNIFICANT ACCOUNTING POLICIES (Continued)

2.3 Significant Accounting Policies (Continued)

(a) Basis of Consolidation (Continued)

(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.

Unrealised gains arising from transactions with equity-accounted associates and joint ventures 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.

(b) Investments

Investments in subsidiaries, associates, joint venture and other investments are stated at cost less any accumulated impairment losses, if any.

On disposal of an investment, the difference between the net disposal proceeds and its carrying amount is charged or credited to the profit or loss.

(c) Goodwill on consolidation

(i) Acquisition before 1st January 2011

Goodwill arising on acquisition represents the excess of cost of business combination over the Group's share of the net fair values of the identifiable assets, liabilities and contingent liabilities. Following the initial recognition, goodwill is stated at cost less impairment losses, if any.

Goodwill is not amortised but is reviewed for impairment, annually or more frequently for impairment in value and is written down where it is considered necessary. Gain or losses on the disposal of an entity include the carrying amount of goodwill relating to the entity sold.

Goodwill is allocated to cash-generating units for the purpose of impairment testing. The allocation is made to those cash-generating units or groups of cash-generating units that are expected to benefit from the synergies of the business combination in which the goodwill arise.

Negative goodwill represents the excess of the fair value of the Group's share of net assets acquired over the cost of acquisition. Negative goodwill is recognised directly in the profit or loss.

(ii) Acquisition on or after 1st January 2011

For acquisitions on or after 1 January 2011, the Group measures goodwill at the acquisition date as:

- the fair value of the consideration transferred; plus
- the recognised amount of any non-controlling interests in the acquire; plus
- if the business combination is achieved in stages, the fair value of the existing equity interest in the acquire; less
- the net recognised amount (generally 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.

NOTES TO THE FINANCIAL STATEMENTS (cont'd)

2. SUMMARY OF SIGNIFICANT ACCOUNTING POLICIES (Continued)

2.3 Significant Accounting Policies (Continued)

(c) Goodwill on consolidation (Continued)

(ii) Acquisition on or after 1st January 2011 (Continued)

The consideration transferred does not include amounts related to the settlement of pre-existing relationships. Such amounts are generally recognised in profit or loss.

Any contingent consideration payable is recognised at fair value at the acquisition date. If the contingent consideration is classified as equity, it is not remeasured and settlement is accounted for within equity. Otherwise, subsequent changes to the fair value of the contingent consideration are recognised in profit or loss.

When share-based payment awards (replacement awards) are required to be exchanged for awards held by the acquiree's employees (acquiree's awards) and related to past services, then all or a portion of the amount of the acquirer's replacement awards is included in measuring the consideration transferred in the business combination. This determination is based on the market-based value of the replacement awards compared with the market-based value of the acquiree's awards and the extent to which the replacement awards relate to past and or future service.

(d) Property, Plant and Equipment and Depreciation

All property, plant and equipment were initially stated at cost less accumulated depreciation and impairment losses, if any. Cost includes expenditure that is directly attributable to the acquisition of the asset. When significant parts of an item of property, plant and equipment have different useful lives, they are accounted for as separate items of property, plant and equipment.

The cost of replacing part of an item of property, plant and equipment is included in the asset's carrying amount or recognised as a separate asset, as appropriate, only when it is probable that the future economic benefits associated with the part will flow to the Group and its cost can be measured reliably. The carrying amount of the replaced part is derecognised. All other repairs and maintenance are charged to the profit or loss as incurred.

Freehold lands are not depreciated. All other property, plant and equipment are depreciated on a straight line basis to write off the cost of each asset to its residual value over the estimated useful lives of the assets concerned. The principal annual rates used for this purpose are as follows:-

Leasehold land	Over 99 years
Buildings	2%
Motor vehicles	20%
Office equipment, furniture and fittings	15% to 33 1/3%
Renovation	10% to 50%
Site cabin and tools	10% to 50%
Signboard	20%

NOTES TO THE FINANCIAL STATEMENTS (cont'd)

2. SUMMARY OF SIGNIFICANT ACCOUNTING POLICIES (Continued)

2.3 Significant Accounting Policies (Continued)

(d) Property, Plant and Equipment and Depreciation (Continued)

The residual values, useful life and depreciation method are reviewed, and adjusted if appropriate, at each reporting date.

Fully depreciated assets are retained in the accounts until the assets are no longer in use.

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

(e) Revaluation of Assets

Freehold land and buildings are revalued at a regular interval of a least once in every five years with additional valuations in the intervening years where market conditions indicate that the carrying values of the revalued land and buildings materially differ from the market values.

Any accumulated depreciation as at the revaluation date is eliminated against the gross carrying amount of the asset and the net amount is restated to the revalued amount of the asset. Any surplus or deficit arising from the revaluations will be dealt with in the Revaluation Reserve Account. Any deficit is set-off against the Revaluation Reserve Account only to the extent of the surplus credited from the previous revaluation of the land and buildings and the excess of the deficit is charged to the statement of comprehensive incomes. Upon disposal or retirement of an asset, any revaluation reserve relating to the particular asset is transferred directly to retained profits.

(f) Investment property

Investment property are property which are held either to earn rental income or for capital appreciation or for both and are not substantially occupied by the Group. Investment property is initially measured at cost, including transaction costs. Subsequent to initial recognition, investment property is measured at fair value which reflects the market conditions at the reporting date. Fair value is arrived at by reference to market evidence of transaction prices for similar properties and is performed by registered independent valuers having an appropriate recognised professional qualification and recent experience in the location and category of the properties being valued.

Gains or losses arising from changes in the fair values of investment property are recognised in profit or loss in the year in which they arise.

An investment property is derecognised when either they have been disposed off or when the investment property are permanently withdrawn from use and no future economic benefit is expected from its disposal. Gains or losses on the retirements or disposals of investment property are recognised in profit or loss in the year in which they arise.

In the previous financial year, investment property were stated cost less accumulated depreciation and impairment loss.

NOTES TO THE FINANCIAL STATEMENTS (cont'd)

2. SUMMARY OF SIGNIFICANT ACCOUNTING POLICIES (Continued)

2.3 Significant Accounting Policies (Continued)

(g) Inventories

Inventories comprise goods held for trading and are stated at the lower of cost or net realisable value. Cost is determined on the weighted average basis, and comprises the purchase price and incidentals incurred in bringing the inventories to their present location and condition.

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

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

(h) Borrowing costs

The capitalisation of borrowing costs as part of the cost of a qualifying asset commences when expenditure for the asset is being incurred, borrowing costs are being incurred and activities that are necessary to prepare the asset for its intended use or sale are in progress. Capitalisation of borrowing costs is suspended or ceases when substantially all the activities necessary to prepare the qualifying assets for its intended use or sale are in progress.

All other brrowing costs are charged to the profit or loss as an expense in the period in which they are incurred.

(i) Plantation expenditure

Plantation expenditure incurred on land clearing, upkeep of immature trees, direct administrative expenses incurred during the pre-maturity period (precropping costs) are capitalised as plantation expenditure. Upon maturity, all subsequent maintenance expenditure is charged to the profit or loss and the capitalised pre-cropping cost is amortised on a straight line basis over the expected useful life of the trees.

(j) Foreign Currency Translation

(i) Functional and presentation currency

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 financial statements are presented in Ringgit Malaysia, which is the Group's functional currency and presentation currency.

(ii) Translation and balances

Transactions in foreign currencies are translated to Ringgit Malaysia at exchange rates ruling at the transaction dates. Monetary assets and liabilities denominated in foreign currencies at the reporting date are translated into Ringgit Malaysia at the rate of exchange ruling on that date. Non-monetary assets and liabilities denominated in foreign currencies that are measured at fair value are translated to the functional currency at the exchange rates at the date the fair value was determined. Exchange differences arising from the settlement of foreign currency transactions and from the retranslation of foreign currency monetary assets and liabilities are included in the profit or loss.

NOTES TO THE FINANCIAL STATEMENTS (cont'd)

2. SUMMARY OF SIGNIFICANT ACCOUNTING POLICIES (Continued)

2.3 Significant Accounting Policies (Continued)

(j) Foreign Currency Translation (Continued)

(ii) Translation and balances (Continued)

The principal closing foreign exchange rates used (expressed on the basis of one unit of foreign currency to RM equivalent) for the translation of foreign currency balances at the end of the financial year are as follows:-

	Group and Company	
	2013	**2012**
	RM	**RM**
Bangladesh Taka	0.0430	0.0391
Singapore Dollar	2.5941	2.4432
United States Dollar	3.2913	2.9907
Indonesian Rupiah	0.0003	0.0003

(iii) Foreign entity

Statements of profit or loss and other comprehensive income of foreign entities are translated into Ringgit Malaysia at average exchange rates for the financial year and the statements of financial position are translated at exchange rates ruling at the reporting date. Exchange differences arising from the retranslation of the net investment in foreign entities are taken up in foreign currency translation reserve in shareholders' equity. On disposal of the foreign entity, such translation differences are recognised in the profit or loss as part of the gain or loss on disposal.

(k) Financial Assets

Financial assets are recognised in the statements of financial position when, and only when, the Group and the Company become a party to the contractual provisions of the financial instrument.

When financial assets recognised initially, they are measured at fair value, plus, in the case of financial assets not at fair value through profit or loss, directly attributable transaction costs.

The Group and the Company determine the classification of their financial assets at initial recognition, and the categories include financial assets at fair value through profit or loss, loans and receivables, held-to-maturity investments and available- for-sale financial assets.

(i) Financial assets at Fair Value Through Profit or Loss

Financial assets are classified as financial assets at fair value through profit or loss if they are held for trading or are designated as such upon initial recognition. Financial assets held for trading are derivatives (including separated embedded derivatives) or financial assets acquired principally for the purpose of selling in the near future.

Subsequent to initial recognition, financial assets at fair value through profit or loss are measured at fair value. Any gains or losses arising from changes in fair value are recognised in profit or loss. Net gains and losses on financial assets at fair value through profit or loss do not include exchange differences, interest and dividend income. Exchange differences, interest and dividend income on financial assets at fair value through profit as part of other losses or other income.

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

NOTES TO THE FINANCIAL STATEMENTS (cont'd)

2. SUMMARY OF SIGNIFICANT ACCOUNTING POLICIES (Continued)

2.3 Significant Accounting Policies (Continued)

(k) Financial Assets (Continued)

(ii) Loans and Receivables

Financial assets with fixed or determinable payments that are not quoted in an active market are classified as loans and receivables.

Subsequent to initial recognition, loans and receivables are measured at amortised cost using the effective interest method. Gains and losses are recognised in profit or loss when the loans and receivables are derecognised or impaired, and through the amortisation process.

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

(iii) Held-to-Maturity Investments

Financial assets with fixed or determinable payments and fixed maturity are classified as held-to-maturity when the Group has the positive intention and ability to hold the investment to maturity.

Subsequent to initial recognition, held-to-maturity investments are measured at amortised cost using the effective interest method. Gains and losses are recognised in profit or loss when the held-to-maturity investments are derecognised or impaired, and through the amortisation process.

Held-to-maturity investments are classified as non-current assets, except for those having maturity within 12 months after the reporting date which are classified as current.

(iv) Available-for-Sale Financial Assets

Available-for-sale are financial assets that are designated as available-for-sale or are not classified in any of the three preceding categories.

After initial recognition, available-for-sale financial assets are measured at fair value. Any gains or losses from changes in fair value of the financial assets are recognised in other comprehensive income, except that impairment losses, foreign exchange gains and losses on monetary instruments and interest calculated using the effective interest method are recognised in profit or loss. The cumulative gain or loss previously recognised in other comprehensive income is reclassified from equity to profit or loss as a reclassification adjustment when the financial asset is derecognised. Interest income calculated using the effective interest method is recognised in profit or loss. Dividends on available-for-sale equity instrument are recognised in profit or loss when the Group and the Company's right to receive payment is established.

Investments in equity instruments whose fair value cannot be reliably measured are measured at cost less impairment loss.

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

A financial asset is derecognised when the contractual right to receive cash flows from the asset has expired or 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 and any cumulative gain or loss that had been recognised in other comprehensive income is recognised in profit or loss.

NOTES TO THE FINANCIAL STATEMENTS (cont'd)

2. SUMMARY OF SIGNIFICANT ACCOUNTING POLICIES (Continued)

2.3 Significant Accounting Policies (Continued)

(l) Impairment of Assets

(i) Impairment of Financial Assets

All financial assets (other than those categorised at fair value through profit or loss), are assessed at the end of each reporting period whether there is any objective evidence of impairment as a result of one or more events having an impact on the estimated future cash flows of the asset. For an equity instrument, a significant or prolonged decline in the fair value below its cost is considered to be objective evidence of impairment.

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

With the exception of available-for-sale equity instruments, if, in a subsequent period, the amount of the impairment loss decreases and the decrease can be related objectively to an event occurring after the impairment was recognised, the previously recognised impairment loss is reversed through profit or loss to the extent that the carrying amount of the investment at the date the impairment is reversed does not exceed what the amortised cost would have been had the impairment not been recognised. In respect of available-for-sale equity instruments, impairment losses previously recognised in profit or loss are not reversed through profit or loss. Any increase in fair value subsequent to an impairment loss made is recognised in other comprehensive income.

