ASIA BRANDS

Elle UNIONBAY Le Petit Nuby
DIESEL Kawaii LILIAN Antz Pantz B-Bush
Baby Palace DISNEY
DORAEMON BUM Kids
ANAKKU UBAY Antioni MINICARE Le Petit BUMJeans First Care UNIONBAY
HELLO KITTY
Family Essential
Mickey Mouse & Friends
Family Essential
Baby Outlet Aimer AUDREY Antioni
Bras for Less
B.U.M Jette Joop Hips& First Care
EQUIPMENT Curve BUM Kids
First Care B-Bush JETTE JOOP
Manchester United Aimer Bontton

annual report 2013

ASIA BRANDS BERHAD *(formerly known as Hing Yiap Group Berhad) (22414-V)*

CONTENTS

NOTICE IS HEREBY GIVEN that the Thirty-Eighth Annual General Meeting of the Company will be held at the Conference Room of the Company at Lot 10449, Jalan Nenas, Batu 4½, Kampung Jawa, 41000 Klang, Selangor Darul Ehsan on Friday, 20 September 2013 at 9.00 a.m. for the following purposes:-

AGENDA

As Ordinary Business

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

2. To declare a Final Dividend of 5% less income tax in respect of the financial year ended 31 March 2013. (Resolution 1)

3. To approve the payment of Directors' fees for the financial year ended 31 March 2013. (Resolution 2)

4. To re-elect Mr. Ng Chin Huat, who retires by rotation pursuant to Article 102 of the Company's Articles of Association. (Resolution 3)

5. To re-appoint Messrs. Crowe Horwath as Auditors of the Company until the conclusion of the next Annual General Meeting and authorise the Directors to fix their remuneration. (Resolution 4)

As Special Business

6. To consider and, if thought fit, to pass the following Ordinary and Special Resolutions with or without modifications:-

ORDINARY RESOLUTION 1
- AUTHORITY TO ISSUE AND ALLOT SHARES PURSUANT TO SECTION 132D OF THE COMPANIES ACT, 1965

THAT subject always to the Companies Act, 1965 ("the Act"), the Articles of Association of the Company and approvals from Bursa Malaysia Securities Berhad ("Bursa Securities") and any other governmental/regulatory authorities, the Directors of the Company be and are hereby empowered, pursuant to Section 132D of the Act, to issue and allot shares in the Company at any time and upon such terms and conditions and for such purposes as the Directors of the Company may, in their absolute discretion, deem fit provided that the aggregate number of shares to be issued pursuant to this resolution does not exceed 10% of the issued share capital of the Company for the time being AND THAT the Directors of the Company be and are hereby empowered to obtain the approval for the listing of and quotation for the additional shares so issued on Bursa Securities AND FURTHER THAT such authority shall continue to be in force until the conclusion of the next Annual General Meeting of the Company. (Resolution 5)

ORDINARY RESOLUTION 2
- PROPOSED RENEWAL OF AUTHORITY FOR SHARE BUY BACK OF UP TO TEN PERCENT (10%) OF THE ISSUED AND PAID-UP SHARE CAPITAL OF THE COMPANY

THAT subject always to the Companies Act, 1965 ("the Act"), the rules, regulations and orders made pursuant to the Act, provisions of the Memorandum and Articles of Association ("M&A") of the Company, the Main Market Listing Requirements ("Main LR") of Bursa Malaysia Securities Berhad ("Bursa Securities"), and the approvals of all relevant governmental and/or regulatory authorities, the Company be and is hereby authorised, to the extent permitted by the law, to buy back such amount of ordinary shares of RM1.00 each in the Company's issued and paid up share capital as may be determined by the Directors of the Company from time to time through Bursa Securities upon such terms and conditions as the Directors deem fit and expedient in the interest of the Company provided that:-

(i) the aggregate number of ordinary shares purchased and/or held by the Company as treasury shares shall not exceed 10% of the total issued and paid-up share capital of the Company at any point in time; and
(ii) the maximum amount of funds to be allocated for the share buy-back shall not exceed the aggregate of the retained profits and/or share premium of the Company.

That the Directors of the Company be and are hereby authorised to deal with the shares purchased in their absolute discretion in the following manners:-

(a) cancel all the purchased ordinary shares; and/or
(b) retain the purchased ordinary shares as treasury shares for distribution as dividend to shareholders and/or resell on the market of Bursa Securities; and/or
(c) retain part of the purchased ordinary shares as treasury shares and cancel the remainder.

THAT the authority conferred by this resolution shall continue to be in force until:-

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

whichever occurs first;

AND THAT authority be and is hereby given to the Directors of the Company to take all such steps as are necessary and/or expedient (including without limitation, the opening and maintaining of central depository account(s) under the Securities Industry (Central Depositories) Act, 1991, and the entering into of all agreements, arrangements and guarantees with any party or parties) to implement, finalise and give full effect to the Proposed Share Buy-Back with full power to assent to any conditions, modifications, revaluations, variations and/or amendments (if any), as may be imposed by the relevant authorities and with full power to do all such acts and things thereafter (including without limitation, the cancellation or retention as treasury shares of all or any part of the shares bought-back) in accordance with the Act, the provisions of the M&A of the Company, the Main LR of Bursa Securities, and all other relevant governmental and/or regulatory authorities. (Resolution 6)

SPECIAL RESOLUTION
- PROPOSED AMENDMENTS TO THE ARTICLES OF ASSOCIATION OF THE COMPANY

THAT the proposed amendments, modifications, additions or deletions to the Articles of Association of the Company as set out below ("Proposed Amendments") be and are hereby approved and adopted AND THAT the Directors and Secretaries be and are hereby authorised to execute all relevant documents and to do all acts and things as deemed necessary to give full effect to the Proposed Amendments:-

Article No.	Existing Articles	Article No.	Proposed Articles
117	A resolution in writing signed by all the Directors in Malaysia shall be as effective for all purposes as a resolution passed at a meeting of the Directors duly convened held and constituted. Any such resolution may consist of several documents in use form each signed by one or more Directors.	117	A resolution in writing signed by a majority of the Directors who may at the time be present in Malaysia and not being less than two Directors to form a quorum shall be valid and effectual as if it had been passed at a meeting of the Directors duly called and constituted; provided that where a Director is not so present but has an alternate who is present, then such resolution must also be signed by such alternate. Any such resolution may consist of several documents in like form each signed by one or more Directors.

Article No.	Existing Articles	Article No.	Proposed Articles
129	Unless otherwise directed, any dividend may be paid by cheque or warrants sent through the post to the last registered address of the member or person entitled and every cheque or warrant so sent shall be made payable to the order of the person to whom it is sent. No unpaid dividend or unpaid interest shall bear interest as against the Company.	129	Any dividend, interest or other money payable in cash in respect of shares may be paid by cheque or warrant sent through the post directed to the registered address of the holder or to such person and to such address as the holder may in writing direct or by way of telegraphic transfer or electronic transfer or remittance to such account as designated by such holder or the person entitled to such payment. Every such cheque or warrant or telegraphic transfer or electronic transfer or remittance shall be made payable to the order of the person to whom it is sent, and payment of the cheque or warrant or telegraphic transfer or electronic transfer or remittance shall be a good and full discharge to the Company of the dividend to which it relates, notwithstanding that in the case of payment by cheque or warrant, it may subsequently appear that the same has been stolen or that the endorsement thereon has been forged. Every such cheque or warrant or telegraphic transfer or electronic transfer or remittance shall be sent at the risk of the person entitled to the money thereby represented.

(Resolution 7)

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

NOTICE IS HEREBY GIVEN that a final dividend of 5% less tax in respect of the financial year ended 31 March 2013, if so approved by the shareholders at the Thirty-Eighth Annual General Meeting, will be paid on 24 October 2013 to shareholders who are registered in the Record of Depositors as at the close of business on 27 September 2013.

Further notice is given that a depositor shall qualify for entitlement only in respect of:

(1) Shares transferred into the depositor's securities account before 4.00 p.m. on 27 September 2013 in respect of ordinary transfers; and

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

By Order of the Board

Chua Siew Chuan (MAICSA 0777689)
Mak Chooi Peng (MAICSA 7017931)
Company Secretaries

Kuala Lumpur
28 August 2013

Notes:

1. *In respect of deposited securities, only members whose names appear in the Record of Depositors on 12 September 2013 ("General Meeting Record of Depositors") shall be entitled to attend, speak and vote at this Meeting.*

2. *A member entitled to attend and vote at this Meeting is entitled to appoint any person as his proxy to attend and vote instead of him. A proxy appointed to attend and vote at this Meeting shall have the same rights as the member to speak at the Meeting.*

3. *A proxy may but need not be a member of the Company and the provisions of Section 149(1)(b) of the Companies Act, 1965 need not be complied with. There shall be no restriction as to the qualifications of the proxy.*

4. *Where a member appoints more than one proxy, the appointments shall be invalid unless he specifies the proportions of his shareholdings to be represented by each proxy.*

5. *Where a member of the Company is an exempt authorised nominee which holds ordinary shares in the Company for multiple beneficial owners in one securities account ("omnibus account"), there is no limit to the number of proxies which the exempt authorised nominee may appoint in respect of each omnibus account it holds with ordinary shares of the Company standing to the credit of the said securities account.*

6. *Where a member is an authorised nominee as defined in the Securities Industry (Central Depositories) Act, 1991, it may appoint up to two (2) proxies in respect of each securities account it holds with ordinary shares of the Company standing to the credit of the said securities account.*

7. *If a corporation is a member of the Company, it may vote by any person authorized by resolution of its directors or other governing body to act as its representative at any meeting in accordance with Article 75 of the Company's Articles of Association.*

8. *The instrument appointing a proxy shall be in writing under the hand of the appointor or of his attorney duly authorized in writing or if such appointor be a corporation, under its common seal or under the hand of an officer or attorney of the corporation duly authorized and shall be deposited with the power of attorney or other authority (if any) at the registered office of the Company at Lot 10449, Jalan Nenas, Batu 4½, Kampung Jawa, 41000 Klang, Selangor Darul Ehsan not less than forty-eight (48) hours before the time appointed for holding this Meeting or adjourned meeting at which the person named in such proxy proposes to vote and in default the proxy shall not be treated as valid. An instrument appointing a proxy to vote at a meeting shall be deemed to include the power to demand a poll on behalf of the appointor.*

Explanatory Notes: -

1. Item 1 of the Agenda

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

2. Resolution 5

   The proposed adoption of Ordinary Resolution 1 is for the purpose of seeking a renewal for the general mandate to empower the Directors of the Company pursuant to Section 132D of the Companies Act, 1965, from the date of the above Meeting, to issue and allot ordinary shares of not more than ten percent (10%) from the unissued share capital of the Company for such purposes as the Directors of the Company consider would be in the interest of the Company. This authority will, unless revoked or varied at a General Meeting, expire at the conclusion of the next Annual General Meeting of the Company.

   This authority will provide flexibility and enable the Directors to take swift action for allotment of shares for any possible fund raising activities, including but not limited to further placement of shares for purpose of funding future investment project(s), working capital and/or acquisition(s) and to avoid delay and cost in convening general meetings to approve such issue of shares.

   As at the date of this Notice, the Company had placed out 7,192,400 new ordinary shares to allotees pursuant to Section 132D of the Companies Act, 1965 as granted at the Thirty-Seventh Annual General Meeting held on 25 September 2012, which raised a total proceed of RM23,734,920 for repayment of bank borrowings to improve the gearing level and to address the shortfall of public shareholding spread requirement pursuant to Paragraph 8.02(1) of the Main Market Listing Requirements of Bursa Malaysia Securities Berhad.

3. Resolution 6

   The proposed adoption of Ordinary Resolution 2, if passed, is to renew the authority granted by the shareholders of the Company at the Thirty-Seventh Annual General Meeting held on 25 September 2012. The proposed renewal of the general mandate will empower the Directors to purchase the Company's shares up to ten percent (10%) of the issued and paid up capital of the Company by utilizing the retained profits and/or the share premium accounts of the Company. This authority will, unless revoked or varied by the shareholders of the Company in general meeting, expire at the conclusion of the next Annual General Meeting.

4. Resolution 7

   The proposed amendment to Article 117 of the Company's Articles of Association under the Special Resolution is to facilitate the signing of Directors' resolutions so as to expedite approval for urgent matters.

   The proposed amendment to Article 129 of the Company's Articles of Association under the Special Resolution is in line with the recent amendments made to the Main Market Listing Requirements of Bursa Malaysia Securities Berhad in relation to electronic payment of cash distributions. The amendment is aimed at facilitating electronic payment of cash distributions including dividend, where applicable, and to enhance administrative efficiency.

Ng Chin Huat
Non-Independent
Non-Executive Chairman

Ng Chin Huat, aged 43, Malaysian, is the Non-Independent Non-Executive Chairman of the Company and a member of the Audit Committee and the Nomination and Remuneration Committee. Mr. Ng was appointed to the Board on 1 March 2011. He holds a Bachelor of Commerce (Actuarial) degree from the University of Melbourne, Australia. Upon graduation in 1991, he worked as an Actuarial trainee in Prudential Singapore for two (2) years. Thereafter, he moved into the stock-broking industry in 1993, gaining employment with HLG Securities, Malaysia. Mr. Ng joined Audrey International (M) Berhad *(now known as Asia Brands Corporation Berhad)* in 1999 as an Executive Director and was subsequently promoted to Group Managing Director in 2002. In 2010, Mr. Ng assumed the role of the Group Chairman of the same company.

Apart from the above, Mr. Ng does not hold directorships in other public companies but holds directorships in several other private limited companies.

Mr. Ng is a substantial shareholder of the Company by virtue of his and his spouse, Madam Yap Su P'ing's direct interest in Everest Hectare Sdn. Bhd., a substantial shareholder of the Company, via Section 6A of the Companies Act, 1965. Mr. Ng is also related to Ng Tiong Seng Corporation Sdn. Bhd. ("NTSC"), a substantial shareholder of the Company, by virtue of NTSC being a family-owned company. Mr. Ng has no conflict of interest with the Company and has not been convicted of any offences within the last 10 years.

Mr. Ng attended all the Board meetings held during the financial year ended 31 March 2013.

Cheah Yong Hock
Group CEO

Cheah Yong Hock, aged 51, Malaysian, is the Group Chief Executive Officer of the Company. He was appointed to the Board on 15 August 2011. Prior to joining the Group, Mr. Cheah joined Asia Brands Corporation Berhad in 2003 as General Manager, and was subsequently promoted to Chief Executive Officer in 2010. Mr. Cheah graduated in marketing and is a member of the Chartered Institute of Marketing United Kingdom. He is also a member of VISTAGE, the world's leading Chief Executive organisation.

Mr. Cheah has more than 24 years of extensive experience in the marketing business ranging from retailing for supermarket chains to sales and marketing of mass customer products. Mr. Cheah has held key positions in multi-national companies such as Kiwi Brands (M) Sdn. Bhd. and Guinness Anchor Marketing Sdn. Bhd. He was also the National Sales Manager of Socma Trading (M) Sdn. Bhd. *(a subsidiary of PSC Ltd in Singapore)* in charge of selling and distribution of Mentos in Malaysia.

Mr. Cheah does not hold directorships in other public companies. He currently holds directorships in the subsidiary companies.

Mr. Cheah does not have any family relationship with any Director and/or major shareholder nor have any conflict of interest with the Company. He is a shareholder of the Company. He has not been convicted of any offences within the last 10 years. Mr. Cheah attended all Board meetings held for the financial year ended 31 March 2013.

Kong Sau Kian, aged 49, Malaysian, is an Independent Non-Executive Director of the Company and was appointed as the Senior Independent Non-Executive Director on 14 August 2013. Mr Kong is the Chairman of the Audit Committee, and a member of the Nomination and Remuneration Committee.

Mr. Kong was appointed to the Board on 1 March 2011. He is a member of the Malaysian Institute of Accountants, graduated with a Bachelor of Accounting (Honours) degree from the University of Malaya in 1988. Subsequently, he joined KPMG Peat Marwick, an international accounting firm, until 1992 where his exposure include audit of a wide range of industries, corporate restructuring, acquisition audit and other special assignments.

Mr. Kong also sits on the board of LBI Capital Berhad, a company listed on the Main Market of Bursa Malaysia Securities Berhad, as an Executive Director. He also holds directorships in several other private limited companies.

Mr. Kong does not have any family relationship with any Director and/or major shareholder nor have any conflict of interest with the Company and does not hold any shares in the Company and its subsidiary companies. He has not been convicted of any offences within the last 10 years.

Mr. Kong attended all Board meetings held during the financial year ended 31 March 2013.

Kong Sau Kian
Senior Independent Non-Executive Director

Lim Kim Meng, aged 42, Malaysian, is an Independent Non-Executive Director of the Company. Mr Lim is also the Chairman of the Nomination and Remuneration Committee, and a member of the Audit Committee.

Mr. Lim was appointed to the Board on 1 March 2011. He graduated with a Second Class Honours Bachelor of Laws Degree from the University of London and completed his Certificate of Legal Practice in 1994. He is the Managing Partner of Kamil Hashim Pury & Lim, Advocates & Solicitors. His professional experience includes being a member of the Malaysia Financial Markets Association, holding the position of licensed foreign exchange and money market dealer at Southern Bank Berhad (1994-1997) and Institutional Sales Dealer and Licensed KLSE Equities Dealer with HLG Securities (1997-1998).

Mr. Lim does not hold directorships in other public companies.

Mr. Lim does not have any family relationship with any Director and/or major shareholder nor any conflict of interest with the Company. He does not hold any shares in the Company and its subsidiary companies. He has not been convicted of any offences within the last 10 years.

Mr. Lim attended all Board meetings held during the financial year ended 31 March 2013.

Lim Kim Meng
Independent Non-Executive Director

Cheah Yong Hock
Group CEO

Cheah Yong Hock, was appointed as the Group Chief Executive Officer of the Company in 2010. Prior to joining the Group, Mr. Cheah joined Asia Brands Corporation Berhad in 2003 as General Manager, and was subsequently promoted to Chief Executive Officer in 2010. Mr. Cheah graduated in marketing and is a member of the Chartered Institute of Marketing United Kingdom. He is also a member of VISTAGE, the world's leading Chief Executive organisation.

Mr. Cheah has more than 24 years of extensive experience in the marketing business ranging from retailing for supermarket chains to sales and marketing of mass customer products. Mr. Cheah has held key positions in multi-national companies such as Kiwi Brands (M) Sdn. Bhd. and Guinness Anchor Marketing Sdn. Bhd. He was also the National Sales Manager of Socma Trading (M) Sdn. Bhd. *(a subsidiary of PSC Ltd in Singapore)* in charge of selling and distribution of Mentos in Malaysia.

Jeannie Yap Ben Cheh
COO

Jeannie Yap Ben Cheh, is the Chief Operating Officer of the Company. Prior to joining the Group, Ms Yap joined Asia Brands Corporation Berhad in February 2000 as Senior Retail Manager, and was promoted to General Manager in 2006. She was subsequently promoted to her current position in 2010.

Ms. Yap graduated with a Bachelor of Arts Degree from Universiti Kebangsaan Malaysia. She has been involved in the retail industry for the past 25 years including stints and major department stores such as Parkson and Jusco. she was responsible for the branding and building up of Anakku boutique chain stores. Prior to joining the Group, she was attached to Sunrise Footwear Sdn. Bhd, a company involved in production and distribution of sports footwear.

Daniel Kok Tai Meng
CFO

Daniel Kok Tai Meng, is the Chief Financial Officer of the Company. Prior to joining the Group, Mr Kok joined Asia Brands Corporation Berhad in February 2009 as Senior Finance Manager, and was promoted to his current position in 2011.

Mr Kok is a fellow-member of the Association of Chartered Certified Accountants, United Kingdom, and also a member of the Malaysian Institute of Accountants. He is responsible for the Group's overall financial health and position as well as providing key analysis to drive decision making for the Group's corporate strategies. He started his career as an auditor with Lim, Cheh and Chang Public Accountants. He later joined L'Oreal Malaysia Sdn Bhd where he gained exposure both in finance and business through operations and controlling. Subsequently, he joined F&N Coca Cola Sdn. Bhd. overlooking commercial controls for Modern Trade.

Lee Yean Fung, is the Chief Executive Officer of Casualwear Division. She joined Audrey Intrenational (M) Berhad (*now known as Asia Brands Corporation Berhad*) in October 1997 as Marketing Executive and was promoted to Marketing Manager in 2000. She was subsequently promoted to General Manager in 2006 then to her current position in 2013.

Ms. Lee graduated with a Bachelor of Business Administration Degree from University of Central Oklahoma, USA. Ms. Lee has been involved in the lingerie industry for the past 15 years including retail and major department stores. She was responsible for the branding and building up of Audrey and other lingerie brands within Group. Prior to joining the Group, she was attached to General Label & Labeling Malaysia, a company involved in printing and labeling industry.

Lee Yean Fung
CEO
Casualwear Division

Jasmine Chew Siew Chin, is the Chief Executive Officer of Baby Products Division. She joined Asia Brands Corporation Berhad in 2005 as Trade Marketing Manager and was promoted to General Manager in 2009. She was subsequently promoted to her current position in April 2013.

Ms. Chew graduated with a Bachelor of Business Administration from Heriot Watt University, Edinburgh. She is responsible for strategic initiatives that would strengthen and enlarge the division's market position and market share. Prior to joining the Group, she was attached to Unilever Holdings Sdn Bhd for 10 years. Her experience in Unilever includes Key Accounts Management and Trade Marketing, particularly in the area of Merchandisng and Category Management.

Jasmine Chew Siew Chin
CEO
Baby Products Division

BOARD OF DIRECTORS

Ng Chin Huat
(Chairman/Non-Independent Non-Executive Director)

Cheah Yong Hock
(Group Chief Executive Officer)

Kong Sau Kian
(Senior Independent Non-Executive Director)

Lim Kim Meng
(Independent Non-Executive Director)

AUDIT COMMITTEE

Chairman:
Kong Sau Kian

Members:
Ng Chin Huat
Lim Kim Meng

NOMINATION AND REMUNERATION COMMITTEE

Chairman:
Lim Kim Meng

Members:
Ng Chin Huat
Kong Sau Kian

SECRETARIES

Chua Siew Chuan (MAICSA 0777689)
Mak Chooi Peng (MAICSA 7017931)

REGISTERED AND BUSINESS OFFICE

Lot 10449, Jalan Nenas,
Batu 4½, Kampung Jawa,
41000 Klang, Selangor Darul Ehsan.
Tel: 03-5161 8822
Fax: 03-5161 2728
Email: mail@asiabrands.com.my
Website: www.asiabrands.com.my

REGISTRAR

Securities Services (Holdings) Sdn. Bhd.
(Company No. 36869-T)
Level 7, Menara Milenium,
Jalan Damanlela, Pusat Bandar Damansara,
Damansara Heights, 50490 Kuala Lumpur,
Wilayah Persekutuan.
Tel: 03-2084 9000
Fax: 03-2094 9940

SOLICITORS

K. H. Tai & Co
Tay & Partners
Kington Tan Dzul

BANKERS

Malayan Banking Berhad
RHB Bank Berhad
Ambank (M) Berhad
Public Bank Berhad

STOCK EXCHANGE

Main Market of Bursa Malaysia Securities Berhad

STOCK CODE AND STOCK NAME

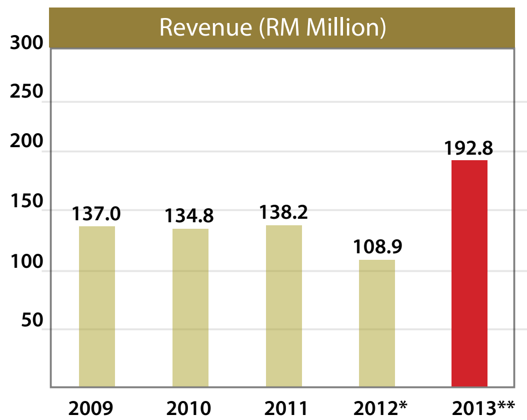
Stock Code : 7722
Stock Name : ASIABRN

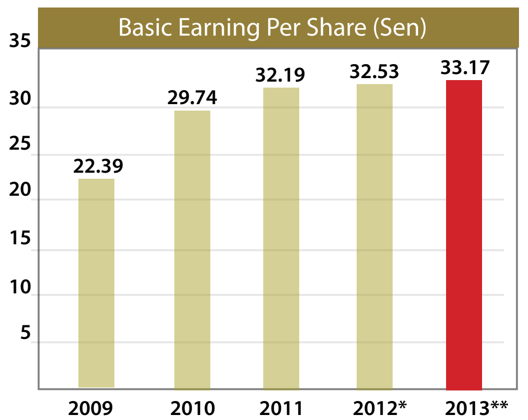
AUDITORS

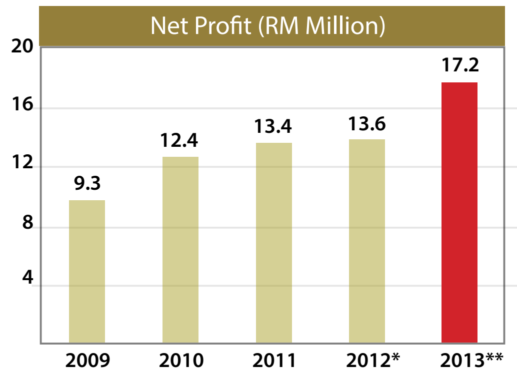
Crowe Horwath (AF: 1018)
Level 16, Tower C,
Megan Avenue II,
12. Jalan Yap Kwan Seng,
50450 Kuala Lumpur,
Wilayah Persekutuan.
Tel: 03-2788 9999
Fax: 03-2788 9998

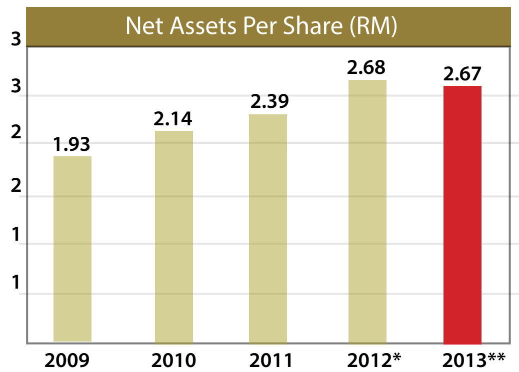
	2013** RM'000	2012* RM'000	2011 RM'000	2010 RM'000	2009 RM'000
Revenue	192,774	108,929	138,187	134,828	137,020
Net Profit	17,200	13,597	13,453	12,426	9,354
Paid-up Share Capital	71,925	41,787	41,787	41,787	41,787
Shareholders' Funds	191,761	111,852	99,904	89,503	80,472

Per share	2013**	2012*	2011	2010	2009
Basic Earnings (sen)	33.17	32.53	32.19	29.74	22.39
Gross Dividend (sen)	5.0	5.0	5.0	10.0	7.5
Net Assets (RM)	2.67	2.68	2.39	2.14	1.93









* The Group changed its financial year end from 30 June to 31 March. The results tabled are for the financial period of 9 months effective from financial period from 1 July 2011 to 31 March 2012.

** During the financial year, the Company issued 30,137,615 units of ordinary shares on 30/11/2012.

ASIA BRANDS

Asia Brands Berhad (22414-V)

(Fka Hing Yiap Group Berhad)

BABY PRODUCTS

Anakku Sdn Bhd (100%)
(251823-V)

- **Baby Palace Sdn Bhd** (100%)
  (945470-T)

CASUALWEAR

B.U.M. Marketing (Malaysia) Sdn Bhd (100%)
(265399-P)

- **Generasi Cerdas Sdn Bhd** (100%)
  (Fka MUFC Lifestyle Sdn.Bhd)
  (1037512-P)

B.U.M. Holdings (M) Sdn Bhd (100%)
(285352-X)

Antioni Sdn Bhd (100%)
(272511-U)

Bontton Sdn Bhd (100%)
(272512-V)

Bumcity Sdn Bhd (100%)
(514321-H)

Diesel Marketing Sdn Bhd (100%)
(163031-U)

Ubay Marketing Sdn Bhd (100%)
(600899-A)

Mickey Junior Sdn Bhd (100%)
(266617-P)

- **AIMB Cottonshop Sdn Bhd** (100%)
  (378890-X)

INNERWEAR

Audrey Sdn Bhd (100%)
(127557-H)

SHARED SERVICE

Asia Brands HR Services Sdn Bhd (100%)
(252394-M)

DORMANT

Cocomax Sdn Bhd (100%)
(525476-P)

Asia Brands Global Sdn Bhd (100%)
(28583-U)

Asia Brands Assets Management Sdn Bhd (100%)
(41441-H)

BABY PRODUCTS DIVISION

Anakku
Nûby
Disney
MiniCare
babycargo
B-BUSHH THE YOUNG SPIRIT
FIRST CARE
le Petit
Doraemon
Hello Kitty

CASUALWEAR DIVISION

DIESEL
Antioni
BONTTON
b.u.m. equipment
MICKEY MOUSE & FRIENDS
UNIONBAY
U|BAY
Disney
BUMJEANS

INNERWEAR DIVISION

Audrey
Aimer
LILIAN
cottonshop
ELLE
mariemeili
bras for less
bras & things
kawaii かわいい
hips & curves

"This new identity, embodies our transformation from a textile manufacturer and distributor to a brand conglomerate"

Ng Chin Huat Chairman

Dear Shareholders,

2012 was not the end of the world as some had predicted. It was however, a new beginning for this Company. It was a momentous year for the Group as it has completed one of its most significant brand acquisition to date. The acquisition of *Anakku and Audrey* brands will allow us to stay relevant in our business of consumer apparel.

