TOGETHER WE CAN MAKE A DIFFERENCE

ANNUAL REPORT **2014**

NYLEX (MALAYSIA) BERHAD *(9378-T)*

(Incorporated in Malaysia)

For over two decades, Nylex (Malaysia) Berhad has brought together the diverse elements of our business to provide multi-layered solutions to our customers. Our expertise in merging innovation and technology is the bedrock of our success, guided by our understanding of customer needs and the principle that together, we can make a difference.

CONTENTS

CORPORATE INFORMATION

DIRECTORS

Tan Sri Ir (Dr) Mohamed Al Amin Abdul Majid
(Executive Chairman)

Dato' (Dr) Siew Ka Wei
(Group Managing Director)

Lim Hock Chye
(Independent Non-Executive Director)

Edmond Cheah Swee Leng
(Independent Non-Executive Director)

Safrizal bin Mohd Said
(Independent Non-Executive Director)

Khamis bin Awal
(Independent Non-Executive Director)

AUDIT COMMITTEE

Edmond Cheah Swee Leng *(Chairman)*
Lim Hock Chye
Safrizal bin Mohd Said
Khamis bin Awal

REMUNERATION & NOMINATION COMMITTEE

Lim Hock Chye *(Chairman)*
Edmond Cheah Swee Leng

COMPANY SECRETARIES

Choo Se Eng
Stephen Geh Sim Whye

REGISTERED OFFICE

Unit C508, Block C, Kelana Square
Jalan SS7/26, Kelana Jaya
47301 Petaling Jaya
Selangor Darul Ehsan
Malaysia
Tel : (603) 7805 1817
Fax : (603) 7804 1316

PRINCIPAL PLACE OF BUSINESS

Lot 16, Persiaran Selangor, Section 15
40200 Shah Alam
Selangor Darul Ehsan
Malaysia
Tel : (603) 5519 1706
Fax : (603) 5510 8291

WEBSITE

www.nylex.com

REGISTRARS

Tricor Investor Services Sdn Bhd
Level 17, The Gardens North Tower
Mid Valley City
Lingkaran Syed Putra
59200 Kuala Lumpur
Malaysia
Tel : (603) 2264 3883
Fax : (603) 2282 1886

AUDITORS

Ernst & Young
Chartered Accountants

STOCK EXCHANGE LISTING

Main Market of Bursa Malaysia Securities Berhad
- Industrial Products Sector

PRINCIPAL BANKERS

Malayan Banking Berhad
HSBC Bank Malaysia Berhad
RHB Bank Berhad

SOLICITORS

Shearn Delamore & Co

DOMICILE

Malaysia

CORPORATE STRUCTURE

As at 31 May 2014

- Polymer Division
- Industrial Chemical Division

ANCOM BERHAD
(Company No. 8440-M)
Incorporated in Malaysia

- 100% Rhodemark Development Sdn Bhd
  - 21.3% NYLEX (MALAYSIA) BERHAD
- 24.3% NYLEX (MALAYSIA) BERHAD (9378-T)

NYLEX (MALAYSIA) BERHAD (9378-T)
(Incorporated in Malaysia)

- 100% Nycon Manufacturing Sdn Bhd
- 100% Nylex Polymer Marketing Sdn Bhd
- 100% PT Nylex Indonesia
- 100% Perusahaan Kimia Gemilang Sdn Bhd
  - 90% Dynamic Chemical Pte Ltd
  - 100% Perusahaan Kimia Gemilang (Vietnam) Company Ltd
  - 51% PT PKG Lautan Indonesia
  - 55% Ancom Kimia Sdn Bhd
- 100% Fermpro Sdn Bhd
- 100% Kumpulan Kesuma Sdn Bhd
- 100% Wedon Sdn Bhd
- 100% CKG Chemicals Pte Ltd
- 100% Nylex Specialty Chemicals Sdn Bhd
- 51% Speciality Phosphates (Malaysia) Sdn Bhd

LIST OF PRINCIPAL OFFICES

NYLEX (MALAYSIA) BERHAD / NYCON MANUFACTURING SDN BHD / NYLEX POLYMER MARKETING SDN BHD

Lot 16, Persiaran Selangor, Section 15
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Tel : (603) 5519 1706
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www.nylex.com
www.nylexpolymer.com

PT NYLEX INDONESIA

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Wringinanom, Kabupaten Gresik
East Java
61176 Indonesia
Tel : (6231) 898 2626
Fax : (6231) 898 2623

PERUSAHAAN KIMIA GEMILANG SDN BHD

302, Block A, Phileo Damansara 1
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Off Jalan Damansara
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Tel : (603) 7660 0033
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DYNAMIC CHEMICAL PTE LTD

3 International Business Park
#03-04, Nordic European Centre
Singapore 609927
Tel : (65) 6224 4142
Fax : (65) 6224 6460
www.dynamicchemical.com.sg

PERUSAHAAN KIMIA GEMILANG (VIETNAM) COMPANY LTD

Mezzanine Floor, Block C
241A Chu Van An
Ward 21, Binh Thanh
Ho Chi Minh City
Vietnam
Tel : (848) 3516 3115
Fax : (848) 3516 3098

PT PKG LAUTAN INDONESIA

Gedung Graha Indramas
Jl. AIPDA K.S. Tubun Raya No. 77
Jakarta
11410 Indonesia
Tel : (6221) 5367 3269
Fax : (6221) 5367 3278

ANCOM KIMIA SDN BHD

3A02, Block A, Phileo Damansara 1
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Selangor Darul Ehsan
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Fax : (603) 7660 0133