(ii) Impairment of Non-Financial Assets

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

An impairment loss is recognised in profit or loss immediately unless the asset is carried at its revalued amount. Any impairment loss of a revalued asset is treated as a revaluation decrease to the extent of a previously recognised revaluation surplus for the same asset.

In respect of assets other than goodwill, and when there is a change in the estimates used to determine the recoverable amount, a subsequent increase in the recoverable amount of an asset is treated as a reversal of the previous impairment loss and is recognised to the extent of the carrying amount of the asset that would have determined (net of amortisation and depreciation) had no impairment loss been recognised. The reversal is recognised in profit or loss immediately, unless the asset is carried at its revalued amount. A reversal of an impairment loss on a revalued asset is credited to other comprehensive income. However, to the extent that an impairment loss on the same revalued asset was previously recognised as an expense in the statements of profit or loss and other comprehensive income, a reversal of that impairment loss is recognised as income in the statements of profit or loss and other comprehensive income.

NOTES TO THE FINANCIAL STATEMENTS (cont'd)

2. SUMMARY OF SIGNIFICANT ACCOUNTING POLICIES (Continued)

2.3 Significant Accounting Policies (Continued)

(m) Financial Liabilities

Financial liabilities are classified according to the substance of the contractual arrangements entered into and the definitions of a financial liability.

Financial liabilities, within the scope of FRS 139, are recognised in the statements of financial position when, and only when, the Group and the Company become a party to the contractual provisions of the financial instrument. Financial liabilities are classified as either financial liabilities at fair value through profit or loss or other financial liabilities.

(i) Financial Liabilities at Fair Value Through Profit or Loss

Financial liabilities at fair value through profit or loss include financial liabilities held for trading and financial liabilities designated upon initial recognition as at fair value through profit or loss.

Financial liabilities held for trading include derivatives entered into by the Group and the Company that do not meet the hedge accounting criteria. Derivative liabilities are initially measured at fair value and subsequently stated at fair value, with any resulted gains or losses recognised in profit or loss. Net gains or losses on derivatives include exchange differences.

The Group and the Company have not designated any financial liabilities as at fair value through profit or loss.

(ii) Other Financial Liabilities

The Group's and the Company's other financial liabilities include trade payables, other payables and loans and borrowings.

Trade and other payables are recognised initially at fair value plus directly attributable transaction costs and subsequently measured at amortised cost using the effective interest method.

Loans and borrowings are recognised initially at fair value, net of transaction costs incurred, and subsequently measured at amortised cost using the effective interest method. Borrowings are classified as current liabilities unless the group has an unconditional right to defer the settlement of the liability for at least 12 months after the reporting date.

For other financial liabilities, gains and losses are recognised in the profit or loss when the liabilities are derecognised, and through the amortisation process.

A financial liability is derecognised when the obligation specified in the contract is discharged or cancelled or expires. On derecognition of a financial liability, the difference between the carrying amount and the consideration paid is recognised in the profit or loss.

NOTES TO THE FINANCIAL STATEMENTS (cont'd)

2. SUMMARY OF SIGNIFICANT ACCOUNTING POLICIES (Continued)

2.3 Significant Accounting Policies (Continued)

(n) Income Tax

The tax expense in the profit or loss represents the aggregate amount of current tax and deferred tax. Current tax is the expected amount of income taxes payable in respect of the taxable profit for the period and is measured using the tax rates that have been enacted at the reporting date.

Deferred tax is provided for, using the liability method, on temporary differences at the reporting date arising between the tax bases of assets and liabilities and their carrying amounts in the financial statements. In principle, deferred tax liabilities are recognised for all taxable temporary differences and deferred tax assets are recognised for all deductible temporary differences, unused tax losses and unused tax credits to the extent that it is probable that taxable profit will be available against which the deductible temporary differences, unused tax losses and unused tax credit can be utilised. Deferred tax is not recognised if the temporary difference arises from goodwill or negative goodwill or from the initial recognition of an asset or liability in a transaction which is not a business combination and at the time of the transaction, affects neither accounting profit nor taxable profit.

Deferred tax is measured at the tax rates that are expected to apply in the period when the asset is realised or the liability is settled, based on tax rates that have been enacted or substantively enacted at the reporting date. Deferred tax is recognised in the profit or loss, except when it arises from a transaction which is recognised directly in equity, in which case the deferred tax is also charged or credited directly in equity, or when it arises from a business combination that is an acquisition, in which case the deferred tax is included in the resulting goodwill or negative goodwill.

(o) Revenue Recognition

Revenue is measured at the fair value of the consideration received or receivable for the sale of goods and rendering of services in the ordinary course of the Group's activities. Revenue is recognised to the extent that it is probable that the economic benefits will flow to the Group and the revenue can be reliably measured. The full specific recognition criteria must also be met before revenue is recognised.

(i) Sale of goods

Revenue is recognised upon delivery of goods and customers' acceptance and where applicable, net of sales return and trade discounts.

(ii) Services

Revenue is recognised upon the rendering of services and when the outcome of the transaction can be estimated reliably. In the event the outcome of the transaction could not be estimated reliably, revenue is recognised to the extent of the expenses incurred that are recoverable.

(iii) Commission income

When the Group acts in the capacity of an agent in a transaction, the revenue recognised is the net amount of commission made by the Group.

(iv) Interest income

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

(v) Rental income

Rental income is recognised on an accrual basis.

(vi) Dividend income

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

NOTES TO THE FINANCIAL STATEMENTS (cont'd)

2. SUMMARY OF SIGNIFICANT ACCOUNTING POLICIES (Continued)

2.3 Significant Accounting Policies (Continued)

(p) Employee benefits

(i) Short term employee benefits

Wages, salaries, social security contribution, bonuses and non-monetary benefits are accrued in the period in which the associated services are rendered by the employees. Short-term accumulating compensated absences such as paid annual leave are recognised when services are rendered by employees that increase their entitlement to future compensation absences. Short term non-accumulating compensated absences sick leave, maternity and paternity leave are recognised when absences occur.

(ii) Post-employment benefits

The Group contributes to the Employees' Provident Fund, the national defined contribution plan. The contributions are charged to the profit or loss in the period to which they are related. Once the contributions have been paid, the Group has no further payment obligations.

(q) Cash and Cash Equivalents

For the purpose of the statements of cash flows, cash and cash equivalents comprise cash in hand, deposits, bank balances and other short term, highly liquid investments that are readily convertible to known amounts of cash and which are subject to insignificant risk of change in value, net of bank overdrafts which are repayable on demand.

(r) Share Capital

Ordinary shares

Ordinary shares are recorded at the nominal value and the consideration in excess of nominal value of shares issued, if any, is accounted for as share premium. Both ordinary shares and share premium are classified as equity.

Dividends on ordinary shares are recognised as liabilities when proposed or declared before the reporting date. A dividend proposed or declared after the reporting date, but before the financial statements are authorised for issue, is not recognised as a liability at the reporting date.

Cost incurred directly attributable to the issuance of the shares are accounted for as a deduction from share premium, if any, otherwise it is charged to the profit or loss. Equity transaction costs comprise only those incremental external costs directly attributable to the equity transaction which would otherwise have been avoided.

(s) Segmental information

For management purposes, the Group is organised into operating segments based on their products and services which are reviewed regularly by the chief operating decision maker, which is the Managing Director 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.

(t) Fair value measurements

From 1 January 2013, the Group adopted *FRS 13 Fair Value Measurement* which prescribed that fair value of an asset or a liability, except for share-based payment and lease transactions, is determined as 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 measurement assumes that the transaction to sell the asset or transfer the liability take places either in the principal market or in the absence of a principal market, in the most advantageous market.

NOTES TO THE FINANCIAL STATEMENTS (cont'd)

2. SUMMARY OF SIGNIFICANT ACCOUNTING POLICIES (Continued)

2.3 Significant Accounting Policies (Continued)

(t) Fair value measurements

For non-financial asset, the fair value measurement takes into account a market participant's ability to generate economic benefits by using the asset in its highest and best use or by selling it to another market participant that would use the asset in its highest and best use.

All assets and liabilities for which fair value is measured or disclosed in the financial statements are categorised within the fair value hierarchy, described as follows, based on the lowest level input that is significant to the fair value measurement as a whole:-

Level 1 - Quoted market prices in active markets for identical assets or liabilities
Level 2 - Valuation techniques for which the lowest level input that is significant to the fair value measurement is directly or indirectly observable
Level 3 - Valuation techniques for which the lowest level input that is significant to the fair value measurement is unobservable.

In accordance with the transitional provision of FRS 13, the Group applied the new fair value measurement guidance prospectively, and has not provided any comparative fair value information for new disclosure. The adoption of FRS 13 has not significantly affected the measurements of the Group's assets or liabilities other than the additional disclosures.

3. SIGNIFICANT ACCOUNTING ESTIMATES AND JUDGEMENTS

Estimates and judgements are continually evaluated by the directors and are based on historical experience and other factors, including expectations of future events that are believed to be reasonable under the circumstances.

(i) Critical judgements made in applying the Group's accounting policies

There were no significant judgements made by management in the process of applying the accounting policies of the Group and of the Company which may have significant effect on the amount recognised in the financial statements.

(ii) Key sources of estimation uncertainty

The key assumption concerning the future and other key sources of estimation uncertainty at the reporting date, that have a significant risk of causing a material adjustment to the carrying amounts of assets and liabilities within the next financial year are as stated below:-

(a) Depreciation of property, plant and equipment (Note 4)

Property, plant and equipment are depreciated on the straight line basis over their estimated useful lives. Management estimates the useful lives of the property, plant and equipment to be within 10 to 99 years. Changes in expected level of usage and technological developments could impact the economic useful lives and residual values of the property, plant and equipment, therefore the future depreciation charges could be revised.

(b) Impairment of property, plant and equipment (Note 4)

The Group assesses impairment of assets whenever the events and changes in circumstances indicate that the carrying amount of an asset may not be recoverable i.e. the carrying amount of the asset is more than the recoverable amount.

NOTES TO THE FINANCIAL STATEMENTS (cont'd)

3. SIGNIFICANT ACCOUNTING ESTIMATES AND JUDGEMENTS (Continued)

(ii) Key sources of estimation uncertainty (Continued)

(c) Write down of inventories to net realisable value (Note 12)

Reviews are made periodically by management on damaged, obsolete and slow- moving inventories. These reviews require judgement and estimates. Possible changes in these estimates could result in revisions to the valuations of inventories.

(d) Impairment of receivables (Note 13)

The Group makes impairment of receivables based on an assessment of the recoverability of receivables. Impairment are applied to receivables where events or changes in circumstances indicate that the carrying amounts may not be recoverable. Management specifically analysed historical bad debts, customer concentrations, customer creditworthiness, current economic trends and changes in customer payment terms when making a judgement to evaluate the adequacy of the impairment of receivables. Where the expectation is different from the original estimate, such difference will impact the carrying value of receivables.

(e) Income taxes (Note 25)

The Group is subject to income taxes in numerous jurisdictions. Significant judgement is required in determining the capital allowances and deductibility of certain expenses during the estimation of the provision for income taxes. There are many transactions and calculations for which the ultimate tax determination is uncertain during the estimation of the ordinary course of business. Where the final tax outcome of these matters is different from the amounts that were initially recorded, such differences will impact the income tax and deferred income tax provisions in the period in which such determination is made.

(f) Impairment of goodwill (Note 9)

Goodwill is tested for impairment annually and at other times when such indicators exist. This requires management to estimate the expected future cash flows of the cash-generating unit to which goodwill is allocated and to apply a suitable discount rate in order to determine the present value of those cash flows. The future cash flows are most sensitive to budgeted gross margins, growth rates estimated and discount rate used. If the expectation is different from the estimation, such difference will impact the carrying value of goodwill. The Group makes an estimation of the recoverable amounts of the cash generating units, determined using the value-in-use approach, and this is derived from the present value of the future cash flows from the operating segments computed based on the projections of financial budgets approved by the directors covering a period of 5 years.