Vision. A Brand Conglomerate

Last year you knew us as *Hing Yiap Group Berhad*. This year, I introduce to you our new corporate identity – **Asia Brands Berhad**. This new identity embodies our transformation from a textile manufacturer and distributor to a **brand conglomerate**, with an enlarged portfolio of over 30 brands. It also reflects our business model and amplifies our ambition of being a leading player in the industry.

The acquisition of a group of companies at the end of 2012 has resulted in an amalgamation of leading brands such as *Anakku*, *Audrey*, *B.U.M Equipment* and *Diesel* within the portfolio. In addition to the increased portfolio of brands, we have benefited from additional synergies that resulted from a greater economics of scale through the consolidation of our operational resources. Our market presence and distribution network has also increased substantially after the acquisition.

Our vision?
We would like to build Asia Brands to be a leading brand conglomerate.

This new corporate identity not only marks a significant milestone in our corporate history, but also served as a launch pad for the Company to embark on a progressive journey towards the new ambition. We will strive to capitalize on our significant brand presence in the domestic consumer apparel market to enhance shareholder value in the long run.

Collection of brands owned and represented by the Group

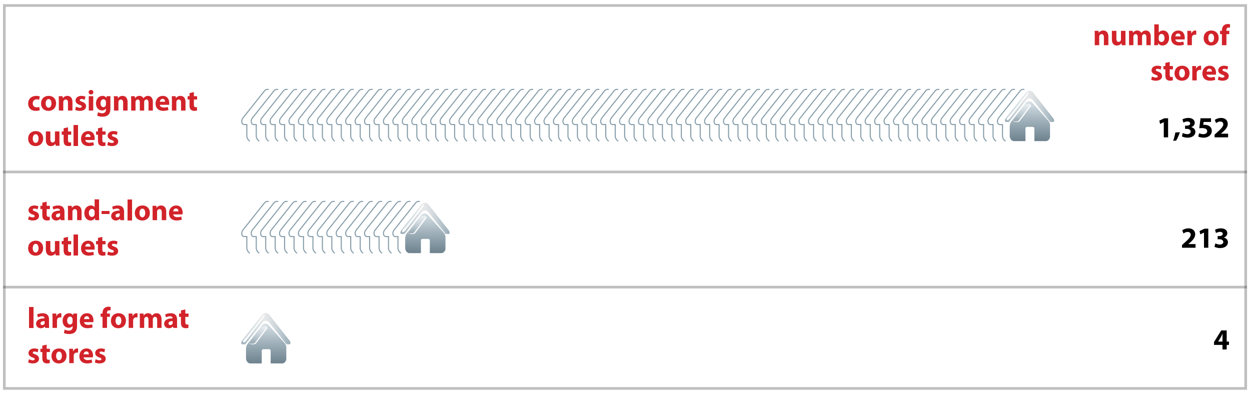
Growth. Power of Brands

Our diverse brand portfolio has enabled us to compete on larger scale via an extensive distribution network through our stand-alone retail stores, consignment outlets and format stores. Each of these brands are well positioned to harness a powerful connection with our consumers and with proper management, I believe, the brands will in turn serve as the catalyst for our future earnings growth.

It is also worth noting the two new business units post-acquisition, innerwear and baby products divisions are less discretionary in nature, and defensive against seasonal volatility and fashion trends. It must also be highlighted that our Anakku brand is the undisputed market leader in the baby products segment whilst our Audrey brand is a strong runner-up in the innerwear segment. The sizeable market share from these two brands allow us to enjoy the privileges of market leadership as well as increased visibility to the masses.

To date, we have extended our reach and visibility to consumers via a significant distribution network including 1,352 consignment outlets nationwide at prominent departmental stores such as Jusco, Parkson, The Store and Sogo, 213 stand-alone retail outlets and 4 large format stores.

And yes, we are still growing.



Total number of stores

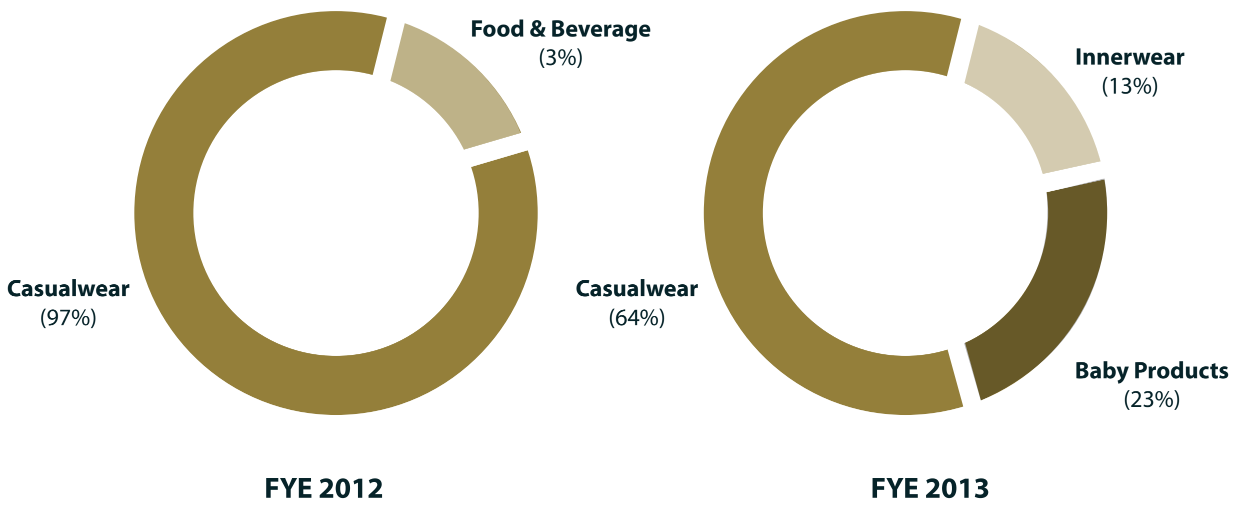
Results. Consolidation of Earnings

The consolidation of financial results of the newly acquired companies for the four months period since the acquisition have resulted in a substantial increase in the Group's revenue of 77% to a record all-time high of RM192.8 million. However, due to a once-off incurrence of expenses related to the corporate exercise coupled with higher financing costs associated with the debt utilised to fund the acquisition, our net profit increased only by 26.5% to RM17.2 million, which we also took note as the highest in the history of the Group.

Shareholders' equity has increased by 71.4% to RM191.8 million. This substantial increase is again attributed to the acquisition exercise that resulted in an enlarged share capital and consolidation of reserves. Our net gearing has increased to 1.0x compared to a net cash position in the previous year. This was due to the acquisition price of RM245 million which was funded by RM172 million in loan facilities, RM65.7 million by way of issue of new shares and RM7.3 million of internally generated cash. However, subsequent to the balance sheet date, we have since reduced our gearing to 0.7x by paying off our debt obligations from internally generated funds.

In the last annual report, I mentioned about our initiatives to streamline our resources by disposing non-core and non-revenue generating assets. I am pleased to note that this year we continued our streamlining initiatives with further disposals of some properties and also the loss-making food and beverage business. I am very excited to share with you that although the financial impact may be minimal, these initiatives had enabled us to be lean and focused in terms of how we utilize our capital resources. As a direct result, there are also less wastages in terms of capital expenditure. We will continue to ensure that our operations remain lean in order to maximize shareholder value and improve cash flow going forward.

Below is a segmental breakdown by business units. Please note that comparisons are only for academic purpose due to the additions of the innerwear and baby products business units this year.



Segmental Breakdown By Revenue

Dividend

The Board proposed a first and final dividend of 5% less Malaysian income tax for the approval of the shareholders at the forthcoming Annual General Meeting.

Future. Sustainable Earnings

I strongly believe that the journey is as important as the destination. Therefore, even though we have transformed and achieved several significant milestones throughout our corporate existence, we have to keep moving forward and continue to evolve, adapt and grow. That's the role of an industry leader.

The global economy is still trying to recover from the crisis and there will be many other hurdles and challenges that we will ultimately face. Complacency is futile and none of us are immune to these realities. Our corporate and strategic DNA will need to continuously adapt to the market environment that is continuously evolving. We need to be prepared at all times to overcome challenges and to seize opportunities.

The Malaysian Government has rolled out several initiatives through its Economic Transformation Programme ("ETP"). They will continue to implement policies that will stimulate and create jobs, and increase consumer spending in its aspirations to turn Malaysia into a high-income nation. In addition to the Government's efforts, we have the opportunity to capitalise on the maturing "Gen-Y" which has a spending habit that is significantly different from their predecessors. The mass market that we are targeting is currently made up of the expanding mid-to-high income group.

In order for us to expand our presence within and outside of Malaysia, and seize opportunities resulting from the changing demographics and wealth distribution, we are continuously in search of other brands and product segments that are relevant, scalable and most importantly, a good fit to our business model and existing portfolio.

Reflect. Create. Unleash

I believe we have achieved a lot in the past year. I also believe there is room for improvement in certain areas and opportunities to capitalize on and I am looking forward to an exciting year ahead. There are still a lot to be done to harness the real power of a brand conglomerate – to achieve a portfolio value that is much greater than the sum of its parts.

None of the success would have been possible without the contribution of the dedicated employees who work in the company. The credit goes to them all. I would also like to thank my fellow Directors of the Board, customers, collaboration partners, bankers, advisors and shareholders for your continuous support.

NG CHIN HUAT
Chairman

At the Asia Brands Group, we believe that Corporate Social Responsibility should be a commitment for all corporations. Not only should companies practice accountability, honesty and transparency in the conduct of their businesses, they should also uphold a fair degree of social responsibility in contributing towards the well being of their staff as well as the welfare of the community as a whole.

INTERNAL CSR

Staff Training and Welfare

The Group recognizes the importance of employees as their most valuable asset. The Group constantly conducts various in-house and external training programs to enhance technical competencies as well as supervisory leadership skills in order to develop a competent workforce. Throughout the year, the Group provided training to staff not only in areas relating to their job skills but also towards their character and mental development. These courses include team building, leadership training and mental motivation. We believe such trainings benefit the Group's productivity as well as the well-being of the staff and the community they are in. Medical and hospitalization insurance are subscribed annually to cover employees' health needs.

Safe and Healthy Working Environment

The Group strives to maintain a safe and healthy working environment for all our employees. Preventive procedures and programs such as fire evacuation exercise and safety trainings are conducted from time to time to create a high level of safety awareness among the employees. Inspection of the office building including warehouse is conducted regularly to prevent fire and industrial accident.

COMMUNITY

Social Responsibilities

Asia Brands Berhad understands the importance of maintaining a responsible role as a corporate member in the conduct of its business and in fulfilling its corporate and social obligations. We recognise our responsibility to make a positive impact in the community in which we operate thus we always work on integrating Corporate Social Responsibility (CSR) as part of the Group's business activities and to instil a culture of social responsibility in all aspects of our business. During the year, the Group's philanthropic activities were focused on two core pillars - EDUCATION and COMMUNITIES which saw the Group taking part in various relevant activities.

PROJECT CHANGE is a scholarship programme in partnership with Crowe Howarth where our organisation has established a joint sponsorship for a young student from University Science Malaysia (Penang), Ng Wil Szen in pursuit for his higher education. The joint sponsorship will cover all his tuition fees, accommodation and living expenses for the duration of his studies of three years. We are proud and happy to note that Ng Wil Szen has been doing well in both his studies and co-curricular activities. We are excited to see him progress academically and successfully graduate.

PROJECT STOP HUNGER NOW was a project participated by over 60 Asian Brands employees in support of the movement to fight hunger and poverty. Asia Brands worked together with a team of volunteers to pack a total of 100,000 meals on 27 April 2013. The packed meals which consisted of rice, dehydrated soy vegetables, essential vitamins and minerals, were delivered to single mothers, old folks, the homeless and poor families of Malaysia as well as orphans in Cambodia. In addition to the volunteer work, the Group also provided additional monetary sponsorship towards this cause.

PROJECT HOPES AND DREAMS is a CSR programme that Anakku kicked-off on 29 June 2013 with our volunteers visiting four different orphanages bringing magic, games and music to the kids. During the weekend long affair Anakku brought magic and fun to Siddhartan Home Petaling Jaya, Rumah Charis Kuala Lumpur, Padma Sambhava Children Loving Association Klang and Good Samaritian Home Klang which were all carefully selected by the management. For this CSR Programme Anakku aims to deliver a positive message to all these children that HOPES and DREAMS do come true if you work hard and BELIEVE. Contributing to the efforts in instilling confidence and positive hopes to these children Anakku has created a mobile recording studio for the children to experience recording in a real life recording studio. And in delivering the dreams to the end Anakku will provide singing and choir classes for these children and prepare them to perform live on stage at the end of the year. Asia Brands always aims to promote courage in one self and anything is possible if you just work hard and put in the effort.

This Statement of Corporate Social Responsibility is made in accordance with a resolution of the Board dated 26 July 2013.

The financial statements of the Group and Company have been drawn up in accordance with the provisions of the Companies Act, 1965, applicable financial reporting standards and approved accounting standards in Malaysia. The Directors take responsibility in ensuring that the financial statements give a true and fair view of the financial position of the Group and the Company as at 31 March 2013 and of the results and the cash flows of the Group and the Company for the financial year then ended.

In preparing the financial statements for the financial year ended 31 March 2013, the Directors have:-

- ensured that the Group and the Company have adopted the appropriate accounting policies and applied them consistently;
- made reasonable and prudent judgements and estimates;
- ensured that all applicable approved accounting standards in Malaysia have been followed; and
- prepared the financial statements on a going concern basis.

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

The Directors have overall responsibilities for taking such steps that appropriate systems are reasonably available to them to safeguard the assets of the Group and the Company, and to prevent and detect fraud and other irregularities and material misstatements. Such systems, by their nature, can only provide reasonable and not absolute assurance against material misstatement, loss or fraud.

The Board of Directors of Asia Brands Berhad *(formerly known as Hing Yiap Group Berhad)* ("ABB" or the "Company") believes in sustaining high standards of corporate governance in conducting the affairs of the Company and its subsidiaries ("the Group") with integrity, transparency and professionalism. The Board of Directors ("the Board") commits to ensure that a sound framework of best practices of good corporate governance as prescribed in the Malaysian Code on Corporate Governance 2012 ("MCCG 2012"), is generally implemented and in place at all levels of the Group's businesses to protect and enhance long-term shareholders' value and all stakeholders' interest.

In 2012, the Securities Commission issued the MCCG 2012 which came into effect in December 2012 and superseded the MCCG 2007. The MCCG 2012 sets out broad principles and specifies recommendations on structures and processes which companies may adopt in making good corporate governance an integral part of business dealings and culture. Management has been, on an ongoing basis, reviewing the transition between the MCCG 2007 and MCCG 2012, and implementing the new recommendations and requirements, where appropriate. Unless otherwise stated, the Board has adopted the recommendations of the MCCG 2012.

The Board recognises the importance of adopting a good corporate governance culture in the organisation. The Board takes cognizance of the fact that appropriate standards of corporate governance is practised throughout the Group, based on the Group's culture and business, as a fundamental part of discharging its responsibilities towards the protection and enhancement of shareholder value and financial performance of the Group.

The Board recognises that cost competitiveness and effective management remain key considerations in the Group's operating environment.

The Board is pleased to report on the manner which outlines the main corporate governance applied within the Group, to the extent of compliance with best practices, pursuant to paragraph 15.25 of the Main Market Listing Requirements of Bursa Malaysia Securities Berhad ("Bursa Securities") ("Main LR").

ESTABLISH CLEAR ROLES AND RESPONSIBILITIES

The Board of Directors

The Board is charged with leading and managing the Group in an effective and responsible manner. Each Director has a legal duty to act in the best interest of the Company. The Directors, collectively and individually, are aware of their fiduciary duties and responsibilities to the shareholders and stakeholders for the manner in which the affairs of the Company are managed.

Board Charter

The Board Charter serves as a source reference for the Board. The Board Charter is established to provide guidance and clarity for the Board's roles and responsibilities as well as the powers between the Board and the Management, the different committees established by the Board, between the Chairman and Group Chief Executive Officer. This Board Charter also sets out processes and procedures for convening of Board meetings. It also assists the Board in the assessment of its own performance and that of its individual directors. The Board will periodically review the Board Charter to ensure it remains consistent with the Board's objectives and responsibilities and any new regulations that may have an impact on the discharge of the Board's responsibilities. The Board Charter is currently being finalised.

Directors' Code of Conduct and Ethics

The Directors continue to observe and commit a Code of Conduct & Ethics ("the Code") based on the code of conduct expected of directors of companies as set out in the Company Directors' Code of Ethics established by the Companies Commission of Malaysia, and ensure implementation of appropriate internal systems to support, promote and ensure the compliance of the Directors' Code of Ethics & Conduct. The Code sets out the standards of business conduct and ethical behaviour for Directors in the performance and exercise of their responsibilities as Directors of the Company or when representing the Company. The Code also covers a wide range of business practices and procedures. It does not cover every issue that may arise but sets out basic principles to guide all the Directors of the Company and its subsidiary companies.

The Board will periodically review and reassess the adequacy of the Code, and make such amendments to the Code as the Board may deem appropriate.

Board Balance

The current Board comprises four (4) Directors, out of which, one (1) is Executive Director, one (1) Non-Independent Non-Executive Director, one (1) Senior Independent Non-Executive Director and one (1) Independent Non-Executive Director, thus, fulfilling the requirement of at least one-third of the Board comprises independent directors. The Articles of Association of the Company provides that the number of Directors shall not be less than two (2) and not more than twenty (20).

The Board noted Recommendation 3.5 of the MCCG 2012, which states that the Board must comprise a majority of Independent Directors where the Chairman of the Board is not an Independent Director. The Board believes that its current composition is able to discharge the Board's priorities objectively with the balance of power and authority on the Board.

Profiles of the Directors are set out in this Annual Report.

The Board is chaired by a Non-Independent Non-Executive Director. The Non-Executive Directors are independent of management and have no relationships that could materially interfere with the exercise of their independent judgment. Together, the Directors have wide range of experience in business, corporate, banking and financial experience.

The Board is of the opinion that the composition of the current Board reflects a balance of executive and non-executive directors, such that the interests of not only the Company, but also of its stakeholders and the general public, are upheld in the formulation and adoption of business strategies. Collectively, the Directors combine their diverse commercial, regulatory, industry and financial experience to add value to the Board as a whole. There is also a clear division of responsibilities between the Chairman and the Group Chief Executive Officer to ensure that the Board remains balanced at all times.

The roles and responsibility of the Group Chief Executive Officer is distinct, separate and clearly defined. The Group Chief Executive Officer is the conduit between the Board and the Management in ensuring the effectiveness of the Company's governance and management functions. The Group Chief Executive Officer is responsible for the day-to-day management of the Company with all powers and discretion vested in him, from time to time, by the Board. All Board authority conferred on Management is delegated through the Group Chief Executive Officer so that the authority and accountability of management is considered to be the authority and accountability of the Group Chief Executive Officer so far as the Board is concerned.

The Board is free to discuss all matters regarding the affairs of the Group, without any restrictions or limitations being imposed on any Director. Where matters discussed involve the interest of the Chairman, he shall state his interest and shall refrain from discussions and decision-making.

No individual or a company of individuals dominates the Board's decision making.

All the Directors have an equal responsibility for the Group's operations and corporate accountability. The Independent Non-Executive Directors play a vital supporting role by contributing their knowledge and experience towards the development of the Group's objectives. They also provide a broader and independent view in the decision-making process.

Sustainability

The Board is aware of the importance of business sustainability and has a formalised plan on promoting sustainability in developing its corporate strategies, taking into account the impact on the environmental, social, cultural and governance aspects of business operations. These strategies are believed to create long term consumer, employee and stakeholder. The Board also encourages management transparency by engaging in an open culture and two-way communication that encourages employee participation in every aspect of operational processes. The Group's activities on corporate social responsibilities for the financial year under review are disclosed in this Annual Report.

Company Secretaries

Every Director has ready and unrestricted access to the advice and the services of the Company Secretaries in ensuring the effective functioning of the Board. The Company Secretaries ensure that Board policies and procedures are both followed and reviewed regularly and have the responsibilities in law to ensure that each Director is made aware of and provided with guidance as to their duties, responsibilities and powers. The Directors were also regularly updated and advised by the Company Secretaries on new statutory and regulatory requirements issued by regulatory authorities, and the resultant implications to the Company and the Directors in relation to their duties and responsibilities. They are also responsible for ensuring the Group's compliance with the relevant statutory and regulatory requirements.

Board Meetings

The Board meets at least four (4) times a year and additional Board meetings are convened when necessary. Sufficient notices were given to the Board prior to each meeting. During the financial year under review, the Board convened six (6) meetings and the attendance of the Directors are as follows:-

Directors	No. of Meetings attended
Ng Chin Huat	6/6
Cheah Yong Hock	6/6
Kong Sau Kian	6/6
Lim Kim Meng	6/6

The Company Secretaries record minutes of meetings and conclusions by the Board in the discharge of their duties and responsibilities.

The duties and responsibilities of the Board include determining the Company's overall strategic plans, performing periodic reviews of business and financial performance, engaging in succession planning and adopting practical risk management as well as implementing a strong framework of internal controls for the Company, developing and implementing an investor relations programme or shareholder communications policy for the Group.

Supply of and Access to Information

The regular agendas for Board meetings are the briefing by the Audit Committee Chairman on the outcome of Audit Committee meeting(s), the review of periodic financial results, the briefing by the Group Chief Executive Officer on the business aspects, the briefing on the corporate social responsibility activities, notation of circular resolutions passed, announcements made to Bursa Malaysia Securities Berhad and dealings in securities by Directors and principal officers, if any.

Relevant Board papers are disseminated to all the Directors prior to the meetings in a timely manner so as to accord sufficient time for the Directors to peruse the Board papers and to seek any clarification or further details that they may need from the Management or the Company, or to consult independent advisers, if they deemed necessary. As part of the integrated risk management initiatives, the Board also noted the decisions and salient issues deliberated by Board Committees through minutes of these committees. Board meetings are conducted in accordance to a structured agenda.

Senior Management staff are invited to attend any Board meetings to provide their views and explanation on certain items on the agenda being tabled to the Board and to furnish clarification on issues that may be raised by the Directors.

In the furtherance of their duties, where necessary, the Directors may, whether collectively as a Board or in their individual capacities, have access to all information within the Group, to seek advice from independent professional advisors at the Group's expense and access to the advice and services of the Company Secretaries.

STRENGTHEN COMPOSITION

Board Committee

To assist the Board in carrying out its duties and responsibilities, the Board has established the following Committees of the Board, each with clearly defined Terms of Reference in order to enhance corporate efficiency and effectiveness:-

(a) Audit Committee; and
(b) Nomination and Remuneration Committee.

- **Audit Committee**

  The Company has an Audit Committee whose composition meets the Main LR, where independent Directors form the majority. All members of the Audit Committee are financially literate, while the Chairman of the Audit Committee is a member of the Malaysian Institute of Accountants. The Audit Committee assists and supports the Board's responsibility to oversee the Group's operations by providing a means for review of the Group's processes for producing financial data, its internal controls, risk management activities and independence of the Group's external and internal auditors. The role of the Audit Committee and the number of meetings held during the financial year as well as the attendance record of each member are set out in the Audit Committee Report in this Annual Report.

  During the financial year under review, the external auditors met three (3) times with the Audit Committee. The Audit Committee also met with the external auditors separately to discuss issues in respect of risk management oversight, adequacy of internal controls and management oversights and the external audit plan. The Audit Committee also ensure the independence of the external auditors during the conduct of the audit engagement.

  The activities carried out by the Audit Committee are summarised in the Audit Committee Report together with its Summarised Terms of Reference as stated on this Annual Report.

- **Nomination and Remuneration Committee**

  The Nomination and Remuneration Committee comprises three (3) Directors, the majority of whom are Independent Non-Executive Directors of the Company. The members of the Nomination and Remuneration Committee are as follows:

Lim Kim Meng	Independent Non-Executive Director	Chairman
Kong Sau Kian	Senior Independent Non-Executive Director	Member
Ng Chin Huat	Non-Independent Non-Executive Director	Member

  Mr. Kong Sau Kian was appointed the Senior Independent Non-Executive Director of the Company on 14 August 2013.

The principal objectives of the Nomination and Remuneration Committee are:-

(a) to assist the Board to nominate new nominees to the Board of Directors;

(b) to assess the Board to oversee the selection and to assess the performance of the Directors of the Company on an on-going basis; and

(c) to assist the Board to assess the remuneration packages of the Group Chief Executive Officer.

The Nomination and Remuneration Committee also oversees matters relating to the nomination of new Directors, annually reviews the required mix of skills, experience, independence assessment of Independent Directors, reviews succession plans and boardroom diversity; oversees training courses for Directors and other requisite qualities of Directors, as well as the annual assessment of the effectiveness of the Board as a whole, its Committees and the contribution of each individual Director.

The summarised duties and responsibilities of the Nomination and Remuneration Committee are as follows:-

- To assess and recommend to the Board, candidates for all directorships to be filled in the Company and subsidiary companies.

- To assess and recommend to the Board, Directors to fill the seats on Board Committees.

- To annually review the overall composition of the Board in terms of required mix of skills, and experiences and other qualities, including core competencies and adequacy of balance between Executive Directors, Non-Executive Directors and Independent Directors.

- To regularly review the structure, size and composition (including the skills, knowledge, experience and diversity) of the Board with a view to determine the impact of the number upon its effectiveness and make recommendations to the Board with regard to any changes.

- To annually assess the effectiveness of the Board as a whole, the Committees of the Board and assess the contributions of each individual Director.

- To act in line with the directions of the Board of Directors.

- To give consideration to succession planning for directors and other senior executives in the course of its work, taking into account the challenges and opportunities facing the Company, and the skills and expertise needed on the Board in the future.

- To review the leadership needs of the organisation, both executive and non-executive, with a view to ensuring the continued ability of the organisation to compete effectively in the marketplace.

- In the case of persons for the position of Independent Non-Executive Directors, to evaluate the persons' ability to discharge such responsibilities/funtions as expected of an Independent Non-Executive Directors.

- To determine annually whether a Director is Independent as may be defined in the Main Market Listing Requirements of Bursa Malaysia Securities Berhad.

- To annually review the time commitment required from Non-Executive Directors.

- To ensure that all Directors receive appropriate continuous training programmes in order to broaden their perspectives and to keep abreast with developments in the market place and changes in new statutory requirements.

- To recommend to the Board the removal of a Director if he is ineffective, errant or negligent in discharging his responsibilities.

- To assess and recommend to the Board, the terms of reference of Board Committees and to review the adequacy of committee structure of Board Committees.

- Before any appointment is made by the Board, to evaluate the balance of skills, competencies, commitment, knowledge, experience and diversity on the Board, and, in the light of this evaluation, prepare a description of the role and capabilities required for a particular appointment. In identifying suitable candidates, the NRC shall:-

  (a) consider candidates from a wide range of backgrounds;

  (b) consider candidates on merit, against objective criteria with due regard for the benefits of diversity on the Board, including gender; and

  (c) ensure that once appointed, appointees have enough time available to devote to the position of director.

- For the appointment of a Chairman, the NRC shall prepare a job specification for the position, which shall include the expected time commitment. A proposed Chairman's other significant commitments should be disclosed to the Board before the appointment, and any changes thereto should be reported to the Board.

- Prior to the appointment of a director, the proposed appointee should be required to disclose any other business interests that may result in a conflict of interest in relation to the Company, and shall be required to report any future business interests which may develop post-appointment, that could result in a conflict of interest.

- Facilitate the relevant orientation and education programme for the new Board member.

- To review and assess the remuneration packages of the executive director in all forms, with or without other independent professional advice or other outside advice.

- To ensure the levels of remuneration be sufficiently to attract and retain directors needed to run the Company successfully and aligned to the business strategy and long term objectives of the Company.

- To structure the component parts of remuneration so as to link rewards to corporate and individual performance and to assess the needs of the Company for talent at Board level at particular time.

- To recommend to the Board of Directors the remuneration packages of the executive directors.

The Nomination and Remuneration Committee also recommends to the Board, the policy framework and remuneration and benefits extended to the Group Chief Executive Officer. Non-Executive Directors' remuneration is a matter to be decided by the Board as a whole, with the Directors concerned abstaining from deliberation and voting in respect of their remuneration.

Appointments to the Board

In discharging its responsibilities, the Nomination and Remuneration Committee has developed certain criteria for use in the recruitment process and annual assessment of Directors. In evaluating the suitability of candidates, the Nomination and Remuneration Committee considers, inter-alia, the competency, experience, commitment (including time commitment), contribution and integrity of the candidates, including, where appropriate, the criteria on assessing the independence of candidates' appointment as Independent Non-Executive Directors.

The Board is entitled to the services of the Company Secretaries who ensures that all appointments are properly made, that all necessary information is obtained from Directors, both for the internal records and for the purposes of meeting statutory obligations, as well as obligations arising from the Main LR or other regulatory requirements.