FERMPRO SDN BHD

202, Block A, Phileo Damansara 1
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46350 Petaling Jaya
Selangor Darul Ehsan
Malaysia
Tel : (603) 7660 0033
Fax : (603) 7660 0133

KUMPULAN KESUMA SDN BHD / WEDON SDN BHD

No. 6, Lorong SS13/6A
Subang Jaya Industrial Estate
47500 Subang Jaya
Selangor Darul Ehsan
Malaysia
Tel : (603) 5633 6229
Fax : (603) 5634 9915

CKG CHEMICALS PTE LTD

133, New Bridge Road
#25-02, Chinatown Point
Singapore 059413
Tel : (65) 6319 4680
Fax : (65) 6319 4699

NYLEX SPECIALTY CHEMICALS SDN BHD / SPECIALITY PHOSPHATES (MALAYSIA) SDN BHD

Lot 593 & 624, Persiaran Raja Lumu
Kawasan Perusahaan Pandamaran
42000 Port Klang
Selangor Darul Ehsan
Malaysia
Tel : (603) 3168 8282
Fax : (603) 3168 5711
www.nylexsc.com.my

FIVE-YEAR HIGHLIGHTS

	2014 RM'000	2013 RM'000	2012 RM'000	2011 RM'000	2010 RM'000
Revenue	**1,566,028**	1,728,625	1,488,251	1,226,749	1,222,086
Earnings before interest, tax, depreciation and amortisation	**30,715**	30,691	35,164	31,294	53,879
Profit before tax	**16,791**	15,776	20,449	16,044	40,013
Net profit for the year	**7,164**	7,023	13,776	13,138	35,158
Effective percentage rate of tax	**57.3%**	55.5%	32.6%	18.1%	12.1%
Net profit attributable to owners of the parent	**7,959**	7,755	13,873	13,185	35,114
ASSETS					
Property, plant and equipment	**59,750**	65,498	69,363	66,426	74,027
Investments	**428**	415	423	4,038	4,738
Other non-current assets	**113,552**	119,711	120,559	116,671	114,940
Other current assets	**439,425**	498,484	513,694	429,765	364,364
TOTAL ASSETS	**613,155**	684,108	704,039	616,900	558,069
EQUITY AND LIABILITIES					
Equity attributable to owners of the parent					
Share capital	**194,338**	194,338	194,338	194,338	194,338
Reserves	**52**	669	4,461	805	(11,138)
Retained earnings	**95,385**	90,321	85,464	75,745	90,100
Less: Treasury shares, at cost	**(869)**	(735)	(338)	(33)	(8,444)
	288,906	284,593	283,925	270,855	264,856
Non-controlling interests	**12,320**	3,092	3,896	6,018	4,046
Total equity	**301,226**	287,685	287,821	276,873	268,902
Borrowings	**153,640**	198,320	166,622	167,079	158,140
Other non-current liabilities	**4,536**	4,285	4,313	4,965	5,115
Other current liabilities	**153,753**	193,818	245,283	167,983	125,912
TOTAL EQUITY AND LIABILITIES	**613,155**	684,108	704,039	616,900	558,069
Financial indicators					
Return on equity - percentage	**2.4**	2.4	4.8	4.7	13.1
Return on total assets - percentage	**4.0**	3.5	4.0	3.8	8.1
Gearing ratio - percentage	**26.8**	53.4	37.0	39.1	35.5
Interest cover ratio - times	**3.1**	2.9	3.7	3.2	8.3
Price to earnings ratio - times	**15.5**	13.6	7.6	8.8	3.9
Earnings per share - sen	**4.1**	4.0	7.1	6.9	18.8
Gross dividend per share - sen	**2.0**	2.0	2.9	4.5	2.4
Net assets per share - sen	**149.8**	147.4	146.5	139.4	140.6
Share price - sen	**64.0**	54.5	54.0	61.0	73.0
Other information					
Depreciation & amortisation	**6,100**	6,677	7,209	7,957	8,407
Finance cost	**7,824**	8,238	7,506	7,293	5,459

BOARD OF DIRECTORS

TAN SRI IR (DR) MOHAMED AL AMIN ABDUL MAJID
Executive Chairman
Age 59, Malaysian

Joined the Board on 30 July 2003 as a Non-Executive Chairman and was re-designated as Executive Chairman on 1 February 2010.

Tan Sri Al Amin qualified with a Diploma in Technology from Oxford College of Further Education and holds a Bachelor of Science degree in Civil Engineering from the University of Aston, Birmingham, United Kingdom from which he was conferred an Honorary Doctorate Degree – Doctor of Science. He is a Corporate Member of Institute of Engineers Malaysia (IEM) and is a professional Engineer.

Tan Sri Al Amin began his career as a Project Engineer with Perbadanan Kemajuan Negeri Perak (PKNP) in 1979 and was later appointed as Executive Director of Maju Bangun Sdn Bhd, a subsidiary of PKNP. Subsequently, Tan Sri Al Amin started his own business involving in a wide range of businesses such as construction, investment, distributorship, general trading and project management.

Currently, Tan Sri Al Amin is the Executive Chairman of Country View Berhad, the Chairman of SME Corporation Berhad, an important government agency in the development and enhancement of small and medium enterprises in Malaysia under the Ministry of International Trade and Industry, and a director of Ancom Berhad and MCIS Zurich Insurance Berhad.

Since October 2010, Tan Sri Al Amin has been a Council Member of National Information Technology Council (NITC) of Malaysia, an organisation that strategically manages ICT in the interest of the nation.