NOTES TO THE FINANCIAL STATEMENTS (cont'd)

4. PROPERTY, PLANT AND EQUIPMENT

Group 2013	Freehold Land RM'000	Long Term Leasehold Land RM'000	Buildings RM'000	Office Equipment, Furniture and Fittings RM'000	Motor Vehicles RM'000	Renovation RM'000	Site Cabin and Tools RM'000	Signboard RM'000	Total RM'000
Cost or valuation									
At 1st January 2013	2,474	5,521	8,076	2,159	1,494	1,072	66	60	20,922
Additions	-	-	-	313	19	-	-	-	332
Disposals	(574)	-	(2,623)	(6)	-	-	-	-	(3,203)
Write off	-	-	-	(208)	(191)	(184)	-	-	(583)
Revaluation surplus	210	62,721	1,198	-	-	-	-	-	64,129
Elimination of accumulated depreciation on revaluation	-	(242)	(291)	-	-	-	-	-	(533)
Transfer to non-current asset held for sale	(750)	-	(2,500)	-	-	-	-	-	(3,250)
Currency translation differences	-	-	-	57	35	9	-	-	101
At 31st December 2013	1,360	68,000	3,860	2,315	1,357	897	66	60	77,915
Accumulated Depreciation and Impairment Losses									
At 1st January 2013	-	228	1,083	1,817	700	910	26	60	4,824
Depreciation for the financial year	-	584	160	168	272	36	19	-	1,239
Disposal	-	-	(675)	(5)	-	-	-	-	(680)
Write off	-	-	-	(175)	(179)	(175)	-	-	(529)
Elimination of accumulated depreciation on revaluation	-	(242)	(291)	-	-	-	-	-	(533)
Transfer to non-current asset held for sale	-	-	(254)	-	-	-	-	-	(254)
Currency translation differences	-	-	-	26	11	4	-	-	41
At 31st December 2013	-	570	23	1,831	804	775	45	60	4,108
Net Book Value as at 31st December 2013	1,360	67,430	3,837	484	553	122	21	-	73,807
Representing:									
At cost	-	-	-	484	553	122	21	-	1,180
At valuation	1,360	67,430	3,837	-	-	-	-	-	72,627
	1,360	67,430	3,837	484	553	122	21	-	73,807

Group 2012	Freehold Land RM'000	Long Term Leasehold Land RM'000	Buildings RM'000	Office Equipment, Furniture and Fittings RM'000	Motor Vehicles RM'000	Renovation RM'000	Site Cabin and Tools RM'000	Signboard RM'000	Total RM'000
Cost or valuation									
At 1st January 2012	2,474	5,521	8,076	2,087	1,276	1,170	105	61	20,770
Additions	-	-	-	142	272	60	9	-	483
Disposals	-	-	-	(34)	(53)	-	-	-	(87)
Write off	-	-	-	(33)	-	(156)	(48)	(1)	(238)
Currency translation differences	-	-	-	(3)	(1)	(2)	-	-	(6)
At 31st December 2012	2,474	5,521	8,076	2,159	1,494	1,072	66	60	20,922
Accumulated Depreciation and Impairment Losses									
At 1st January 2012	-	168	911	1,707	485	975	46	60	4,352
Depreciation for the financial year	-	60	172	167	245	89	28	1	762
Disposal	-	-	-	(30)	(30)	-	-	-	(60)
Write off	-	-	-	(27)	-	(154)	(48)	(1)	(230)
At 31st December 2012	-	228	1,083	1,817	700	910	26	60	4,824
Net Book Value as at 31st December 2012	2,474	5,293	6,993	342	794	162	40	-	16,098
Representing:									
At cost	-	5,293	-	342	794	162	40	-	6,631
At valuation	2,474	-	6,993	-	-	-	-	-	9,467
	2,474	5,293	6,993	342	794	162	40	-	16,098

Long term leasehold land refer to the land with remaining leasehold term of more than 50 years.

NOTES TO THE FINANCIAL STATEMENTS (cont'd)

4. PROPERTY, PLANT AND EQUIPMENT (Continued)

2013	Motor Vehicles RM'000
Cost	
At 1st January 2013	174
Additions	-
At 31st December 2013	174
Accumulated Depreciation	
At 1st January 2013	71
Depreciation for the financial year	34
At 31st December 2013	105
Net Book Value at 31st December 2013	69
2012	
Cost	
At 1st January 2012	174
Additions	-
At 31st December 2012	174
Accumulated Depreciation	
At 1st January 2012	37
Depreciation for the financial year	34
At 31st December 2012	71
Net Book Value at 31st December 2012	103

The title of leasehold land of a subsidiary with net book value amounting to RM7,900,000/- (RM1,400,000/-) has yet to be transferred to the subsidiary.

The land and buildings of the Group were revalued during the financial year by an independent professional valuer, Messrs Irhamy & Co. The valuations are based on the comparison methods by reference to recent market transactions.

Had the revalued land and buildings been carried under the cost model, the net carrying amounts of land and buildings would have been included in the financial statements of the Group as at the end of financial year as follows:-

	Group	
	2013 RM'000	2012 RM'000
Freehold land	327	692
Buildings	1,221	2,484
	1,548	3,176

NOTES TO THE FINANCIAL STATEMENTS (cont'd)

4. PROPERTY, PLANT AND EQUIPMENT (Continued)

Fair value information

Fair value of property, plant and equipment are categorised as follows:-

	Group 2013 Level 1 RM'000	Level 2 RM'000	Level 3 RM'000	Total RM'000
Freehold land	-	1,360	-	1,360
Leasehold land	-	67,430	-	67,430
Buildings	-	3,837	-	3,837
	-	72,627	-	72,627

Policy on transfer between levels
The fair value of an asset to be transferred between levels is determined as of the date of the event or change in circumstances that caused the transfer.

Level 1 fair value
Level 1 fair value is derived from quoted price (unadjusted) in active markets for identical property, plant and equipment that the entity an access at the measurement date.

Level 2 fair value
Level 2 fair value is estimated using inputs other than quoted prices included within Level 1 that are observable for the property, plant and equipment either directly or indirectly.

Level 2 fair values of land and buildings have been generally derived using the sales comparison approach. Sales price of comparable properties in close proximity are adjusted for differences in key attributes such as property size. The most significant input into this valuation approach is price per square foot of comparable properties.

Level 3 fair value
Level 3 fair value is estimated using unobservable inputs for the property, plant and equipment.

Transfer between level 1 and 2 fair value
There were no transfer between level 1 and 2 during the financial year

5. INVESTMENT PROPERTY

	Group 2013 RM'000	2012 RM'000 (Restated)
Leasehold land, at fair value:-		
At 1st January	100,000	5,654
Change in fair value recognised in profit or loss	-	94,346
At 31st December	100,000	100,000

Fair value information

Fair value of investment property are categorised as follows:-

NOTES TO THE FINANCIAL STATEMENTS (cont'd)

5. INVESTMENT PROPERTY (Continued)

	Group 2013			
	Level 1 RM'000	Level 1 RM'000	Level 1 RM'000	Level 1 RM'000
Leasehold land	-	-	100,000	100,000

Policy on transfer between levels

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

Level 1 fair value

Level 1 fair value is derived from quoted price (unadjusted) in active markets for identical investment property that the entity an access at the measurement date.

Level 2 fair value

Level 2 fair value is estimated using inputs other than quoted prices included within Level 1 that are observable for the investment property, either directly or indirectly.

Level 2 fair values of land and buildings have been generally derived using the sales comparison approach. Sales price of comparable properties in close proximity are adjusted for differences in key attributes such as property size. The most significant input into this valuation approach is price per square foot of comparable properties.

Level 3 fair value

Level 3 fair value is estimated using unobservable inputs for the investment property.

Transfer between level 1 and 2 fair value

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

Valuation processes applied by the Group for level 3 fair value

The fair value of investment property as at 31 December 2013 is determined by external independent property valuer, Messrs Irhamy & Co having appropriate recognised professional qualification and recent experience in the location and category of property being valued.

Significant unobservable valuation input	
Price per square metre	RM700

Significant increase/(decreases) in estimated price per square metre in isolation would result in a significantly higher/(lower) fair value.

6. PLANTATION EXPENDITURE

	Group	
	2013 RM'000	**2012 RM'000**
At 1st January	1,217	1,175
Addition during the financial year	134	42
At 31st December	1,351	1,217

7. INVESTMENT IN SUBSIDIARIES

	Company	
	2013 RM'000	**2012 RM'000**
Unquoted shares - at cost	178,100	178,100
Less: Accumulated impairment	(139,777)	(139,777)
	38,323	38,323

NOTES TO THE FINANCIAL STATEMENTS (cont'd)

7. INVESTMENT IN SUBSIDIARIES (Continued)

The following information relates to the subsidiaries:-

Name of Company	Principal place of business/ Country of Incorporation	Proportion ownership interest and voting rights 2013 %	2012 %	Principal Activities
Held directly:-				
Compugates Sdn. Bhd. ("CSB")	Malaysia	100	100	Trading, marketing and distribution of imaging information technology and communication based products.
Selama Muda Jaya Sdn. Bhd. ("SMJSB")	Malaysia	100	100	Dormant.
Compugates International Sdn. Bhd. ("CISB")	Malaysia	100	100	Investment holding and provision of management services.
Subsidiaries of Compugates Sdn. Bhd.				
Compugates (S) Pte. Ltd. ("CSPL")*>	Malaysia	-	99.99	Ceased operations.
Compugates Marketing Sdn. Bhd. ("CMSB")	Malaysia	100	100	Trading, marketing and distribution of information technology and communication based products and gaharu tea.
Subsidiaries of Compugates Marketing Sdn. Bhd.				
Classic Distribution Sdn. Bhd. ("CDSB")	Malaysia	51	51	Rubber tapping and trading in agricultural products.
Compugates Development and Mining Sdn. Bhd. ("CDMSB")	Malaysia	70	70	Dormant.
Compugates Perak Sdn. Bhd. ("CPSB")	Malaysia	51	51	Cultivating and trading of agricultural products and general trading.
Compugates Sabah Sdn. Bhd. ("CSSB") ^	Malaysia	51	51	Dealing in solar products and green energy systems.
Subsidiaries of Compugates International Sdn. Bhd.				
Compugates International Limited ("CIL") *	British Virgin Islands	51	51	Distributor of telecommunication products and management agent of franchises.
Subsidiaries of Compugates International Limited				
Compugates International (BD) Limited ("CIBDL")*#	British Virgin Islands	80	80	Investment holding, consultancy and project management services
Compugates International Limited (Cambodia) ("CILC")*	Cambodia	80	80	Distributor of telecommunication products and management agent of franchises.
PT Compugates International ("PTCI")*	Indonesia	80	80	Trading as main distributor of communication products such as simcards and voucher cards.

NOTES TO THE FINANCIAL STATEMENTS (cont'd)

7. INVESTMENT IN SUBSIDIARIES (Continued)

The following information relates to the subsidiaries:-

Name of Company	Principal place of business/ Country of Incorporation	Proportion ownership interest and voting rights 2013 %	2012 %	Principal Activities
Subsidiaries of Compugates Internatinol (BD) Limited				
Compugates International (Bangladesh) Limited ("CIBL") *#	Bangladesh	98	98	Distributor of telecommunication products and services.

* Subsidiaries not audited by Messrs Baker Tilly Monteiro Heng.

> On 8th April 2013, Compugates (S) Pte. Ltd. received a notice from Accounting and Corporate Regulatory Authority that the Company is not carrying on business or is not in operation. Consequently, the name of the company was struck off from the register.

^ The auditors' reports of the subsidiary contain a modified opinion as the auditors are unable to obtain sufficient appropriate audit evidence for professional fee on advisory support services.

During the financial year, Compugates International Limited subscribed for an additional shares in the subsidiary, Compugates International (BD) Limited ("CIBDL") amounting to RM3million for its 80% shareholding. Following that, CIBDL subscribed for an additional shares in the subsidiary, Compugates International (Bangladesh) Limited amounting to RM3 million for its 98% shareholding. The effect of the transaction with non-controlling interests which do not result in loss of control amounting to RM660,000/- had been charged to accumulated losses of the Group.

NOTES TO THE FINANCIAL STATEMENTS (cont'd)

7. INVESTMENT IN SUBSIDIARIES (Continued)

Non-controlling interest in subsidiaries

The Group's subsidiaries that have material non-controlling interests ("NCI") are as follows:-

2013 **NCI percentage of ownership interest and voting interest**	**CDMSB** **30.00%** **RM'000**	**CSSB** **49.00%** **RM'000**	**Others individually immaterial subsidiaries** **RM'000**	**Total** **RM'000**
Carrying amount of NCI	36,740	(3,555)	1,073	34,258
(Loss)/profit allocated to NCI	984	(2,084)	(1,060)	(2,160)
Dividend paid to NCI	-	-	-	-
Summarised financial information before intra-group elimination				
As at 31st December				
Non-current assets	159,505	118		
Current assets	6	1,674		
Non-current liabilities	(18,631)	-		
Current liabilities	(18,412)	(9,047)		
Net assets/(liabilities)	122,468	(7,255)		
Financial year ended 31st December				
Revenue	-	268		
Profit/(loss) for the financial year	2,933	(4,254)		
Total comprehensive income/(loss)	3,281	(4,254)		
Cash flows from operating activities	(1,393)	(2,562)		
Cash flows from investing activities	-	-		
Cash flows from financing activities	1,393	2,022		
Net decrease in cash and cash equivalents	-	(540)		

NOTES TO THE FINANCIAL STATEMENTS (cont'd)

7. INVESTMENT IN SUBSIDIARIES (Continued)

Non-controlling interest in subsidiaries

The Group's subsidiaries that have material non-controlling interests ("NCI") are as follows:-

2012 NCI percentage of ownership interest and voting interest	CDMSB 30.00% RM'000	CSSB 49.00% RM'000	Others individually immaterial subsidiaries RM'000	Total RM'000
Carrying amount of NCI	25,164	(1,470)	(804)	22,890
(Loss)/profit allocated to NCI	25,058	(486)	(680)	23,892
Dividend paid to NCI	-	-	-	-
Summarised financial information before intra-group elimination				
As at 31st December				
Non-current assets	100,893	194		
Current assets	7	3,478		
Non-current liabilities	-	-		
Current liabilities	(17,019)	(6,672)		
Net assets/(liabilities)	83,881	(3,000)		
Financial year ended 31st December				
Revenue	-	1,606		
Profit/(loss) for the financial year	83,528	(992)		
Total comprehensive income/(loss)	83,528	(992)		
Cash flows from operating activities	(1,281)	(2,121)		
Cash flows from investing activities		(6)		
Cash flows from financing activities	1,281	1,608		
Net decrease in cash and cash equivalents	-	(519)		