The Board will consider establishing a policy formalising its approach to boardroom diversity to ensure that women candidates are sought as part of its recruitment exercise.

Re-election

The Articles of Association of the Company provide that at every annual general meeting, one-third of the Directors, including the Managing Director, shall retire from office provided always that all Directors shall retire at least once in every three (3) years. A retiring Director shall be eligible for re-election.

Upon the recommendation of the Nomination and Remuneration Committee and the Board of the Company, Mr. Ng Chin Huat shall retire at the forthcoming Thirty-Eighth Annual General Meeting of the Company and being eligible, had offered himself for re-election.

Remuneration

The Level and Make-up of Remuneration

The Board has a formal procedure to determine the remuneration of each Director which is reviewed from time to time, against market practices. The Board ensures that the level of remuneration is sufficient to attract and retain Directors needed to run the Group successfully. The component part of remuneration has been structured to link rewards to corporate and individual performance for Group Chief Executive Officer whilst Non-Executive Directors' remuneration reflects their experience and level of responsibilities.

The Nomination and Remuneration Committee is responsible for recommending the remuneration packages of the Group Chief Executive Officer to the Board whilst the Board as a whole determines the remuneration of the Non-Executive Directors, who do not take part in the discussions on their own remuneration.

The range of remuneration received by the Directors for the financial year ended 31 March 2013 is set out in the Notes to the Financial Statements. The Company opts not to disclose the remuneration of individual directors as the Company believes that this information will not add significantly to the understanding and evaluation of the Company's governance.

Directors' Remuneration

The details of Directors' Remuneration received and/or receivable from the Company and its subsidiaries during the financial year ended 31 March 2013 as follows:

- Aggregate Remuneration for the Board

	Executive Director RM	**Non-Executive Directors RM**	**Total RM**
Fees	-	132,000	132,000
Salaries and other emoluments	479,213	-	479,213
Defined contribution plan	25,407	-	25,407
Benefits-in-kind	15,950	35,958	51,908
Total	**520,570**	**167,958**	**688,528**

- Number of Directors whose remuneration falls into the following bands:

	Number	
Amount	**Executive Directors**	**Non-Executive Directors**
Below RM 50,000	-	2
RM50,001-RM100,000	-	1
RM500,000-RM550,000	1	-

REINFORCE INDEPENDENCE OF THE BOARD

Annual Assessment of Independence

The Board has set out policies and procedures to ensure effectiveness of the Independent Non-Executive Directors on the Board, including new appointments. The Board will assess the independence of the Independent Non-Executive Directors annually, taking into account the individual Director's ability to exercise independent judgment at all times and their contribution to the effective functioning of the Board.

The Independent Non-Executive Directors are not employees and they do not participate in the day-to-day management as well as the daily business of the Company. They bring an external perspective, constructively challenge and help develop proposals on strategy, scrutinise the performance of Management in meeting approved goals and objectives, and monitor risk profile of the Company's business and the reporting of monthly business performances.

The Board is satisfied with the level of independence demonstrated by all the Independent Non-Executive Directors and their ability to act in the best interest of the Company.

Tenure of Independent Directors

Based on the current composition of the Board, the tenure of Independent Directors has not exceed a cumulative term of nine (9) years.

FOSTER COMMITMENT

Time Commitment

The Board is satisfied with the level of time commitment given by the Directors towards fulfilling their roles and responsibilities as Directors of the Company. This is evidenced by the attendance record of the Directors at the Board meetings.

Directors are expected to have the relevant expertise in order to contribute positively to the Group's performance and to give sufficient time and attention to carry out their responsibilities to the Group. The Board shall obtain this commitment from its new members at the time of appointment. The Board Charter has established a policy and procedures where a Director should notify the Chairman officially before accepting any new directorship from any other company and the notification shall explain the expectation and an indication of time commitment that will be spent on the new appointment. The Directors are able to devote sufficient time commitment to their roles and responsibilities as Directors of the Company, as they hold.

Directors' Training

The Board encourages its Directors to attend talks, seminars, workshops and conferences to update and enhance their skills and knowledge to enable them to carry out their roles effectively as directors in discharging their responsibilities towards corporate governance, operational and regulatory issues. The Directors are briefed by the Company Secretary on the letters and circulars issued by Bursa Securities, if any, at every Board meeting.

As at the latest practicable date prior to the date of printing of this Annual Report, all the Directors have attended and successfully completed the Mandatory Accreditation Programme ("MAP") as prescribed by the Main LR of Bursa Securities for directors of public listed companies.

During the financial year ended 31 March 2013, the Directors attended the following training ,briefing and workshop programmes:-

Directors	Seminars/Briefing/Workshop attended
Ng Chin Huat	• Board Charter and Code of Conduct and Ethics for Directors • Malaysian Code on Corporate Governance 2012 • Amendments to the Listing Requirement • Nobel Peace Prize Laureate
Cheah Yong Hock	• Board Charter and Code of Conduct and Ethics for Directors • Malaysian Code on Corporate Governance 2012 • Amendments to the Listing Requirement • Business Value Creation & Exit Success • Update on World Economy & Malaysia and Tips on Stock Investment • Building High Performance Team • Copycat Innovation • The Exponential Function-A Catalyst for Leadership Insight • Talent Management-Fonterra Experience • Walking with Tiger • Online Marketing Toward 2013 and Beyond • Employee Engagement to the Power of 3 • Role of DNA Profiling in Healthy Aging and Healthy Living
Kong Sau Kian	• Board Charter and Code of Conduct and Ethics for Directors • Malaysian Code on Corporate Governance 2012 • Amendments to the Listing Requirement • Fraud Detection & Prevention a Necessity, Not a Choice
Lim Kim Meng	• Board Charter and Code of Conduct and Ethics for Directors • Malaysian Code on Corporate Governance 2012 • Amendments to the Listing Requirement • Talk on Cyberwar and International Law

The Directors will continue to attend relevant trainings and education programmes in order to keep themselves abreast of the latest development in the economy, industry and technology and discharge their duties and responsibilities more effectively.

UPHOLD INTEGRITY IN FINANCIAL REPORTING

Compliance with Applicable Financial Reporting Standards

In presenting the annual audited financial statements and quarterly announcements of results to shareholders, the Board take responsibility to present a balanced and meaningful assessment of the Group's position and prospect and to ensure that the financial statements are drawn up in accordance with the provisions of Companies Act, 1965 and applicable accounting standards in Malaysia. The Audit Committee assists the Board in scrutinising information for disclosure to ensure accuracy, adequacy and completeness. The Responsibility Statement by the Directors pursuant to Main Market Listing Requirements of Bursa Securities is set out in this Annual Report.

In addition to the above, the Company also undertook an independent assessment of the internal control system and the Audit Committee has been assured that no material issue or major deficiency had been detected which posed a high risk to the overall internal control under review.

Assessment of Suitability and Independence of External Auditors

The Audit Committee undertakes an annual assessment of the suitability and independence of the external auditors. The Audit Committee meets with the external auditors at least twice a year to discuss their audit plan, audit findings and the Company's financial statements. At least one of these meetings is held without the presence of the Group Chief Executive Officer and the Management. The Audit Committee also meets with the external auditors additionally whenever it deems necessary. In addition, the external auditors are invited to attend the Annual General Meeting of the Company and are available to answer shareholders' questions on the conduct of the statutory audit and the preparation and contents of their audit report.

Financial Reporting

The Board has taken reasonable steps to provide a fair and balance assessment of the Company's financial performance and prospects. In this respect, the Audit Committee assists the Board to oversee the Company's financial reporting process and the quality of the financial reporting.

RECOGNISE AND MANAGE RISK

Internal Audit Function

The Directors acknowledge their responsibility in maintaining reasonable sound system of internal controls covering financial, operational and compliance and risk management. This system is designed to manage, rather than eliminate, the risk of failure to achieve the Group's corporate objectives, as well as to safeguard shareholders' investments and the Group's assets. The Board seeks regular assurance on the continuity and effectiveness of the internal control system through independent review by the internal and external auditors.

The internal audit function is independent of the operations of the Group and provides reasonable assurance that the Group's system of internal control is satisfactory and operating effectively. The internal auditors adopt a risk-based approach towards the planning and conduct of audits, which are consistent with the Group's framework in designing, implementing and monitoring its internal control system. An Internal Audit Planning Memorandum, setting out the internal audit work expected to be carried out is tabled to the Audit Committee.

The Group's Statement on Risk Management and Internal Control is disclosed in this Annual Report.

Relationship with External Auditors

The Company's independent external auditors play an essential role in ensuring the reliability of the Company's financial statements and providing the assurance of accuracy to shareholders. The Company has always maintained a formal and transparent relationship with its external auditors, in seeking professional advice and ensuring compliance with the Financial Reporting Standards and Companies Act, 1965 in Malaysia.

The Audit Committee and the Board have established formal and transparent arrangements to maintain an appropriate relationship with the auditors as stated in the Audit Committee Report.

The Audit Committee had considered the provision of non-audit services by the external auditors during the year and concluded that the provision of these services did not compromise the external auditors' independence and objectivity as the amount of the fees paid for these services were not significant when compared to the total fees paid to the external auditors.

TIMELY AND HIGH QUALITY DISCLOSURE

Corporate Disclosure Policy

The Company recognises the value of transparent, consistent and coherent communications with investment community consistent with commercial confidentiality and regulatory considerations. The Company aims to build long-term relationships with shareholders and potential investors through appropriate channels for the management and disclosure of information.

These investors are provided with sufficient business, operations and financial information on the Group to enable them to make informed investment decisions.

Leverage on Information Technology for Effective Dissemination of Information

The Company's website incorporates an Investor Relations section which provides all relevant information on the Company and is accessible by the public. This Investor Relations section enhances the Investor Relations function by including analyst reports, all announcements made by the Company, annual reports as well as the corporate and governance structure of the Company.

The announcement of the quarterly financial results is also made via Bursa LINK immediately after the Board's approval. This is important in ensuring equal and fair access to information by the investing public.

STRENGTHEN RELATIONSHIP BETWEEN COMPANY AND SHAREHOLDERS

Dialogue between Companies and Investors

The Board recognises the importance of timely dissemination of information to shareholders and other interested parties to ensure that they are well informed of all major developments of the Group. Such information is communicated through various disclosures and announcements to the Bursa Securities, including the quarterly financial results, annual reports and where appropriate, circulars and press releases. This information may be assessed from the website of the Bursa Securities at "www.bursamalaysia.com.my". In addition, interviews conducted from time to time by local journalists with the management of the Group are reported in the local newspapers and information on the Group and its business activities is available at the company's website at www.asiabrands.com.my.

The Board views the annual general meeting as an ideal opportunity to communicate with shareholders. Whilst the Company endeavours to provide as much information as possible to its shareholders, it is also wary of the legal and regulatory framework governing the release of material and price-sensitive information.

Poll Voting

In line with Recommendation 8.2 of the MCCG 2012, the Chairman will inform the shareholders of their right to demand a poll vote at the commencement of all future general meetings.

Effective Communication and Proactive Engagement

In maintaining the commitment to effective communication with shareholders, the Group adopts the practice of comprehensive, timely and continuing disclosures of information to its shareholders as well as to the general investing public. The practice of disclosure of information is not just established to comply with the requirements of the Main LR pertaining to continuing disclosures, it also adopts the best practices as recommended in the MCCG 2012 with regard to strengthening engagement and communication with shareholders. Where possible and applicable, the Group also provides additional disclosure of information on a voluntary basis. The Group believes that consistently maintaining a high level of disclosure and extensive communication with its shareholders is vital to shareholders and investors to make informed investment decisions.

The Annual General Meeting

The Annual Report, which contains the Notice of Annual General Meeting, is sent to the shareholders at least twenty-one (21) days prior to the date of the meeting. The Notice of Annual General Meeting, which sets-out the business to be transacted at the Annual General Meeting, is also published in a major local newspaper. Item of special business included in the Notice of Annual General Meeting will be accompanied by an explanation of the proposed resolution.

At each meeting, shareholders are able to participate in the question and answer session in respect of the matters listed in the Notice of Annual General Meeting. There is no time limitation for shareholders to raise questions and to solicit reply from the Board.

This Statement of Corporate Governance is made in accordance with a resolution of the Board dated 26 July 2013.

MEMBERS OF THE AUDIT COMMITTEE

The Audit Committee comprises the following members:-

Kong Sau Kian	Chairman/Senior Independent Non-Executive Director
Lim Kim Meng	Member/Independent Non-Executive Director
Ng Chin Huat	Member/Non-Independent Non-Executive Director

MEETINGS

The number of Audit Committee meetings held during the financial year ended 31 March 2013 and the attendance of each Audit Committee member are as follows:-

	No. of meetings attended
Kong Sau Kian	6/6
Lim Kim Meng	6/6
Ng Chin Huat	6/6

ROLE OF THE AUDIT COMMITTEE

The role of the Audit Committee is to oversee the Company's financial reporting process, corporate governance process and provide the Board with assurance of the quality and reliability of financial information used by the Board and of the financial information issued publicly by the Company. The Audit Committee assumes the following fundamental responsibilities in the Company:-

- assessing the risks and control environment;
- overseeing financial reporting;
- evaluating the internal and external audit processes; and
- reviewing conflict of interest situations and related party transactions.

SUMMARISED TERMS OF REFERENCE OF THE AUDIT COMMITTEE

1. Membership

The Board shall elect an Audit Committee from amongst themselves (pursuant to a resolution of the Board of Directors), comprising at least three (3) Directors which fulfils the following requirements:

i) All the members of the Audit Committee must be Non-Executive Directors of the Company (and excluding Alternate Directors) with a majority of them being Independent Directors. An Independent Non-Executive member shall not have any family relationship with an Executive Director of the Company or of any related company or any relationship, which in the opinion of the Board, would interfere with his/her independent judgement; and

ii) At least one (1) member of the Audit Committee:

a) must be a member of the Malaysian Institute of Accountants; or

b) if he/she is not a member of the Malaysian Institute of Accountants, he/she must have at least three (3) years' working experience and:

1) must have passed the examinations specified in Part I of the First Schedule of the Accountants Act 1967; or

2) must be a member of one of the associations of accountants specified in Part II of the First Schedule of the Accountants Act 1967; or

3) fulfils such other requirements as prescribed or approved by the Exchange.

The Chairman of the Audit Committee shall be elected amongst themselves who shall be an independent non-executive member of the Audit Committee.

Members of the Audit Committee may relinquish their membership in the Audit Committee with prior written notice to the Secretary. In the event of any vacancy in the Audit Committee, the vacancy should be filled within a period of three (3) months.

2. Attendance at Meetings

The majority of members present in order to form a quorum necessary for the transaction of business of the Audit Committee shall be the Independent Non-Executive Directors, and in any case shall not be less than two (2) Independent Non-Executive Directors.

The Group Chief Executive Officer, Head of Finance, internal auditors, representatives of the external auditors and certain senior management of the Group shall attend the meetings, only at the invitation of the Committee.

The Company Secretary shall be the secretary of the Committee.

3. Notices of Meetings and Minutes of Proceedings

The Secretary shall circulate the notice of meeting to the members of the Committee prior to the meeting and shall be responsible for the recording, safekeeping and production of the minutes of proceedings of the Committee.

The Secretary shall produce for inspection such minutes of proceedings of meetings of the Committee upon receiving instructions from the Committee or the Board of Directors of the Company.

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

The Chairman of the Committee shall report on each of the meeting to the Board.

4. Frequency of Meetings

The Committee shall meet at least four (4) times during each financial year and hold such additional meetings as the Chairman shall deem necessary in order to fulfill its duties.

5. Proceedings of Meetings

In the absence of the Chairman, the Committee shall appoint one (1) of the independent non-executive members to chair that meeting.

Questions arising at any meeting shall be decided by a majority of votes of the members present. Save where two (2) members form a quorum or where only two (2) members are competent to vote on the question in issue, the vote of the Independent Non-Executive Directors shall be the decision of the Committee.

6. Authority

The Audit Committee is authorised by the Board:-

- to investigate any matter within its terms of reference, empowered with the authority to seek the necessary resources that it requires to perform its duties.

- to seek and to have full, free and unrestricted access to the Group's records, properties, personnel and other resources, and to seek any information it requires from any employee of the Group or from any other sources pertaining to the affairs of the Company and Group. All employees are directed to cooperate with any request made by the Committee.

- to obtain outside legal or other independent professional advice and to secure the attendance of outsiders with relevant experience and expertise if it considers this necessary.

- to have direct communication channels with the external auditors and internal auditors of the Group, excluding the attendance of other directors and employees of the Group, whenever deemed necessary.

The Committee has no executive powers to implement its recommendations on behalf of the Board but to report its recommendations back to the Board for its consideration and implementation.

Where the Committee is of the view that a matter reported by it to the Board has not been satisfactorily resolved resulting in a breach of the Listing Requirements of Bursa Malaysia Securities Berhad, the Committee has the responsibility of promptly reporting such matter to Bursa Malaysia Securities Berhad.

7. Duties and Functions

The duties and functions of the Committee shall be:

a) To perform the following and report the same to the Board:

i) Review the adequacy and integrity of the internal control system, including system for compliance with applicable laws, regulations, rules, directives and guidelines.

ii) To discuss with the external auditors on their audit plan before the commencement of the annual audit and ensure coordination where more than one audit firm is involved.

iii) To discuss with the external auditors on their evaluation of the system of internal control and to keep under review the effectiveness of internal control systems, and in particular, review the external auditors' management letter and management's responses as well as to monitor the implementation of the recommendations of the external auditors.

iv) To act as an intermediary between management or other employees, and the external auditors.

v) To discuss with the external auditors, the problems and reservations arising from the annual audits, including the state of assistance given by employees of the Group to the external auditors, and any matter that the external auditors may wish to discuss (in the absence of management, where necessary).

vi) To discuss with the external auditors on their audit report.

vii) To review with the internal auditors, the adequacy of the scope, function, competency and resources of the internal audit function and the necessary authority for the internal auditors to carry out their work.

viii) To review the internal audit programme and processes, consider major findings of internal audit work, processes or investigations undertaken and to consider management's responses and appropriate actions taken as well as to monitor the implementation of the recommendations of the internal auditors.

ix) To review any appraisal or assessment of the performance of members of the internal audit function, including an evaluation of the independence of the internal audit function.

x) To review the level of coordination between the internal and external auditors.

xi) To review the quarterly financial reports and annual financial statements before submission to the Board. The review shall focus, *inter alia*, the changes in or implementation of major accounting policies, significant adjustments arising from the annual audit, significant and unusual events, litigation that could affect results materially, the going concern assumption and compliance with accounting standards and other legal requirements.

xii) To review related party transactions and conflict of interest situation that may arise within the Group, including any transaction, procedure or course of conduct that may question management integrity, and any other major transactions outside the ordinary course of business of the Group.

xiii) To review any letter of resignation from the external auditors and to consider whether there is reason (supported by grounds) to believe that the Group's external auditors is not suitable for re-appointment.

b) To recommend to the Board, the nomination and appointment of the external auditors, the audit fee, and any other terms of engagement.

c) To consider any other related matters, as defined by the Board from time to time.

d) To ensure compliance with the requirements of the Securities Commission, Companies Commission of Malaysia and Bursa Malaysia Securities Berhad as well as the requirements of any other regulatory authorities.

REVIEW OF THE COMPOSITION OF THE AUDIT COMMITTEE

The term of office and performance of the Audit Committee and each of its members shall be reviewed by the Board at least once in every three (3) years to determine whether the Committee and its members have carried out their duties in accordance with the Terms of Reference.

SUMMARY OF ACTIVITIES

During the financial year ended 31 March 2013, the Audit Committee carried out its duties as set out in the Terms of Reference of the Audit Committee. The main activities carried out by the Audit Committee included the following:-

- Reviewed all the unaudited quarterly reports on consolidated financial results of the Company and Group during the financial year ended 31 March 2013.

- Reviewed the reports and the audited financial statements of the Company and of the Group prior to tabling to the Board for approval.

- Reviewed the Audit Planning Memorandum of the external auditors in respect of the audit for the financial statements of the Company and the Group for the financial year ended 31 March 2013 including the audit fees and made recommendations to the Board on their appointment and remuneration.

- Reviewed and discussed the external auditors' audit report and areas of concern highlighted in the management letter, including Management's response to the concerns raised by the external auditors.

- Reviewed all the recurrent related party transactions of the Company and the Group.

- Discussed on significant accounting and auditing issues, impact of new or proposed changes in accounting standards and regulatory requirements.

- Met with the external auditors without the presence of the Management.

- Reviewed the internal audit plan, programme of resource requirement for the year and assessed the performance of the internal auditors, reviewed the internal audit reports, which highlighted the audit issues, recommendations and the Management's responses and directed action to be taken by the Management to rectify and improve the system of internal control.

- Monitored the implementation of recommendations made by the internal auditors arising from its audits in order to obtain assurances that all key risks and control concerns have been fully addressed.

INTERNAL AUDIT FUNCTION

The internal audit function of the Company is outsourced to an independent professional services firm which reports directly to the Audit Committee, and assist the Board in monitoring and evaluating the adequacy, efficiency and effectiveness of the risk management, Company's internal control and governance processes in anticipating key business process exposure to risk.

For the financial year ended 31 March 2013, the internal auditors assessed and evaluated the adequacy of the risk management practices, operational controls, compliance with regulatory requirements, Management efficiency to ensure that the internal control system is sound and satisfactory. The internal auditors carried out audits in accordance with the internal audit plan approved by the Audit Committee and other significant areas recommended by the Management to the Audit Committee. The results of the internal audit reviews and recommendations for enhancement of existing controls were presented at Audit Committee meetings.

The cost incurred by the Company in connection with the outsourced internal audit function for the financial year ended 31 March 2013 amounted to RM80,000.00.

This report is made in accordance with a resolution of the Board dated 26 July 2013.

The Malaysian Code on Corporate Governance 2012 ("MCCG 2012") requires the Board of Directors to establish and maintain a sound system of risk management and internal control to safeguard shareholders' investment and assets of the Group.

The Main Market Listing Requirements of Bursa Malaysia Securities Berhad requires the Board to disclose in the annual report, the state of the Company's risk management and internal control system. For preparation of this Statement, the Board took into consideration the Statement on Risk Management and Internal Control: Guidelines for Directors of Public Listed Companies.

Board's Responsibilities

The Board is committed to maintain an effective system of internal controls to safeguard the shareholders' investment and the Group's assets.

The Board is responsible for the Group's system of internal control and risk management, which include the establishment of an appropriate control environment and framework as well as reviewing the adequacy and integrity of maintaining a sound system of risk management and internal control. The control structure and process which has been established throughout the Group include governance, risk management, financial, organizational, operational and compliance control.

There is an ongoing process for identifying, evaluating and managing the significant risks faced by the Group in its achievement of objectives and strategies. The process has been in place during the year and is subject to regular review by the Board. However, in view of the limitations inherent in any system of risk management and internal control, the system is designed to provide reasonable but not absolute assurance against material misstatement or loss, as the system is designed to manage rather than eliminate the risk of failure to achieve business objectives.

Senior Management will assist the Board in implementing the Board approved policies and procedures on risk and control by identifying and analysing risk information, designing, operating suitable internal controls to manage and control risks and monitoring effectiveness of risk management and control activities.

Risk Management Framework

The Board's primary objective and direction in managing the Group's principal business risks are to enhance the Group's ability to achieve its business objective. The risk management framework encompasses the following key elements:-

- Risks identified were individually assessed and ranked as either extreme, high, medium or low based on their respective magnitude of impact and likelihood of occurrence within the Group; and

- Individual risk profiles created from the above assessment were endorsed by the Board and subsequently cascaded to Senior Management of the Group for implementation of action plans required to mitigate or maintain the risk impact of the Group at an acceptable level.

Statement of Internal Control

The following elements of the system of internal controls are present in the Group:

- **Strategic Business Direction**

  The Group's business objectives are communicated throughout the organisation through its Business Plan, management meetings and interaction between the Group Chief Executive Officer, management and employees.

- **Risk Identification**

  The Board is fully aware of the principal risks faced by the Company and Group and has put in place the appropriate controls to identify, evaluate and manage these risks through the involvement of the Group Chief Executive Officer in the day-to-day operations of the Group. The performance of the Company and Group is monitored through strategic, management and operational level meetings. Significant matters identified during these meetings are highlighted to the Board on a timely basis.

- **Audit Committees**

  The Audit Committee is tasked with responsibilities on accounting and reporting practices, review of internal and external audit reports, and ensuring the adequacy of administrative, operating and accounting controls. The Board reviews the minutes of meetings of the Audit Committee. The terms of reference of the Audit Committee are set-out in the Audit Committee Report in this Annual Report.

- **Internal Audit Function**

  The Company outsourced its internal audit function to an outsourced professional service provider, who reports to the Audit Committee. The Audit Committee reviews the annual internal audit plan, which was co-developed by the outsourced internal audit provider and management. Applying a risk-based approach, periodic internal audit visits have been carried out to review the adequacy and integrity of key internal controls of the Group's business to provide an independent assurance on the systems of internal control.

- **Policies and Procedures**

  Continuing from the last financial period's Group-wide restructuring efforts and review of the cash management process, the internal audit function carried out a business process review for inventories, trade receivable and fixed assets during the financial ended 31 March 2013.

- **Organisation Structure**

  The current organisational structure enables a clear reporting line from lower management level up to the Board. Job functions and areas of responsibilities of certain employees are outlined in job descriptions and authority chart. The Group practices an "open-door" policy that allows matters to be identified and resolved in a timely and efficiently manner.

Additional key features of the Company's system of internal controls include the following:

- Internal control procedures are set out in a series of standard operating policies and procedures. These procedures are the subject of regular reviews and improvements to reflect changing risks or to resolve operational deficiencies.

- Audit Committee holds regular meetings with management on the actions taken on internal control issues identified through reports prepared by the internal auditors, external auditors and/ or management.

- Preparation of quarterly and yearly financial results; and key business indicators, as announced or otherwise published to shareholders.

- Meetings involving the Group Chief Executive Officer, senior management and heads of department are regularly held and any significant matters are escalated to the Board.

The Board together with the management will continuously assess the suitability, adequacy and effectiveness of the Group's system of internal controls and will take corrective measures to enhance the system, as and when necessary.

Review of this Statement

The External Auditors have reviewed this Statement for inclusion in the Annual Report for the financial year ended 31 March 2013, and reported to the Board that nothing has come to their attention that causes them to believe that this Statement is inconsistent with their understanding of the process adopted by the Board in reviewing the adequacy and integrity of the system of internal control.

Conclusion

The Board is of the view that the Group's risk management and internal control systems are in place for the year under review, and up to the date of approval of this Statement, is sound and adequate to safeguard the shareholders' investment, the interests of customers, regulators, employees and other stakeholders, and the Group's assets. Notwithstanding this, on-going reviews are continuously carried out to ensure the effectiveness of the system. The Board is committed towards operating a sound system of internal controls and effective risk management throughout the Group. The Board is also cognizant of the fact that the system of internal controls and risk management practices must continuously evolve to support the type of business and size of operations. As such, the Board will, when necessary, put in place appropriate action plans to rectify any potential weaknesses or further enhance the system of internal controls.

This statement is made in respect of the financial year ended 31 March 2013 and in accordance with a resolution passed at the Board of Directors' Meeting held on 26 July 2013.

Other Corporate Information

1) Status of utilisation of proceeds raised from any corporate proposal

The Company had, via the approval granted under Section 132D of the Companies Act, 1965 at the Thirty-Seventh Annual General Meeting held on 25 September 2012, placed out 7,192,400 new ordinary shares on 17 June 2013 at an issue price of RM3.30 per share to the allottees, which raised proceeds of RM23,734,920.

2) Share buybacks for the financial year

The Company was authorised by the shareholders to undertake share buyback but did not purchase any of its own shares during the financial year under review.

3) Amount of options, warrants or convertible securities exercised during the financial year

The Company does not have any outstanding warrants or convertible securities in the financial year under review.

4) Depository Receipt Programme

The Company had not sponsored any depository receipt programme during the financial year under review.

5) Particulars of sanctions and/or penalties imposed on the Company and subsidiary companies, Directors or management by the relevant regulatory bodies

To the best of the knowledge and belief of the Directors, the Company and its subsidiary companies, Directors and management have not been imposed with any sanctions and/or penalties by the relevant regulatory authorities for the financial year ended 31 March 2013.

6) Non-audit fees paid to external auditors for the financial year

Details of non-audit fees paid to the external auditors during the financial year ended 31 March 2013 are as follows:

Tax advisory services and other related services – RM98,650
Review of Statement on Internal Control – RM5,000

Other Corporate Information (cont'd)

7) Deviation of actual results from profit forecast, estimate or projection or unaudited results previously made or released by the Company.

The Company did not issue any profit forecast, estimate or projection in conjunction with any corporate proposal. In addition, the audited results did not deviate more than 10% from the unaudited results announced to Bursa Malaysia Securities Berhad for the financial year ended 31 March 2013.

8) Deviation of profit achieved in the financial year as compared to the profit guarantee

The Company did not undertake any corporate proposal or activity which involves profit guarantee.

9) Material contracts entered into by the Company and subsidiary companies with Directors and/or major shareholders

Save for the recurrent related party transactions of a revenue or trading nature, as disclosed in the Audited Financial Statements for the financial year ended 31 March 2013, neither the Company nor its subsidiary companies has entered into any arrangement or agreement, loan or otherwise, with any Directors and/or shareholders during the financial year under review.