DATO' (DR) SIEW KA WEI
Group Managing Director
Age 58, Malaysian

Joined the Board on 12 October 1999. He became the Group Managing Director on 29 January 2002.

Dato' Siew graduated with a Bachelor of Science (Hons) degree in Chemical Engineering and a Master of Science degree in Operational Research from the Imperial College of Science, Technology and Medicine, London, United Kingdom. He has extensive working experience of more than 30 years in the field of petrochemicals locally and internationally.

Currently, Dato' Siew is also the Group Managing Director of Ancom Berhad and the Executive Vice Chairman of Ancom Logistics Berhad. He is currently the President of the Imperial College Alumni Association of Malaysia and a Governor of the Board of Governors for Marlborough College of Malaysia.

Dato' Siew was the Chairman of the Malaysian Chapter of the Young Presidents Organisation ("YPO"), an international grouping of more than 22,000 chief executive officers and leaders of major companies and organisations over the world. He became a director of the International Board of Directors of YPO in 2000 and served until 2003 during which he was the Chairman of YPO's Global Leadership Congress in Beijing, China. In April 2013, Dato' Siew was conferred an Honorary Doctorate Degree - Doctor of Business Administration by HELP University.

Dato' Siew is a substantial shareholder of the Company by virtue of his direct and indirect interest in Ancom Berhad, the holding company of the Company, and his direct interest in the Company.

BOARD OF DIRECTORS

Joined the Board on 1 August 2005. He is currently the Chairman of the Remuneration and Nomination Committee and a member of the Audit Committee.

Mr Lim is a law graduate with a LLB (Hons) degree from the University of London, United Kingdom and holds a Certificate in Legal Practice.

Mr Lim was formerly a consultant with an organisation promoting good corporate governance and practices. Prior to that, he was a Deputy Editor with the Star Newspaper, where he wrote for the Business Section.

Mr Lim was also a panel speaker for Bursatra Sdn Bhd on Continuing Education Programmes for public-listed company directors. He is currently the Group Director of Strategic Planning & Corporate Affairs of HELP International Corporation Berhad, a position he has held since April 2008.

Currently, Mr Lim is a Director of Ancom Berhad and Ancom Logistics Berhad, both of which are listed on the Main Market and ACE Market respectively of Bursa Malaysia Securities Berhad.

Joined the Board on 26 August 2005. He is currently the Chairman of the Audit Committee and a member of the Remuneration and Nomination Committee.

Mr Cheah is a Chartered Accountant by profession and a member of the Malaysian Institute of Accountants and Association of Chartered Accountants, England & Wales. He is also a Certified Financial Planner.

Mr Cheah started his career as an Audit Manager with a professional accounting firm in London. He was later the Manager in charge of portfolio investment in a merchant bank in Malaysia and subsequently in charge of the corporate and planning division of a public listed company in Malaysia. Mr Cheah was formerly the Chief Executive Officer / Executive Director and a member of the Investment Committee of Public Mutual Berhad, the largest private unit trust management company in Malaysia. He was also a Council Member and Chairman of the Secretariat of the Federation of Malaysian Unit Trust Managers (FMUTM); a former Task Force Member on Islamic Finance for the Labuan Offshore Financial Services Authority (LOFSA); a former member on the Securities Market Consultation Panel in Bursa Malaysia Securities Berhad and a founder member and a past President of the Financial Planning Association of Malaysia (FPAM) and the Treasurer for the Society for the Prevention of Cruelty to Animals (SPCA).

Mr Cheah is currently an Investment Committee Member and Director of MAAKL Mutual Berhad, Chairman of Adventa Berhad, a company listed on the Main Market of Bursa Malaysia Securities Berhad and a Director of Ancom Berhad and Ancom Logistics Berhad, both of which are listed on the Main Market and ACE Market respectively of Bursa Malaysia Securities Berhad.

BOARD OF DIRECTORS

Joined the Board on 1 December 2011. He is currently a member of the Audit Committee.

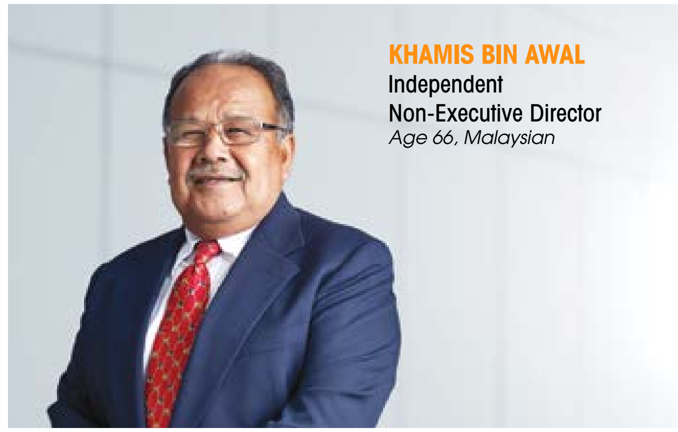
Encik Safrizal gained his Bachelor of Commerce degree from University of New South Wales, Australia. He is a member of CPA Australia.

Encik Safrizal has vast working experience in both the consulting as well as the commercial sectors in various capacities in Australia and Malaysia. He joined the Fraser & Neave ("F&N") Group in Malaysia in 2002 and was responsible for setting up F&N's in-house Tax Department. Prior to joining the F&N Group, he was attached to a couple of the Big Four Accounting Firms, with his last position being a tax director. His experience in the field of taxation totals more than 20 years.