8. OTHER INVESTMENTS

	Group and Company 2013 RM'000	 2012 RM'000
Available-for-sale financial assets (at fair value)		
- Equity instruments (quoted in Malaysia) At 1st January	3,915	8,518
Changes in fair value	(17)	(1,343)
Disposal	(3,852)	(3,260)
At 31st December	46	3,915
Market value of quoted investments	46	3,915

NOTES TO THE FINANCIAL STATEMENTS (cont'd)

9. GOODWILL ON CONSOLIDATION

	Group	
	2013	**2012**
	RM'000	**RM'000**
Cost:-		
At 1st January	129,452	129,452
Addition during the financial year	-	-
At 31st December	129,452	129,452
Accumulated impairment losses:-		
At 1st January	(105,461)	(105,461)
Impairment during the financial year	-	-
At 31st December	(105,461)	(105,461)
Carrying amount at 31st December	23,991	23,991

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

	Group	
	2013	**2012**
	RM'000	**RM'000**
Trading	10,224	10,224
Plantation	13,767	13,767
	23,991	23,991

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

	Trading CGU	Plantation CGU
(i) Budgeted gross margin	The basis used to determine the value assigned to the budgeted gross margin is the average gross margin achieved in the year immediately before the budgeted period increase for expected efficiency improvements and cost saving measures. The budgeted gross margin for the 5 years projected cash flow is 1.9%.	The basis used to determine the value assigned to the budgeted gross margin is the industry average and statistical analysis of gaharu trees' market price trends for the past years. The average budgeted gross margin over the 5 years projected cash flows is 20%.
(ii) Growth rate	The growth rate was assumed to be 5% per annum based on the expected projection of the trading segments. No growth rate was extrapolated for cash flows beyond 5 years period.	Plantation is expected to mature in 4 years time, Upon maturity, the gaharu trees will be extracted. No growth rate was extrapolated for cash flows beyond 5 years period.
(iii) Discount rate	The discount rates of 7% used are pre-tax and reflect specific risks relating to the relevant segments. The discount rate was estimated based on the average of the weighted average cost of capital.	

NOTES TO THE FINANCIAL STATEMENTS (cont'd)

10. DEFERRED TAX ASSETS

	Group	
	2013 RM'000	2012 RM'000
At 1st January	5	8
Recognised in profit or loss	101	(3)
At 31st December	106	5

The deferred tax assets relates to a subsidiary's unutilised tax losses carried forward. Deferred tax assets are recognised by the subsidiary based on the expected probable future taxable profit generated by the subsidiary.

11. NON-CURRENT ASSET CLASSIFIED AS HELD FOR SALE

	Group	
	2013 RM'000	2012 RM'000
At 1st January	-	-
Transfer from property, plant and equipment	2,996	-
At 31st December	2,996	-

On 30th December 2013, the Group entered into a sale and purchase agreement for the disposal of 2 units of 3-storey shop office with cost of RM1,750,000/- and RM1,500,000/- respectively for cash consideration of RM2,300,000/- and RM2,300,000/- respectively. The disposal is expected to be completed within the next financial year.

12. INVENTORIES

	Group	
	2013 RM'000	2012 RM'000
At cost		
Inventories held for trading	13,253	16,746

13. TRADE RECEIVABLES

	Group	
	2013 RM'000	2012 RM'000
Trade receivables	14,480	17,342
Allowance for impairment loss on receivables		
At 1st January	(987)	(1,130)
Addition during the financial year	(934)	(443)
Write-back during the financial year	723	523
Write-off during the financial year	-	63
At 31st December	(1,198)	(987)
	13,282	16,355

NOTES TO THE FINANCIAL STATEMENTS (cont'd)

13. TRADE RECEIVABLES (Continued)

The Group's normal trade credit terms range from 1 to 60 days (2012: 1 to 60 days). Other credit terms are assessed and approved on a case-by-case basis.

In determining the extent of impairment loss on receivables, the directors have given due consideration to all information available to assess the likelihood of bad debts arising. Although uncertainty generally exists with regard to the recovery of debts, the directors are of the opinion that sufficient impairment has been made and the amounts receivable net of the impairment loss on receivables are expected to be substantially recovered.

Ageing analysis of trade receivables

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

	Group	
	2013 RM'000	**2012 RM'000**
Neither past due nor impaired	7,673	13,542
Past due not impaired:-		
- less than 3 months	4,523	1,468
- 3 to 6 months	320	1,267
- over 6 months	766	78
	5,609	2,813
Impaired	1,198	987
	14,480	17,342

Receivables that are neither past due nor impaired

Trade receivables that are neither past due nor impaired are creditworthy debtors with good payment records with the Group. None of these receivables have been renegotiated during the financial year.

Receivables that are past due not impaired

At the reporting date, the Group has trade receivables amounting to RM5,018,000/- (2012: RM2,813,000/-) that are past due not impaired.

Trade receivables that were past due not impaired relates to customers that have good track records with the Group. Based on past experience and no adverse information to date, the directors of the Group are of the opinion that no allowance for impairment is necessary in respect of these balances as there has not been a significant change in the credit quality and the balances are still considered fully recoverable.

Receivables that are impaired

Trade receivables that are individually determined to be impaired at the reporting date relate to debtors that are in significant financial difficulties and have defaulted on payments. These receivables are not secured by any collateral or credit enhancements. The Group has no debtors that are collectively determined to be impaired at the reporting date.

14. OTHER RECEIVABLES, DEPOSITS AND PREPAYMENTS

	Group		Company	
	2013 RM'000	**2012 RM'000**	**2013 RM'000**	**2012 RM'000**
Other receivables	3,027	3,168	4	4
Less: Impairment loss on receivables	(2,048)	(2,000)	-	-
	979	1,168	4	4
Deposits	769	1,054	54	54
Prepayments	3,069	1,676	4	11
	4,817	3,898	62	69

NOTES TO THE FINANCIAL STATEMENTS (cont'd)

15. AMOUNT OWING BY/(TO) SUBSIDIARIES

	Company	
	2013 RM'000	2012 RM'000
Amount owing by subsidiaries:-		
Interest bearing	395	395
Non-interest bearing	7,526	6,709
	7,921	7,104
Amount owing to subsidiaries:-		
Non-interest bearing	-	3,472

The amounts owing by/(to) subsidiaries are non-trade in nature, unsecured, interest free, repayable on demand and expected to be settled by cash except for an amount owing by subsidiaries of RM395,000/- (2012: RM395,000/-) which bears interest at a rate of 8.89% (2012: 8.89%) per annum.

16. SHORT-TERM DEPOSITS WITH LICENSED BANKS

The short term deposits with licensed banks of the Group at the end of the financial year bore a weighted average effective interest rate of 2.10% (2012: 1.76%) per annum. The short-term deposits have a maturity period of 2 days (2012: 4 days).

17. FIXED DEPOSITS WITH LICENSED BANKS

The fixed deposits with licensed bank of the Group at the end of the financial year bore a weighted average effective interest rate of 3.05% (2012: 3.08%) per annum. The fixed deposits have maturity periods ranging from 1 month to 12 months (2012: 1 month to 12 months).

Included in fixed deposits with licensed banks of the Group at the end of the financial year is an amount of RM11,297,000/- (2012: RM8,432,000/-) which have been pledged to licensed banks as security for banking facilities granted to the Group.

18. SHARE CAPITAL

	Group		Company	
	Number of shares			
	2013 Unit '000	2012 Unit '000	2013 RM '000	2012 RM '000
Authorised:				
3,500,000,000 ordinary shares of RM0.10/- each				
At the beginning/ end of the financial year	3,500,000	3,500,000	350,000	350,000
Issued and fully paid:				
2,134,289,020 ordinary shares of RM0.10/- each				
At the beginning/ end of the financial year	2,134,289	2,134,289	213,429	213,429

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

NOTES TO THE FINANCIAL STATEMENTS (cont'd)

19. REVALUATION RESERVE

The revaluation reserve represents the increase in the fair value of property, plant and equipment of the Group.

20. FOREIGN CURRENCY TRANSLATION RESERVE

The foreign currency translation reserve arose from the translation of the financial statements of the foreign subsidiaries and is not distributable by way of cash dividends.

21. DEFERRED TAX LIABILITIES

	Group	
	2013 RM'000	2012 M'000 (Restated)
At 1st January - as previously reported	583	596
Effect of change in accounting policy	9,435	-
As restated	10,018	596
Revaluation of property, plant and equipments and investment property	15,328	9,435
Recognised in profit or loss	(4,864)	(13)
At 31st December	20,482	10,018

The deferred taxation arose from the revaluation of the property, plant and equipment and investment property of the Group.

22. TRADE PAYABLES

The normal trade credit term granted to the Group is 60 days (2012: 60 days).

23. OTHER PAYABLES, DEPOSITS AND ACCRUALS

	Group		Company	
	2013	2012	2013	2012
RM'000		RM'000	RM'000	RM'000
Other payables	2,318	2,656	28	2
Deposits	32	89	-	-
Accruals	4,443	2,792	140	122
Staff incentives	5,196	11,268	-	-
	11,989	16,805	168	124

Included in the other payables and accruals of the Group at the end of the financial year was an amount of approximately RM62,000/- (2012: RM745,000/-) owing to a related party. The amount owing is trade in nature, interest-free, unsecured, repayable on demand and expected to be settled by cash.

The information on related party is disclosed in Note 32.

24. AMOUNT OWING TO SHAREHOLDERS OF SUBSIDIARIES

The amount owing is non-trade in nature, unsecured, interest free , repayable on demand and expected to be settled by cash.

25. BANKERS' ACCEPTANCES (SECURED)

The bankers' acceptances of the Group at the end of the financial year bore a weighted average effective interest rate of 4.09% (2012: 4.62%) per annum and are secured by way of:-

(i) a pledge of fixed deposits of the Group; and

(ii) a corporate guarantee of the Company.

NOTES TO THE FINANCIAL STATEMENTS (cont'd)

26. REVENUE

	Group		Company	
	2013	2012	2013	2012
	RM'000	RM'000	RM'000	RM'000
Trading, services and commission	131,259	524,211	-	-
Dividend income	-	-	-	1,260
	131,259	524,211	-	1,260

27. FINANCE COSTS

	Group		Company	
	2013	2012	2013	2012
	RM'000	RM'000	RM'000	RM'000
Interest expenses				
- bankers' acceptances	(518)	(472)	-	-
- others	(76)	(59)	-	-
	(594)	(531)	-	-

28. OPERATING (LOSS)/PROFIT

(a) Operating (loss)/profit has been arrived at after charging and crediting:-

	Group		Company	
	2013	2012	2013	2012
	RM'000	RM'000	RM'000	RM'000
		(Restated)		
Audit fee:-				
Current year	135	103	34	32
Prior year	8	-	2	-
Bad debts written off	12	-	-	-
Depreciation of property, plant and equipment	1,239	762	34	34
Directors' fee	324	361	324	324
Directors' remunerations	5,799	5,178	-	-
Directors' employees provident fund	844	670	-	-
Equipment written off	54	8	-	-
Impairment loss on available-for-sale investments	17	1,343	17	1,343
Impairment loss on trade receivables	934	443	-	-
Impairment loss on other receivables	48	-	-	-
Inventories written off	-	4	-	-
Loss on subsidiary struck off	69	-	-	-
Loss on foreign exchange:-				
- realised	33	175	-	-
- unrealised	-	1	-	-
Professional fees (note b)	3,276	121	60	31
Rental of office	1,042	749	-	-
Rental of warehouse:-	83	91	-	-
Staff costs:-				
- salaries, wages, bonuses and allowances	6,698	8,097	-	-
- employee provident fund	401	794		-
- other staff related cost	306	447	-	-
Write down of inventories to net realisable value	171	75	-	-

NOTES TO THE FINANCIAL STATEMENTS (cont'd)

28. OPERATING (LOSS)/PROFIT (Continued)

(a) Operating (loss)/profit has been arrived at after charging and crediting (Continued):-

	Group		Company	
	2013 RM'000	2012 RM'000 (Restated)	2013 RM'000	2012 RM'000
And crediting:-				
Dividend income	-	-	-	(1,260)
Interest income	(346)	(357)	(34)	(44)
Gain on changes in fair value of investment property	-	(84,847)	-	-
Gain on disposal of available-for-sale investments	(873)	(200)	(873)	(200)
Gain on disposal of property, plant and equipment	(3,794)	(3)	-	-
Gain on foreign exchange:-				
- unrealised	(2)	-	-	-
Rental income	(292)	(467)	-	-
Sales incentive	(6,191)	(7,645)	-	-
Write-back of impairment loss on trade receivables	(723)	(523)	-	-
Write-back of net realisable value on inventories	(9)	(93)	-	-

(b) Included in the professional fee of a subsidiary is an amount of RM3,000,000 paid to an offshore company in relation to advisory support services for work done and proposed projects. The Group will in future, put in place further documentations to strengthen the current limitation in the documentation and justification in supporting the payment of the advisory support services.