10) Contracts relating to loan with Directors and/or major shareholders

There were no contracts relating to a loan by the Company and/or its subsidiary companies involving Directors and/or major shareholders during the financial year under review.

This report is made in accordance with a resolution of the Board of Directors dated 26 July 2013.

FINANCIAL STATEMENTS

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

CHANGE OF NAME

On 6 February 2013, the Company changed its name from Hing Yiap Group Berhad to Asia Brands Berhad.

PRINCIPAL ACTIVITIES

The Company is principally engaged in the businesses of investment holding and the provision of management services to its subsidiaries. The principal activities of the subsidiaries are set out in Note 6 to the financial statements. There have been no significant changes in the nature of these activities during the financial year except for the discontinuance of the food and beverage segments as disclosed in Note 18 to the financial statements.

RESULTS

	The Group RM	The Company RM
Profit after taxation for the financial year	17,200,519	13,236,603

DIVIDENDS

A final dividend of 5 sen per ordinary share less 25% tax amounting to RM1,567,020 for the financial year ended 31 March 2012 was approved by the shareholders at the Annual General Meeting held on 25 September 2012 and paid on 23 October 2012.

At the forthcoming Annual General Meeting, a final dividend of 5 sen per ordinary share less 25% tax amounting to RM2,966,896 in respect of the current financial year will be proposed for shareholders' approval. The financial statements for the current financial year do not reflect this proposed dividend. Such dividend, if approved by the shareholders, will be accounted for as a liability in the financial year ending 31 March 2014.

RESERVES AND PROVISIONS

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

ISSUES OF SHARES AND DEBENTURES

During the financial year,

(a) there were no changes in the authorised share capital of the Company;

(b) the Company increased its issued and paid-up share capital from RM41,787,199 to RM71,924,814 by the allotment of 30,137,615 new ordinary shares of RM1 each at an issue price of RM2.18 per share for the purpose of the acquisition of subsidiaries. The new shares issued rank pari passu in all respects with the existing ordinary shares of the Company; and

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

OPTIONS GRANTED OVER UNISSUED SHARES

During the financial year, no options were granted by the Company to any person to take up any unissued shares in the Company.

BAD AND DOUBTFUL DEBTS

Before the financial statements of the Group and of the Company were made out, the directors took reasonable steps to ascertain that action had been taken in relation to the writing off of bad debts and the making of allowance for impairment losses on receivables, and satisfied themselves that all known bad debts had been written off and that adequate allowance had been made for impairment losses on receivables.

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

CURRENT ASSETS

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

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

VALUATION METHODS

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

CONTINGENT AND OTHER LIABILITIES

The contingent liabilities are disclosed in Note 41 to the financial statements. At the date of this report, there does not exist:-

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

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

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

CHANGE OF CIRCUMSTANCES

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

ITEMS OF AN UNUSUAL NATURE

The results of the operations of the Group and of the Company during the financial year were not, in the opinion of the directors, substantially affected by any item, transaction or event of a material and unusual nature other than the discontinuance of the food and beverage segments and acquisition of subsidiaries as disclosed in Note 18 and Note 34 to the financial statements.

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

HOLDING COMPANY

The holding company is Everest Hectare Sdn. Bhd., a company incorporated in Malaysia.

DIRECTORS

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

Ng Chin Huat
Kong Sau Kian
Lim Kim Meng
Cheah Yong Hock

DIRECTORS' INTERESTS

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

	Number Of Ordinary Shares Of RM1.00 Each			
	At 1.4.2012	**Bought**	**Sold**	**At 31.3.2013**
DIRECT INTERESTS				
Ng Chin Huat	-	100,000	(100,000)	-
Cheah Yong Hock	-	1,146,600	-	1,146,600
INDIRECT INTEREST				
Ng Chin Huat	21,089,520	24,224,357	(1,700,000)	43,613,877

By virtue of his shareholding in the holding company, Ng Chin Huat is deemed to have an interest in shares in the Company and its subsidiaries during the financial year to the extent of the Company's interest, in accordance with Section 6A of the Companies Act 1965.

The other directors holding office at the end of the financial year had no interest in shares in the Company or its subsidiaries during the financial year.

DIRECTORS' BENEFITS

Since the end of the previous financial period, no director has received or become entitled to receive any benefit (other than a benefit included in the aggregate amount of emoluments received or due and receivable by directors as shown in the financial statements, or the fixed salary of a full-time employee of the Company) by reason of a contract made by the Company or a related corporation with the director or with a firm of which the director is a member, or with companies in which the directors have substantial financial interests except for any benefits which may be deemed to arise from transactions entered into in the ordinary course of business with related parties as disclosed in Note 38 to the financial statements.

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

SIGNIFICANT EVENTS DURING THE FINANCIAL YEAR

The significant events during the financial year are disclosed in Note 43 to the financial statements.

SIGNIFICANT EVENTS OCCURRING AFTER THE REPORTING PERIOD

The significant events occurring after the reporting period are disclosed in Note 44 to the financial statements.

AUDITORS

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

Signed in accordance with a resolution of the directors dated 30 July 2013

Ng Chin Huat **Cheah Yong Hock**

Statement By Directors

We, Ng Chin Huat and Cheah Yong Hock, being two of the directors of Asia Brands Berhad (formerly known as Hing Yiap Group Berhad), state that, in the opinion of the directors, the financial statements set out on pages 59 to 144 are drawn up in accordance with Malaysian Financial Reporting Standards, International Financial Reporting Standards and the requirements of the Companies Act 1965 in Malaysia so as to give a true and fair view of the state of affairs of the Group and of the Company as at 31 March 2013 and of their results and cash flows for the financial year ended on that date.

The supplementary information set out in Note 46, which is not part of the financial statements, is prepared in all material respects, in accordance with Guidance on Special Matter No. 1, Determination of Realised and Unrealised Profits or Losses in the Context of Disclosure Pursuant to Bursa Malaysia Securities Berhad Listing Requirements, as issued by the Malaysian Institute of Accountants and the directive of Bursa Malaysia Securities Berhad.

Signed in accordance with a resolution of the directors dated 30 July 2013

Ng Chin Huat

Cheah Yong Hock

Statutory Declaration

I, Kok Tai Meng, I/C No. 670325-71-5075, being the officer primarily responsible for the financial management of Asia Brands Berhad (formerly known as Hing Yiap Group Berhad), do solemnly and sincerely declare that the financial statements set out on pages 59 to 144 are, to the best of my knowledge and belief, correct, and I make this solemn declaration conscientiously believing the same to be true and by virtue of the provisions of the Statutory Declarations Act 1960.

Subscribed and solemnly declared by
Kok Tai Meng, I/C No. 670325-71-5075,
at Kuala Lumpur in the Federal Territory
on this 30 July 2013

Kok Tai Meng

Before me
Yap Lee Chin
No. W 591
Commissioner For Oaths

Report on the Financial Statements

We have audited the financial statements of Asia Brands Berhad (formerly known as Hing Yiap Group Berhad), which comprise the statements of financial position as at 31 March 2013 of the Group and of the Company, and the statements of comprehensive income, statements of changes in equity and statements of cash flows of the Group and of the Company for the financial year then ended, and a summary of significant accounting policies and other explanatory information, as set out on pages 59 to 144.

Directors' Responsibility for the Financial Statements

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

Auditors' Responsibility

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

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

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

Opinion

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

Report on Other Legal and Regulatory Requirements

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

(a) In our opinion, the accounting and other records and the registers required by the Act to be kept by the Company and its subsidiaries have been properly kept in accordance with the provisions of the Act.

(b) 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.

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

Other Reporting Responsibilities

The supplementary information set out in Note 46 on page 145 is disclosed to meet the requirement of Bursa Malaysia Securities Berhad and is not part of the financial statements. The directors are responsible for the preparation of the supplementary information in accordance with Guidance on Special Matter No. 1, Determination of Realised and Unrealised Profits or Losses in the Context of Disclosure Pursuant to Bursa Malaysia Securities Berhad Listing Requirements, as issued by the Malaysian Institute of Accountant ("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

1. As stated in Note 4(a) to the financial statements, Asia Brands Berhad (formerly known as Hing Yiap Group Berhad) adopted Malaysian Financial Reporting Standards on 1 April 2012 with a transition date of 1 July 2011. These standards were applied retrospectively by directors to the comparative information in these financial statements, including the statements of financial position as at 31 March 2012 and 1 July 2011, and the statement of comprehensive income, statement of changes in equity and statement of cash flows for the financial period ended 31 March 2012 and related disclosures. We were not engaged to report on the comparative information and it is unaudited. Our responsibilities as part of our audit of the financial statements of the Group and of the Company for the financial year ended 31 March 2013 have, in these circumstances, included obtaining sufficient appropriate audit evidence that the opening balances as at 1 April 2012 do not contain misstatements that materially affect the financial position as of 31 March 2013 and financial performance and cash flows for the financial year then ended.

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

Crowe Horwath
Firm No: AF 1018
Chartered Accountants

Lee Kok Wai
Approval No: 2760/06/14 (J)
Chartered Accountant

30 July 2013

Kuala Lumpur

The Group	Note	31.3.2013 RM	31.3.2012 RM	1.7.2011 RM
ASSETS				
NON-CURRENT ASSETS				
Investments in subsidiaries	6	-	-	-
Property, plant and equipment	7	19,826,358	5,955,640	18,726,062
Intangible assets	8	138,238,375	7,238,375	7,238,375
Goodwill on consolidation	9	33,283,868	-	-
Investments in bonds		-	-	1,114,890
Deferred tax assets	10	731,000	848,000	825,526
		192,079,601	**14,042,015**	**27,904,853**
CURRENT ASSETS				
Inventories	11	142,898,686	52,953,405	78,300,294
Trade receivables	12	57,151,643	19,467,600	17,396,787
Other receivables, deposits and prepayments	13	17,123,838	9,762,163	1,458,704
Amount owing by subsidiaries	14	-	-	-
Amount owing by related parties	15	222,954	4,190	23,464
Investments in bonds		-	-	1,003,700
Other investment	16	-	2,140,079	-
Tax recoverable		3,946,908	1,148,986	1,827,944
Fixed deposits wth licensed banks	17	25,788,663	17,907,647	57,485
Cash and ank balances		14,749,597	6,651,179	593,787
		261,882,289	110,035,249	100,662,165
Non-current assets classified as held for sale	18	5,234,940	5,724,968	595,038
		267,117,229	115,760,217	101,257,203
TOTAL ASSETS		**459,196,830**	**129,802,232**	**129,162,056**
EQUITY AND LIABILITIES				
EQUITY				
Share capital	19	71,924,814	41,787,199	41,787,199
Reserves	20	119,836,240	70,064,855	58,116,698
TOTAL EQUITY		191,761,054	111,852,054	99,903,897

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

The Group	Note	31.3.2013 RM	31.3.2012 RM	1.7.2011 RM
NON-CURRENT LIABILITIES				
Hire purchase payables	21	66,128	-	84,383
Term loans	22	158,000,000	-	-
Deferred tax liabilities	10	168,000	-	38,825
		158,234,128	-	123,208
CURRENT LIABILITIES				
Trade paybales	23	18,083,907	2,815,406	16,613,425
Other payables and accruals	24	14,212,823	4,335,446	2,826,481
Amount owing to subsidiaries	14	-	-	-
Amount owing to related parties	15	2,041	2,857	237,220
Hire purchase payables	21	18,877	10,250	178,977
Bankers' acceptances	25	62,644,000	8,270,000	6,925,000
Provision for taxation		2,500,000	216,558	756,936
Bank overdrafts	26	-	1,932,410	336,571
Term loans	22	11,500,000	-	-
		108,961,648	17,582,927	27,874,610
Liabilities directly associated with assets classified as held for sale	18	240,000	367,251	1,260,341
TOTAL LIABILITIES		267,435,776	17,950,178	29,258,159
TOTAL EQUITY AND LIABILITIES		**459,196,830**	**129,802,232**	**129,162,056**

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

The Company	Note	31.3.2013 RM	31.3.2012 RM	1.7.2011 RM
ASSETS				
NON-CURRENT ASSETS				
Investments in subsidiaries	6	266,491,000	20,491,001	21,141,002
Property, plant and equipment	7	487,890	599,908	13,316,765
Intangible assets	8	-	-	-
Goodwill on consolidation	9	-	-	-
Investments in bonds		-	-	1,114,890
Deferred tax assets	10	-	872,000	-
		266,978,890	21,962,909	35,572,657
CURRENT ASSETS				
Inventories	11	-	-	11,176,996
Trade receivables	12	-	3,266,354	16,224
Other receivables, deposits and prepayments	13	6,349,367	6,269,136	2,612,504
Amount owing by subsidiaries	14	31,313,132	10,884,184	30,571,940
Amount owing by related parties	15	-	-	-
Investments in bonds		-	-	1,003,700
Other investment	16	-	2,140,079	-
Tax recoverable		1,900,058	698,731	1,751,160
Fixed deposits wth licensed banks	17	5,788,663	17,907,647	57,485
Cash and ank balances		361,170	6,511,788	14,471
		45,712,390	47,677,919	47,204,480
Non-current assets classified as held for sale	18	5,234,940	5,211,226	1
		50,947,330	52,889,145	47,204,481
TOTAL ASSETS		**317,926,220**	**74,852,054**	**82,777,138**
EQUITY AND LIABILITIES				
EQUITY				
Share capital	19	71,924,814	41,787,199	41,787,199
Reserves	20	75,293,690	29,486,221	19,411,239
TOTAL EQUITY		147,218,504	71,273,420	61,198,438

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

The Company	Note	31.3.2013 RM	31.3.2012 RM	1.7.2011 RM
NON-CURRENT LIABILITIES				
Hire purchase payables	21	66,128	-	84,383
Term loans	22	158,000,000	-	-
Deferred tax liabilities	10	168,000	-	888,825
		158,234,128	-	973,208
CURRENT LIABILITIES				
Trade paybales	23	-	28,918	15,216,600
Other payables and accruals	24	714,711	292,058	866,352
Amount owing to subsidiaries	14	-	347,408	609,218
Amount owing to related parties	15	-	-	-
Hire purchase payables	21	18,877	10,250	178,977
Bankers' acceptances	25	-	2,900,000	3,555,000
Provision for taxation		-	-	-
Bank overdrafts	26	-	-	179,345
Term loans	22	11,500,000	-	-
		12,233,588	3,578,634	20,605,492
Liabilities directly associated with assets classified as held for sale	18	240,000	-	-
TOTAL LIABILITIES		170,707,716	3,578,634	21,578,700
TOTAL EQUITY AND LIABILITIES		**317,926,220**	**74,852,054**	**82,777,138**

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

	Note	The Group 1.4.2012 to 31.3.2013 RM	The Group 1.7.2011 to 31.3.2012 RM	The Company 1.4.2012 to 31.3.2013 RM	The Company 1.7.2011 to 31.3.2012 RM
CONTINUING OPERATIONS					
REVENUE	27	188,874,538	101,634,497	23,348,896	10,000,000
COST OF SALES		(100,046,818)	(52,618,858)	-	-
GROSS PROFIT		88,827,720	49,015,639	23,348,896	10,000,000
OTHER INCOME		736,264	4,730,212	333,759	8,256,942
		89,563,984	53,745,851	23,682,655	18,256,942
SELLING AND DISTRIBUTION EXPENSES		(53,326,737)	(27,942,638)	-	-
ADMINISTRATIVE AND OTHER OPERATING EXPENSES		(8,802,761)	(3,367,738)	(4,415,158)	(1,391,281)
FINANCE COSTS		(3,889,631)	(123,885)	(2,576,230)	-
PROFIT BEFORE TAXATION	28	23,544,855	22,311,590	16,691,267	16,865,661
INCOME TAX EXPENSE	29	(6,162,544)	(4,240,489)	(3,823,673)	(2,439,875)
PROFIT AFTER TAXATION FROM CONTINUING OPERATIONS		17,382,311	18,071,101	12,867,594	14,425,786
DISCONTINUED OPERATIONS					
(LOSS)/PROFIT AFTER TAXATION FROM DISCONTINUED OPERATIONS					
- Asset held for sale	18	(181,792)	361,801	369,009	551,819
- Discontinued operations	30	-	(4,836,053)	-	(3,253,708)
		(181,792)	(4,474,252)	369,009	(2,701,889)
PROFIT AFTER TAXATION		17,200,519	13,596,849	13,236,603	11,723,897

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

	Note	The Group 1.4.2012 to 31.3.2013 RM	The Group 1.7.2011 to 31.3.2012 RM	The Company 1.4.2012 to 31.3.2013 RM	The Company 1.7.2011 to 31.3.2012 RM
PROFIT AFTER TAXATION		17,200,519	13,596,849	13,236,603	11,723,897
OTHER COMPREHENSIVE EXPENSES, NET OF TAX					
- Fair value changes of available-for- sale financial assets		-	(81,895)	-	(81,895)
TOTAL COMPREHENSIVE INCOME FOR THE FINANCIAL YEAR/PERIOD		17,200,519	13,514,954	13,236,603	11,642,002
PROFIT AFTER TAXATION ATTRIBUTABLE TO:-					
Owners of the Company		17,200,519	13,596,849	13,236,603	11,723,897
TOTAL COMPREHENSIVE INCOME ATTRIBUTABLE TO:-					
Owners of the Company		17,200,519	13,514,954	13,236,603	11,642,002
EARNINGS/(LOSS) PER SHARE (SEN)					
Basic:					
- Continuing operations	31	33.52	43.24		
- Discontinued operations	31	(0.35)	(10.71)		
		33.17	32.53		
Diluted:					
- Continuing operations	31	NA	NA		
- Discontinued operations	31	NA	NA		
NET DIVIDEND PER ORDINARY SHARE IN RESPECT OF FINANCIAL YEAR/PERIOD (SEN)	32	3.75	3.75	3.75	3.75

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

The Group	Note	<-------- Non-distributable -------- Share capital RM	Share premium RM	Fair value reserve RM	Revaluation reserve RM -------->	Distributable Retained profits RM	Total Equity RM
Balance at 1.7.2011		41,787,199	1,356,445	81,895	697,240	55,981,118	99,903,897
Profit after taxation for the financial period		-	-	-	-	13,596,849	13,596,849
Other comprehensive expenses for the financial period, net of tax:							
- Fair value changes of available-for-sale financial assets		-	-	(81,895)	-	-	(81,895)
- Revaluation on property disposed		-	-	-	(697,240)	697,240	-
Total comprehensive income for the financial period		-	-	(81,895)	(697,240)	14,294,089	13,514,954
Reversal of negative goodwill		-	-	-	-	223	223
Transaction with owners:							
- Dividend	32	-	-	-	-	(1,567,020)	(1,567,020)
Balance at 31.3.2012/1.4.2012		41,787,199	1,356,445	-	-	68,708,410	111,852,054
Profit after taxation/ Total comprehensive income for the financial year		-	-	-	-	17,200,519	17,200,519
Contributions by and distributions to owners of the Company:							
- Issuance of shares		30,137,615	35,562,386	-	-	-	65,700,001
- Share issuance expenses		-	(1,424,500)	-	-	-	(1,424,500)
- Dividend	32	-	-	-	-	(1,567,020)	(1,567,020)
Total transaction with owners		30,137,615	34,137,886	-	-	(1,567,020)	62,708,481
Balance at 31.3.2013		71,924,814	35,494,331	-	-	84,341,909	191,761,054

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

The Group	Note	<------------------ Share capital RM	Share premium RM	Non-distributable Fair value reserve RM	Revaluation reserve RM ----------------->	Distributable Retained profits RM	Total Equity RM
Balance at 1.7.2011		41,787,199	1,356,445	81,895	697,240	17,275,659	61,198,438
Profit after taxation for the financial period		-	-	-	-	11,723,897	11,723,897
Total comprehensive (expenses)/income for the financial period, net of tax:							
- Fair value changes of available-for-sale financial assets		-	-	(81,895)	-	-	(81,895)
- Revaluation on property disposed		-	-	-	(697,240)	697,240	-
Total comprehensive income for the financial period		-	-	(81,895)	(697,240)	12,421,137	11,642,002
Transaction with owners:							
- Dividend	32	-	-	-	-	(1,567,020)	(1,567,020)
Balance at 31.3.2012/1.4.2012		41,787,199	1,356,445	-	-	28,129,776	71,273,420
Profit after taxation/ Total comprehensive income for the financial year		-	-	-	-	13,236,603	13,236,603
Contributions by and distributions to owners of the Company:							
- Issuance of shares		30,137,615	35,562,386	-	-	-	65,700,001
- Share issuance expenses		-	(1,424,500)	-	-	-	(1,424,500)
- Dividend	32	-	-	-	-	(1,567,020)	(1,567,020)
Total transaction with owners		30,137,615	34,137,886	-	-	(1,567,020)	62,708,481
Balance at 31.3.2013		71,924,814	35,494,331	-	-	39,799,359	147,218,504

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

	Note	The Group 1.4.2012 to 31.3.2013 RM	The Group 1.7.2011 to 31.3.2012 RM	The Company 1.4.2012 to 31.3.2013 RM	The Company 1.7.2011 to 31.3.2012 RM
CASH FLOWS FROM OPERATING ACTIVITIES					
Profit before taxation:					
- continuing operations		23,544,855	22,311,590	16,691,267	16,865,661
- discontinued operations		(181,792)	(4,474,252)	369,009	(2,701,889)
		23,363,063	17,837,338	17,060,276	14,163,772
Adjustments for:-					
Allowance of impairment losses on receivables					
- continuing operations		307,324	86,436	238,738	923,148
Bad debts written off					
- continuing operations		874,842	5,189	4,130,496	-
Depreciation of property, plant and equipment					
- continuing operations		3,877,775	1,476,517	175,329	-
- discontinued operations		120,937	303,607	89,400	282,599
Interest expense					
- continuing operations		3,889,631	123,885	2,576,230	-
- discontinued operations		4,610	151,614	-	147,170
Inventories written off					
- continuing operations		569,007	292,601	-	-
- discontinued operations		7,761	7,588	-	-
Property, plant and equipment written off					
- continuing operations		305,397	90,446	17,832	-
- discontinued operations		460,053	10,675	-	1
Unrealised loss/(gain) on foreign exchange					
- continuing operations		933	(778)	-	-
- discontinued operations		-	(529)	-	-
BALANCE CARRIED FORWARD		33,781,333	20,384,589	24,288,301	15,516,690

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

	Note	The Group 1.4.2012 to 31.3.2013 RM	The Group 1.7.2011 to 31.3.2012 RM	The Company 1.4.2012 to 31.3.2013 RM	The Company 1.7.2011 to 31.3.2012 RM
BALANCE BROUGHT FORWARD		33,781,333	20,384,589	24,288,301	15,516,690
Dividend income		-	-	(22,240,000)	(10,000,000)
Gain on disposal of investment		-	(3,705)	-	(3,705)
(Gain)/Loss on disposal of property, plant and equipment					
- continuing operations		(96,661)	(4,276,623)	(36,277)	(4,242,339)
- discontinued operations		197,099	(136,885)	-	(136,885)
Gain on disposal of subsidiaries	33	-	(261,210)	-	(3,457,226)
Impairment loss on investment in a subsidiary		-	-	-	549,999
Intangible assets written off					
- discontinued operations		380,000	-	-	-
Interest income		(334,471)	(331,946)	(274,702)	(375,307)
(Reversal of)/Allowance for inventories written down					
- continuing operations		(696,827)	-	-	-
- discontinued operations		-	1,542,250	-	1,542,250
Reversal of amortisation		(240,000)	-	-	-
Reversal of deposits written off					
- discontinued operations		(79,764)	(57,076)	-	-
Reversal of fair value reserve		-	(81,895)	-	(81,895)
BALANCE CARRIED FORWARD		32,910,709	16,777,499	1,737,322	(688,418)

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

	Note	The Group 1.4.2012 to 31.3.2013 RM	The Group 1.7.2011 to 31.3.2012 RM	The Company 1.4.2012 to 31.3.2013 RM	The Company 1.7.2011 to 31.3.2012 RM
BALANCE BROUGHT FORWARD		32,910,709	16,777,499	1,737,322	(688,418)
Writeback of allowance for obsolete inventories					
- continuing operations		(1,737,919)	-	-	-
Writeback of impairment losses on receivables					
- continuing operations		(6,607,655)	-	(4,130,496)	-
(Writeback of)/ allowance for impairment losses on property, plant and equipment					
- continuing operations		(148,447)	148,447	-	-
- discontinued operations		(681,030)	-	-	-
Writeback of impairment loss on intangible assets					
- discontinued operations		(140,000)	-	-	-
Operating profit/(loss) before working capital changes		23,595,658	16,925,946	(2,393,174)	(688,418)
(Increase)/Decrease in inventories		(19,478,167)	23,603,476	-	9,634,746
Decrease/(Increase) in trade and other receivables		22,482,273	(10,736,043)	9,486,123	(6,906,762)
(Decrease)/Increase in trade and other payables		(1,739,895)	(12,666,532)	633,735	(15,761,976)
(Increase)/Decrease in amount owing by a related party		(816)	2,857	-	-
(Increase)/Decrease in amount owing by subsidiaries		-	-	(847,973)	20,557,400
CASH FROM OPERATIONS		24,859,053	17,129,704	6,878,711	6,834,990
Interest paid					
- continuing operations		(3,889,631)	(123,885)	(2,576,230)	-
- discontinued operations		(4,610)	(151,614)	-	(147,170)
Income tax paid		(7,910,242)	(4,163,208)	(3,985,000)	(3,148,271)
NET CASH FROM OPERATING ACTIVITIES/BALANCE CARRIED FORWARD		13,054,570	12,690,997	317,481	3,539,549

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

	Note	The Group 1.4.2012 to 31.3.2013 RM	The Group 1.7.2011 to 31.3.2012 RM	The Company 1.4.2012 to 31.3.2013 RM	The Company 1.7.2011 to 31.3.2012 RM
NET CASH FROM OPERATING ACTIVITIES/BALANCE BROUGHT FORWARD		13,054,570	12,690,997	317,481	3,539,549
CASH FLOWS (FOR)/FROM INVESTING ACTIVITIES					
Interest received		334,471	331,946	274,702	375,307
Dividend received		-	-	15,940,000	10,000,000
Disposal/(Purchase) of other investments		2,140,079	(2,140,079)	2,140,079	(2,140,079)
Advances to subsidiaries		-	-	(19,644,974)	(1,788,278)
Proceeds from disposal of property, plant and equipment		940,587	11,796,734	125,000	11,611,734
Proceeds from disposal of subsidiaries	33	-	3,573,377	-	3,557,228
Proceeds from disposal of bonds		-	2,122,295	-	2,122,295
Acquisition of subsidiaries	34	(173,155,567)	-	(179,299,999)	-
Additional investment in a subsidiary		-	-	(999,998)	-
Purchase of property, plant and equipment					
- continuing operations	35	(9,067,638)	(1,815,178)	(249,119)	-
- discontinued operations		(113,115)	-	(113,115)	(9,478)
Repayment from related parties		313,031	19,274	-	-
Repayment from holding company on subsidiary disposed		-	(2,972,008)	-	-
Repayment from related companies on subsidiary disposed		-	(183,874)	-	-
Advances to related companies on subsidiary acquired		49,658,066	-	-	-
NET CASH (FOR)/FROM INVESTING ACTIVITIES		(128,950,086)	10,732,487	(181,827,424)	23,728,729
BALANCE CARRIED FORWARD		(115,895,516)	23,423,484	(181,509,943)	27,268,278

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

	Note	The Group 1.4.2012 to 31.3.2013 RM	The Group 1.7.2011 to 31.3.2012 RM	The Company 1.4.2012 to 31.3.2013 RM	The Company 1.7.2011 to 31.3.2012 RM
BALANCE BROUGHT FORWARD		(115,895,516)	23,423,484	(181,509,943)	27,268,278
CASH FLOWS FROM/(FOR) FINANCING ACTIVITIES					
Drawdown of term loans		169,500,000	-	169,500,000	-
Repayment of hire purchase obligations		(25,245)	(434,600)	(25,245)	(253,110)
Drawdown/(Repayment) of bankers' acceptances		19,490,000	1,345,000	(2,900,000)	(655,000)
Repayment to related parties		(9,885,784)	(237,220)	-	-
Dividend paid		(1,567,020)	(1,567,020)	(1,567,020)	(1,567,020)
Share issuance expenses		(1,424,500)	-	(1,424,500)	-
Repayment to subsidiaries		-	-	(342,894)	(266,324)
Repayment to related companies on subsidiary acquired		(42,454,313)	-	-	-
Advances from holding company on subsidiary acquired		4,793	-	-	-
NET CASH FROM/(FOR) FINANCING ACTIVITIES		133,637,931	(893,840)	163,240,341	(2,741,454)
NET INCREASE/(DECREASE) IN CASH AND CASH EQUIVALENTS		17,742,415	22,529,644	(18,269,602)	24,526,824
CASH AND CASH EQUIVALENTS AT BEGINNING OF THE FINANCIAL YEAR/PERIOD		22,795,845	266,201	24,419,435	(107,389)
CASH AND CASH EQUIVALENTS AT END OF THE FINANCIAL YEAR/PERIOD	36	40,538,260	22,795,845	6,149,833	24,419,435

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

1. GENERAL INFORMATION

The Company is a public company limited by shares and is incorporated under the Companies Act 1965 in Malaysia. The domicile of the Company is Malaysia. The registered office and principal place of business are at Lot 10449, Batu 4 1/2, Kg. Jawa, 41000 Klang, Selangor Darul Ehsan.