During his time as a tax consultant, Encik Safrizal has managed a diversified portfolio of clients comprising local and multinational corporations from various industries, namely, finance, telecommunication, advertising, construction, manufacturing, shipping and insurance. Encik Safrizal was also extensively involved in the rendering of business advice and tax planning in a variety of situations including corporate restructuring, public listing exercises, business expansion, privatisation exercises, offshore investments and mergers and acquisitions.

Encik Safrizal, who was an appointed Council Member of the Chartered Taxation Institute of Malaysia, has also conducted in-house training programmes and has chaired/ spoken at public seminars on various tax matters.

Encik Safrizal is currently a director of Ancom Logistics Berhad, a company listed on the ACE Market of Bursa Malaysia Securities Berhad.



Joined the Board on 9 April 2012 and is currently a member of the Audit Committee.

Encik Khamis graduated with a Bachelor of Science in Agriculture in 1972 from the University of Western Australia, Perth.

Encik Khamis has worked in various capacities after his graduation including working as an Area Manager in Associated Tractors Sdn Bhd, a subsidiary of Tractors Malaysia Berhad; Divisional Manager in Malaysian International Shipping Corporation Berhad and Executive Director in Ancom Berhad. He started his own business in 1996 and became the Managing Director of Warisan Tankers Sdn Bhd, a brokerage company until he retired in 2010.

Encik Khamis has no directorships in other public listed companies.

Notes:

1) There is no family relationship between the directors and/or major shareholders of the Company.
2) Save for Tan Sri Ir (Dr) Mohamed Al Amin Abdul Majid and Dato' (Dr) Siew Ka Wei who have interest in certain related party transactions as disclosed in page 122 of this Annual Report, none of the Directors has any financial interest in any business arrangement involving the Group.
3) The attendance and securities holdings of the Directors are respectively disclosed in page 21 and page 38 of this Annual Report.
4) None of the Directors has been convicted of any offence, other than traffic offences, if any, within the past ten (10) years.

CHAIRMAN'S STATEMENT

CHAIRMAN'S STATEMENT

2014

PROFIT
BEFORE TAX
6.3%

RM16.8
MILLION

2013: RM15.8 MILLION

FINANCIAL PERFORMANCE

For the current financial year under review, the Nylex Group achieved lower sales of RM1,566.0 million, which represents a decrease of 9.4% from RM1,728.6 million recorded in the last financial year. The reduction in sales was due to lower contribution from both the Industrial Chemical Division and Polymer Division. Despite lower sales, the Group recorded higher profit before tax ("PBT") of RM16.8 million, compared to RM15.8 million recorded in the last financial year. The PBT for the current financial year of RM16.8 million was arrived at after taking into account the impairment of goodwill in our wholly-owned subsidiary in Singapore, CKG Chemicals Pte Ltd, of RM5.0 million.

After accounting for taxation and non-controlling interests, the profit attributable to shareholders was RM8.0 million (FY 2013: RM7.8 million).

The basic earnings per share was higher at 4.13 sen compared with 4.01 sen for FY 2013. Net assets per share attributable to equity holders of the parent as at 31 May 2014 increased to RM1.50, compared with RM1.47 as at 31 May 2013.

REVIEW OF OPERATIONS

Polymer Division

For the current financial year, sales by our Polymer Division of RM118.7 million were lower when compared with the RM125.7 million achieved in FY 2013. The decline in sales was mainly attributed to lower sales for our films and coated fabrics ("FCF") products due mainly to competition from cheap imports and weak demand for our sub-soil drainage products for export market when compared with last financial year.

Accordingly, the Division recorded a lower PBT of RM10.7 million compared with RM14.9 million in FY 2013. The continued weakness of the Indonesian Rupiah and the increase in raw material prices have eroded and will continue to erode our margins.

Industrial Chemical Division

The Industrial Chemical Division also achieved lower sales of RM1,447.5 million for FY 2014 compared to RM1,603.2 million recorded last financial year, mainly due to lower contributions by our subsidiaries in Indonesia and Singapore.

Despite lower sales, the Division recorded a higher PBT of RM16.5 million, compared with RM14.2 million achieved in FY 2013. The better performance of the Division is due to increased profits from our sales of ethanol and phosphoric acid which we manufacture locally.

CHAIRMAN'S STATEMENT

Building Products Division

As mentioned in my previous years' reports, in line with the Group's desire to focus more on the Polymer Division and Industrial Chemical Division which it has strategically defined as its core businesses, the Group has decided to wind-up Malaysian Roofing Industries Sdn Bhd ("MRI") and PT Indomalay Ekatana Roofing Industries ("IRI"). The winding up process of IRI has been completed on 31 May 2011. MRI has also completed its members' voluntary winding-up process following the final meeting held on 10 September 2014.

DIVIDENDS

Subject to the approval by the Company's shareholders at the forthcoming annual general meeting, the Board has recommended a final single tier dividend of 3.0 sen per share for the financial year ended 31 May 2014.

The Company will announce the book closure date and the date of payment of the dividend in due course.

Other than the above recommended dividend, there is no other dividend declared by the Company for the current financial year. In the last financial year, the Company paid a final cash dividend of 2.0 sen per share less 25% income tax amounting to RM2,894,964.

PROSPECTS FOR NEXT FINANCIAL YEAR

The slowdown in China coupled with tepid growth in the advance economies has weakened the growth momentum of the regional economies.