29. TAXATION

	Group		Company	
	2013 RM'000	2012 RM'000	2013 RM'000	2012 RM'000
Malaysian taxation based on the results for the financial year				
Income tax				
- current financial year	1,537	1,676	-	216
- (over)/underaccrual in prior years	(622)	(494)	8	-
	915	1,182	8	216
Deferred tax assets				
- current financial year	(101)	3	-	-
Deferred tax liabilities				
- current financial year	(4,864)	(13)	-	-
	(4,050)	1,172	8	216
Deferred tax related to other comprehensive income				
- Revaluation of properties	(15,981)	-	-	-

NOTES TO THE FINANCIAL STATEMENTS (cont'd)

29. TAXATION (Continued)

The income tax is calculated at statutory rate of 25% of the estimated assessable profit for the financial year. In the budget speech 2014, the government announced that the domestic statutory corporate tax rate will be reduced to 24% from the current year's rate of 25% with effect from the year of assessment 2016. The computation of deferred tax as at 31 December 2013 has reflected these changes.

A reconciliation of income tax expense applicable to (loss)/profit before taxation at the statutory income tax rate to income tax expense at the effective income tax rate of the Group and of the Company are as follows:

- deferred tax assets not recognised

	Group		Company	
	2013 RM'000	2012 RM'000 (Restated)	2013 RM'000	2012 RM'000
(Loss)/profit before taxation	(7,724)	76,768	276	(417)
Taxation at applicable tax rate of 25%	(1,931)	19,192	69	(104)
Tax effects arising from				
- non-deductible expenses	3,481	3,272	51	378
- non-taxable income	(3,696)	(21,679)	(120)	(58)
- reversal of deferred tax liabilities on change in tax rate	(4,833)	-	-	-
- crystallisation of deferred tax liabilities	(31)	(13)	-	-
- (over)/underaccrual in prior years	(622)	(494)	8	-
- deferred tax assets not recognised in the financial statements	3,389	447	-	-
-deferred tax assets have not recognised in different tax rate	193	447	-	-
Tax expense for the financial year	(4,050)	1,172	8	216

Subject to the agreement of Inland Revenue Board, The Group has unabsorbed tax losses which can be carried forward to offset against future taxable income amounting to approximately RM18,821,000/- (2012: RM4,827,000/-)

Deferred tax assets have not been recognised for the following items:-

	Group		Company	
	2013 RM'000	2012 RM'000	2013 RM'000	2012 RM'000
Deductible temporary differences	(445)	(744)	-	-
Unutilised tax losses	18,821	4,827	-	-
	18,376	4,083	-	-
Potential deferred tax assets not recognised at 24% (2012: 25%)	4,410	1,021	-	-

NOTES TO THE FINANCIAL STATEMENTS (cont'd)

30. (LOSS)/EARNINGS PER ORDINARY SHARE

Basis (loss)/earnings per share

The basic (loss)/earnings per share is calculated based on the Group's loss attributable to owners of the Company of RM1,506,000/- (2012: profit of RM51,704,000/-) and on the number of ordinary shares in issue during the financial year of 2,134,289,020 units (2012: 2,134,289,020 units).

Diluted loss per share

The Group has no dilutive potential ordinary shares. As such, there is no dilutive effect on the earnings per share of the Group for the current financial year.

31. CORPORATE GUARANTEES

	Company	
	2013 RM'000	2012 RM'000
Unsecured:-		
Corporate guarantees given by the Company to bank for credit facilities granted to the subsidiaries	27,000	27,000
Corporate guarantees given by the Company to a supplier for credit facility granted to a subsidiary	19,500	25,000
Bank guarantee given to a supplier	-	-
	46,500	52,000

32. RELATED PARTIES

(a) Identification of Related Parties

A related party is an entity or person that directly or indirectly through one or more intermediary controls, is controlled by, or is under common or joint control with the Company or that has an interest in the Company that gives it significant influence over the Company's financial operating policies. It also includes members of the key management personnel or close members of the family of any individual referred to herein and others who have the ability to control, jointly control or significantly influence for which significant voting power in the Company resides with, directly or indirectly.

The Group and the Company has related party relationship with its holding companies, subsidiaries and associates, directors and key management personnel.

In addition, the Group also has related party relationship with:-

Related Parties	Relationship
Integra Corp Sdn Bhd	A company in which a director of a subsidiary has interest

(b) Significant Related Party Transactions

In the normal course of business, the Company undertakes transactions with some of its related parties listed above. Set out below are the significant related party transactions for the financial year (in addition to related party disclosures mentioned elsewhere in the financial statements). The related party transactions described below were carried out on terms and conditions mutually agreed between the respective parties.

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

NOTES TO THE FINANCIAL STATEMENTS (cont'd)

32. RELATED PARTIES (Continued)

(b) Significant Related Party Transactions (Continued)

	Group		Company	
	2013 RM'000	2012 RM'000	2013 RM'000	2012 RM'000
Subsidiary				
Compugates Sdn. Bhd.				
Dividend income	-	-	-	1,260
PT Compugates International				
Interest income	-	-	34	34
Related parties				
Integra Corp Sdn Bhd				
Project management fee	28	645	-	-

(c) Key Management Personnel Compensation

	Group		Company	
	2013 RM'000	2012 RM'000	2013 RM'000	2012 RM'000
Directors				
- Remuneration and bonus	5,799	5,178		-
- Fees	324	361	324	324
- Employees Provident Fund	844	670		-

Details of directors' emoluments of the Group and the Company received/receivable for the financial year in bands of RM50,000 are as follows:-

	Group		Company	
	2013 RM'000	2012 RM'000	2013 RM'000	2012 RM'000
Executive directors:				
RM300,001 - RM350,000	1	1	-	-
RM4,000,001 - RM4,500,000	-	-	-	-
RM4,500,001 - RM5,000,000	-	1	-	-
RM5,000,001 - RM5,500,000	1	-	-	-
Non-executive directors				
Below RM50,000	3	4	3	3
RM150,001 - RM200,000	1	1	1	1
	6	7	4	4

	Group		Company	
	2013 RM'000	2012 RM'000	2013 RM'000	2012 RM'000
Other key management personnel				
Salary, allowance and bonus	699	672	-	-
Employees Provident Fund	84	66	-	-

NOTES TO THE FINANCIAL STATEMENTS (cont'd)

33. SEGMENTAL ANALYSIS

For management purpose, the Group is organised into business units based on their products and services provided.

The Group is organised into 2 main business segments as follows:-

(i) Trading and service segment – involved in the trading, marketing, distributing of imaging, technology, communication based products, and provision of management services.

(ii) Agriculture and energy segment – involved in trading and cultivation of agricultural and energy products.

Group 2013	Trading and Services RM'000	Agriculture and Energy RM'000	Elimination RM'000	Consolidated RM'000
Revenue				
External sales	130,991	268		131,259
Inter-segment sales	361	-	(361)	-
Total revenue	131,352	268	(361)	131,259
Results				
Loss before taxation	(3,448)	(4,276)	-	(7,724)
Taxation	4,050	-	-	4,050
Loss after taxation	602	(4,276)	-	(3,674)
Loss attributable to:				
Owners of the Company	674	(2,188)	-	(1,514)
Non-controlling interests	(53)	(2,107)	-	(2,160)
	621	(4,295)	-	(3,674)
Other Information				
Bad debts written off	(12)	-	-	(12)
Depreciation of property, plant and equipment	(1,163)	(76)	-	(1,239)
Equipment written off	(54)	-	-	(54)
Impairment loss on available-for-sale investments	(17)	-	-	(17)
Impairment loss on inventories	(171)	-	-	(171)
Impairment loss on trade receivables	(934)	-	-	(934)
Impairment loss on other receivables	(48)	-	-	(48)
Interest income	344	2	-	346
Unrealised gain on foreign exchange	2	-	-	2
Write-back of impairment loss on inventories	9	-	-	9
Write-back of impairment loss on trade receivables	723	-	-	723
Assets				
Segment assets	249,026	1,798	-	250,824
Tax refundable	313	-	-	313
Deferred tax asset	106	-	-	106
Consolidated total assets	249,445	1,798	-	251,243
Liabilities				
Segment liabilities	41,200	537	-	41,737
Deferred tax liabilities	20,482	-	-	20,482
Tax payable	1,653	-	-	1,653
Consolidated total liabilities	63,335	537	-	63,872

NOTES TO THE FINANCIAL STATEMENTS (cont'd)

33. SEGMENTAL ANALYSIS (Continued)

Group 2012	**Trading and Services** RM'000 (Restated)	**Agriculture and Energy** RM'000 (Restated)	**Elimination** RM'000 (Restated)	**Consolidated** RM'000 (Restated)
Revenue			-	
External sales	522,605	1,606		524,211
Inter-segment sales	1,581	-	(1,581)	-
Total revenue	524,186	1,606	(1,581)	524,211
Results				
Loss before taxation	77,810	(1,042)	-	76,768
Taxation	(1,172)	-	-	(1,172)
Loss after taxation	76,638	(1,042)	-	75,596
Loss attributable to:				
Owners of the Company	52,236	(532)	-	51,704
Non-controlling interests	24,402	(510)	-	23,892
	76,638	(1,042)	-	75,596
Other Information				
Depreciation of property, plant and equipment	(674)	(88)	-	(762)
Equipment written off	(7)	(1)	-	(8)
Impairment loss on available-for-sale investments	(1,343)	-	-	(1,343)
Impairment loss on inventories	(75)	-	-	(75)
Impairment loss on trade receivables	(443)	-	-	(443)
Interest income	346	11	-	357
Inventories written off	(4)	-	-	(4)
Unrealised loss on foreign exchange	(1)	-	-	(1)
Write-back of impairment loss on inventories	93	-	-	93
Write-back of impairment loss on trade receivables	523	-	-	523
Assets				
Segment assets	197,868	3,683	-	201,551
Tax refundable	1,367	-	-	1,367
Deferred tax asset	5	-	-	5
Consolidated total assets	199,240	3,683	-	202,923
Liabilities				
Segment liabilities	48,883	653		49,536
Deferred tax liabilities	10,018	-		10,018
Tax payable	961	-		961
Consolidated total liabilities	59,862	653	-	60,515

NOTES TO THE FINANCIAL STATEMENTS (cont'd)

34. FINANCIAL INSTRUMENTS

(a) Classification of Financial Instruments

Financial assets and financial liabilities are measured on an ongoing basis either at fair value or at amortised cost. The significant accounting policies in Note 2.3 describe how the classes of financial instruments are measured, and how income and expense, including fair value gains and losses, are recognised. The following table analyses the financial assets and liabilities in the statements of financial position by the class of financial instruments to which they are assigned, and therefore by the measurement basis:

Group 2013	Loans and receivables RM'000	Available- for- sale RM'000	Financial liabilities at amortised cost RM'000	Total RM'000
Financial assets				
Trade receivables	13,282	-	-	13,282
Other receivables and deposits	1,748	-	-	1,748
Short-term deposits with licensed banks	2,878	-	-	2,878
Fixed deposits with licensed banks	11,297	-	-	11,297
Cash and bank balances	3,106	-	-	3,106
Other investments	-	46	-	46
	32,311	46	-	32,357
Financial liabilities				
Trade payables	-	-	15,938	15,938
Other payables and deposits	-	-	2,350	2,350
Amount owing to shareholders of subsidiaries	-	-	1,184	1,184
Bankers' acceptances	-	-	12,626	12,626
	-	-	32,098	32,098

Group 2012	Loans and receivables RM'000	Available- for- sale RM'000	Financial liabilities at amortised cost RM'000	Total RM'000
Financial assets				
Trade receivables	16,355	-	-	16,355
Other receivables and deposits	2,222	-	-	2,222
Short-term deposits with licensed banks	4,725	-	-	4,725
Fixed deposits with licensed banks	8,432	-	-	8,432
Cash and bank balances	6,174	-	-	6,174
Other investments	-	3,915	-	3,915
	37,908	3,915	-	41,823
Financial liabilities				
Trade payables	-	-	17,912	17,912
Other payables and deposits	-	-	2,745	2,745
Amount owing to shareholders of subsidiaries	-	-	419	419
Bankers' acceptances	-	-	14,400	14,400
	-	-	35,476	35,476

NOTES TO THE FINANCIAL STATEMENTS (cont'd)

34. FINANCIAL INSTRUMENTS (Continued)

(a) Classification of Financial Instruments (Continued)

	Loans and receivables RM'000	Available-for- sale RM'000	Financial liabilities at amortised cost RM'000	Total RM'000
Company				
2013				
Financial assets				
Other receivables and deposits	58	-	-	58
Amount owing by subsidiaries	7,921	-	-	7,921
Cash and bank balances	8	-	-	8
Other investments	-	46	-	46
	7,987	46	-	8,033
Financial liabilities				
Other payables	-	-	28	28
	-	-	28	28

	Loans and receivables RM'000	Available-for- sale RM'000	Financial liabilities at amortised cost RM'000	Total RM'000
Company				
2012				
Financial assets				
Other receivables and deposits	58	-	-	58
Amount owing by subsidiaries	7,104	-	-	7,104
Cash and bank balances	67	-	-	67
Other investments	-	3,915	-	3,915
	7,229	3,915	-	11,144
Financial liabilities				
Other payables	-	-	2	2
Amount owing to subsidiaries	-	-	3,472	3,472
	-	-	3,474	3,474

(b) Financial Risk Management and Objectives

The Group seeks to manage effectively the various risks namely interest rate, foreign currency, liquidity and credit risks, in which the Group is exposed to in its daily operations.