The financial statements were authorised for issue by the Board of Directors in accordance with a resolution of the directors dated 30 July 2013.

2. PRINCIPAL ACTIVITIES

The Company is principally engaged in the businesses of investment holding and the provision of management services to its subsidiaries. The principal activities of the subsidiaries are set out in Note 6 to the financial statements. There have been no significant changes in the nature of these activities during the financial year except for the discontinuance of the food and beverage segments as disclosed in Note 18 to the financial statements.

3. HOLDING COMPANY

The holding company is Everest Hectare Sdn. Bhd., a company incorporated in Malaysia.

4. BASIS OF PREPARATION

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

(a) These are the Group's first set of financial statements prepared in accordance with MFRSs, which are also in line with International Financial Reporting Standards as issued by the International Accounting Standards Board.

In the previous financial period, the financial statements of the Group were prepared in accordance with Financial Reporting Standards ("FRSs"). There were no material financial impacts on the transition from FRSs to MFRSs.

4. BASIS OF PREPARATION (cont'd)

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

MFRSs and IC Interpretations (Including The Consequential Amendments)	Effective Date
MFRS 9 Financial Instruments	1 January 2015
MFRS 10 Consolidated Financial Statements	1 January 2013
MFRS 11 Joint Arrangements	1 January 2013
MFRS 12 Disclosure of Interests in Other Entities	1 January 2013
MFRS 13 Fair Value Measurements	1 January 2013
MFRS 119 Employee Benefits	1 January 2013
MFRS 127 Separate Financial Statements	1 January 2013
MFRS 128 Investments in Associates and Joint Ventures	1 January 2013
Amendments to MFRS 7: Disclosures – Offsetting Financial Assets and Financial Liabilities	1 January 2013
Amendments to MFRS 9 and MFRS 7: Mandatory Effective Date of MFRS 9 and Transition Disclosures	1 January 2015
Amendments to MFRS 10, MFRS 11 and MFRS 12: Transition Guidance	1 January 2013
Amendments to MFRS 10, MFRS 12 and MFRS 127: Investment Entities	1 January 2014
Amendments to MFRS 101: Presentation of Items of Other Comprehensive Income	1 July 2012
Amendments to MFRS 132: Offsetting Financial Assets and Financial Liabilities	1 January 2014
IC Interpretation 20 Stripping Costs in the Production Phase of a Surface Mine	1 January 2013
Annual Improvements to MFRSs 2009 – 2011 Cycle	1 January 2013

The above accounting standards and interpretations (including the consequential amendments) are not relevant to the Group's operations except as follows:-

MFRS 9 replaces the parts of MFRS 139 that relate to the classification and measurement of financial instruments. MFRS 9 divides all financial assets into 2 categories - those measured at amortised cost and those measured at fair value, based on the entity's business model for managing its financial assets and the contractual cash flow characteristics of the instruments. For financial liabilities, the standard retains most of the MFRS 139 requirement. An entity choosing to measure a financial liability at fair value will present the portion of the change in its fair value due to changes in the entity's own credit risk in other comprehensive income rather than within profit or loss. There will be no financial impact on the financial statements of the Group upon its initial application.

4. BASIS OF PREPARATION (cont'd)

(b) The above accounting standards and interpretations (including the consequential amendments) are not relevant to the Group's operations except as follows:- (cont'd)

MFRS 10 replaces the consolidation guidance in MFRS 127 and IC Interpretation 112. Under MFRS 10, there is only one basis for consolidation, which is control. Extensive guidance has been provided in the standard to assist in the determination of control. The possible impacts on the financial statements of the Group upon its initial application are disclosed in Note 4(c) to the financial statements.

MFRS 12 is applicable to entities that have interests in subsidiaries, joint arrangements, associates and/or unconsolidated structured entities. MFRS 12 is a disclosure standard and the disclosure requirements in this standard are more extensive than those in the current standards. Accordingly, there will be no financial impact on the financial statements of the Group upon its initial application but may impact its future disclosures.

MFRS 13 defines fair value, provides guidance on how to determine fair value and requires disclosures about fair value measurements. The scope of MFRS 13 is broad; it applies to both financial instrument items and non-financial instrument items for which other MFRSs require or permit fair value measurements and disclosures about fair value measurements, except in specified circumstances. In general, the disclosure requirements in MFRS 13 are more extensive than those required in the current standards and therefore there will be no financial impact on the financial statements of the Group upon its initial application but may impact its future disclosures.

The amendments to MFRS 7 (Disclosures – Offsetting Financial Assets and Financial Liabilities) require disclosures that will enable users of an entity's financial statements to evaluate the effect or potential effect of netting arrangements, including rights of set-off associated with the entity's recognised financial assets and recognised financial liabilities, on the entity's financial position. There will be no financial impact on the financial statements of the Group upon its initial application.

The amendments to MFRS 101 retain the option to present profit or loss and other comprehensive income in either a single statement or in two separate but consecutive statements. In addition, items presented in other comprehensive income section are to be grouped based on whether they are potentially re-classifiable to profit or loss subsequently i.e. those that might be reclassified and those that will not be reclassified. Income tax on items of other comprehensive income is required to be allocated on the same basis. There will be no financial impact on the financial statements of the Group upon its initial application other than the presentation format of the statements of comprehensive income.

4. BASIS OF PREPARATION (cont'd)

(b) The above accounting standards and interpretations (including the consequential amendments) are not relevant to the Group's operations except as follows:- (cont'd)

The amendments to MFRS 132 provide the application guidance for criteria to offset financial assets and financial liabilities. There will be no financial impact on the financial statement of the Group upon its initial application.

The Annual Improvements to MFRSs 2009 – 2011 Cycle contain amendments to MFRS 1, MFRS 101, MFRS 116, MFRS 132 and MFRS 134. These amendments are expected to have no material impact on the financial statements of the Group upon their initial application.

(c) The adoption of MFRSs in the next financial year is expected to have no material impact on the financial statements of the Group upon their initial application except for the impact on the adoption of MFRS 10 - Consolidated Financial Statements effective on the financial year ending 31 March 2014 is as follows:-

			The Group At 31.3.2013	
	NOTE	Per MFRSs RM	Effects of Transition to MFRS 10 RM	Adjusted MFRSs RM
Statements Of Financial Position				
Inventories	(aa)	142,898,686	7,550,296	150,448,982
Trade and other receivables	(aa)	74,275,481	(2,693,634)	71,581,847
Cash and bank balances	(aa)	14,749,597	4,117,119	18,866,716
Trade and other payables	(aa)	32,536,730	13,900,836	46,437,566
Borrowings	(aa)	169,500,000	2,427,340	171,927,340
Statements Of Comprehensive Income				
Profit after taxation	(aa)	17,200,519	(10,732,348)	6,468,171

(aa) Under MFRS 10 – Consolidated Financial Statements, the Group will consolidate the results of the business operators as these business operators fall under the definition of 'de facto agents' as defined in MFRS 10 as the Group is able to exercise its power over the business operators' operations.

5. SIGNIFICANT ACCOUNTING POLICIES

(a) Critical Accounting Estimates And Judgements

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

(i) Depreciation of Property, Plant and Equipment

The estimates for the residual values, useful lives and related depreciation charges for the property, plant and equipment are based on commercial factors which could change significantly as a result of technical innovations and competitors' actions in response to the market conditions.

Changes in the expected level of usage and technological development could impact the economic useful lives and the residual values of these assets, therefore future depreciation charges could be revised.

(ii) Income Taxes

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

(iii) Impairment of Non-financial Assets

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

5. SIGNIFICANT ACCOUNTING POLICIES (cont'd)

(a) Critical Accounting Estimates And Judgements (cont'd)

(iv) Write-down of Inventories

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 valuation of inventories.

During the financial year, the Group revised the policy of allowance for slow-moving inventories as follows:-

Adult and children wear, care and related products

Aging	**31.3.2013**	**31.3.2012**
2 to 3 years	-	30%
3 to 4 years	50%	40%
More than 4 years	100%	50%

The revisions were accounted for prospectively as a change in accounting estimates and as a result, the allowance for slow-moving inventories of the Group for the financial year has been reduced by RM1,058,982.

(v) Impairment of Trade and Other Receivables

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

During the financial year, the Group revised the policy of impairment losses of trade receivables as follows:-

Adult and children wear, care and related products

Aging	**31.3.2013**	**31.3.2012**
More than 180 days	50%	-
More than 120 days	-	100%
More than 180 days	50%	-

The revisions were accounted for prospectively as a change in accounting estimates and as a result, the impairment losses of trade receivables of the Group for the financial year has been reduced by RM2,221,098.

5. SIGNIFICANT ACCOUNTING POLICIES (cont'd)

(a) Critical Accounting Estimates And Judgements (cont'd)

(vi) Classification of Leasehold Land

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

(b) Basis of Consolidation

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

A subsidiary is defined as a company in which the parent company has the power, directly or indirectly, to exercise control over its financial and operating policies so as to obtain benefits from its activities.

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

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

(a) Business Combinations

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

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

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

5. SIGNIFICANT ACCOUNTING POLICIES (cont'd)

(b) Basis of Consolidation (cont'd)

(b) Non-controlling Interests

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

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

(c) Acquisitions of Non-controlling Interests

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

(d) Loss of Control

Upon loss of control of a subsidiary, the profit or loss on disposal is calculated as the difference between:-

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

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

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

5. SIGNIFICANT ACCOUNTING POLICIES (cont'd)

(c) Goodwill

Goodwill is measured at cost less accumulated impairment losses, if any. The carrying value of goodwill is reviewed for impairment annually. The impairment value of goodwill is recognised immediately in profit or loss. An impairment loss recognised for goodwill is not reversed in a subsequent period.

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

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

(d) Functional and Foreign Currencies

(i) Functional and Presentation Currency

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

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

(ii) Transactions and Balances

Transactions in foreign currencies are converted into the respective functional currencies on initial recognition, using the exchange rates approximating those ruling at the transaction dates. Monetary assets and liabilities at the end of the reporting period are translated at the rates ruling as of that date. Non-monetary assets and liabilities are translated using exchange rates that existed when the values were determined. All exchange differences are recognised in profit or loss.

(e) Financial Instruments

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

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

5. SIGNIFICANT ACCOUNTING POLICIES (cont'd)

(e) Financial Instruments (cont'd)

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

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

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

(i) Financial Assets

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

- *Financial Assets at Fair Value Through Profit or Loss*

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

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

- *Held-to-maturity Investments*

  Held-to-maturity investments are non-derivative financial assets with fixed or determinable payments and fixed maturities that the management has the positive intention and ability to hold to maturity. Held-to-maturity investments are measured at amortised cost using the effective interest method less any impairment loss, with revenue recognised on an effective yield basis.

- *Loans and Receivables Financial Assets*

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

5. SIGNIFICANT ACCOUNTING POLICIES (cont'd)

(e) Financial Instruments (cont'd)

(i) Financial Assets (cont'd)

- *Available-for-sale Financial Assets*

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

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

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

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

(ii) Financial Liabilities

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

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

(iii) Equity Instruments

Ordinary shares are classified as equity. Incremental costs directly attributable to the issue of new shares or options are shown in equity as a deduction, net of tax, from proceeds.

Dividends on ordinary shares are recognised as liabilities when approved for appropriation.

5. SIGNIFICANT ACCOUNTING POLICIES (cont'd)

(f) Investments in Subsidiaries

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

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

(g) Property, Plant and Equipment

Property, plant and equipment, other than freehold land and buildings, are stated at cost less accumulated depreciation and impairment losses, if any.

Freehold land is stated at cost less impairment losses, if any and is not depreciated.

Depreciation is calculated under the straight-line method to write off the depreciable amount of the assets over their estimated useful lives. Depreciation of an asset does not cease when the asset becomes idle or is retired from active use unless the asset is fully depreciated. The principal annual rates used for this purpose are:-

Buildings	2%
Long term leasehold land and buildings	2%
Computer equipment	10% - 30%
Display counters	10% - 20%
Furniture and fixtures	5% - 20%
Electrical fittings	10% - 20%
Office equipment	10%
Plant, machinery and tools	10%
Store equipment	10% - 15%
Renovation	20%
Motor vehicles	20%
Hostel equipment	10%

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

5. SIGNIFICANT ACCOUNTING POLICIES (cont'd)

(g) Property, Plant and Equipment (cont'd)

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

An item of property, plant and equipment is derecognised upon disposal or when no future economic benefits are expected from its use. Any gain or loss arising from derecognition of the asset is recognised in profit or loss. The revaluation reserve included in equity is transferred directly to retained profits on retirement or disposal of the asset.

(h) Intangible Assets

Intangible assets acquired separately are measured initially at cost. The cost of intangible assets acquired in a business combination is their fair values as at the date of acquisition. Following initial acquisition, intangible assets are measured at cost less any accumulated amortisation and accumulated impairment losses. The useful lives of intangible assets are assessed to be either finite or indefinite.

The cost of acquiring the rights, interest and benefits to the operations, brands and patents pertaining to the "Antioni", "Bontton" and "B.U.M" trademarks are capitalised as intangible assets. The sub-licence fee paid to acquire the rights to manufacture, market and distribute the "Vanity Fair" brand of women intimate apparel and related accessories in Malaysia, is also capitalised as intangible asset. In addition, the cost of acquiring the rights to operate gourmet chocolate café and retail outlets known as "Theobroma Chocolate Lounge" is capitalised as intangible assets.

Intangible assets with finite useful lives are amortised over the estimated useful lives and assessed for impairment whenever there is an indication that the intangible asset may be impaired. The amortisation period and the amortisation method are reviewed at least each financial year end. Changes in the expected useful life or the expected pattern of consumption of future economic benefits embodied in the asset is accounted for by changing the amortisation period or method, as appropriate, and are treated as changes in accounting estimates. The amortisation expense on intangible assets with finite lives is recognised in profit or loss.

5. SIGNIFICANT ACCOUNTING POLICIES (cont'd)

(h) Intangible Assets (cont'd)

Intangible assets with indefinite useful lives or not yet available for use are tested for impairment annually, or more frequently if the events and circumstances indicate that the carrying value may be impaired either individually or at the cash-generating unit level. Such intangible assets are not amortised. The useful life of an intangible asset with an indefinite useful life is reviewed annually to determine whether the useful life assessment continues to be supportable, If not, the change in useful life from indefinite to finite is made on a prospective basis.

Gains or losses arising from derecognition of an intangible asset are measured as the difference between the net disposal proceeds and the carrying amount of the asset and are recognised in profit or loss when the asset is derecognised.

(i) Impairment

(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.

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.

(ii) Impairment of Non-Financial Assets

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

5. SIGNIFICANT ACCOUNTING POLICIES (cont'd)

(i) Impairment (cont'd)

(ii) Impairment of Non-Financial Assets (cont'd)

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 been 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 comprehensive income, a reversal of that impairment loss is recognised as income in the statements of comprehensive income.

(j) Assets under Hire Purchase

Assets acquired under hire purchase are capitalised in the financial statements and are depreciated in accordance with the policy set out in Note 5(g) above. Each hire purchase payment is allocated between the liability and finance charges so as to achieve a constant rate on the finance balance outstanding. Finance charges are recognised in profit or loss over the period of the respective hire purchase agreements.

(k) Inventories

Inventories are stated at the lower of cost and net realisable value. The cost of inventories is determined as follows:-

Baby, lingerie and ladies wear, care and related products	Weighted average
Children and adult wear, care and related products	First-in-first-out basis

Cost 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.

5. SIGNIFICANT ACCOUNTING POLICIES (cont'd)

(l) Income Taxes

Income tax for the year comprises current and deferred tax.

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

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

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

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

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

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

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

5. SIGNIFICANT ACCOUNTING POLICIES (cont'd)

(m) Cash and Cash Equivalents

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

(n) Provisions

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

(o) Employee Benefits

(i) Short-term Benefits

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

(ii) Defined Contribution Plans

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

(p) Related Parties

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

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

- (i) has control or joint control over the reporting entity;
- (ii) has significant influence over the reporting entity; or
- (iii) is a member of the key management personnel of the reporting entity or of a parent of the reporting entity.

5. SIGNIFICANT ACCOUNTING POLICIES (cont'd)

(p) Related Parties (cont'd)

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

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

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

(iii) Both entities are joint ventures of the same third party.

(iv) One entity is a joint venture of a third entity and the other entity is an associate of the third entity.

(v) The entity is a post-employment benefit plan for the benefit of employees of either the reporting entity or an entity related to the reporting entity. If the reporting entity is itself such a plan, the sponsoring employers are also related to the reporting entity.

(vi) The entity is controlled or jointly controlled by a person identified in (a) above.

(vii) A person identified in (a)(i) above has significant influence over the entity or is a member of the key management personnel of the entity (or of a parent of the entity).

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

(q) Contingent Liabilities

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

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

5. SIGNIFICANT ACCOUNTING POLICIES (cont'd)

(r) Revenue Recognition

(i) Sale of Goods

Revenue is recognised net of sales taxes and discounts upon transfer of the significant risks and rewards of ownership to the buyer. In the case of consignment sales, revenue is recognised when the goods are sold by the consignee to a third party. Revenue is not recognised to the extent where there are significant uncertainties regarding recovery of the consideration due, associated costs or the possible return of goods.

(ii) Food and Beverages

Revenue from food and beverages is recognised net of sale tax and upon transfer of significant risks and rewards of ownership to the buyer.

(iii) Interest Income

Interest income is recognised on an accrual basis using the effective interest method, unless collectability is in doubt, in which case, it is recognised on receipts basis.

(iv) Royalty Income

Royalty income is recognised on an accrual basis in accordance with the substance of the relevant agreements.

(v) Rental Income

Rental income is recognised on an accrual basis on the agreed upon rental rates, unless collectability is in doubt, in which case, it is recognised on receipts basis.

(vi) Dividend Income

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

5. SIGNIFICANT ACCOUNTING POLICIES (cont'd)

(s) Non-Current Assets Held for Sale and Discontinued Operations

Non current assets that are expected to be recovered primarily through sale rather than through continuing use are classified as held for sale. Upon classification as held for sale, non-current assets or components of a disposal group are not depreciated and are measured at the lower of their carrying amount and fair value less cost to sell. Any differences are recognised in profit or loss.

A discontinued operation is a component of the Group's business that represents a separate major line of business or geographical area of operations that has been disposed of or is held for sale, or is a subsidiary acquired exclusively with a view to resale. Classification as a discontinued operation occurs upon disposal or when the operation meets the criteria to be classified as held for sale, if earlier. When an operation is classified as a discontinued operation, the comparative statement of comprehensive income is restated as if the operation had been discontinued from the start of the comparative period.

(t) Operating Segments

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

(u) Borrowing Costs

Borrowing costs, directly attributable to the acquisition and construction of property, plant and equipment are capitalised as part of the cost of those assets, until such time as the assets are ready for their intended use or sale. Capitalisation of borrowing costs is suspended during extended periods in which active development is interrupted.

All other borrowing costs are recognised in profit or loss as expenses in the period in which they are incurred.

6. INVESTMENTS IN SUBSIDIARIES

	The Company	
	31.3.2012 RM	**31.3.2012 RM**
Unquoted shares, at cost	271,598,097	25,598,098
Less: Accumulated impairment losses	(5,107,097)	(5,107,097)
	266,491,000	**20,491,001**
Accumulated impairment losses:-		
At 1 April 2012/1 July 2011	(5,107,097)	(4,557,098)
Addition during the financial period	-	(549,999)
At 31 March 2013/31 March 2012	**(5,107,097)**	**(5,107,097)**

The details of the subsidiaries which are incorporated in Malaysia, are as follows:-

Name of Company	**Effective Equity Interest 31.3.2013 %**	**31.3.2012 %**	**Principal Activities**
Antioni Sdn. Bhd. ("Antioni")	100	100	Retailing and distribution of the "Antioni" brand of ready-made sports and casual wear and related accessories.
B.U.M Marketing (Malaysia) Sdn. Bhd. ("BUMM")	100	100	Trading and retailing in adult wear, care and related products through Heavy Traffic Outlets ("HTO"), distributors as well as retailing boutique outlets.
Bontton Sdn. Bhd. ("Bontton")	100	100	Retailing and distribution of the "Bontton" brand ready-made casual wear and related accessories.
Bumcity Sdn. Bhd. ("Bumcity")	100	100	Operator of specialty stores known as "Bumcity".
Diesel Marketing Sdn. Bhd. ("Diesel Marketing")	100	100	Retailing and distribution of the "Diesel" brand ready-made sports and casual wear and related accessories
Ubay Marketing Sdn. Bhd. ("Ubay Marketing")	100	100	Retailing and distribution of the "Union Bay" brand of ready-made casual wear and related accessories.

6. INVESTMENTS IN SUBSIDIARIES (cont'd)

Name of Company	Effective Equity Interest 31.3.2013 %	31.3.2012 %	Principal Activities
Cocomax Sdn. Bhd. ("Cocomax") *	100	100	Retailing and distribution of the "Vanity Fair" brand of women intimate apparel and related accessories and operating of gourmet chocolate café and retail outlets known as "Theobroma Chocolate Lounge"
B.U.M. Holdings (M) Sdn. Bhd. ("BUMH")	100	100	Trading and retailing in children wear, care and related products through HTO, distributors as well as retailing boutique outlets.
Anakku Sdn. Bhd. ("AKSB") ^	100	-	Trading and retailing in baby wear, care and related products through HTO, distributors as well as retailing boutique outlets.
Audrey Sdn. Bhd. ("AUSB") ^	100	-	Trading and retailing in lingerie and ladies wear, care and related products through HTO, distributors as well as retailing boutique outlets.
Asia Brands Global Sdn. Bhd. ("ABG") ^	100	-	Dormant.
Mickey Junior Sdn. Bhd. ("MJSB") ^	100	-	Trading and retailing in children wear, care and related products through HTO, distributors as well as retailing boutique outlets.
AIMB Cottonshop Sdn. Bhd. ("CS") # ^	100	-	Dormant.

6. INVESTMENTS IN SUBSIDIARIES (cont'd)

Name of Company	Effective Equity Interest 31.3.2013 %	Effective Equity Interest 31.3.2012 %	Principal Activities
Asia Brands Assets Management Sdn. Bhd. ("ABAM") ^	100	-	Dormant.
Asia Brands HR Services Sdn. Bhd. ("ABHR") ^	100	-	Providing share service function including finance, human resources, IT, administrative, and others.

Held through MJSB

* *Classified as non-current asset held for sale as disclosed in Note 18 to the financial statements.*

^ *On 30 November 2012, the Company completed the acquisition of the entire issued and paid-up share capital of the subsidiaries for a total cash consideration of RM245 million via a cash payment of RM179.3 million and the balance of RM65.7 million was satisfied by the issuance of 30,137,615 new ordinary shares of RM1 each at an issue price of RM2.18 per share. The financial effects of the acquisition of the subsidiaries are disclosed in Note 34 to the financial statements.*

In the previous financial year, the Company assessed the recoverable amount of the investment in subsidiaries and determined that an impairment loss was recognised for Bumcity Sdn. Bhd. as the management has decided to close down the operations of the subsidiary.

7. PROPERTY, PLANT AND EQUIPMENT

	At 1.4.2012 RM	Additions RM	Disposals RM	Acquisition of Subsidiary RM	Written off RM	Writeback of Impairment Loss RM	Depreciation Charge RM	Asset Held for Sale (Note 18) RM	At 31.3.2013 RM
The Group									
NET BOOK VALUE									
Freehold land	1,890,000	-	-	-	-	-	-	(1,890,000)	-
Buildings	3,321,225	113,115	-	-	-	-	(89,400)	(3,344,940)	-
Computer equipment	774,191	290,328	(5,841)	955,979	(74,416)	35,863	(469,132)	-	1,506,972
Display counters	3,640,807	7,773,151	-	5,275,368	(479,633)	425,761	(2,681,588)	-	13,953,866
Furniture and fixtures	35,368	-	(243,690)	-	(53,006)	288,340	(11,673)	-	15,339
Electrical fittings	183,068	-	-	-	(153,809)	75,076	(23,176)	-	81,159
Office equipment	22,721	167,204	-	29,706	-	-	(11,886)	-	207,745
Plant, machinery and tools	9,335	-	-	-	-	-	(4,000)	-	5,335
Store equipment	52,676	-	(22,087)	4,590	-	-	(13,891)	-	21,288
Renovation	6	354,526	-	2,982,917	(149)	-	(361,438)	-	2,975,862
Motor vehicles	1,373,127	582,429	(769,407)	205,171	-	-	(332,528)	-	1,058,792
Hostel equipment	-	-	-	-	(4,437)	4,437	-	-	-
	11,302,524	**9,280,753**	**(1,041,025)**	**9,453,731**	**(765,450)**	**829,477**	**(3,998,712)**	**(5,234,940)**	**19,826,358**

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

	At 1.7.2011 RM	Additions RM	Disposals RM	Disposal of Subsidiary RM	Written off RM	Impairment Loss RM	Depreciation Charge RM	Asset Held for Sale RM	At 31.3.2012 RM
The Group									
NET BOOK VALUE									
Freehold land	4,654,343	-	(2,764,343)	-	-	-	-	(1,890,000)	-
Buildings	5,994,210	-	(2,580,579)	-	-	-	(92,406)	(3,321,225)	-
Long term leasehold land and buildings	485,739	-	(485,327)	-	-	-	(412)	-	-
Computer equipment	975,684	144,353	(121,844)	(4,676)	(14,618)	(671)	(204,037)	(37,249)	736,942
Display counters	3,291,769	1,655,938	-	-	(62,706)	(109,052)	(1,135,140)	-	3,640,809
Furniture and fixtures	90,118	-	(42,084)	-	(348)	(96)	(12,223)	(737)	34,630
Electrical fittings	324,528	1,600	(47,626)	-	(23,449)	(34,191)	(37,794)	-	183,068
Office equipment	53,916	-	(23,414)	-	-	-	(7,782)	-	22,720
Plant, machinery and tools	1,155,664	2,700	(1,074,591)	-	-	-	(74,438)	-	9,335
Store equipment	58,774	10,587	(4,812)	-	-	-	(11,873)	-	52,676
Renovation	6	-	-	-	-	-	-	-	6
Motor vehicles	1,814,114	-	(238,606)	-	-	-	(202,381)	(97,673)	1,275,454
Hostel equipment	6,075	-	-	-	-	(4,437)	(1,638)	-	-
	18,904,940	1,815,178	(7,383,226)	(4,676)	(101,121)	(148,447)	(1,780,124)	(5,346,884)	5,955,640

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

	At Cost RM	Accumulated Depreciation RM	Asset Held for Sale RM	Net Book Value RM
The Group				
At 31.3.2013				
Retail design	135,339	(135,339)	-	-
Freehold land	1,890,000	-	(1,890,000)	-
Buildings	4,359,312	(1,014,372)	(3,344,940)	-
Computer equipment	3,862,827	(2,355,855)	-	1,506,972
Display counters	21,839,300	(7,885,434)	-	13,953,866
Furniture and fixtures	84,754	(69,415)	-	15,339
Electrical fittings	225,851	(144,692)	-	81,159
Office equipment	229,152	(21,407)	-	207,745
Plant, machinery and tools	208,692	(203,357)	-	5,335
Store equipment	106,710	(85,422)	-	21,288
Renovation	4,235,740	(1,259,878)	-	2,975,862
Motor vehicles	1,428,367	(369,575)	-	1,058,792
	38,606,044	(13,544,746)	(5,234,940)	19,826,358

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

	At Cost RM	Accumulated Impairment RM	Accumulated Depreciation RM	Asset Held for Sale RM	Net Book Value RM
The Group					
At 31.3.2012					
Freehold land	1,890,000	-	-	(1,890,000)	-
Buildings	4,193,312	-	(872,087)	(3,321,225)	-
Computer equipment	4,218,951	(35,863)	(3,408,897)	(37,249)	736,942
Display counters	14,841,452	(425,760)	(10,774,883)	-	3,640,809
Furniture and fixtures	1,165,587	(279,566)	(850,654)	(737)	34,630
Electrical fittings	965,599	(75,077)	(707,454)	-	183,068
Office equipment	118,374	-	(95,654)	-	22,720
Plant, machinery and tools	304,248	-	(294,913)	-	9,335
Store equipment	450,010	(8,774)	(388,560)	-	52,676
Renovation	525,317	-	(525,311)	-	6
Motor vehicles	2,384,668	-	(1,011,541)	(97,673)	1,275,454
Hostel equipment	21,842	(4,437)	(17,405)	-	-
	31,079,360	**(829,477)**	**(18,947,359)**	**(5,346,884)**	**5,955,640**

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

	At 1.4.2012 RM	Additions RM	Transfer RM	Disposals RM	Written off RM	Depreciation Charge RM	Asset Held for Sale RM	At 31.3.2013 RM
The Company								
NET BOOK VALUE								
Freehold land	1,890,000	-	-	-	-	-	(1,890,000)	-
Buildings	3,321,225	113,115	-	-	-	(89,400)	(3,344,940)	-
Computer equipment	12,181	-	-	-	(10,213)	(1,968)	-	-
Furniture and fixtures	8,751	-	-	-	(7,619)	(1,132)	-	-
Electrical fittings	5	-	-	-	-	-	-	5
Plant, machinery and tools	9,335	-	-	-	-	(4,000)	-	5,335
Motor vehicles	569,636	349,119	(179,253)	(88,723)	-	(168,229)	-	482,550
	5,811,133	**462,234**	**(179,253)**	**(88,723)**	**(17,832)**	**(264,729)**	**(5,234,940)**	**487,890**

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

	At 1.7.2011 RM	Additions RM	Disposals RM	Written off RM	Depreciation Charge RM	Asset Held for Sale RM	At 31.3.2012 RM
The Company							
NET BOOK VALUE							
Freehold land	4,654,343	-	(2,764,343)	-	-	(1,890,000)	-
Buildings	5,994,210	-	(2,580,579)	-	(92,406)	(3,321,225)	-
Long term leasehold land and buildings	485,739	-	(485,327)	-	(412)	-	-
Computer equipment	140,203	5,178	(121,844)	-	(11,356)	-	12,181
Furniture and fixtures	54,751	-	(42,084)	-	(3,916)	-	8,751
Electrical fittings	51,807	1,600	(47,626)	(1)	(5,775)	-	5
Office equipment	26,078	-	(23,414)	-	(2,664)	-	-
Plant, machinery and tools	1,155,664	2,700	(1,074,591)	-	(74,438)	-	9,335
Store equipment	5,125	-	(4,812)	-	(313)	-	-
Motor vehicles	748,845	-	(87,890)	-	(91,319)	-	569,636
	13,316,765	**9,478**	**(7,232,510)**	**(1)**	**(282,599)**	**(5,211,225)**	**599,908**

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

The Company	At Cost RM	Accumulated Depreciation RM	Net Book Value RM
At 31.3.2013			
Electrical fittings	117,187	(117,182)	5
Plant, machinery and tools	208,692	(203,357)	5,335
Motor vehicles	732,999	(250,449)	482,550
	1,058,878	**(570,988)**	**487,890**
At 31.3.2012			
Computer equipment	21,468	(9,287)	12,181
Furniture and fixtures	24,708	(15,957)	8,751
Electrical fittings	117,187	(117,182)	5
Plant, machinery and tools	304,248	(294,913)	9,335
Motor vehicles	1,013,339	(443,703)	569,636
	1,480,950	**(881,042)**	**599,908**

At the end of the reporting period, the equipment acquired under hire purchase are as follows:-

	The Group		The Company	
	31.3.2013 RM	31.3.2012 RM	31.3.2013 RM	31.3.2012 RM
Motor vehicles	281,750	123,128	281,750	123,128

Certain freehold land and buildings have been pledged as security for banking facilities granted to the Company as disclosed in Note 22 to the financial statements.