The Board is of the view that the trading environment for the next financial year ending 31 May 2015 will continue to be challenging where there will be pressure on product margins for both the Industrial Chemical Division and Polymer Division.

The Board will continue to seek ways to further improve the overall performance of the Group.

APPRECIATION

The Board wishes to express its heartfelt appreciation to the management and all employees for their contribution, commitment and dedication throughout the year. The Board also wishes to extend its sincere thanks and gratitude to all its valued shareholders, customers, suppliers, business partners, bankers and all regulatory authorities who have continued to support and place their confidence in the Group.

Tan Sri Ir (Dr) Mohamed Al Amin Abdul Majid
Chairman

Petaling Jaya, Selangor Darul Ehsan
26 September 2014

MANAGEMENT DISCUSSION AND ANALYSIS

Nylex Group Profit Before Tax:

GROUP
RM16.8mil

6.3%

REVIEW OF FINANCIAL RESULTS AND OPERATING ACTIVITIES

Group

For the current financial year ("FY 2014") under review, the Nylex Group achieved lower sales of RM1,566.0 million, which represents a decrease of 9.4% from RM1,728.6 million recorded in the last financial year. The reduction in sales was due to lower contribution from both the Industrial Chemical Division and Polymer Division. Despite lower sales, the Group recorded higher profit before tax ("PBT") of RM16.8 million, compared to RM15.8 million recorded in the last financial year. The PBT for the current financial year of RM16.8 million was arrived at after taking into account the impairment of goodwill in our wholly-owned subsidiary in Singapore, CKG Chemicals Pte Ltd, of RM5.0 million. Before accounting for the goodwill impairment, the Group's PBT improved by 38.4% to RM21.8 million compared with RM15.8 million recorded last financial year, due to the successful pricing and procurement strategies.

Polymer Division

For the current financial year, sales by our Polymer Division of RM118.7 million were lower by 5.6% when compared with RM125.7 million achieved in the last financial year.

The overall sales of our Shah Alam plant has declined by 7.6% to RM58.9 million when compared with FY 2013. The decline in sales were mainly attributed to lower demand for our films and coated fabrics ("FCF") products due mainly to the fierce competition from cheaper imported PVC products from China and Vietnam. In addition to this, the economic slowdown in Europe and China had a negative impact on local furniture manufacturers and this in turn affected the sales of our products to these manufacturers. Sales from the FCF business unit declined by 4.1% from RM51.9 million last year to RM49.8 million for the current year under review. Weak demand for our sub-soil drainage products for export market has also lowered the revenue of our Shah Alam plant. In the chemical container business, Nycon Manufacturing Sdn Bhd managed to improve its sales performance by 5.0%, registering sales of RM11.3 million compared to RM10.8 million recorded last financial year.

Our manufacturing plant in Surabaya, Indonesia, PT Nylex Indonesia ("PTNI") registered lower sales of RM48.0 million, a decrease of 4.8% compared with RM50.4 million in the last financial year, mainly due to the devaluation of the Indonesian Rupiah against the USD and Malaysian Ringgit. In Rupiah currency, PTNI recorded higher sales at Rp166.7 billion for the current financial year compared with Rp156.4 billion achieved in FY 2013.

As a consequence of the lower sales, the Polymer Division recorded lower PBT of RM10.7 million compared with RM14.9 million in FY 2013. The continued weakness of the Indonesian Rupiah and the increase in raw material prices have eroded our margins.

MANAGEMENT DISCUSSION AND ANALYSIS

We have started our expansion project to increase the capacity in our Surabaya plant and we expect this project to be completed in the first half of 2015. This plant expansion is part of our long-term plan to have a stronger presence in Indonesia where we expect better returns on investment.

Industrial Chemical Division

The Industrial Chemical Division continues to be a strong contributor of the Group's sales and profits. There was a 9.7% decline in sales from RM1,603.2 million achieved last year to RM1,447.5 million for this year. The main reason for this decline was the lower contribution from our Distribution business segment. Despite lower sales, the Division recorded a higher PBT of RM16.5 million, compared with RM14.2 million achieved in FY 2013.

Our Distribution business segment recorded lower sales of RM1.37 billion this year, a decline of 10.4% compared with the last financial year due to product rationalisation where we have discontinued marketing certain products which were loss-making. At the PBT level, this Distribution business segment achieved a lower PBT of RM2.6 million compared to RM6.7 million recorded last year due mainly to the foreign exchange losses suffered in Indonesia as well as lower margins achieved for certain products.

Our Manufacturing business segment which is involved in manufacture of phosphoric acid, ethanol, sealants and adhesive products has performed well for this financial year with sale increased by 4.8% to RM72.6 million, PBT rose 86.6% to RM13.9 million. This was achieved due to the combination of better sourcing of our key raw material, improved production efficiencies at our factories and higher sales of better margin products.

OUTLOOK AND PROSPECTS

China's slowing growth has presented challenges to those countries in the wider region that have tied their economy growth to commodity exports and Chinese demand. With the weakening of the growth momentum of the regional economies, the trading environment for the next financial year ending 31 May 2015 will continue to be challenging where there will be pressure on product margins for both the Industrial Chemical Division and Polymer Division.

The Group will undertake the necessary measures to ensure that it remains competitive and will continue to seek ways to improve its profitability.

Barring unforeseen circumstances, the Group's performance for the next financial year is expected to be satisfactory.

STATEMENT ON CORPORATE GOVERNANCE

INTRODUCTION

The Board of Directors ("the Board") hereby states its commitment to maintain a high standard of corporate governance and upholding the fundamental duty of safeguarding the assets of the Company and its subsidiaries ("Group") and to enhance shareholders' value and financial performance of the Group.