(i) Interest Rate Risk

Interest rate risk is the risk that the fair value or future cash flows of the Group's financial instruments will fluctuate because of changes in market interest rates.

The Group's exposure to interest rate risk arises primarily from interest- bearing financial assets and liabilities. The Group's policy is to obtain the most favorable interest rate available. Any surplus funds of the Group will be placed with licensed financial institutions to generate interest income.

The following table details the interest rate profile of the Group and of the Company's borrowings at the reporting date.

NOTES TO THE FINANCIAL STATEMENTS (cont'd)

34. FINANCIAL INSTRUMENTS (Continued)

(b) Financial Risk Management and Objectives (Continued)

(i) Interest Rate Risk (Continued)

2013	Effective interest rate	Within 1 year	1 - 5 years	> 5 years	Total
	%	RM'000	RM'000	RM'000	RM'000
Group					
Financial Liabilities					
Bankers' acceptances	4.09	12,626	-	-	12,626
2012					
Group					
Financial Liabilities					
Bankers' acceptances	4.62	14,400	-	-	14,400

Sensitivity analysis for interest rate risk

At the reporting date, if interest rate had been 10 basis point lower/higher, with all other variables held constant, the Group's loss/profit net of tax would have been RM12,626/- (2012: RM14,400/-) higher/lower, arising mainly as a result of lower/higher interest expenses on floating rate loans and borrowings. The assumed movement in basis points for interest rate sensitivity analysis on the currently observable market environment.

(ii) Foreign Currency Risk

Foreign currency risk is the risk that the fair value or future cash flows of a financial instrument will fluctuate because of changes in foreign exchange rates.

The Group operates internationally and is exposed to various currencies, mainly United States Dollar, Bangladesh Taka, Indonesia Rupiah and Singapore Dollar.

Foreign currency denominated assets and liabilities together with expected cash flows from highly probable purchases and sales give rise to foreign exchange exposures.

Exposure to foreign currency

The following table details the Group's exposure at the reporting date to currency risk arising from recognised financial assets and liabilities denominated in a currency other than the functional currency of the Group and of the Company. For presentation purposes, the amounts of the exposure are shown in Ringgit Malaysia, translated using the spot rate at year end date:

NOTES TO THE FINANCIAL STATEMENTS (cont'd)

34. FINANCIAL INSTRUMENTS (Continued)

(b) Financial Risk Management and Objectives (Continued)

(ii) Foreign Currency Risk (Continued)

	USD RM'000
2013	
Group	
Financial assets	
Trade receivables	1,123
Other receivables and deposits	12
Cash and bank balances	574
	1,709
Financial liabilities	
Trade payables	653
Other payables and deposits	62
Amount owing to shareholder of subsidiaries	566
	1,281
Net financial assets/(liabilities)	428
2012	
Group	
Financial assets	
Trade receivables	195
Other receivables and deposits	12
Cash and bank balances	189
	396
Financial liabilities	
Trade payables	602
Other payables and deposits	744
Amount owing to shareholder of subsidiaries	321
	1,667
Net financial (liabilities) /assets	(1,271)

Sensitivity analysis

The following table indicates the approximate change in the Group's loss after tax and accumulated losses in response to reasonable possible changes in the foreign exchange rates to which the Group has significant exposure at the reporting date, assuming all other variable risk variables remained constant. Other components of the equity would not be affected by changes in the foreign exchange rate:-

NOTES TO THE FINANCIAL STATEMENTS (cont'd)

34. FINANCIAL INSTRUMENTS (Continued)

(b) Financial Risk Management and Objectives (Continued)

(ii) Foreign Currency Risk (Continued)

	(Increase) / Decrease			
	Strenghten (1%)		Weaken (1%)	
	2013 RM'000	2012 RM'000	2013 RM'000	2012 RM'000
Group's net loss and equity				
United States Dollar (USD)	4	(13)	(4)	13

The sensitivity analysis assumes that the change in foreign exchange rates had been applied to re-measure those financial instruments held by the Group which expose the Group's to foreign currency risk at the reporting date.

(iii) Liquidity Risk

Liquidity risk is the risk that the Group will not be able to meet its financial obligations as they fall due. The Group's exposure to liquidity risk arises principally from its various payables, loans and borrowings.

The Group maintains a level of cash and cash equivalents and bank facilities deemed adequate by the management to ensure, as far as possible, that it will have sufficient liquidity to meet its liabilities when they fall due.

Maturity analysis

The maturity profile of the Group's and the Company's financial liabilities based on undiscounted contractual repayment at the reporting date are as follows:

2013	**On demand or within year RM'000**	**1 to 5 years RM'000**	**More than 5 years RM'000**	**Total RM'000**
Group				
Financial liabilities				
Trade payables	15,938	-	-	15,938
Other payables and deposits	2,350	-	-	2,350
Amount owing to shareholders of subsidiaries	1,184	-	-	1,184
Bankers' acceptances	12,626	-	-	12,626
	32,098	-	-	32,098
2012				
Group				
Financial liabilities				
Trade payables	17,912	-	-	17,912
Other payables and deposits	2,745	-	-	2,745
Amount owing to shareholders of subsidiaries	419	-	-	419
Bankers' acceptances	14,400	-	-	14,400
	35,476	-	-	35,476

NOTES TO THE FINANCIAL STATEMENTS (cont'd)

34. FINANCIAL INSTRUMENTS (Continued)

(b) Financial Risk Management and Objectives (Continued)

(iii) Liquidity Risk (Continued)

	On demand or within year RM'000	1 to 5 years RM'000	More than 5 years RM'000	Total RM'000
2013				
Company				
Financial liabilities				
Other payables and deposits	28	-	-	28
2012				
Financial liabilities				
Other payables and deposits	2			2
Amount owing to subsidiaries	3,472	-	-	3,472
	3,474	-	-	3,474

(iv) Credit Risk

Credit risk is the risk of loss that may arise on outstanding financial instruments should a counterparty default on its obligations. The Group and the Company's exposure to credit risk arise primarily from trade and other receivables and corporate guarantee provided by the Company to banks and supplier on subsidiary for credit facilities. Trade and other receivables presented in the statements of financial position are net of allowances for impairment losses, estimated by management based on prior experience and the current economic environment.

The Group and the Company's objective is to seek continual revenue growth while minimising losses incurred due to increased credit risk exposure. The Group and the Company are trades only with recognised and creditworthy third parties. It is the Group and the Company's policy that all customers who wish to trade on credit terms are subject to credit verification procedures.

The exposure to credit risk is monitored by the management on an ongoing basis and the management do not expect any counterparty to fail to meet its obligations.

The carrying amounts of the financial assets recorded on the statements of financial position at the end of the reporting period represent the Group and the Company's maximum exposure to credit risk in relation to financial assets. No financial assets carry a significant exposure to credit risk other than those disclosed in the notes to the financial statements.

The Group and the Company have no significant concentration of credit risk, that may arise from exposure to a single debtor or to group of debtors.

<u>Financial guarantee</u>
The Company provides unsecured financial guarantees to banks in respect of banking facilities granted to subsidiaries and creditors for credit terms granted to subsidiaries.

The company monitors on an ongoing basis the repayments made by the subsidiaries and their financial performance.

The maximum exposure to credit risk amounts to RM12,626,000/- (2012: RM14,400,000/-) representing the outstanding credit facilities of the subsidiaries guaranteed by the Company at the reporting date. At the reporting date, there was no indication that the subsidiaries would default on its repayment

The financial guarantee has not been recognised as the fair value on initial recognition was immaterial since the financial guarantee provided by the Company did not contribute towards credit enhancement of the subsidiary borrowing in view of the security pledged by the subsidiary and it is unlikely the subsidiary will default within the guarantee period

NOTES TO THE FINANCIAL STATEMENTS (cont'd)

34. FINANCIAL INSTRUMENTS (Continued)

(c) Fair Values

The fair values of financial assets and financial liabilities of the Group and of the Company are reasonable approximation of their carrying amounts on the statements of financial position.

There were no unrecognised financial instruments as at the end of financial year.

35. CHANGE IN ACCOUNTING POLICY

In the previous financial year, investment property was accounted for using cost model and was stated at cost less accumulated depreciation and impairment losses. During the financial year, the Group changed its accounting policy to measure investment property at fair value and this has been applied retrospectively.

The effects of this change in accounting policy on the statements of financial position and statements of profit or loss and other comprehensive income is as follows:-

2012	As previously stated RM'000	Prior year adjustments RM'000	As restated RM'000
Group			
Statements of financial position			
Non-current assets			
Investment property	5,654	94,346	100,000
Equity			
Accumulated losses	152,078	(59,438)	92,640
Non-controlling interests	2,583	(25,473)	(22,890)
Non-current liabilities			
Deferred tax liabilities	(583)	(9,435)	(10,018)
Statements of profit and loss and other comprehensive income			
Other operating income	(9,755)	(84,847)	(94,602)
Other operating expenses	2,617	(64)	2,553

The change in accounting policy does not have effect on the statements of financial position as at 1 January 2012.

36. CAPITAL MANAGEMENT

The primary objective of the Group's capital management is to ensure that it maintains a strong capital base and safeguard the Group's ability to continue as a going concern, so as to maintain investor, creditor and market confidence and to sustain future development of the business. The Group manages its capital structure by monitoring the capital and net debt on an ongoing basis. To maintain the capital structure, the group may adjust the dividend payment to shareholders.

There were no changes in the Group's approach to capital risk management during the financial year.

NOTES TO THE FINANCIAL STATEMENTS (cont'd)

36. CAPITAL MANAGEMENT (Continued)

	Group	
	2013 RM'000	2012 RM'000 (Restated)
Trade payables	15,938	17,912
Other payables, deposits and accruals	11,989	16,805
Amount owing to shareholders of subsidiaries	1,184	419
Bankers' acceptances	12,626	14,400
Less:-		
Short-term deposits with licensed banks	(2,878)	(4,725)
Fixed deposits with licensed banks	(11,297)	(8,432)
Cash and bank balances	(3,106)	(6,174)
Net debt	24,456	30,205
Total equity	187,371	142,408
Capital and net debts	211,827	172,613
Gearing ratio	12%	17%

The Group is not subject to any externally imposed capital requirements.

NOTES TO THE FINANCIAL STATEMENTS (cont'd)

SUPPLEMENTARY INFORMATION - DISCLOSURE OF REALISED AND UNREALISED PROFITS/LOSSES

On 25th March 2010, Bursa Malaysia Securities Berhad (Bursa Malaysia) issued a directive to all listed issuers pursuant to Paragraphs 2.06 and 2.23 of the Bursa Malaysia Main Market Listing Requirements. The directive requires all listed issuers to disclose the breakdown of the retained profits or accumulated losses as at the end of the reporting period, into realised and unrealised profits or losses.

On 20th December 2010, Bursa Malaysia further issued guidance on the disclosure and the format required.

The breakdown of the accumulated losses of the Group and of the Company as at 31st December 2013, into realised and unrealised losses, pursuant to the directive, is as follows:

	Group		Company	
	2013 RM'000	2012 RM'000 (Restated)	2013 RM'000	2012 RM'000
Total accumulated losses:				
- Realised	(164,451)	(167,602)	(166,855)	(167,123)
- Unrealised	89,887	84,838	-	-
	(74,564)	(82,764)	(166,855)	(167,123)
Less: Consolidation adjustments	(20,250)	(9,876)	-	-
Total accumulated losses as per statements of financial position	(94,814)	(92,640)	(166,855)	(167,123)

The determination of realised and unrealised losses is complied based on Guidance of Special Matter No.1, *Determination of Realised and Unrealised Profits and Losses in the Context of Disclosure Pursuant to Bursa Malaysia Securities Berhad Listing Requirements*, issued by the Malaysian Institute of Accountants on 20th December 2010.

The disclosure of realised and unrealised losses above is solely for complying with the disclosure requirements stipulated in the directive of Bursa Malaysia and should not be applied for any other purposes.