8. INTANGIBLE ASSETS

	Trademarks RM	Sub-licence fee RM	Franchise fee RM	Total RM
The Group				
At 31 March 2013				
Deemed cost/Cost				
At 1 April 2012	7,238,375	180,000	-	7,418,375
Reclassified from:				
Attributable to discontinued operations and assets classified as held for sale	-	-	200,000	200,000
Write-off during the year (Note 18)	-	(180,000)	(200,000)	(380,000)
Acquisition of subsidiaries	131,000,000	-	-	131,000,000
At 31 March 2013	138,238,375	-	-	138,238,375
Accumulated amortisation and impairment losses				
At 1 April 2012	-	180,000	-	180,000
Reclassified from:				
Attributable to discontinued operations and assets classified as held for sale	-	-	200,000	200,000
Reversal of amortisation during the year (Note 18)	-	(180,000)	(60,000)	(240,000)
Writeback of impairment losses (Note 18)	-	-	(140,000)	(140,000)
At 31 March 2013	-	-	-	-
	138,238,375	**-**	**-**	**138,238,375**
At 1 July 2011/31 March 2012				
Deemed cost/Cost	7,238,375	180,000	-	7,418,375
Accumulated amortisation and impairment losses	-	(180,000)	-	(180,000)
	7,238,375	**-**	**-**	**7,238,375**

8. INTANGIBLE ASSETS (cont'd)

Key assumptions used in value-in-use calculations

The recoverable amount of a CGU is determined based on value-in-use calculations using cash flow projections based on financial budgets approved by management covering a five-year period. The key assumptions used for the value-in-use calculations are:

	Gross Margin		Growth Rate		Discount Rate	
	31.3.2013	31.3.2012	31.3.2013	31.3.2012	31.3.2013	31.3.2012
Adult wear	47.0%	44.0%	1.0%	1.80%	5.5%	9.0%
Baby wear	48.0%	-	5.0%	-	5.5%	-
Lingerie wear	65.0%	-	5.0%	-	5.5%	-

The key assumptions used by management in the determination of the impairment testing of the trademarks are as follows:-

(i) Budgeted gross margin

The basis used to determine the budgeted gross margin is the average gross margins achieved in recent years immediately before the budgeted year increased by the effects of merchandising improvement and new marketing strategies.

(ii) Growth rate

The basis used to determine the growth rate is the revenue growth achieved in recent years taking into account the increase in consumers spending as a result of merchandising improvement and new marketing strategies.

(iii) Discount rate

The discount rates used are pre-tax and reflect the borrowing costs.

Sensitivity to changes in assumptions

Cost of goods sold price inflation

Management has considered the possibility of greater than budgeted cost of goods sold. The Group believes that it will be able to pass on the effect of increase in cost of goods sold to its customers through increase in selling prices which will be supported by product improvements.

9. GOODWILL ON CONSOLIDATION

Goodwill on consolidation arose from the acquisition of subsidiaries as disclosed in Note 34 to the financial statements during the financial year.

Goodwill on consolidation is stated at cost and reviewed for impairment annually.

Goodwill on consolidation has been allocated for impairment testing to the Group's cash-generating unit ("CGU").

The Group has assessed the recoverable amount of goodwill on consolidation allocated and determined that the goodwill on consolidation is not impaired. The recoverable amount of the CGU is determined using the value-in-use approach, and this is derived from the present value of the future cash flows from the operating segments computed based on the projections of financial budgets approved by management covering a period of 5 years. The key assumptions used in the determination of the recoverable amounts are as follows:-

	Gross Margin		Growth Rate		Discount Rate	
	31.3.2013	**31.3.2012**	**31.3.2013**	**31.3.2012**	**31.3.2013**	**31.3.2012**
Adult wear	47.0%	44.0%	1.0%	1.80%	5.5%	9.0%
Baby wear	48.0%	-	5.0%	-	5.5%	-
Lingerie wear	65.0%	-	5.0%	-	5.5%	-

Item	Basis of Assumption
(a) Budgeted gross margin	The basis used to determine the value assigned to the budgeted gross margin is based on the past performance and its expectations of market development.
(b) Growth rate	The growth rates used are based on the past years' achievement to be secured.
(c) Discount rate	The discount rate used is based on the borrowing rates.

10. DEFERRED TAX ASSETS

	The Group		The Company	
	31.3.2013 RM	31.3.2012 RM	31.3.2013 RM	31.3.2012 RM
At 1 April 2012/1 July 2011	848,000	786,701	872,000	(888,825)
Acquisition of subsidiaries	(907,000)	-	-	-
Recognised in profit or loss (Note 29)	622,000	61,299	(1,040,000)	1,760,825
At 31 March 2013/2012	**563,000**	**848,000**	**(168,000)**	**872,000**

Presented after appropriate offsetting as follows:-

	The Group		The Company	
	31.3.2013 RM	31.3.2012 RM	31.3.2013 RM	31.3.2012 RM
Deferred tax assets	731,000	848,000	-	872,000
Deferred tax liabilities	(168,000)	-	(168,000)	-
	563,000	**848,000**	**(168,000)**	**872,000**

The deferred tax assets of the Group represent tax benefits arising from temporary differences between depreciation and capital allowances on qualifying cost of property, plant and equipment, provision of bonus, provision for compensated absences, allowance for impairment losses on receivables and inventories written down/off.

11. INVENTORIES

	The Group		The Company	
	31.3.2013 RM	31.3.2012 RM	31.3.2013 RM	31.3.2012 RM
Finished goods:				
Cost	141,278,575	50,343,258	-	-
Net realisable value	1,620,111	2,610,147	-	-
	142,898,686	**52,953,405**	**-**	**-**

12. TRADE RECEIVABLES

	The Group		The Company	
	31.3.2013 RM	31.3.2012 RM	31.3.2013 RM	31.3.2012 RM
Trade receivables	58,866,774	19,702,048	-	3,266,354
Allowance for impairment losses	(1,715,131)	(234,448)	-	-
	57,151,643	**19,467,600**	**-**	**3,266,354**

	The Group		The Company	
	31.3.2013 RM	31.3.2012 RM	31.3.2013 RM	31.3.2012 RM
Allowance for impairment losses:				
At 1 April 2012/1 July 2011	234,448	247,823	-	-
Addition during the financial year/period	307,324	100,320	-	-
Acquisition of subsidiaries	7,871,619	-	-	-
Disposal of subsidiaries	-	(99,811)	-	-
Written off during the financial year/period	(90,605)	-	-	-
Writeback of allowance for impairment loss	(6,607,655)	(13,884)	-	-
At 31 March 2013/2012	**1,715,131**	**234,448**	**-**	**-**

The Group's normal trade credit terms range from 30 to 120 days (31.3.2012 - 12 to 120 days). Other credit terms are assessed and approved on a case-by-case basis.

13. OTHER RECEIVABLES, DEPOSITS AND PREPAYMENTS

	The Group		The Company	
	31.3.2013 RM	31.3.2012 RM	31.3.2013 RM	31.3.2012 RM
Other receivables	6,881,814	8,048,328	25,776	6,150,836
Dividend receivable	-	-	6,300,000	-
Deposits	8,580,312	1,445,328	11,800	56,510
Prepayments	1,661,712	268,507	11,791	61,790
	17,123,838	**9,762,163**	**6,349,367**	**6,269,136**

14. AMOUNTS OWING BY/(TO) SUBSIDIARIES

	The Company	
	31.3.2013	**31.3.2012**
	RM	**RM**
Amount owing by:-		
Trade balance	1,849,723	5,136,760
Non-trade balances	36,656,566	16,832,339
	38,506,289	21,969,099
Allowance for impairment losses	(7,193,157)	(11,084,915)
	31,313,132	**10,884,184**
Allowance for impairment losses:-		
At 1 April 2012/1 July 2011	11,084,915	10,161,767
Addition during the financial year/period		
Writeback during the financial year/period	238,738	923,148
	(4,130,496)	-
At 31 March 2013/2012	**7,193,157**	**11,084,915**
Amount owing to:-		
Trade balances	-	(4,514)
Non-trade balances	-	(342,894)
	-	**(347,408)**

The trade balance is subject to the normal trade credit terms granted by the Company.

The non-trade balances are unsecured, interest-free and receivable/repayable on demand.

The amounts owing are to be settled in cash.

15. AMOUNTS OWING BY/(TO) RELATED PARTIES

The amounts owing by/(to) the related parties consist of the following:-

	The Group	
	31.3.2013	**31.3.2012**
	RM	**RM**
Amount owing by:-		
Trade balances	222,954	-
Non-trade balances	-	4,190
	222,954	**4,190**
Amount owing to:-		
Trade balances	**(2,041)**	**(2,857)**

The amounts owing by/(to) the related parties are unsecured, interest-free and receivable/ repayable on demand. The amounts owing are to be settled in cash.

16. OTHER INVESTMENT

	The Group/The Company	
	31.3.2013	**31.3.2012**
	RM	**RM**
At fair value	-	2,140,079

Investments in money market of the Group are designated as fair value through profit or loss financial assets and are measured at fair value.

17. FIXED DEPOSITS WITH LICENSED BANKS

The fixed deposits with licensed banks of the Group at the end of the reporting period bore effective interest rates ranging from 2.00% to 2.60% (31.3.2012 - 1.70% to 3.20%) per annum. The deposits have maturity periods ranging from 31 to 87 days (31.3.2012 – 1 to 7 days).

18. NON-CURRENT ASSETS CLASSIFIED AS HELD FOR SALE

After the termination of the agreement, on 24 November 2011, Cocomax was still unable to seek a buyer. Hence, the Company has decided to close down the business on 31 March 2013 by selling off all the assets and inventories to an interested buyer.

On 31 March 2013, the Company entered into agreement to sell off the freehold land and buildings.

As at the reporting date, the assets and liabilities relating to Cocomax and the Company have been presented in the statements of financial position as "Non-current assets classified as held for sale" and "Liabilities directly associated with assets classified as held for sale" respectively, and its results are presented separately on the statements of comprehensive income as "Profit from discontinued operations, net of tax".

The major classes of assets and liabilities of Cocomax and the Company classified as held for sale are as follows:-

	The Group		The Company	
	31.3.2013 RM	31.3.2012 RM	31.3.2013 RM	31.3.2012 RM
Assets				
Investment in subsidiary	-	-	-	1
Property, plant and equipment	5,234,940	5,346,884	5,234,940	5,211,225
Inventories	-	54,530	-	-
Other receivables, deposits and prepayments	-	154,125	-	-
Cash and bank balances	-	169,429	-	-
Assets of disposal group classified as held for sale	5,234,940	5,724,968	5,234,940	5,211,226
Liabilities				
Trade and other payables	240,000	367,251	240,000	-
Liabilities directly associated with assets classified as held for sale	240,000	367,251	240,000	-
Net assets directly associated with assets classified as held for sale	4,994,940	5,357,717	4,994,940	5,211,226

18. NON-CURRENT ASSETS CLASSIFIED AS HELD FOR SALE (cont'd)

An analysis of the results of the assets held for sale is as follows:-

	The Group		The Company	
	1.4.2012 to 31.3.2013 RM	1.7.2011 to 31.3.2012 RM	1.4.2012 to 31.3.2013 RM	1.7.2011 to 31.3.2012 RM
Revenue	3,899,178	3,666,807	607,000	-
Cost of sales	(1,438,690)	(1,191,991)	-	-
	2,460,488	2,474,816	607,000	-
Other income	185,697	816,981	(111,885)	633,685
	2,646,185	3,291,797	495,115	633,685
Selling and distribution expenses	(2,629,724)	(2,655,268)	-	-
Administrative expenses	(198,048)	(270,284)	(126,106)	(81,866)
(Loss)/Profit from operations	(181,587)	366,245	369,009	551,819
Finance costs	(205)	(4,444)	-	-
(Loss)/Profit for the financial year/ period from assets held for sale	**(181,792)**	**361,801**	**369,009**	**551,819**

Included in the profit for the financial year/period from the assets held for sale are the following:-

	The Group		The Company	
	1.4.2012 to 31.3.2013 RM	1.7.2011 to 31.3.2012 RM	1.4.2012 to 31.3.2013 RM	1.7.2011 to 31.3.2012 RM
Auditors' remuneration	8,000	8,000	-	-
Depreciation of property, plant and equipment	120,937	95,446	89,400	62,900
Foreign exchange loss/(gain):				
- realised	1,320	3,454	-	-
- unrealised	-	(529)	-	-
Intangible assets written off	380,000	-	-	-
Interest expense:				
- bank guarantee	4,405	-	-	-
- bank overdraft	-	384	-	-
- hire purchase	-	4,059	-	-
- others	205	1	-	-

18. NON-CURRENT ASSETS CLASSIFIED AS HELD FOR SALE (cont'd)

Included in the profit for the financial year/period from the assets held for sale are the following:- (cont'd)

	The Group		The Company	
	1.4.2012 to 31.3.2013 RM	1.7.2011 to 31.3.2012 RM	1.4.2012 to 31.3.2013 RM	1.7.2011 to 31.3.2012 RM
Inventories written off	7,761	7,588	-	-
Loss/(gain) on disposal of property, plant and equipment	197,099	(136,885)	-	(136,885)
Plant and equipment written off	460,053	10,674	-	-
Rental of land and buildings	1,531,823	1,529,629	-	-
Royalty expenses	142,725	134,033	-	-
Staff costs				
- salaries, wages, bonuses and allowance	472,827	747,931	-	-
- defined contribution plan	42,516	75,854	-	-
- other benefits	19,554	459	-	-
Rental income	-	-	(607,000)	-
Reversal of amortisation	(240,000)	-	-	-
Reversal of deposits written off	(79,764)	(57,076)	-	-
Writeback of impairment loss on intangible assets	(140,000)	-	-	-
Writeback of impairment loss on property, plant and equipment	(681,030)	-	-	-

The cash flows attributable to the assets held for sale are as follows:-

	The Group	
	1.4.2012 to 31.3.2013 RM	1.7.2011 to 31.3.2012 RM
Net cash for operating activities	(156,736)	(416,106)
Net cash for investing activities	(113,115)	(142,006)
Net cash from financing activities	-	975,826
Net cash (for)/from discontinued operations	**(269,851)**	**417,714**

19. SHARE CAPITAL

	The Company			
	2013	2012	2013	2012
	Number Of Shares		RM	RM
Authorised				
Ordinary shares of RM1 each	100,000,000	100,000,000	100,000,000	100,000,000
Issued And Fully Paid-up				
Ordinary shares of RM1 each				
At 1 April 2012/1 July 2011	41,787,199	41,787,199	41,787,199	41,787,199
Issuance of shares	30,137,615	-	30,137,615	-
At 31 March 2013/2012	**71,924,814**	**41,787,199**	**71,924,814**	**41,787,199**

20. RESERVES

		The Group		The Company	
		31.3.2013	31.3.2012	31.3.2013	31.3.2012
	Note	RM	RM	RM	RM
Share premium	(a)	35,494,331	1,356,445	35,494,331	1,356,445
Retained earnings	(b)	84,341,909	68,708,410	39,799,359	28,129,776
		119,836,240	**70,064,855**	**75,293,690**	**29,486,221**

(a) Share Premium

The share premium is not distributable by way of dividends and may be utilised in the manner set out in Section 60(3) of the Companies Act 1965.

(b) Retained Earnings

Subject to agreement with the tax authorities, at the end of the reporting period, the Company has sufficient tax credits under Section 108 of the Income Tax Act 1967 and tax-exempt income to frank the payment of dividends out of its entire profits without incurring additional tax liabilities.

At the end of the reporting period, the Company has not elected for the single tier tax system. When the tax credit balance is fully utilised, or by 31 December 2013 at the latest, the Company will automatically move to the single tier tax system. Under the single tier tax system, tax on the Company's profits is a final tax, and dividends distributed to the shareholders will be exempted from tax.

21. HIRE PURCHASE PAYABLES

		The Group		The Company	
	Note	31.3.2013 RM	31.3.2012 RM	31.3.2013 RM	31.3.2012 RM
Minimum hire purchase payments:					
- not later than one year		22,452	10,303	22,452	10,303
- later than one year and not later than five years		71,088	-	71,088	-
		93,540	10,303	93,540	10,303
Less: Future finance charges		(8,535)	(53)	(8,535)	(53)
Present value of hire purchase payables		85,005	10,250	85,005	10,250

The hire purchase payables are repayable as follows:-

		The Group		The Company	
	Note	31.3.2013 RM	31.3.2012 RM	31.3.2013 RM	31.3.2012 RM
Current portion:					
- not later than one year		18,877	10,250	18,877	10,250
Non-current portion:					
- later than one year and not later than five years		66,128	-	66,128	-
		85,005	**10,250**	**85,005**	**10,250**

The hire purchase payables of the Group and of the Company bore an interest of 4.64% (31.3.2012 - 4.46%) per annum at the end of the reporting period.

22. TERM LOANS

	The Group/The Company 2013 RM	2012 RM
Current portion:		
- not later than one year	11,500,000	-
Non-current portion:		
- later than one year and not later than two years	17,250,000	-
- later than two years and not later than five years	83,250,000	-
- later than five years	57,500,000	-
	158,000,000	-
	169,500,000	**-**

Details of the term loan repayment schedule at the end of the reporting period are as follows:-

TERM LOANS 1 AND 2

YEAR	QUARTERLY INSTALMENTS* (RM)	DATE OF COMMENCEMENT OF REPAYMENT*
1	2,500,000	January 2013
2	4,000,000	January 2014
3	5,250,000	January 2015
4	7,500,000	January 2016
5	7,500,000	January 2017
6	7,500,000	January 2018
7	8,750,000	January 2019

* *These are in respect of term loans 1 and 2.*

The term loans bore weighted effective interests ranging from 5.01% to 5.10% per annum at the end of the reporting period and are secured by:-

(i) a pledge of certain shares of the subsidiaries;
(ii) a debenture on all the present and future assets of the Group;
(iii) an assignment of all the dividend payment received from certain subsidiaries;
(iv) a first fixed charge over all the designated account; and
(v) a security sharing agreement to be executed.

23. TRADE PAYABLES

The Group and the Company's normal credit terms range from 30 to 120 days (31.3.2012 – 30 to 120 days) and 30 to 60 days (31.3.2012 – 30 to 150 days) respectively.

24. OTHER PAYABLES AND ACCRUALS

		The Group		The Company	
		31.3.2013	31.3.2012	31.3.2013	31.3.2012
	Note	RM	RM	RM	RM
Other payables		3,890,174	1,165,892	70,793	125,062
Provision for employees' benefits		724,177	-	-	-
Accruals		9,598,472	3,169,554	643,918	166,996
		14,212,823	**4,335,446**	**714,711**	**292,058**

25. BANKERS' ACCEPTANCES

The bankers' acceptances of the Group bore effective interest rates ranging from 3.99% to 5.45% (31.3.2012 – 3.72% to 5.45%) per annum at the reporting date and are secured by:

(i) a negative pledge; and

(ii) a corporate guarantee of the Company.

26. BANK OVERDRAFTS

In the previous financial period, the bank overdrafts of the Group bore weighted average effective interest rates ranging from 7.85% to 8.60% per annum and are secured in the same manner as the bankers' acceptances disclosed in Note 25 to the financial statements.

27. REVENUE

	The Group		The Company	
	1.4.2012 to 31.3.2013	1.7.2011 to 31.3.2012	1.4.2012 to 31.3.2013	1.7.2011 to 31.3.2012
	RM	RM	RM	RM
Sales of goods less returns and discounts	187,329,480	99,786,567	-	-
Royalty income	1,545,058	1,847,930	-	-
Dividend income	-	-	22,240,000	10,000,000
Management fees	-	-	1,108,896	-
	188,874,538	**101,634,497**	**23,348,896**	**10,000,000**

28. PROFIT BEFORE TAXATION FROM CONTINUING OPERATIONS

	The Group		The Company	
	1.4.2012 to 31.3.2013 RM	1.7.2011 to 31.3.2012 RM	1.4.2012 to 31.3.2013 RM	1.7.2011 to 31.3.2012 RM
Profit before taxation from continuing operations is arrived at after charging/ (crediting):-				
Audit fee:				
- current financial year/period	150,500	111,334	40,000	-
- (over)/underprovision in the previous financial period/year	(1,000)	5,520	-	-
Allowance for impairment losses on receivables	307,324	86,436	238,738	923,148
Bad debts written off	874,842	5,189	4,130,496	-
Depreciation of property, plant and equipment	3,877,775	1,476,517	175,329	-
Directors' fees	132,000	99,000	132,000	99,000
Director non fee emoluments	504,620	-	269,213	-
Impairment loss on investment in a subsidiary	-	-	-	549,999
Interest expense:				
- bankers' acceptances	1,249,395	112,121	8,194	-
- term loan interest	2,563,109	-	2,563,109	-
- bank overdraft	73,104	11,764	1,102	-
- hire purchase	3,769	-	3,769	-
- others	254	-	56	-
Inventories written off	569,007	292,601	-	-
Property, plant and equipment written off	305,397	90,446	17,832	-
Rental of equipment	44,239	17,549	5,940	-
Rental of land and buildings	11,547,141	3,362,940	-	-
Royalty expense	1,872,194	156,236	-	-

28. PROFIT BEFORE TAXATION FROM CONTINUING OPERATIONS (cont'd)

	The Group		The Company	
	1.4.2012 to 31.3.2013 RM	1.7.2011 to 31.3.2012 RM	1.4.2012 to 31.3.2013 RM	1.7.2011 to 31.3.2012 RM
Staff costs:				
- salaries, wages, bonuses and allowances	10,182,784	16,428,471	260,667	-
- defined contribution plan	1,297,012	1,932,524	-	-
- other related expenses	1,519,260	280,974	1,614	-
Dividend income	-	-	(22,240,000)	(10,000,000)
(Gain)/Loss on foreign exchange				
- realised	(5,891)	(987)	-	-
- unrealised	933	(778)	-	-
Gain on disposal of investment	-	(3,705)	-	(3,705)
Gain on disposal of property, plant and equipment	(96,661)	(4,276,623)	(36,277)	(4,242,339)
Gain on disposal of subsidiaries	-	(261,210)	-	(3,457,226)
Interest income	(334,471)	(331,946)	(274,702)	(331,946)
(Reversal of)/Allowance for inventories written down	(696,827)	-	-	-
(Reversal of)/Allowance for impairment losses on property, plant and equipment	(148,447)	148,447	-	-
Rental income from premises	(22,778)	(32,400)	(22,778)	(32,400)
Rental income from land and buildings and store equipment	-	-	(607,000)	(658,800)
Writeback of allowance for obsolete inventories	(1,737,919)	-	-	-
Writeback of impairment loss on receivables	(6,607,655)	-	(4,130,496)	-

29. INCOME TAX EXPENSE

	The Group		The Company	
	1.4.2012 to 31.3.2013 RM	1.7.2011 to 31.3.2012 RM	1.4.2012 to 31.3.2013 RM	1.7.2011 to 31.3.2012 RM
Current tax				
Current financial year/period	7,011,327	4,271,734	3,150,000	4,200,000
(Over)/Underprovision in the previous financial period/year	(226,783)	30,054	(366,327)	700
	6,784,544	4,301,788	2,783,673	4,200,700
Deferred tax (Note 10):				
Current financial year/period	(415,576)	415,843	-	(766,683)
(Over)/Underprovision in the previous financial period/year	(206,424)	(477,142)	1,040,000	(994,142)
	(622,000)	(61,299)	1,040,000	(1,760,825)
	6,162,544	4,240,489	3,823,673	2,439,875

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

	The Group		The Company	
	1.4.2012 to 31.3.2013 RM	1.7.2011 to 31.3.2012 RM	1.4.2012 to 31.3.2013 RM	1.7.2011 to 31.3.2012 RM
Profit before taxation from continuing operations	23,544,855	22,311,590	16,691,267	16,865,661
(Loss)/Profit before taxation from discontinued operations	(181,792)	(4,474,252)	369,009	(2,701,889)
	23,363,063	**17,837,338**	**17,060,276**	**14,163,772**
Tax at the statutory tax rate of 25%	5,840,766	4,459,336	4,265,069	3,540,943

29. INCOME TAX EXPENSE (cont'd)

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

	The Group		The Company	
	1.4.2012 to 31.3.2013 RM	1.7.2011 to 31.3.2012 RM	1.4.2012 to 31.3.2013 RM	1.7.2011 to 31.3.2012 RM
Tax at the statutory tax rate of 25%	5,840,766	4,459,336	4,265,069	3,540,943
Tax effects of:-				
Non-taxable income	(2,102,737)	(86,311)	(1,640,808)	(817,316)
Non-deductible expenses	3,243,791	559,814	525,739	709,690
Utilisation of deferred tax assets previously not recognised	(997,261)	(245,262)	-	-
Deferred tax asset not recognised during the financial year/period	611,192	-	-	-
(Over)/Underprovision in the previous financial period/year				
- income tax	(226,783)	30,054	(366,327)	700
- deferred tax	(206,424)	(477,142)	1,040,000	(994,142)
Tax expense for the financial year/period	**6,162,544**	**4,240,489**	**3,823,673**	**2,439,875**

No deferred tax assets are recognised in respect of the following items:-

	The Group	
	31.3.2013 RM	31.3.2012 RM
Unutilised tax losses	11,031,000	13,034,000
Unabsorbed capital allowances	2,408,700	2,074,000
Other deductible differences	1,403,400	1,653,000
	14,843,100	**16,761,000**

30. DISCONTINUED OPERATIONS

On 22 December 2011, the Group entered into a Sale and Purchase Agreement to dispose of the manufacturing segment for a total consideration of RM10.5 million. The gain on disposal of property, plant and equipment of the manufacturing segment amounted to RM4.4 million and was reflected in continuing operations. Management has committed to a plan to sell this segment due to the strategic decision to place greater focus on the Group's core business, being the trading of garments.