For the current financial year ended 31 May 2014, the Group has complied with the principles and recommendations of the Malaysian Code on Corporate Governance 2012 ("MCCG"), except for the recommendations that the Chairman must be a non-executive member of the Board and that the tenure of an independent director should not exceed a cumulative term of nine years. The reasons for non-observance of these recommendations are disclosed further in this statement.

Pursuant to paragraph 15.25 of the Listing Requirements of Bursa Malaysia Securities Berhad ("Listing Requirements"), the Board is pleased to present its Statement on Corporate Governance to provide an insight into how the Group has applied the principles of MCCG, having regard to the recommendations stated under each principle.

ESTABLISH CLEAR ROLES AND RESPONSIBILITIES

Clear functions of the Board and Management

The Board is responsible for the oversight and overall management of the business direction and objectives of the Group. The Non-Executive Directors are independent of the Management but will have free and open contact with the Management to ensure that approved targets and business plans are met.

The Management, under the guidance of the Group Managing Director, is accountable for the day-to-day operations of the Group and implementation of the Board's decisions and policies. At the quarterly Board meetings, the Group Managing Director provides the Board with an update on the Group's key strategic initiatives and key operational issues.

Clear roles and responsibilities

The principal responsibilities of the Board include the following:

- Formulating and reviewing the business direction and objectives of the Group

  The Board plays an active role in formulating the Group's overall business direction and in reviewing the Group's business strategies and financial performances at regular intervals.

- Overseeing the conduct of business of the Group to evaluate whether the business is being properly managed

  The Board would appraise the Group's actual business and financial performances against the results of the corresponding period last year at the quarterly Board meetings. The key matters reserved for the Board's approval include the significant corporate proposals involving acquisitions and disposals of companies or restructuring of the Group's businesses, new issue of securities and acquisitions and disposals of significant assets and expenditure above a certain amount.

  Board committees, such as the Audit Committee and Remuneration and Nomination Committee ("R&N Committee"), are entrusted with specific responsibilities to oversee the affairs of the Company with authority to act on behalf of the Board in accordance with their respective Terms of Reference ("TOR"). At each Board meeting, the Chairman of the respective Board committees would report to the Board on the key matters discussed by the Board committees at their respective meetings. Minutes of the Board committees meetings are enclosed together with the Board papers for the Directors' attention.

STATEMENT ON CORPORATE GOVERNANCE

The activities of the Audit Committee and R&N Committee are detailed under separate sections of this Statement.

- Reviewing the risk management framework and the adequacy and integrity of the Group's internal control system and management information system

  The Board, through the Audit Committee, conducts periodic reviews on the risk management framework to ensure compliance with the relevant laws, rules, regulations, directives, guidelines and the business objectives of the Group. Authority levels, control procedures, reporting mechanisms and internal audit function are subject to periodic reviews by the Board.

- Succession planning

  The Board ensures that all candidates appointed to senior management positions are of sufficient calibre and that there are programmes in place to provide for the orderly succession of senior management.

Code of conduct

The Company currently does not have a formalised code of conduct that applies to the Group. The Company and each of its subsidiaries have their own separate codes of conduct which state the values and principles that should be observed by every employee of each individual company. The Board will look into formalising a code, and ensure its compliance, across the Group.

The Board observes the Company Directors' Code of Ethics established by the Companies Commission of Malaysia to effectively discharge its overall role. The Code of Ethics requires all Directors to observe high ethical business standards and to apply these values to all aspects of the Group's business and professional practices and to act in good faith in the best interest of the Company and its shareholders.

Strategies promoting sustainability

The Board promotes good corporate governance in the application of sustainability practices throughout the Group, with attention given to environmental, social and governance aspects of the business. Sustainability activities carried out during the current financial year are detailed in the Corporate Social Responsibility Statement on page 31 to 32 of this Annual Report.

Access to information and advice

All Directors have unrestricted access to information of the Company and on an on-going basis, the Directors interact with the management team to seek further information, updates or explanation on any aspect of the Company's operations or businesses. The Directors have access to the advice and services of the two (2) Company Secretaries, who are responsible for ensuring that all Board procedures are followed and that applicable laws and regulations are complied with, and may engage independent professional advice on any matter connected with the discharge of their responsibilities as they may deem necessary and appropriate, at the Company's expense.

The Board meets at least once in every quarter to deliberate and consider a variety of matters including the review and approval of the quarterly interim financial reports of the Group.

Prior to the meetings, the Directors were provided with the agenda, financial reports and any other documents required for the consideration of the Board, well in advance of each meeting or via circular resolutions. These documents were comprehensive and covered both qualitative and quantitative factors of the matters at hand so that informed decisions could be made. Minutes were kept to record the proceedings at the Board meetings, the deliberations on the matters at hand and the decisions made thereto.

STATEMENT ON CORPORATE GOVERNANCE

Invitations to attend the Board meetings have occasionally been extended to senior management staff and/or professional advisers to provide the Board with their explanations on certain items tabled or to furnish clarification on issues raised by the Board.

Qualified and competent Company Secretaries

The Board is supported by two (2) Company Secretaries, who are responsible for ensuring that all Board procedures are followed and that applicable laws and regulations are complied with. The Company Secretaries are tasked with ensuring that the Board are advised on updates and/or changes to procedural and regulatory requirements, codes, guidance or legislations and on matters relating to ethics and good corporate governance and ensuring that the Board's policies and procedures are adhered to by the Group. The Company Secretaries attend and ensure that all Board meetings are properly convened and that accurate and adequate records of the proceedings of the Board meetings and resolutions passed are taken and maintained in the statutory register of the Company.