LIST OF PROPERTIES

Location	Description	Date of Acquisition / Date of Valuation	Gross Floor Area (square feet)	Tenure	Age of Buildings (years)	Net Book Value (RM)
Nos. 3-1 to 3-5 Jalan PJU 1/ 41 Dataran Prima Petaling Jaya Selangor Darul Ehsan	Five (5) Strata shop / office	30 Dec1999 25 Nov 2013	No. 3-1: 1,542 No. 3-2: 1,735 No. 3-3: 1,735 No. 3-4: 1,735 No. 3-5: 1,735 ------------------ 8,482 ------------------	Freehold	14	2,863,372
No. 31-2 Jalan PJU 1/ 39 Dataran Prima Petaling Jaya Selangor Darul Ehsan	One (1) Strata shop / office	9 Aug 2002 25 Nov 2013	No. 31-2: 1,735	Freehold	14	528,855
No. 46 Jalan PJU 1/43 Aman Suria Damansara Petaling Jaya Selangor Darul Ehsan	1 unit of 3-storey end terrace shop / office	23 Aug 2002 4 Aug 2009	PT 832: 4,950	Freehold	10	1,613,158
No. 42A Jalan PJU 1/43 Aman Suria Damansara Petaling Jaya Selangor Darul Ehsan	1 unit of 3-storey intermediate terrace shop / office	23 Aug 2002 4 Aug 2009	PT 833: 4,950	Freehold	10	1,382,707
Level No. 07 101-07-09 Menara PERDANA Jalan Gurdwara Penang	1 storey in a 14-storey light industrial building	26 Sep 2006 26 Apr 2013	2,034	Freehold	14	491,346
Level No. 07 101-07-02 Menara PERDANA Jalan Gurdwara Penang	1 storey in a 14-storey light industrial building	24 Jan 2011 26 Apr 2013	1,098	Freehold	14	314,965
H.S(D) 15896 PT 32544 (Plot A) Mukim of Dengkil District of Sepang State of Selangor Darul Ehsan	A parcel of vacant agricultural land	25 Sep 2008 26 Apr 2013	62 acres	Leasehold for a term of 99 years expiring on 1 February 2104	-	59,504,991
H.S(D) 13828 PT 26800 (Plot E-Studio) Mukim of Dengkil District of Sepang State of Selangor Darul Ehsan	A parcel of commercial development land	25 Sep 2008 26 Apr 2013	1,668,297	Leasehold for a term of 99 years expiring on 21 May 2103	-	100,000,000
H.S(D) 9651 PT 2263 Mukim of Kota Lama Kiri District of Kuala Kangsar State of Perak Darul Ridzuan	A parcel of vacant agriculture land	29 Sep 2009 26 Apr 2013	Land Area (square meter) 47,720	Freehold	-	1,000,000
H.S(D) 1464 to 1744 PT 952 to 1232 Mukim of Kota Lama Kiri District of Kuala Kangsar State of Perak Darul Ridzuan	281 pieces of Commercial development Land	29 Sep 2009 26 Apr 2013	Land Area (square meter) 88,999	Leasehold for a term of 99 years expiring on 24 Jan 2093	-	7,925,773

ANALYSIS OF SHAREHOLDINGS
AS AT 5 MAY 2014

SHARE CAPITAL

Authorised Share Capital	:	RM350,000,000 divided into 3,500,000,000 ordinary shares of RM0.10 each
Issued and Fully Paid-up Capital	:	RM213,428,902.00 divided into 2,134,289,020 ordinary shares of RM0.10 each
Class of Shares	:	Ordinary shares of RM0.10 each
Voting Rights	:	One (1) per ordinary share

SHAREHOLDING DISTRIBUTION SCHEDULE (AS PER THE RECORD OF DEPOSITORS)

No. of Shareholders	Size of Shareholdings	No. of Shares Held	% of Shares
44	Less than 100	1,643	*
2,047	100 to 1,000	1,402,727	0.07
1,963	1,001 to 10,000	10,497,890	0.49
3,128	10,001 to 100,000	165,284,010	7.74
1,527	100,001 to less than 5% of issued shares	1,957,102,750	91.70
-	5% and above of the issued shares		
8,709	**TOTAL**	**2,134,289,020**	**100**

* Less than 0.01%

LIST OF 30 LARGEST SECURITIES ACCOUNT HOLDERS (AS PER THE RECORD OF DEPOSITORS)

	Name of Shareholders	No. of Shares Held	Percentage (%)
1.	Kenanga Nominees (Tempatan) Sdn Bhd *Pledged Securities Account for Goh Kheng Peow*	84,600,000	3.96
2.	Maybank Nominees (Tempatan) Sdn Bhd *Pledged Securities Account for Goh Kheng Peow*	75,000,000	3.51
3.	RHB Nominees (Tempatan) Sdn Bhd *Pledged Securities Account for See Thoo Chan*	69,642,600	3.26
4.	Gan Siew Liat	60,500,000	2.83
5.	Maybank Securities Nominees (Tempatan) Sdn Bhd *Pledged Securities Account for Goh Kheng Peow*	57,000,000	2.67
6.	Yap Yoke Lan	56,386,000	2.64
7.	Alliancegroup Nominees (Tempatan) Sdn Bhd *Pledged Securities Account for Goh Kheng Peow*	55,000,000	2.58
8.	KAF Nominees (Tempatan) Sdn Bhd *Pledged Securities Account for Goh Kheng Peow*	51,000,000	2.39
9.	Kenanga Nominees (Tempatan) Sdn Bhd *Pledged Securities Account for Goh Kheng Peow*	50,465,500	2.36
10.	Alliancegroup Nominees (Tempatan) Sdn Bhd *Pledged Securities Account for Wee Tiew Toon*	46,889,900	2.20
11.	RHB Capital Nominees (Tempatan) Sdn Bhd *Pledged Securities Account for Goh Kheng Peow*	40,945,400	1.92
12.	See Thoo Chan	40,011,500	1.87
13.	EB Nominees (Tempatan) Sendirian Berhad *Pledged Securities Account for Goh Kheng Peow*	32,627,700	1.53
14.	Kong Choke Lei	31,100,000	1.46
15.	RHB Capital Nominees (Tempatan) Sdn Bhd *Pledged Securities Account for Wong Lay Leng*	30,500,000	1.43
16.	RHB Nominees (Tempatan) Sdn Bhd *Pledged Securities Account for Goh Kheng Peow*	25,711,300	1.20

ANALYSIS OF SHAREHOLDINGS (cont'd)

AS AT 5 MAY 2014

LIST OF 30 LARGEST SECURITIES ACCOUNT HOLDERS (AS PER THE RECORD OF DEPOSITORS)

	Name of Shareholders	No. of Shares Held	Percentage (%)
17.	Chin Mong Kong	24,500,000	1.15
18.	HSBC Nominees (Asing) Sdn Bhd *Exempt An for BSI SA*	22,900,000	1.07
19.	M&A Nominee (Tempatan) Sdn Bhd *Pledged Securities Account for Wee Tiew Toon*	20,715,500	0.97
20.	Thong Weng Kin	18,650,100	0.83
21.	Low Gay Teong	17,800,000	0.83
22.	Thong Chee Hoe	16,947,000	0.79
23.	Malacca Equity Nominees (Tempatan) Sdn Bhd *Pledged Securities Account for Goh Kheng Peow*	16,000,000	0.75
24.	Lim Ting Chai	14,300,000	0.67
25.	AIBB Nominees (Tempatan) Sdn Bhd *Pledged Securities for Phua Sin Mo*	14,293,700	0.67
26.	Lim Meng Choo	13,265,000	0.62
27.	RHB Capital Nominees (Tempatan) Sdn Bhd *Pledged Securities Account for Yee Eng King*	13,000,000	0.61
28.	Wong Yoke Kuen	12,000,000	0.56
29.	Bagan Pesona Sdn Bhd	11,883,700	0.56
30.	Public Invest Nominees (Tempatan) Sdn Bhd *Exempt An For Phillip Securities Pte Ltd*	11,660,000	0.55
	TOTAL	1,035,294,900	48.44

SUBSTANTIAL SHAREHOLDERS (AS PER THE REGISTER OF SUBSTANTIAL SHAREHOLDERS)

		NO. OF SHARES HELD			
	NAME OF SHAREHOLDERS	DIRECT	%	INDIRECT	%
1.	Goh Kheng Peow	488,684,910	22.90	124,587,200 #	5.84
2.	See Thoo Chan	116,587,200	5.46	496,684,910 ^	23.27

Notes:-

Deemed interest by virtue of his relationship with See Thoo Chan, his spouse and Keane Goh Yan Han, his son

^ Deemed interest by virtue of her relationship with Goh Kheng Peow, her spouse and Keane Goh Yan Han, her son

DIRECTORS' SHAREHOLDINGS (AS PER THE REGISTER OF DIRECTORS' SHAREHOLDINGS)

		NO. OF SHARES HELD			
	NAME OF DIRECTORS	DIRECT	%	INDIRECT	%
1.	Tan Sri Datuk Asmat bin Kamaludin			30,000 *	**
2.	Goh Kheng Peow	488,684,910	22.90	124,587,200 #	5.84
3.	See Thoo Chan	116,587,200	5.46	496,684,910 ^	23.27
4.	Goh Tai Wai	-	-	-	-
5.	Mohamed Fauzi bin Omar	-	-	-	-

* Deemed interest by virtue of his relationship with Atasha binti Asmat, his daughter, pursuant to Section 134 (12) (C) of the Companies Act, 1965

** Negligible

Deemed interest by virtue of his relationship with See Thoo Chan, his spouse and Keane Goh Yan Han, his son

^ Deemed interest by virtue of her relationship with Goh Kheng Peow, her spouse and Keane Goh Yan Han, her son

ADDITIONAL COMPLIANCE INFORMATION

The following is presented in compliance with the Listing Requirements of Bursa Securities:

1) Utilisation of Proceeds raised from Corporate Proposal

There were no proceeds raised from corporate proposal during the financial year ended 31 December 2013.

2) Shares Buy-back

There were no shares buy-back or cancellation or resale of treasury shares during the financial year ended 31 December 2013.

3) Option, Warrants or Convertible Securities

There were no options, warrants and other convertible securities exercised during the financial year ended 31 December 2013.

4) American Depository Receipt (“ADR”) or Global Depository Receipt (“GDR”)

The Company did not sponsor any ADR or GDR programme during the financial year ended 31 December 2013.

5) Sanctions and/or Penalties Imposed

There were no sanctions and/or penalties imposed on the Company and its subsidiaries, Directors or management by the relevant regulatory authorities during the financial year ended 31 December 2013.

6) Variation in Results

There was no significant variances of 10% or more between the Company’s audited financial results for the financial year ended 31 December 2013 from the unaudited results as previously announced.

7) Non-audit Fees

The non-audit fees paid to the external auditors or a firm or company affiliated to the auditors’ firm by the Group during the financial year ended 31 December 2013 were RM21,300.

8) Profit Guarantee

There were no profit guarantees given by the Company or its subsidiaries during the financial year ended 31 December 2013.

9) Material Contracts involving Directors and Substantial Shareholders entered during the financial year ended 31 December 2013

There were no material contracts entered into by the company or its subsidiaries during the financial year ended 31 December 2013.

10) Revaluation of Landed Properties

The Group has a revaluation policy to appraise the freehold land and buildings, which are classified as property periodically, at least once in every five (5) years. The net increase arising from revaluation of the property, if adjusted, is credited to a revaluation reserve. On the other hand, a net decrease, to the extent that it is not supported by any previous revaluation is charged to income statements. Revaluation surplus relating to disposed property during the year is transferred from the revaluation reserve to the retained earnings.

11) Recurrent Related Party Transactions of a Revenue or Trading Nature (“RRPTs”)

RRPTs entered by the Company and the Group are disclosed under Note to the Financial Statement on pages 72 and 73.

STATEMENT ON CORPORATE RESPONSIBILITY

Compugates takes its Corporate Responsibility seriously and recognizes the importance for a business to have a sound social responsibility commitment and to be sensitive to the social environment we are operating in. Consistent with Bursa Malaysia CSR framework practice, Compugates activities focus on caring at the Workplace, Community and Environment.

The Workplace

Compugates endeavors to its best ability to encourage long term career for employees. As a token of appreciation for long serving employees, an award for 5 years and 10 years service award is presented annually. As a responsible and caring employer, Compugates has always given priority towards maintaining a safe and healthy working condition for our employees. The Company also emphasizes on staff welfare and development. Staffs are provided with personal accident and insurance coverage as part of their employment benefits.

Compugates has established a Recreation Club and managed by representatives voted annually to organize trainings, sports activities, trips, events celebration, gatherings and dinners to promote a warm working relationships and interactions among the employees.

The Community and Environment

Compugates realizes that it can contribute to the preservation of the environment by encouraging their consumers to opt for more environmentally sound habits through the products it distributes. Compugates has been appointed and since then actively involved with the distribution and installation of Green Solar Power Systems in the rural areas of Sabah to provide environmental-friendly lighting and electricity solutions for numerous villages, jetties and even street lightings, religious and community centers.

Since year 2010, Compugates has also ventured into cultivation of Gaharu in the state of Perak. With the advancement of bio-technology today, we have successfully planted seedlings from proven and high quality resinous Aquilaria trees that can be induced to produce gaharu within 6 to 10 years. Aquilaria is an endangered species listed under Appendix II (potentially threatened species) by the Convention on International Trade in Endangered Species of Wild Fauna and Flora. Compugates hopes to be a part of the cause to protect the endangered species by cultivating it for sale and reduce harvesting of wild Gaharu by unscrupulous poachers.

With these efforts, Compugates hopes to make a difference and have a positive impact on the environment and at the same time educate the community on the advantages of contributing to green environment.

Apart from the above, Compugates had also designed relevant programs aimed at grooming new talents to speed up the mastery of management techniques and real-world skills in a specific area of expertise and across functions, this fast-track program will swiftly propel high-performing young talents to key positions and impactful roles in future.

Moving forward, Compugates will continue its CR efforts by looking into other ways to preserve the environment and create an ideal working environment for the employees.