Loss attributable to the discontinued operations was as follows:-

	The Group		The Company	
	1.4.2012 to 31.3.2013 RM	1.7.2011 to 31.3.2012 RM	1.4.2012 to 31.3.2013 RM	1.7.2011 to 31.3.2012 RM
Revenue	-	3,627,816	-	26,259,447
Cost of sales	-	(5,004,810)	-	(26,712,412)
	-	(1,376,994)	-	(452,965)
Other income	-	-	-	43,361
	-	(1,376,994)	-	(409,604)
Selling and distribution expenses	-	(1,542,250)	-	(1,542,250)
Administrative expenses	-	(1,769,639)	-	(1,154,684)
Loss for the financial period	-	(4,688,883)	-	(3,106,538)
Finance costs	-	(147,170)	-	(147,170)
Loss for the financial period	**-**	**(4,836,053)**	**-**	**(3,253,708)**

Included in loss for the financial period from the discontinued operations are the following:-

	The Group		The Company	
	1.4.2012 to 31.3.2013 RM	1.7.2011 to 31.3.2012 RM	1.4.2012 to 31.3.2013 RM	1.7.2011 to 31.3.2012 RM
Audit fee:				
- current financial year/period	-	40,000	-	40,000
- underprovision in the previous financial period/ year	-	7,245	-	7,245
Depreciation of plant and equipment	-	208,161	-	219,699

30. DISCONTINUED OPERATIONS (cont'd)

Included in loss for the financial period from the discontinued operations are the following:- (cont'd)

	The Group		The Company	
	1.4.2012 to 31.3.2013 RM	1.7.2011 to 31.3.2012 RM	1.4.2012 to 31.3.2013 RM	1.7.2011 to 31.3.2012 RM
Interest expense:				
- bankers' acceptances	-	135,671	-	135,671
- bank overdraft	-	2,869	-	2,869
- hire purchase	-	8,630	-	8,630
Property, plant and equipment written off	-	1	-	1
Rental of equipment	-	3,780	-	3,780
Staff costs:				
- salaries, wages, bonuses and allowances	-	152,503	-	1,132,862
- defined contribution plan	-	18,834	-	106,966
- other benefits	-	11,139	-	50,154
Inventories written down	-	1,542,250	-	1,542,250
Interest income from advances to subsidiaries	-	-	-	(43,361)

31. EARNINGS/(LOSS) PER SHARE

	The Group	
	1.4.2012 to 31.3.2013 RM	1.7.2011 to 31.3.2012 RM
Continuing operations		
Profit after taxation (RM)	17,382,311	18,071,101
Weighted average number of ordinary shares	51,860,594	41,787,199
Basic earnings per share (Sen)	33.52	43.24
Discontinued operations		
Loss attributable to owners of the Company (RM)	(181,792)	(4,474,252)
Weighted average number of ordinary shares	51,860,594	41,787,199
Basic loss per share (Sen)	(0.35)	(10.71)

The diluted earnings per share was not applicable as there were no dilutive potential ordinary shares outstanding at the end of the reporting period.

32. DIVIDENDS

	The Group/Company Net dividend per share		The Group/Company Amount	
	2013	2012	2013	2012
	sen	sen	RM	RM
Paid:				
- Final dividend of 5 sen less 25% tax per share	-	3.75	-	1,567,020
- Final dividend of 5 sen less 25% tax per share	3.75	-	1,567,020	-
	3.75	**3.75**	**1,567,020**	**1,567,020**

33. DISPOSAL OF SUBSIDIARIES

On 22 February 2012, the Company entered into Share Sale Agreements to dispose of the following subsidiaries:-

(i) Hing Yiap Trading Sdn. Bhd.
(ii) Hing Yiap Knitting Sdn. Bhd.

The effects of the disposal of the subsidiaries on the Group's financial statements are as follows:-

(a) Effects on Statements of Comprehensive Income

	The Group	
	31.3.2013	31.3.2012
	RM	RM
Revenue	-	2,923,422
Cost of sales	-	(1,405,194)
	-	1,518,228
Selling and distribution expenses	-	(99,811)
Administrative expenses	-	(1,429,849)
Operating loss	-	(11,432)
Finance costs	-	(3,301)
Loss before taxation	-	(14,733)
Tax expense	-	(214,842)
Loss after taxation	**-**	**(229,575)**

33. DISPOSAL OF SUBSIDIARIES (cont'd)

(b) Effects on Statements of Financial Position

The effects on the statements of financial position of the Group as at the date of disposal and the comparatives in the previous financial period were as follows:-

	The Group	
	31.3.2013	31.3.2012
	RM	RM
Office equipment	-	4,676
Trade receivables	-	457,570
Other receivables	-	14,850
Amount owing by immediate holding company	-	2,972,008
Amount owing by related companies	-	183,874
Deferred tax assets	-	950
Cash and bank balances	-	17,322
Trade payables	-	(72,503)
Other payables	-	(182,967)
Provision for taxation	-	(66,514)
Bank overdraft	-	(33,471)
Fair value of net assets disposed	-	3,295,795
Negative goodwill	-	223
Share of group's assets	-	3,296,018
Gain on disposal	-	261,210
Sale proceeds from disposal of subsidiaries, net of incidental costs	-	3,557,228
Cash and cash equivalents	-	16,149
Cash flow on disposal of subsidiaries	**-**	**3,573,377**

34. ACQUISITION OF SUBSIDIARIES

On 30 November 2012, the Company completed the acquisition of the entire issued and paid-up share capital of the subsidiaries for a total consideration of RM245 million via a cash payment of RM179.3 million and the balance of RM65.7 million to be satisfied by the issuance of 30,137,615 new ordinary shares of RM1 each at an issue price of RM2.18 per share, details as follows:-

(a) Anakku Sdn. Bhd. with an issued and paid-up share capital comprising 500,000 ordinary shares of RM1.00 each;

(b) Audrey Sdn. Bhd. with an issued and paid-up share capital comprising 2,500,000 ordinary shares of RM1.00 each;

(c) Mickey Junior Sdn. Bhd. with an issued and paid-up share capital comprising 1,000,000 ordinary shares of RM1.00 each;

(d) Asia Brands Global Sdn. Bhd. with an issued and paid-up share capital comprising 2,000,000 ordinary shares of RM1.00 each;

(e) Asia Brands Assets Management Sdn. Bhd. with an issued and paid-up share capital comprising 4,000,000 ordinary shares of RM1.00 each; and

(f) Asia Brands HR Services Sdn. Bhd. with an issued and paid-up share capital comprising 500,000 ordinary shares of RM1.00 each

(i) Effects on Statements of Financial Position

The effects on the statements of financial position of the Group as at the date of acquisition were as follows:-

	The Group 31.3.2013 RM
Property and equipment	9,453,731
Inventories	68,554,606
Trade receivables	53,608,822
Other receivables	8,259,791
Tax recoverable	237,847
Amount owing by holding company	5,002
Amount owing by related companies	49,658,066
Amount owing by related parties	531,795
Cash and bank balances	9,327,003
Trade payables	(20,421,622)

34. ACQUISITION OF SUBSIDIARIES (cont'd)

(i) Effects on Statements of Financial Position (cont'd)

	The Group 31.3.2013 RM
Other payables	(6,335,967)
Amount owing to holding company	(209)
Amount owing to related companies	(42,454,313)
Amount owing to related parties	(9,885,784)
Borrowings	(34,884,000)
Provision for taxation	(849,065)
Bank overdraft	(3,182,571)
Deferred taxation	(907,000)
Net assets acquired	80,716,132
Intangible assets	131,000,000
Goodwill on acquisition	33,283,868
Purchase consideration	245,000,000
Issuance of shares	(65,700,001)
Cash and cash equivalents	(6,144,432)
Cash outflow on acquisition of subsidiaries	**173,155,567**

35. PURCHASE OF PROPERTY, PLANT AND EQUIPMENT

	The Group		The Company	
	31.3.2013 RM	31.3.2012 RM	31.3.2013 RM	31.3.2012 RM
Cost of property, plant and equipment purchased	9,280,753	1,815,178	462,234	9,478
Amount financed through hire purchase	(100,000)	-	(100,000)	-
Cash disbursed for purchase of property, plant and equipment	**9,180,753**	**1,815,178**	**362,234**	**9,478**

36. CASH AND CASH EQUIVALENTS

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

	The Group		The Company	
	31.3.2013 RM	31.3.2012 RM	31.3.2013 RM	31.3.2012 RM
Continuing operations:				
Cash and bank balances	14,749,597	6,651,179	361,170	6,511,788
Fixed deposits with licensed banks	25,788,663	17,907,647	5,788,663	17,907,647
Bank overdrafts	-	(1,932,410)	-	-
	40,538,260	22,626,416	6,149,833	24,419,435
Discontinued operations:				
Cash and bank balances	-	169,429	-	-
	40,538,260	**22,795,845**	**6,149,833**	**24,419,435**

37. DIRECTORS' REMUNERATION

(a) The aggregate amounts of remuneration payable to the directors of the Company during the financial year/period are as follows:-

	The Group		The Company	
	1.4.2012 to 31.3.2013 RM	1.7.2011 to 31.3.2012 RM	1.4.2012 to 31.3.2013 RM	1.7.2011 to 31.3.2012 RM
Executive directors:				
- salaries and other emoluments	479,213	-	269,213	-
- defined contribution plan	25,407	-	-	-
- benefits-in-kind	15,950	-	15,950	-
Non-executive directors:				
- fees	132,000	99,000	132,000	99,000
- benefits-in-kind	35,958	-	33,025	-
	688,528	**99,000**	**450,188**	**99,000**

37. DIRECTORS' REMUNERATION (cont'd)

(b) The number of directors of the Group and of the Company where total remuneration payable during the financial year/period falls within the following bands is analysed as follows:-

	The Group		The Company	
	1.4.2012 to 31.3.2013	1.7.2011 to 31.3.2012	1.4.2012 to 31.3.2013	1.7.2011 to 31.3.2012
Executive directors:-				
Above RM50,000	1	-	1	-
Non-executive directors:-				
Below RM50,000	2	3	2	3
Above RM50,000	1	-	1	-

38. RELATED PARTY DISCLOSURES

(a) Identities of related parties

The Group has related party relationships with its directors, key management personnel entities within the same group of companies and associated company.

(b) In addition to the information detailed elsewhere in the financial statements, the Group and the Company carried out the following significant transactions with the related parties during the financial year/period:-

		The Group		The Company	
		1.4.2012 to 31.3.2013	1.7.2011 to 31.3.2012	1.4.2012 to 31.3.2013	1.7.2011 to 31.3.2012
	Note	RM	RM	RM	RM
Sale of goods to subsidiaries		-	-	-	(22,631,631)
Income from rental of land and buildings and store equipment to subsidiaries		-	-	(607,000)	(658,800)
Interest income from advances to subsidiaries		-	-	-	(43,361)
Income from subsidiaries' share of holding company's corporate management expenses		-	-	-	(614,955)
Management fees from subsidiaries		-	-	(1,108,896)	-

38. RELATED PARTY DISCLOSURES (cont'd)

(b) In addition to the information detailed elsewhere in the financial statements, the Group and the Company carried out the following significant transactions with the related parties during the financial year/period:- (cont'd)

	Note	The Group 1.4.2012 to 31.3.2013 RM	The Group 1.7.2011 to 31.3.2012 RM	The Company 1.4.2012 to 31.3.2013 RM	The Company 1.7.2011 to 31.3.2012 RM
Sales of goods to related parties	(a)	(403,217)	(251,855)	-	-
Purchase of goods from related parties	(a)	7,255,494	68,198	-	-
Key management personnel compensation:					
- short-term employee benefits		1,219,000	435,167	-	-
- defined contribution plan		149,224	53,749	-	-

(a) A company in which Mr. Ng Chin Huat has a substantial financial interest.

39. OPERATING SEGMENTS

Operating segments are prepared in a manner consistent with the internal reporting provided to the Group Executive Committee as its chief operating decision maker in order to allocate resources to segments and to assess their performance. For management purposes, 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) Apparel – Wholesale, retail and distribution of ready-made sports, baby, children and casual wear women intimate apparel and related accessories
(ii) Food and beverage – Rights to operate gourmet chocolate cafés and retail outlets known as "Theobroma Chocolate Lounge".

The Group Executive Committee assesses the performance of the operating segments based on operating profit or loss which is measured differently from those disclosed in the consolidated financial statements.

Income taxes are managed on a group basis and are not allocated to operating segments.

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

39. OPERATING SEGMENTS (cont'd)

(a) Business segments

The following table provides an analysis of the Group's revenue, results, assets, liabilities and other information by business segment:

	Manufacturing		Apparel		Food And Beverage		Adjustments And Elimination			Per Consolidated Financial Statements	
	31.3.2013 RM	31.3.2012 RM	31.3.2013 RM	31.3.2012 RM	31.3.2013 RM	31.3.2012 RM	31.3.2013 RM	31.3.2012 RM	Notes	31.3.2013 RM	31.3.2012 RM
Revenue											
External sales	-	3,627,816	188,874,538	101,634,497	3,899,178	3,666,807	-	-		192,773,716	108,929,120
Inter-segment sales	-	22,631,631	33,025,313	3,573,434	-	-	(33,025,313)	(26,205,065)	A	-	-
Total revenue	-	26,259,447	221,899,851	105,207,931	3,899,178	3,666,807	(33,025,313)	(26,025,065)		192,773,716	108,929,120
Results											
Interest income	-	43,361	334,471	331,946	-	-	-	(43,361)		334,471	331,946
Finance costs	-	(147,170)	(3,889,631)	(167,246)	(4,610)	(4,444)	-	43,361		(3,894,241)	(275,499)
Profit/(loss) before taxation	-	(3,253,708)	40,809,531	28,954,961	4,173,194	(203,518)	(21,619,662)	(7,660,397)		23,363,063	17,837,338
Income tax expense										(6,162,544)	(4,240,489)
Profit after taxation										17,200,519	13,596,849

39. OPERATING SEGMENTS (cont'd)

(a) Business segments (cont'd)

The following table provides an analysis of the Group's revenue, results, assets, liabilities and other information by business segment: (cont'd)

	Manufacturing		Apparel		Food And Beverage		Adjustments And Elimination			Per Consolidated Financial Statements	
	31.3.2013 RM	31.3.2012 RM	31.3.2013 RM	31.3.2012 RM	31.3.2013 RM	31.3.2012 RM	31.3.2013 RM	31.3.2012 RM	Notes	31.3.2013 RM	31.3.2012 RM
Assets											
Segment assets	-	50,650,242	689,104,803	111,959,628	419,848	704,369	(235,005,729)	(37,649,072)		454,518,922	125,665,167
Unallocated assets										4,677,908	4,137,065
Total assets										459,196,830	129,802,232
Liabilities											
Segment liabilities	-	668,384	172,604,068	26,220,057	6,883,898	11,341,613	(146,949,195)	(30,709,094)		32,538,771	7,520,960
Unallocated liabilities										234,897,005	10,429,218
Total liabilities										267,435,776	17,950,178
Other information											
Capital expenditure	-	-	9,280,753	1,815,178	-	-	-	-	B	9,280,753	1,815,178
Depreciation and amortisation	-	208,161	3,967,175	1,539,417	31,537	32,546	-	-		3,998,712	1,780,124
Non-cash expenses other than depreciation and amortisation	-	1,542,250	(3,578,007)	(4,078,608)	(4,146,613)	(39,343)	398,733	22,526	C	(7,352,887)	(2,553,175)

39. OPERATING SEGMENTS (cont'd)

(a) Business segments (cont'd)

Nature of eliminations to arrive at amounts reported in the consolidated financial statements are as disclosed below:-

A Inter–segment revenues are eliminated on consolidation.

B Additions to non-current assets consist of :

	The Group	
	31.3.2013 RM	31.3.2012 RM
Building	113,115	-
Computer equipment	290,328	144,353
Display counters	7,773,151	1,655,938
Electrical fittings	-	1,600
Office equipment	167,204	-
Plant, machinery and tools	-	2,700
Store equipment	-	10,587
Renovation	354,526	-
Motor vehicles	582,429	-
	9,280,753	**1,815,178**

C Other material non-cash items expenses consist of the following items as presented in the respective notes to the financial statements:-

	The Group	
	31.3.2013 RM	31.3.2012 RM
Allowance for impairment loss on receivables	6,060,526	2,709,926
Bad debts written off	874,842	5,189
Gain on disposal of investment	-	(3,705)
Gain on disposal of subsidiaries	-	(3,457,226)
Impairment loss in subsidiary	-	549,999
Intangible asset written off	380,000	
Inventories written off	576,768	300,189
Property, plant and equipment:		
- Loss/(Gain) on disposals	100,438	(4,413,508)
- Written off	765,450	101,121
- Impairment loss	(829,477)	148,447

39. OPERATING SEGMENTS (cont'd)

(a) Business segments (cont'd)

C Other material non-cash items expenses consist of the following items as presented in the respective notes to the financial statements:- (cont'd)

	The Group 31.3.2013 RM	The Group 31.3.2012 RM
Reversal of amortisation	(240,000)	-
Reversal of deposits written off	(79,764)	(57,076)
(Reversal of)/Inventories written down	(696,827)	1,542,250
Unrealised foreign exchange loss/(gain)	933	(1,307)
Writeback of allowance for impairment loss on receivables	(12,759,590)	-
Writeback of allowance for obsolete allowance	(1,737,919)	-
Writeback of impairment loss on intangible assets	(140,000)	-
	(7,724,620)	(2,575,701)
Elimination	398,733	22,526
	(7,325,887)	**(2,553,175)**

(b) Geographical segments

No information is prepared on the geographical segment as the Group principally operates within Malaysia.

40. OPERATING LEASE COMMITMENTS

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

	The Group 31.3.2013 RM	The Group 31.3.2012 RM
Not more than one year	20,602,543	1,946,173
Later than one year and not later than five years	19,421,409	981,799
	40,023,952	**2,927,972**

41. CONTINGENT LIABILITIES

Group

Ongoing legal proceedings

On 11 January 2002, the subsidiaries, Bontton Sdn. Bhd. (proprietor of the "Diesel" trademark in relation to articles of clothing in Malaysia) and Diesel Marketing Sdn. Bhd. (the authorised licensee of Bontton Sdn. Bhd. for the said "Diesel" trademark) (collectively referred to as "the Plaintiffs"), filed a suit against Apcott PP (M) Sdn. Bhd. (1st Defendant), based on passing-off and claiming an injunction to restrain the 1st Defendant from using the "Diesel" name in relation to bags and other fashion goods in Malaysia and to claim for general damages. Subsequently, Diesel S.P.A, a corporation incorporated in Italy, successfully applied to be a joint party to the above suit as the 2nd Defendant.

Pursuant thereto, the Plaintiffs filed an Amended Writ and Statement of Claim which included a claim for Rectification of the Register of Trade Marks to expunge and to vary the 2nd Defendant's registration for the mark "Diesel".

On 15 November 2002, an interim injunction entered against the 1st Defendant restraining the 1st Defendant, until the disposal of the main suit, from carrying on the business of manufacturing, distributing, selling or otherwise dealing by way of trade in certain fashion goods using the trademark "Diesel". On the same date, the 1st Defendant had also given an undertaking to the Court that they had never carried on the business of importing, distributing, selling or otherwise dealing in the course of trade with wearing apparel using the trademark "Diesel" and would not do so until the final disposal of the said suit.

Both defendants have filed their respective Defence and Counter-Claim, which include a claim for injunction and damages arising from alleged infringement and passing-off of the 2nd Defendant's "Diesel" mark by the Plaintiffs.

The Plaintiffs filed their Reply and Defence to Counter-Claim of both defendants on 10 February 2004. The matter is now pending the filing of the Reply to Defence to Counter-Claim by both defendants. Thereafter, pleadings will be deemed closed and all parties will then proceed to discovery. This is currently pending a trial date to be set by High Court to complete the discovery.

The Group has not made any allowance for possible losses arising from this litigation as the maximum exposure of liabilities to the Group, if any, will depend on the outcome of the suit.

41. CONTINGENT LIABILITIES (cont'd)

Others

	The Group		The Company	
	31.3.2013 RM'000	31.3.2012 RM'000	31.3.2013 RM'000	31.3.2012 RM'000
Corporate guarantees given to financial institutions in respect of credit facilities extended to :				
- business operator	10,166	-	-	-
- subsidiaries	-	-	104,410	26,660
	10,166	**-**	**104,410**	**26,660**

42. FINANCIAL INSTRUMENTS

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

(a) Financial Risk Management Policies

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

(i) Market Risk

(i) Foreign Currency Risk

The Group does not have material transactions or balances denominated in foreign currencies and hence is not exposed to foreign currency risk.

42. FINANCIAL INSTRUMENTS (cont'd)

(a) Financial Risk Management Policies (cont'd)

(i) Market Risk (cont'd)

(ii) Interest Rate Risk

Interest rate risk is the risk that the fair value or future cash flows of a financial instrument will fluctuate because of changes in market interest rates. The Group's exposure to interest rate risk arises mainly from interest-bearing financial assets and liabilities. The Group's policy is to obtain the most favourable interest rates available. Any surplus funds of the Group will be placed with licensed financial institutions to generate interest income.

Information relating to the Group's exposure to the interest rate risk of the financial liabilities is disclosed in Note 42(a)(iii) to the financial statements.

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

	The Group		The Company	
	31.3.2013 Increase/ (Decrease) RM	31.3.2012 Increase/ (Decrease) RM	31.3.2013 Increase/ (Decrease) RM	31.3.2012 Increase/ (Decrease) RM
Effects on profit after taxation				
Increase of 25 basis points (bp)	(516,101)	19,237	(409,491)	37,494
Decrease of 25 bp	516,101	(19,237)	409,491	(37,494)
Effects on equity				
Increase of 25 bp	(516,101)	19,237	(409,491)	37,494
Decrease of 25 bp	516,101	(19,237)	409,491	(37,494)

(iii) Equity Price Risk

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

42. FINANCIAL INSTRUMENTS (cont'd)

(a) Financial Risk Management Policies (cont'd)

(ii) Credit Risk

The Group's exposure to credit risk, or the risk of counterparties defaulting, arises mainly from trade and other receivables. The Group manages its exposure to credit risk by the application of credit approvals, credit limits and monitoring procedures on an ongoing basis. For other financial assets (including cash and bank balances), the Group minimises credit risk by dealing exclusively with high credit rating counterparties.

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

Credit risk concentration profile

The Group's major concentration of credit risk relates to the amounts owing by two customers which constituted approximately 40% of its trade receivables at the end of the reporting period.

Exposure to credit risk

As the Group does not hold any collateral, the maximum exposure to credit risk is represented by the carrying amount of the financial assets as at the end of the reporting period.

Ageing analysis

The ageing analysis of the Group's trade receivables at the end of the reporting period is as follows:-

The Group	Gross Amount RM	Individual Impairment RM	Collective Impairment RM	Carrying Value RM
31.3.2013				
Not past due	46,753,008	-	-	46,753,008
Past due:				
- less than 60 days	8,822,542	-	-	8,822,542
- over 60 days	3,291,224	-	(1,715,131)	1,576,093
	58,866,774	-	(1,715,131)	57,151,643

42. FINANCIAL INSTRUMENTS (cont'd)

(a) Financial Risk Management Policies (cont'd)

(ii) Credit Risk (cont'd)

Ageing analysis (cont'd)

The Group	Gross Amount RM	Individual Impairment RM	Collective Impairment RM	Carrying Value RM
31.3.2012				
Not past due	15,799,146	-	-	15,799,146
Past due:				
- less than 60 days	3,345,505	-	-	3,345,505
- over 60 days	557,397	(234,448)	-	322,949
	19,702,048	(234,448)	-	19,467,600

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

The collective impairment allowance is determined based on estimated irrecoverable amounts from the sale of goods, determined by reference to past default experience.

Trade receivables that are past due but not impaired

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

Trade receivables that are neither past due nor impaired

A significant portion of trade receivables that are neither past due nor impaired are regular customers that have been transacting with the Group. The Group uses ageing analysis to monitor the credit quality of the trade receivables. Any receivables having significant balances past due or more than 180 days, which are deemed to have higher credit risk, are monitored individually.

42. FINANCIAL INSTRUMENTS (cont'd)

(a) Financial Risk Management Policies (cont'd)

(iii) Liquidity Risk

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

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

The Group	Weighted Average Effective Rate %	Carrying Amount RM	Contractual Undiscounted Cash Flows RM	Within 1 Year RM	1-5 Years RM	Over 5 Years RM
2013						
Trade payables	-	18,083,907	18,083,907	18,083,907	-	-
Other payables and accruals	-	14,212,823	14,212,823	14,212,823	-	-
Amount owing to related parties	-	2,041	2,041	2,041	-	-
Hire purchase payables	4.64	85,005	93,540	22,452	71,088	-
Bankers' acceptances	3.99-5.45	62,644,000	62,644,000	62,644,000	-	-
Term loans	5.01-5.10	169,500,000	203,939,294	19,830,219	123,702,450	60,406,625
		264,527,776	298,975,605	114,795,442	123,773,538	60,406,625
2012						
Trade payables	-	2,815,406	2,815,406	2,815,406	-	-
Other payables and accruals	-	4,335,446	4,335,446	4,335,446	-	-
Amount owing to related parties	-	2,857	2,857	2,857	-	-
Hire purchase payables	4.46	10,250	10,303	10,303	-	-
Bankers' acceptances	3.72 – 5.45	8,270,000	8,270,000	8,270,000	-	-
Bank overdrafts	7.85 – 8.60	1,932,410	1,932,410	1,932,410	-	-
		17,366,369	17,366,422	17,366,422	-	-

42. FINANCIAL INSTRUMENTS (cont'd)

(a) Financial Risk Management Policies (cont'd)

(iii) Liquidity Risk (cont'd)

The Company	Weighted Average Effective Rate %	Carrying Amount RM	Contractual Undiscounted Cash Flows RM	Within 1 Year RM	1-5 Years RM	Over 5 Years RM
2013						
Other payables and accruals	-	954,711	954,711	954,711	-	-
Hire purchase payables	4.64	85,005	93,540	22,452	71,088	-
Term loans	5.01-5.10	169,500,000	203,939,294	19,830,219	123,702,450	60,406,625
		170,539,716	204,987,545	20,807,382	123,773,538	60,406,625
2012						
Trade payables	-	28,918	28,918	28,918	-	-
Other payables and accruals	-	292,058	292,058	292,058	-	-
Amount owing to subsidiaries	-	347,408	347,408	347,408	-	-
Bankers' acceptances	3.72-4.67	2,900,000	2,900,000	2,900,000	-	-
Hire purchase payables	4.46	10,250	10,303	10,303	-	-
		3,578,634	3,578,687	3,578,687	-	-

42. FINANCIAL INSTRUMENTS (cont'd)

(b) Capital Risk Management

The Group manages its capital to ensure that entities within the Group will be able to maintain an optimal capital structure so as to support their businesses and maximise shareholders' value. To achieve this objective, the Group may make adjustments to the capital structure in view of changes in economic conditions, such as adjusting the amount of dividend payment, returning of capital to shareholders or issuing new shares.

The Group manages its capital based on debt-to-equity ratio. The Group's strategies were unchanged from the previous financial year. The debt-to-equity ratio is calculated as net debt divided by total equity. Net debt is calculated as borrowings plus trade and other payables less cash and cash equivalents.

The debt-to-equity ratio of the Group as at the end of the reporting period was as follow:-

	The Group	
	2013	**2012**
	RM	**RM**
Bankers' acceptances	62,644,000	8,270,000
Hire purchase payables	85,005	10,250
Term loans	169,500,000	-
Trade payables	18,083,907	2,815,406
Other payables and accruals	14,212,823	4,335,446
Amount owing to related parties	2,041	2,857
Bank overdrafts	-	1,932,410
	264,527,776	17,366,369
Less: Fixed deposits with licensed banks	(25,788,663)	(17,907,647)
Less: Cash and bank balances	(14,749,597)	(6,651,179)
Net debt	223,989,516	(7,192,457)
Total equity	191,761,054	111,852,054
Debt-to-equity ratio	1.17	(0.06)

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

42. FINANCIAL INSTRUMENTS (cont'd)

(c) Classification Of Financial Instruments

	The Group		The Company	
	31.3.2013 RM	31.3.2012 RM	31.3.2013 RM	31.3.2012 RM
Financial assets				
Loans and receivables financial assets				
Trade receivables	57,151,643	19,467,600	-	3,266,354
Other receivables and deposits	15,462,126	9,493,656	6,337,576	6,207,346
Amount owing by subsidiaries	-	-	31,313,132	10,884,184
Amount owing by related parties	222,954	4,190	-	-
Fixed deposits with licensed banks	25,788,663	17,907,647	5,788,663	17,907,647
Cash and bank balances	14,749,597	6,651,179	361,170	6,511,788
	113,374,983	**53,524,272**	**43,800,541**	**44,777,319**
Fair value through profit or loss				
Other investments	-	2,140,079	-	2,140,079
Financial liabilities				
Other financial liabilities				
Hire purchase payables	85,005	10,250	85,005	10,250
Trade payables	18,083,907	2,815,406	-	28,918
Other payables and accruals	14,212,823	4,335,446	714,711	292,058
Amount owing to subsidiaries	-	-	-	347,408
Amount owing to related parties	2,041	2,857	-	-
Term loans	169,500,000	-	169,500,000	-
Bankers' acceptances	62,644,000	8,270,000	-	2,900,000
Bank overdrafts	-	1,932,410	-	-
	264,527,776	**17,366,369**	**170,299,716**	**3,578,634**

(d) Fair Values Of Financial Instruments

The financial assets and financial liabilities maturing within the next 12 months approximated their fair values due to the relatively short-term maturity of the financial instruments.

42. FINANCIAL INSTRUMENTS (cont'd)

(e) Fair Value Hierarchy

The fair values of the financial assets and liabilities are analysed into level 1 to 3 as follows:-

Level 1: Fair value measurements derive from quoted prices (unadjusted) in active markets for identical assets or liabilities.

Level 2: Fair value measurements derive from inputs other than quoted prices included within level 1 that are observable for the asset or liability, either directly or indirectly.

Level 3: Fair value measurements derive from valuation techniques that include inputs for the asset or liability that are not based on observable market data (unobservable inputs).