The Company Secretaries work closely with the Executive Chairman and the Group Managing Director to ensure that timely and appropriate information flows between the Management and the Board and Board committees.

Board charter

The Board is mindful of the need to safeguard the interest of the Group's stakeholders. In order to facilitate the effective discharge of its duties, the Board has drawn up a board charter of which is posted on the Company's website at www.nylex.com under the *Corporate Governance* section.

The board charter sets out the roles and responsibilities of the Board and Board committees and will be reviewed regularly and updated from time to time to reflect changes to the Board's practices and amendments to the relevant rules, requirements and regulations to ensure its effectiveness and relevance to the Board's objectives.

The board charter focuses on the following areas:

- Board composition and Board committees;
- The duties and responsibilities of the Board members; and
- The Code of Ethics for the Board members.

STRENGTHEN COMPOSITION

Remuneration and nomination committee

The Board has combined the functions of the Remuneration Committee and Nomination Committee into one R&N Committee which was established on 24 September 2001.

The R&N Committee is responsible for identifying, assessing and recommending new nominees to the Board and for reviewing and assessing the effectiveness of the Board as a whole and the Board committees and for assessing the performance of the Executive Directors. It is also responsible for reviewing gender diversity in the Board, and the required mix of skills and experience and core competencies which the Non-Executive Directors should bring to the Board and for proposing and recommending to the Board candidates for all Directorships. In making its recommendation, the R&N Committee would consider the candidates' skill, knowledge, expertise and experience, professionalism, integrity, and, in the case of Independent Non-Executive Directors, the candidates' ability to discharge such responsibilities and functions expected from them.

The TOR for the R&N Committee can be found in the Company's website at www.nylex.com under the *Corporate Governance* section.

STATEMENT ON CORPORATE GOVERNANCE

During the financial year, the members of the R&N Committee were as follows:

Lim Hock Chye *(Chairman)*
Edmond Cheah Swee Leng

Both members are Independent Non-Executive Directors.

Annual Assessment

The Board reviews and evaluates its own performance and the performance of the Board committees on an annual basis, with a view to meeting current and future requirements of the Group. The Board evaluation comprises a Board and Board committees assessment, an individual assessment and an assessment of independence for Independent Directors.

The result of the assessments would form the basis of the R&N Committee's recommendation to the Board for the re-election of Directors at the next Annual General Meeting ("AGM").

The Company's Articles of Association ("Articles") provide that at every AGM of the Company, one-third (1/3) of the Directors who are longest in office and those Directors appointed during the financial year shall retire from office and be eligible for re-election. The Articles also provide that all Directors, including the Executive Chairman and the Group Managing Director, shall retire from office once in every three (3) years but shall be eligible for re-election. Both the Executive Chairman and the Group Managing Director do not have a service contract where the notice period for termination is more than one (1) year.

The motions to re-elect Directors are voted on individually, unless a resolution for the appointment or re-election of two (2) or more Directors by a single resolution shall have been passed at the AGM without any vote against it.

The R&N Committee is tasked with making recommendations to the Board on the re-election of Directors who retire pursuant to the Articles. To assist shareholders in making decision in the re-election of Directors, sufficient information such as personal profile, attendance at Board and Board committees meetings and shareholding in the Company of the Directors standing for re-election were furnished in the Annual Report.

In accordance with this process, Lim Hock Chye and Edmond Cheah Swee Leng retired by rotation at the 43rd AGM held on 20 November 2013 and were re-elected to the Board by the Company's shareholders.

Tan Sri Ir (Dr) Mohamed Al Amin Abdul Majid and Dato' (Dr) Siew Ka Wei retire by rotation at the forthcoming 44th AGM.

Remuneration of directors

The R&N Committee also assume the task of recommending to the Board the remuneration package for the Executive Directors in all its forms, drawing from outside advice where necessary, at the Company's expense, taking into consideration the Executive Directors' responsibilities, contributions and performances, as well as the market rate for similar positions in comparable companies. The R&N Committee is also responsible for recommending the remuneration of the Non-Executive Directors, including Directors' fee, after taking into account comparison with payment by similar companies, to the Board for its endorsement.

It is the ultimate responsibility of the Board as a whole to decide the remuneration of the Directors. The Directors' fees would be submitted to the shareholders for approval at the AGM of the Company.

For the last financial year, the Non-Executive Directors of the Board received RM50,000 each as directors' fee per annum. The members of the Audit Committee received RM30,000 each while the members of the R&N Committee received RM20,000 each per annum. These were as recommended by the R&N Committee and approved by the shareholders at the last year's AGM.

STATEMENT ON CORPORATE GOVERNANCE

The Non-Executive Directors also received attendance allowances of RM416 for each Board and Board committees meeting attended as recommended by the R&N Committee.

During the financial year under review, the Company's holding company engaged a firm of consultants to provide a review of the director's fee for non-executive directors of 30 Malaysian Public Listed Companies listed on the Main Board of Bursa Malaysia Securities Berhad, based on their most recent annual reports as at 1 January 2014.

Based on the above and the members' personal experience, the R&N Committee is of the opinion that the amount of Directors' fee and allowances paid in the previous year were reflective of the market rates and recommended the same amount of remuneration be paid to the Non-Executive Directors in the current financial year.