NOTICE OF ANNUAL GENERAL MEETING

NOTICE IS HEREBY GIVEN THAT the Ninth (9th) Annual General Meeting of **COMPUGATES HOLDINGS BERHAD** will be held at Greens III, Tropicana Golf & Country Resort, 47410 Petaling Jaya, Selangor Darul Ehsan on **Monday, 30 June 2014** at **10.00 a.m.** for the following purposes:-

AS ORDINARY BUSINESS

1. To receive the Audited Financial Statements for the financial year ended 31 December 2013 together with the Reports of the Directors and Auditors thereon. **(Please refer to the Explanatory Notes)**

2. To approve the payment of Directors' fees of RM324,000 for the financial year ended 31 December 2013. **(Ordinary Resolution 1)**

3. To re-elect Madam See Thoo Chan who retires pursuant to Article 125 of the Company's Articles of Association, and being eligible, offer herself for re-election. **(Ordinary Resolution 2)**

4. To consider and if thought fit, to pass the following ordinary resolution in accordance with Section 129(6) of the Companies Act, 1965:- **(Ordinary Resolution 3)**

   "**THAT** pursuant to Section 129(6) of the Companies Act, 1965, Tan Sri Asmat bin Kamaludin who is over the age of 70 years and retires pursuant to Section 129(2) of the Companies Act, 1965, be and is hereby re-appointed as a Director of the Company."

5. To re-appoint Messrs Baker Tilly Monteiro Heng as Auditors of the Company for the ensuing year and to authorise the Directors to fix their remuneration. **(Ordinary Resolution 4)**

AS SPECIAL BUSINESS

To consider and if thought fit, to pass the following resolutions:

6. **Proposed Retention of Independent Directors**

   (i) "**THAT** Tan Sri Asmat bin Kamaludin be retained and remain as Independent Non-Executive Director of the Company in accordance with the Malaysian Code on Corporate Governance 2012." **(Ordinary Resolution 5)**

   (ii) "**THAT** Encik Mohamed Fauzi bin Omar be retained and remain as Independent Non-Executive Director of the Company in accordance with the Malaysian Code on Corporate Governance 2012." **(Ordinary Resolution 6)**

7. **Authority to Issue and Allot Shares Pursuant To Section 132D of The Companies Act, 1965** **(Ordinary Resolution 7)**

   "**THAT** subject to Section 132D of the Companies Act, 1965 and approvals of the relevant government/regulatory authorities, the Directors be and are hereby empowered to issue and allot shares in the Company, at any time to such persons 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 does not exceed ten percentum (10%) of the total issued and paid up share capital of the Company for the time being and the Directors be and also empowered to obtain approval for the listing and quotation for the additional shares so issued on Bursa Malaysia Securities Berhad; and that such authority shall continue to be in force until the conclusion of the next Annual General Meeting of the Company."

8. **Proposed Amendments to the Articles of Association** **(Special Resolution)**

   "**THAT** the Articles of Association of the Company be and are amended in the form and manner as set out below:-

   (i) By deleting the existing Article 61 in its entirety and inserting the substitution thereof, the following new Article 61:-

NOTICE OF ANNUAL GENERAL MEETING (cont'd)

"Article 61 - Right to sell etc forfeited shares

Subject to the Act, a forfeited share may be sold, re-allotted or otherwise disposed of on such terms and in such manner as the Directors may determine either to the person who was before the forfeiture, the holder or to any other person and at any time before sale, re-allotment or other disposition, the forfeiture may be cancelled on such terms as the Directors think fit. Where for the purposes of its disposal, a forfeited share is to be transferred to any person, the Directors may authorise some person to execute an instrument of transfer of the share to that person."

(ii) By deleting the existing Article 96 in its entirety and inserting the substitution thereof, the following new Article 96:-

"Article 96 - Vote

Subject to any rights or restrictions for the time being attaching to any class or classes of shares, at meetings of Members or classes of Members, each Member entitled to vote may vote in person or by proxy or by attorney or by an authorised representative and on a show of hands, every person present who is a Member or a proxy or an attorney or an authorised representative of a Member shall have one (1) vote, and on a poll, every Member present in person or by proxy or by attorney or by an authorised representative shall have one (1) vote for every one (1) share he holds. A proxy shall be entitled to vote on a show of hands on any question at general meeting and shall have the same rights as the member to speak at the meeting."

(iii) By deleting the existing Article 100(1) in its entirety and inserting the substitution thereof, the following new Article 100(1):-

"Article 100(1) – Qualification of Proxy

Where a Member of the Company is an authorised nominee as defined under the Central Depositories Act, it may appoint at least one (1) proxy in respect of each Securities Account it holds with ordinary shares of the Company standing to the credit of the said Securities Account, subject to subsection (2) below. Where a Member of the Company is an Exempt Authorised Nominee which holds ordinary shares in the Company for multiple beneficial owners in one (1) securities account known as an omnibus account, there is no limit to the number of proxies which the Exempt Authorised Nominee may appoint in respect of each omnibus account it holds and there shall be no restriction as to the qualification of the proxy."

9. To transact any other business for which due notice shall have been given in accordance with the Company's Articles of Association and the Companies Act, 1965.

By Order of the Board
COMPUGATES HOLDINGS BERHAD

WONG KEO ROU (MAICSA 7021435)
JENNY WONG CHEW BOEY (MAICSA 7006120)
Company Secretaries
Kuala Lumpur

6 June 2014

NOTICE OF ANNUAL GENERAL MEETING (cont'd)

Notes:-

1. Every member entitled to attend and vote at a meeting is entitled to appoint a proxy to attend and vote for him/her but his/her attendance will automatically revoke the proxy's authority. A proxy may but need not be a member of the Company. If the proxy is not a member, the proxy need not be an advocate, an approved company auditor or a person approved by the Registrar of Companies. A proxy shall be entitled to vote on a show of hands on any question at General Meeting and shall have the same rights as the member to speak at the General Meeting.
2. A member may appoint up to two (2) proxies to attend and vote at the meeting. If a member appoints more than one (1) proxy, the appointments shall be invalid unless he/she specifies the proportion of his holding to be represented by each proxy.
3. Where a Member is an Exempt Authorised Nominee which holds ordinary shares in the Company for multiple beneficial owners in one (1) securities account known as omnibus account, there is no limit to the number of proxies which the Exempt Authorised Nominee may appoint in respect of each omnibus account it holds and there shall be no restriction as to the qualification of the proxy.
4. The instrument appointing a proxy shall be in writing, executed by or on behalf of the appointor or of his attorney duly authorised in writing or, if the appointor is a corporation, either under the common seal or under the hand of an officer or attorney duly authorised.
5. The instrument appointing a proxy must be deposited with the Registered Office at No. 2-1, Jalan Sri Hartamas 8, Sri Hartamas, 50480 Kuala Lumpur, Wilayah Persekutuan (KL) not less than forty-eight (48) hours before the time for holding the meeting or any adjournment thereof.
6. In respect of deposited securities, only Members whose names appear in the Record of Depositors on 23 June 2014 (General Meeting Record of Depositors) shall be entitled to attend, speak and vote at this 9th Annual General Meeting.

Explanatory Notes

1. **Item 1 of the Agenda**
   To receive the Audited Financial Statements for the financial year ended 31 December 2013 together with the Reports of the Directors and Auditors thereon

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

2. **Proposed Retention of Independent Directors**

   The proposed Ordinary Resolutions 5 and 6, if passed will allow Tan Sri Asmat bin Kamaludin amd Encik Mohamed Fauzi bin Omar to be retained and continue to act as Independent Directors to fulfil the requirement of Paragraph 3.04 of Bursa Securities Main Market Listing Requirements and in line with the Recommendation 3.3 of the Malaysian Code of Corporate Governance 2012. Both Tan Sri Asmat bin Kamaludin and Encik Mohamed Fauzi bin Omar were appointed as Independent Directors since 8 November 2005 and will have served as Independent Directors for a period of 9 years by 8 November 2014. They have met the independence criteria and definition of an Independent Director as set out in Paragraph 1.01 of Bursa Securities Main Market Listing Requirements. Therefore, the Board considers them to be independent and believes that they should be retained as Independent Non-Executive Directors.

3. **Authority to Issue and Allot Shares Pursuant to Section 132D of the Companies Act, 1965**

   The proposed Ordinary Resolution 7, if passed, will empower the Directors of the Company to issue and allot shares in the Company from time to time and for such purposes as the Directors consider would be in the best interest of the Company ("Renewed Mandate"). This Renewed Mandate will, unless revoked or varied by the Company in general meeting, expire at the conclusion of the next Annual General Meeting of the Company.

   As at the date of this Notice, no shares had been issued and allotted since the general mandate granted to the Directors at the last Annual General Meeting held on 21 June 2013 and this general mandate will lapse at the conclusion of the 9th Annual General Meeting of the Company.

   The Renewed Mandate will provide flexibility to the Company to raise funds, including but not limited to placing of shares, for purpose of funding future investment projects and/or working capital and/or acquisitions.

4. **Proposed Amendments to the Articles of Association**

   The proposed Special Resolution, if passed, will bring the Company's Articles of Association in line with the amendments made to Bursa Malaysia Securities Berhad Main Market Listing Requirements and for administrative purposes.

COMPUGATES®

COMPUGATES HOLDINGS BERHAD (669287-H)

(Incorporated in Malaysia)

Form of Proxy

Number of shares held	CDS Account No.

I/We ……………………………………………………………………………………………… (NRIC No./Co. No………...........................……………)
(FULL NAME IN BLOCK LETTERS)

of ………………………………………………………………………………….……………..………..
(ADDRESS)

being a member/members of **COMPUGATES HOLDINGS BERHAD (669287-H)**, hereby appoint

Name	Address	NRIC/Passport No.	Proportion of Shareholdings (%)

or failing him/her, **THE CHAIRMAN OF THE MEETING** as my/our proxy/proxies to vote for me/us on my/our behalf at the 9th Annual General Meeting of the Company to be held on **Monday, 30 June 2014 at 10.00 a.m.** at Greens III, Tropicana Golf & Country Resort, 47410 Petaling Jaya, Selangor Darul Ehsan and at any adjournment thereof.

* If you wish to appoint other person/person to be your proxy/proxies, kindly delete the words "or failing him/her, * **THE CHAIRMAN OF THE MEETING**" and insert the name/names of the person/persons desired.

Mark either box if you wish to direct the proxy how to vote. If no mark is made the proxy may vote on the resolution or abstain from voting as the proxy thinks fit. If you appoint two (2) proxies and wish them to vote differently this should be specified.

My/our proxy/proxies is/are to vote as indicated below:

ORDINARY RESOLUTION		FOR	AGAINST
1.	Payment of Directors' Fees		
2.	Re-election of See Thoo Chan		
3.	Re-appointment of Tan Sri Asmat bin Kamaludin		
4.	Re-appointment of Auditors		
5.	Retention of Tan Sri Asmat bin Kamaludin as Independent Director		
6.	Retention of Mohamed Fauzi bin Omar as Independent Director		
7.	Authority to issue shares pursuant to Section 132D of the Companies Act, 1965		
SPECIAL RESOLUTION			
Proposed Amendments to the Articles of Association			

* Delete of not applicable.

Dated this ………… day of ………………………….. 2014.

……………………………………….
Signature(s) of member(s)

Notes:-

1. Every member entitled to attend and vote at a meeting is entitled to appoint a proxy to attend and vote for him/her but his/her attendance will automatically revoke the proxy's authority. A proxy may but need not be a member of the Company. If the proxy is not a member, the proxy need not be an advocate, an approved company auditor or a person approved by the Registrar of Companies. A proxy shall be entitled to vote on a show of hands on any question at General Meeting and shall have the same rights as the member to speak at the General Meeting.
2. A member may appoint up to two (2) proxies to attend and vote at the meeting. If a member appoints more than one (1) proxy, the apppointments shall be invalid unless he/she specifies the proportion of his holding to be represented by each proxy.
3. Where a Member is an Exempt Authorised Nominee which holds ordinary shares in the Company for multiple beneficial owners in one (1) securities account known as omnibus account, there is no limit to the number of proxies which the Exempt Authorised Nominee may appoint in respect of each omnibus account it holds and there shall be no restriction as to the qualification of the proxy.
4. The instrument appointing a proxy shall be in writing, executed by or on behalf of the appointor or of his attorney duly authorised in writing or, if the appointor is a corporation, either under the common seal or under the hand of an officer or attorney duly authorised.
5. The instrument appointing a proxy must be deposited with the Registered Office at No. 2-1, Jalan Sri Hartamas 8, Sri Hartamas, 50480 Kuala Lumpur, Wilayah Persekutuan (KL) not less than forty-eight (48) hours before the time for holding the meeting or any adjournment thereof.
6. In respect of deposited securities, only Members whose names appear in the Record of Depositors on 23 June 2014 (General Meeting Record of Depositors) shall be entitled to attend, speak and vote at this 9th Annual General Meeting.

FOLD THIS FLAP FOR SEALING

FOLD HERE

AFFIX
60 CENTS
STAMP

The Company Secretary
COMPUGATES HOLDINGS BERHAD
(669287-H)
No. 2-1, Jalan Sri Hartamas 8, Sri Hartamas
50480 Kuala Lumpur
Wilayah Persekutuan (KL)

FOLD HERE