The Group/The Company	Level 1 RM	Level 2 RM	Level 3 RM	Total RM
2012				
Financial assets				
Fair value through profit or loss				
- other investments	2,140,079	-	-	2,140,079

43. SIGNIFICANT EVENTS DURING THE FINANCIAL YEAR

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

(a) After the termination of the agreement, on 24 November 2011, Cocomax was still unable to seek a buyer. Hence, the Company decided to close down the business on 31 March 2013 by selling off all the assets and inventories to an interested buyer.

(b) On 25 September 2012, the Company entered into a conditional Share Sale Agreement with a vendor for the acquisition of the entire equity interest of the vendor's subsidiaries for a total purchase consideration of RM245 million to be satisfied by a cash consideration of RM179.3 million and the balance of RM65.7 million to be satisfied via the issuance of 30,137,615 new ordinary shares of RM1 each at an issue price of RM2.18 per share. The acquisition was completed on 30 November 2012.

44. SIGNIFICANT EVENTS OCCURRING AFTER THE REPORTING PERIOD

Subsequent to the reporting period, the Company has undertaken the following:-

(a) On 1 April 2013, AKSB acquired two (2) ordinary shares of RM1 each in Baby Palace Sdn. Bhd. (formerly known as Mega Agility Sdn. Bhd.) at a total consideration of RM2 from a related party;

(b) On 1 April 2013, BUMM acquired two (2) ordinary shares of RM1 each in Generasi Cerdas Sdn. Bhd. (formerly known as MUFC Lifestyle Sdn. Bhd.) for a total consideration of RM2 from a director and officer; and

(c) On 19 June 2013, the Company issued and allotted 7,192,400 new ordinary shares of RM1 at an issue price of RM3.30 per Placement Share to the allottees for a total cash consideration of RM23,734,920. The new shares were issued for cash consideration. The new shares issued rank pari passu in all respects with the existing shares of the Company.

45. COMPARATIVE FIGURES

The Group changed its financial year end from 30 June to 31 March in the previous financial period. Accordingly, the financial statements of the Group for the previous financial period ended 31 March 2012 cover a 9 month period from 1 July 2011 to 31 March 2012.

The following comparative figures have been reclassified to conform with the presentation of the current financial year:-

	As Restated RM	As Previously Reported RM
The Group		
Statements Of Financial Position (Extract):-		
Property, plant and equipment	5,955,640	11,166,865
Non-current assets classified as held for sale	5,724,968	513,743

45. COMPARATIVE FIGURES (cont'd)

	As Restated RM	As Previously Reported RM
The Group		
Statements Of Comprehensive Income(Extract):-		
Other operating income	4,730,212	5,363,897
Changes in inventories of finished goods and work-in-progress	-	(23,370,976)
Raw Materials and consumables used	-	(2,763,596)
Purchase of finished goods	-	(24,522,163)
Staff costs	-	(18,641,969)
Depreciation of property, plant and equipment	-	(1,539,417)
Allowance for impairment loss on receivables	-	(86,436)
Bad debts written off	-	(5,189)
Impairment loss on property, plant and equipment	-	(148,447)
Property, plant and equipment written off	-	(90,446)
Inventories written off	-	(292,601)
Cost of sales	(52,618,858)	-
Selling and distribution expenses	(27,942,638)	-
Administrative and other operating expenses	(3,367,738)	-
Operating expenses	-	(12,549,860)
Profit after taxation from continued operations	18,071,101	18,622,920
Loss after taxation from discontinued operations	(4,474,252)	(5,026,071)
The Company		
Statement Of Financial Position (Extract):-		
Property, plant and equipment	599,908	5,811,133
Non-current assets classified as held for sale	5,211,226	1
Statements Comprehensive Income(Extract):-		
Other operating income	8,256,942	8,890,627
Allowance for impairment loss on receivables	-	(923,148)
Impairment loss on investment in a subsidiary	-	(549,999)
Administrative and other operating expenses	(1,391,281)	-
Profit after taxation from continued operations	14,425,786	14,977,605
Loss after taxation from discontinued operations	(2,701,889)	(3,253,708)

46. SUPPLEMENTARY INFORMATION - DISCLOSURE OF REALISED AND UNREALISED PROFITS/ LOSSES

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

	The Group		The Company	
	31.3.2013 RM	**31.3.2012 RM**	**31.3.2013 RM**	**31.3.2012 RM**
Total retained profits:				
- realised	132,271,000	46,762,147	39,967,359	27,257,776
- unrealised	472,000	1,535,000	(168,000)	872,000
	132,743,000	48,297,147	39,799,359	28,129,776
(Less)/Add:Consolidation adjustments	(48,401,091)	20,411,263	-	-
At 31 March 2013/2012	**84,341,909**	**68,708,410**	**39,799,359**	**28,129,776**

Location	Tenure	Area Land sq ft	Built-up sq ft	Approximate age of building years	Book value as at 31.3.2013 RM	Last valuation date	Description and current use
Property, Plant and Equipment							
Lot 46, Lorong Kuang Bulan, Taman Kepong, 52100 Kuala Lumpur	Freehold	16,500	30,192	24	2,835,121	8.1.1999	*Land and 4-storey detached industrial building. Held for sales
Lot 48, Lorong Kuang Bulan, Taman Kepong, 52100 Kuala Lumpur	Freehold	16,619	13,806	32	2,292,237	21.8.2003	*Land and 2-storey detached industrial building. Held for sales.
Nos. 37-3A and 39-3A, Jalan 3/34A. Kepong Entrepreneurs Park, 52100 Kuala Lumpur.	99-year lease, expiring on 10.1.2087	-	3,981	18	107,582	30.12.1992	* Apartments. Held for sales.
					5,234,940		

** Acquisition date, based on sale and purchase agreement. No revaluation carried-out since acquisition.*

Statement Accompanying Notice of Annual General Meeting Pursuant to Paragraph 12.06[2(a)] of the Main Market Listing Requirements of Bursa Malaysia Securities Berhad

Share Buy-Back Statement

1. Disclaimer Statement

Bursa Malaysia Securities Berhad ("Bursa Securities") has not perused the Share Buy-Back Statement ("Statement") prior to its issuance as it is an exempt document. Bursa Securities takes no responsibility for the contents of this Statement, makes no representation as to its accuracy or completeness and expressly disclaims any liability, whatsoever for any loss howsoever arising from or in reliance upon the whole or any part of the contents of this Statement.

2. Rationale for renewal of authority from the shareholders of the Company to enable the Company to purchase and/or hold up to ten percent (10%) of its issued and paid-up share capital pursuant to Section 67A of the Companies Act, 1965 ("Proposed Renewal of Authority for Share Buy-Back")

The Proposed Renewal of Authority for Share Buy-Back, if exercised, is expected to potentially benefit the Company and its shareholders in the following manners:-

(a) Depending on the effective cost of funding of the shares to be purchased, the earnings per share of the Group may be enhanced (in the case where the shares so purchased are cancelled), and thereby long term and genuine investors are expected to enjoy a corresponding increase in the value of their investments in the Company;

(b) If the purchased shares are kept as treasury shares, the treasury shares may be realised with potential gain without affecting the total issued and paid-up share capital of the Company. Alternatively, the purchased shares can be distributed as share dividends to reward the shareholders of the Company;

(c) The Company may be able to stabilize the supply and demand of its shares in the open market and thereby supporting its fundamental value;

(d) The Proposed Renewal of Authority for Share Buy-Back will provide the Company the option to return its surplus financial resources to its shareholders.

3. Retained Profits and Share Premium

Based on the Audited Financial Statements of the Company for the financial year ended 31 March 2013, the retained profits and share premium account of the Company stood at RM39,799,359 and RM35,494,331 respectively.

4. Source of Funds

The amount allocated for the share buy-back will be financed by internally generated funds and/or bank borrowings, the proportion of which will depend on the quantum of the purchase consideration as well as the availability of internally generated funds and the repayment capability of the Company, if financed by bank borrowings, at the date(s) of the purchase(s).

In the event the Company decides to utilise external borrowings to finance the share buy-back, there will be a decline in its net cashflow to the extent of the interest cost associated with such borrowings. However, the Board of Directors does not foresee any difficulty in servicing the interest and repayment of borrowings used for the share buy-back, if any.

5. Direct and Indirect Interests of the Directors and Substantial Shareholders

Save for the inadvertent proportionate increase in the percentage shareholdings and/or voting rights of the shareholders of the Company as a consequence of the share buy-back, none of the Directors and/or substantial shareholders nor persons connected with the Directors and/or substantial shareholders of the Company have any interest, direct or indirect, in the Proposed Renewal of Authority for Share Buy-Back and the proposed resale of treasury shares, if any.

As such, none of the Directors and/or substantial shareholders nor persons connected with them need to abstain from voting in respect of their direct and indirect shareholdings on the ordinary resolution approving the Proposed Renewal of Authority for Share Buy-Back.

The effects of the proposed share buy-back on the shareholdings of the Directors and substantial shareholders as at 31 July 2013 are set out below based on the following assumptions:-

(a) the proposed share buy-back is implemented in full, i.e. up to 10% of the enlarged issued and paid-up share capital or 7,911,721 of the Company's shares are purchased; and

(b) the shares so purchased are from shareholders other than the substantial shareholders and Directors of the Company.

	Before Proposed Share Buy-Back				After Proposed Share Buy-Back			
	Direct		Indirect		Direct		Indirect	
Directors	**No. of shares**	**%**	**No. of shares**	**%**	**No. of shares**	**%**	**No. of shares**	**%**
Ng Chin Huat	-	-	43,613,877*	55.13	-	-	43,613,877*	61.25
Cheah Yong Hock	1,146,600	1.45	-	-	1,146,600	1.61	-	-
Kong Sau Kian	-	-	-	-	-	-	-	-
Lim Kim Meng	-	-	-	-	-	-	-	-

Notes:
*Deemed interested by virtue of his direct interest in Everest Hectare Sdn. Bhd. via Section 6A of the Companies Act, 1965.

Substantial Shareholders	Before Proposed Share Buy-Back Direct No. of shares	%	Indirect No. of shares	%	After Proposed Share Buy-Back Direct No. of shares	%	Indirect No. of shares	%
Everest Hectare Sdn. Bhd.	43,613,877	55.13	-	-	43,613,877	61.25	-	-
Ng Chin Huat	-	-	43,613,877*	55.13	-	-	43,613,877*	61.25
Yap Su P'ing	-	-	43,613,877*	55.13	-	-	43,613,877*	61.25
Ng Tiong Seng Corporation Sdn. Bhd.	10,356,258	13.09	-	-	10,356,258	14.54	-	-

Notes:
*Deemed interested by virtue of his direct interest in Everest Hectare Sdn. Bhd. via Section 6A of the Companies Act, 1965.

6. Potential Advantages and Disadvantages

The potential advantages of the Proposed Renewal of Authority for Share Buy-Back to the Company and its shareholders are stated in Section 2 above.

The potential disadvantages of the Proposed Renewal of Authority for Share Buy-Back to the Company and its shareholders are as follows:-

(a) the amount of financial resources available for distribution to the shareholders of the Company will decline and this may result in the Group having to forego better investment opportunities that may emerge in the future;

(b) the working capital of the Company will be affected as the share buy-back will reduce the Company's cashflow, the quantum depending on the number of shares purchased and their corresponding purchase price(s); and

(c) as the Proposed Renewal of Authority for Share Buy-Back can only be made out of retained profits and share premium account of the Company, it may result in the reduction of financial resources available for distribution to the shareholders in the immediate future.

The Proposed Renewal of Authority for Share Buy-Back is not expected to have any potential material disadvantages to the Company and its shareholders, as it will be exercised only after in depth consideration of the financial resources of the Company and of the resultant impact on its shareholders. The Board of Directors in exercising any decision on the share buy-back will be mindful of the interest of the Company and its shareholders.

7. Financial Effects

On the assumption that the share buy-back is carried out in full, the effects on the share capital, net asset (NA) per share, working capital and earnings per share (EPS) of the Company are set out below:-

(a) On Share Capital

The effect of the share buy-back on the share capital of the Company will depend on the intention of the Board of Directors with regard to the purchased shares. As at 31 July 2013, the issued and paid-up share capital of the Company is RM79,117,214 comprising 79,117,214 shares.

However, the Proposed Renewal of Authority for Share Buy-Back will have no effect on the issued and paid-up share capital if all Purchased Shares are to be retained as treasury shares but the rights attaching to the treasury shares in relation to voting, dividends and participation in any other distributions or otherwise are suspended. While these shares remain as treasury shares, the Act prohibits the taking into account of such shares in calculating the number of percentage of shares in the Company for a purpose whatsoever including substantial shareholdings, takeovers, notices, requisitioning of meetings, quorum for meetings and the result of votes on resolutions.

(b) On NA

The effect of the Proposed Renewal of Authority for Share Buy-Back on the NA per share of the Company is dependent on the number of shares purchased, purchase price of the shares, the funding cost, if any, and the subsequent treatment of the shares so purchased.

If all the shares purchased are cancelled, the proposed share buy-back is likely to reduce the NA per share of the Group if the purchase price exceeds the audited NA per share of the Group at the time of purchase and conversely, will increase the NA per share of the Group if the purchase price is less than the audited NA per share of the Group at the time of purchase.

For shares so purchased, which are kept as treasury shares, upon its resale, the NA of the Group may be affected depending on the actual selling price of the treasury shares and the actual number of treasury shares resold.

(c) On Working Capital

The Proposed Renewal of Authority for Share Buy-Back will reduce the working capital of the Group, the quantum of which depends on, amongst others, the number of shares eventually purchased and the purchase price of the shares.

7. Financial Effects (cont'd)

(d) On EPS

Depending on the number of shares purchased and purchase price of shares and the effective cost as well as the opportunity cost of funding the shares, the proposed share buy-back may increase the EPS of the Group. Similarly, on the assumption that the shares so purchased are treated as treasury shares, the extent of the effect of the earnings of the Group will depend on the actual selling price, the number of treasury shares resold and the effective gain or interest savings arising.

Any cancellation of shares so purchased is expected to give rise to increased EPS to the Company and the Group due to the reduced number of shares in issue.

(e) On Dividends

Assuming the Proposed Renewal of Authority for Share Buy-Back is implemented in full and the Company's quantum of dividend is maintained at historical levels, the Proposed Renewal of Authority for Share Buy-Back will have the effect of increasing the dividend rate of the Company as a result of the reduction in the issued and paid-up share capital of the Company.

For the financial year ended 31 March 2013, the Company recommended a 5 % Final Dividend less Income Tax. The recommended final dividend will be subject to shareholders' approval at the Company's forthcoming Thirty-Eighth Annual General Meeting.

(f) On Shareholdings

The effect of the Proposed Renewal of Authority for Share Buy-Back on the percentage of shareholdings of the Directors and substantial shareholders of the Company would depend on the timing of the purchase, the number of shares purchased, if any, and their actual shareholdings at the time of such purchase.

Please refer to Section 5 above for further details on the shareholding structure of Directors and substantial shareholders of the Company.

8. Implication Under the Malaysian Code on Take-Overs and Mergers 1998 (the "Code")

Under the Code, a director and any person acting in concert with him or a relevant shareholder will be required to make a mandatory general offer for the remaining ordinary shares of the Company not already owned by him/them if his/their stake in the Company is increased beyond thirty-three (33%) or if his/their existing shareholding is between thirty-three percent (33%) and fifty percent (50%) and exceeds by another two percent (2%) in any six (6) months period.

Assuming that the Proposed Renewal of Authority for Share Buy-Back is carried out in full and the shareholdings of the directors and parties acting in concert will be increased beyond thirty-three percent (33%) as a result of the share buy-back and pursuant to the Code, the directors and parties acting in concert are required to make a mandatory general offer.

8. Implication Under the Malaysian Code on Take-Overs and Mergers 1998 (the "Code") (cont'd)

Should such circumstances arises and if required, the Directors and parties acting in concert are expected to submit an application to Securities Commission for a waiver from implementing a mandatory general offer under the Code.

The Company intends to implement the share buy-back in a manner that it will not result any of the shareholders having to undertake a mandatory offer pursuant to the Code.

9. Purchase, Resale and Cancellation of shares made in the previous twelve (12) months

The Company has not made any purchase or resale or cancellation of any of its own shares in the past twelve (12) months preceding the date of this Annual Report.

10. Public Shareholding Spread

As at 31 July 2013, the public shareholding spread of the Company was 29.53 %.

11. Directors' Statement

This Statement has been seen and approved by the Board of Directors and they individually and collectively accept full responsibility for the accuracy of the information given in this Statement and confirm that, after making all reasonable enquiries, to the best of their knowledge and belief, there are no other facts the omission of which would make any statement herein misleading.

Having considered all aspects of the Proposed Renewal of Authority for Share Buy-Back, the Board of Directors is of the opinion that the Proposed Renewal of Authority for Share Buy-Back is fair, reasonable and in the best interest of the Company.

12. Directors' Recommendation

The Board of Directors recommends that you vote in favour of the Ordinary Resolution for the Proposed Renewal of Authority for Share Buy-Back to be tabled at the forthcoming Annual General Meeting.

13. Other Information

There is no other information concerning the Proposed Renewal of Authority for Share Buy-Back as shareholders and their professional advisers would reasonably require and expect to find in this Statement for the purpose of making informed assessment as to the merits of approving the Proposed Renewal of Authority for Share Buy-Back and the extent of the risks involved in doing so.

Authorised Share Capital	:	RM100,000,000/-
Issued and Paid-Up Share Capital	:	RM79,117,214/-
Class of Shares	:	Ordinary Shares of RM1.00 each
Voting Rights	:	One vote per ordinary share

DISTRIBUTION OF SHAREHOLDINGS

Size of Shareholdings	No. of Shareholders	% of Shareholders	No. of Shares Held	% of Issued Capital
1 - 99	386	29.18	13,088	0.02
100 – 1,000	135	10.20	93,749	0.12
1,001 - 10,000	644	48.68	2,428,562	3.07
10,001 – 100,000	114	8.62	3,392,820	4.29
100,001 – 3,955,859*	42	3.17	20,296,860	25.65
3,955,860 and above**	2	0.15	52,892,135	66.85
TOTAL	**1,323**	**100.00**	**79,117,214**	**100.00**

* *Less than 5% of Issued Holdings*
** *5% and above of Issued Holdings*

DIRECTORS' SHAREHOLDINGS

The Directors' shareholdings based on the Register of Directors' Shareholdings of the Company are as follows:-

Name of Directors	Nationality/ Incorporated in	No. of shares beneficially held Direct	%	Indirect	%
Ng Chin Huat	Malaysian	-	-	*43,613,877	55.13
Kong Sau Kian	Malaysian	-	-	-	-
Lim Kim Meng	Malaysian	-	-	-	-
Cheah Yong Hock	Malaysian	1,146,600	1.45	-	-
Total Shareholdings		**1,146,600**	**1.45**	***43,613,877**	**55.13**

* Deemed interested by virtue of his direct interest in Everest Hectare Sdn. Bhd. via Section 6A of the Companies Act, 1965.

SUBSTANTIAL SHAREHOLDERS

The substantial shareholders based on the Register of Substantial Shareholders of the Company and their shareholdings are as follows:-

Name of Substantial Shareholders	Nationality/ Incorporated in	No. of shares beneficially held Direct	%	Indirect	%
Everest Hectare Sdn. Bhd.	Malaysia	43,613,877	55.13	-	-
Ng Chin Huat	Malaysian	-	-	*43,613,877	55.13
Yap Su P'ing	Malaysian	-	-	*43,613,877	55.13
Ng Tiong Seng Corporation Sdn. Bhd.	Malaysia	10,356,258	13.09	-	-

* Deemed interested by virtue of his and his spouse's is direct interest in Everest Hectare Sdn. Bhd. via Section 6A of the Companies Act, 1965

LIST OF THIRTY (30) LARGEST SECURITIES ACCOUNT HOLDERS

No.	Name	No. of shares Beneficially Held	%
1.	KENANGA NOMINEES (TEMPATAN) SDN. BHD. PLEDGED SECURITIES ACCOUNT FOR EVEREST HECTARE SDN. BHD.	43,613,877	55.13
2.	NG TIONG SENG CORPORATION SDN. BHD.	9,278,258	11.73
3.	CHANG WAI PONG	2,084,200	2.63
4.	CHOO BAY SEE	1,702,000	2.15
5.	AMANAHRAYA TRUSTEES BERHAD PUBLIC ISLAMIC TREASURES GROWTH FUND	1,154,500	1.46
6.	M&A NOMINEE (TEMPATAN) SDN. BHD. PLEDGED SECURITIES ACCOUNT FOR WONG YOKE YUNG (PNG)	1,098,000	1.39
7.	NG TIONG SENG CORPORATION SDN. BHD.	1,078,000	1.36
8.	MAYBANK NOMINEES (TEMPATAN) SDN. BHD. MAYBANK TRUSTEES BERHAD FOR SAHAM AMANAH SABAH (ACC2-940410)	999,700	1.26
9.	HSBC NOMINEES (TEMPATAN) SDN. BHD. HSBC (M) TRUSTEE BHD FOR OSK-UOB SMALL CAP OPPORTUNITY UNIT TRUST (3548)	850,000	1.07

LIST OF THIRTY (30) LARGEST SECURITIES ACCOUNT HOLDERS (cont'd)

No.	Name	No. of shares Beneficially Held	%
10.	OSK CAPITAL PARTNERS SDN. BHD.	845,000	1.07
11.	CITIGROUP NOMINEES (TEMPATAN) SDN. BHD. KUMPULAN WANG PERSARAAN (DIPERBADANKAN) (KENANGA)	810,000	1.02
12.	MALACCA EQUITY NOMINEES (TEMPATAN) SDN. BHD. PLEDGED SECURITIES ACCOUNT FOR CHEAH YONG HOCK	805,600	1.02
13.	HSBC NOMINEES (TEMPATAN) SDN. BHD. HSBC (M) TRUSTEE BHD FOR ZURICH INSURANCE MALAYSIA BERHAD (GROWTH FUND)	700,000	0.88
14.	ECML NOMINEES (TEMPATAN) SDN. BHD. PLEDGED SECURITIES ACCOUNT FOR WONG YOKE YUNG (03MG00018)	699,000	0.88
15.	HONG LEONG ASSURANCE BERHAD AS BENEFICIAL OWNER (UNITLINKED BCF)	600,000	0.76
16.	AMANAHRAYA TRUSTEES BERHAD PUBLIC SELECT ALPHA – 30 FUND	424,000	0.54
17.	HSBC NOMINEES (TEMPATAN) SDN. BHD. HSBC (M) TRUSTEE BHD FOR OSK-UOB EMERGING OPPORTUNITY UNIT TRUST (4611)	350,000	0.44
18.	CHEAH YONG HOCK	341,000	0.43
19.	LIM PENG JIN	324,100	0.41
20.	CIMSEC NOMINEES (TEMPATAN) SDN. BHD. CIMB BANK FOR CHUAH SENG BOON (M78029)	300,000	0.38
21.	HONG LEONG ASSURANCE BERHAD AS BENEFICIAL OWNER (UNITLINKED MF)	300,000	0.38
22.	LEE YEAN FUNG	300,000	0.38
23.	TAN CHOON PIEW	300,000	0.38
24.	TOKIO MARINE LIFE INSURANCE MALAYSIA BHD AS BENEFICIAL OWNER (APEF)	300,000	0.38

LIST OF THIRTY (30) LARGEST SECURITIES ACCOUNT HOLDERS (cont'd)

No.	Name	No. of shares Beneficially Held	%
25.	CHONG CHEA CHEA	270,000	0.34
26.	DB (MALAYSIA) NOMINEE (TEMPATAN) SENDIRIAN BERHAD DEUTSCHE TRUSTEES MALAYSIA BERHAD FOR EASTSPRING INVESTMENTS SMALL-CAP FUND	265,000	0.33
27.	HSBC NOMINEES (TEMPATAN) SDN. BHD. HSBC (M) TRUSTEE BHD FOR ZURICH INSURANCE MALAYSIA BERHAD (DANA MAS MAJU)	260,000	0.33
28.	CIMSEC NOMINEES (TEMPATAN) SDN. BHD. CIMB BANK FOR MAK TIAN MENG (MY0343)	250,000	0.32
29.	HSBC NOMINEES (TEMPATAN) SDN. BHD. HSBC (M) TRUSTEE BHD FOR ZURICH INSURANCE MALAYSIA BERHAD (VULTURE FUND)	250,000	0.32
30.	HSBC NOMINEES (TEMPATAN) SDN. BHD. HSBC (M) TRUSTEE BHD FOR ZURICH INSURANCE MALAYSIA BERHAD (BALANCED FUND)	250,000	0.32

ASIA BRANDS

ASIA BRANDS BERHAD *(formerly known as Hing Yiap Group Berhad)*
(Company No. 22414-V)(Incorporated in Malaysia)

PROXY FORM

(Please refer to the notes below before completing this form)

Number of shares held	
CDS Account No.	

I/We.. I.C.No...
(FULL NAME IN BLOCK LETTERS)

of..
(FULL ADDRESS)

being a member of **Asia Brands Berhad** *(formerly known as Hing Yiap Group Berhad)* hereby appoints ....

.... I.C.No...
(FULL NAME IN BLOCK LETTERS)

of ....
(FULL ADDRESS)

or failing him/her,.. I.C. No...
(FULL NAME IN BLOCK LETTERS)

of..
(FULL ADDRESS)

or failing him/ her, the CHAIRMAN OF THE MEETING as my/our proxy to attend and vote for me/us on my/our behalf at the Thirty-Eighth Annual General Meeting of the Company to be held at the Conference Room of the Company at Lot 10449, Jalan Nenas, Batu 4 ½, Kampung Jawa, 41000 Klang, Selangor Darul Ehsan on Friday, 20 September 2013 at 9:00 a.m. or any adjournment thereof, in the manner as indicated below:-

	Resolutions	For	Against
Resolution 1	To declare a Final Dividend of 5% less income tax in respect of the financial year ended 31 March 2013.		
Resolution 2	To approve the payment of Directors' Fees for the financial year ended 31 March 2013.		
Resolution 3	To re-elect Mr. Ng Chin Huat as a Director of the Company.		
Resolution 4	To re-appoint Messrs. Crowe Horwath as Auditors of the Company to hold office until the conclusion of the next Annual General Meeting and to authorise the Directors to fix their remuneration.		
Resolution 5	As Special Business Ordinary Resolution 1 - Authority to issue and allot shares pursuant to Section 132D of the Companies Act, 1965		
Resolution 6	Ordinary Resolution 2 - Proposed Renewal of Authority for Share Buy Back of up to Ten Percent (10%) of the Issued and Paid-up Share Capital of the Company		
Resolution 7	Special Resolution - Proposed Amendments to the Articles of Association of the Company		

(Please indicate with an "X" in the appropriate boxes above how you wish your vote to be cast. If you do not do so, your proxy shall vote as he thinks fit, or at his/their discretion.)

Dated this ………. day of …………………. 2013

……………………………………………………...
Signature of Shareholder

Notes:

1. *In respect of deposited securities, only members whose names appear in the Record of Depositors on 12 September 2013 ("General Meeting Record of Depositors") shall be entitled to attend, speak and vote at this Meeting.*

2. *A member entitled to attend and vote at this Meeting is entitled to appoint any person as his proxy to attend and vote instead of him. A proxy appointed to attend and vote at this Meeting shall have the same rights as the member to speak at the Meeting.*

3. *A proxy may but need not be a member of the Company and the provisions of Section 149(1)(b) of the Companies Act, 1965 need not be complied with. There shall be no restriction as to the qualifications of the proxy.*

4. *Where a member appoints more than one proxy, the appointments shall be invalid unless he specifies the proportions of his shareholdings to be represented by each proxy.*

5. *Where a member of the Company is an exempt authorised nominee which holds ordinary shares in the Company for multiple beneficial owners in one securities account ("omnibus account"), there is no limit to the number of proxies which the exempt authorised nominee may appoint in respect of each omnibus account it holds with ordinary shares of the Company standing to the credit of the said securities account.*

6. *Where a member is an authorised nominee as defined in the Securities Industry (Central Depositories) Act, 1991, it may appoint up to two (2) proxies in respect of each securities account it holds with ordinary shares of the Company standing to the credit of the said securities account.*

7. *If a corporation is a member of the Company, it may vote by any person authorized by resolution of its directors or other governing body to act as its representative at any meeting in accordance with Article 75 of the Company's Articles of Association.*

8. *The instrument appointing a proxy shall be in writing under the hand of the appointor or of his attorney duly authorized in writing or if such appointor be a corporation, under its common seal or under the hand of an officer or attorney of the corporation duly authorized and shall be deposited with the power of attorney or other authority (if any) at the registered office of the Company at Lot 10449, Jalan Nenas, Batu 4½, Kampung Jawa, 41000 Klang, Selangor Darul Ehsan not less than forty-eight (48) hours before the time appointed for holding this Meeting or adjourned meeting at which the person named in such proxy proposes to vote and in default the proxy shall not be treated as valid. An instrument appointing a proxy to vote at a meeting shall be deemed to include the power to demand a poll on behalf of the appointor.*

Fold here for sealing

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Affix
Stamp
Here

ASIA BRANDS BERHAD

(formerly known as Hing Yiap Group Berhad)

(Company No. 22414-V)

Lot 10449, Jalan Nenas
Batu 4 ½, Kampung Jawa
41000 Klang, Selangor Darul Ehsan

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