The Board has endorsed the R&N Committee's recommendation and will propose the same quantum of Directors' fee for the Board and Board committees for the current financial year subject to the approval of the Company's shareholders at the forthcoming 44th AGM.

The R&N Committee also reviewed the remuneration of the Executive Chairman and the Group Managing Director and made recommendations on the same for the Board's approval. Both the Executive Chairman and the Group Managing Director did not participate in the Board deliberation on their remuneration at the Board meeting.

The remuneration of the Executive Chairman and the Group Managing Director for the financial year ended 31 May 2014 consisted of monthly salary, bonus, contribution to the Employees Provident Fund and benefits-in-kind and was determined based on the performance of the Group in the financial year.

Subject to the approval of the Company's shareholders on the directors' fees for the current financial year, the details of the remuneration paid or payable to the Directors by the Group during the financial year are disclosed in Note 8 to the financial statements on page 76 of this Annual Report.

Gender diversity

In 2011, the Malaysian Cabinet approved a policy, proposed under the Women Directors Programmes (WDP) Initiative by the NAM Institute for the Empowerment of Women (NIEW), which sets a target of 30% women representation in decision-making positions across all Malaysian public listed companies by year 2016. In view of this, the Board has tasked the R&N Committee to identify appropriate candidates and to assess their suitability and alignment with corporate objectives. As at the date of this report, the R&N Committee has not identified any woman candidate for appointment to the Board. The R&N Committee will keep a look out for suitable women candidates in order to satisfy the gender diversity requirements by the given deadline.

REINFORCE INDEPENDENCE

Assessment of independence

Independent Directors are not employees of the Group and do not participate in the day-to-day operations of the Group. They are free from any business or other relationship which would materially interfere with the exercise of their independent judgement. They are people of calibre, credibility and have the necessary skill and experience to bring an independent judgement to bear on the issues of strategy, business performance, resources and standards of conduct.

The Board, through the R&N Committee, annually assesses the independence of the Independent Directors by taking into account the above mentioned criteria.

STATEMENT ON CORPORATE GOVERNANCE

Tenure of independent directors

Recommendation 3.2 of the MCCG states that the assessment criteria for independence of Directors should include tenure and Recommendation 3.3 of the MCCG states that the Board must justify and seek shareholders' approval in the event it retains as an Independent Director, a person who has served in that capacity for more than nine (9) years.

However, it should be noted that upon appointment of an Independent Director, the Director is required to sign a declaration to Bursa Malaysia Securities Berhad ("Bursa Securities") confirming and declaring that they are Independent Directors as defined under Paragraph 1.01 of the Listing Requirements.

The Board has adopted the criteria set out under the definitions of Independent Director in the Listing Requirements and is of the view that the length of service of the Independent Directors should not affect a Director's independence but rather the important criteria of the Independent Directors are their independence from Management and their freedom from any business and other relationships which could interfere with the exercise of independent judgement or the ability to act in the best interest of the Company.

Therefore, the Board is of the opinion that the recommendations of the MCCG as disclosed above are irrelevant. Pursuant to this, the Board is satisfied that Lim Hock Chye and Edmond Cheah Swee Leng have fulfilled the criteria and will continue to retain them as Independent Directors of the Company, notwithstanding that they have served as Independent Directors of the Board for more than nine (9) years as at the date of this report.

Composition of the Board

As at 31 May 2014, the Board comprises six (6) members, of whom the Chairman and Group Managing Director are Executive Directors and the remaining four (4) are Non-Executive Directors. All the Non-Executive Directors are Independent Directors. The composition of the Board is in compliance with the Listing Requirements which requires that at least two (2) Directors or one-third (1/3) of the Board, whichever is the higher, are Independent Directors.

All Board members are persons of calibre and credibility with extensive expertise and wealth of experience in legal, accounting, economics, corporate finance, marketing and business practices to augment the Group's continued growth and success.

The higher proportion of Independent Non-Executive Directors on the Board provides for an effective check and balance on the functions of the Board. The Non-Executive Directors do not engage in the day-to-day management of the Company and do not participate in any business dealings or form any other relationship with the Company, which enables them to exercise independent judgement in the discharge of their duties and responsibilities in the best interests of the Company.

The Board is satisfied with the composition of the Board during the financial year. The Board is also of the view that it has the right mix of skill, experience and knowledge to deal with the strategic direction, investment and management of the Group.

The profile of the Directors is set out in pages 6 to 8 of this Annual Report.

Separation of the positions of the Chairman and Group Managing Director

The Group has adopted the recommendation of the MCCG whereby the positions of the Chairman and Group Managing Director are held by different individuals. However, the Chairman of the Company is not a Non-Executive Director. This is not in line with the recommendation of the MCCG. However, the Board composition is in line with MCCG in that it comprises of a majority of Independent Directors when its Chairman is not an Independent Director.

STATEMENT ON CORPORATE GOVERNANCE

Notwithstanding the current composition, the Board is satisfied that it is in the best interest of the Company to retain its current Board composition. This is because the roles of the Executive Chairman and the Group Managing Director are distinct and separate with individual responsibilities and clearly defined duties, power and authorities. The Executive Chairman is responsible for the orderly conduct of the Board as well as leading the Board in the oversight of the Management, whereas the Group Managing Director is accountable for the day-to-day management of the Group's business operations and implementation of the Board's decisions and policies. The distinct and separate roles of the Executive Chairman and the Group Managing Director, with a clear division of responsibilities, ensure a balance of power and authorities, such that no one individual has unfettered powers of decision making.

FOSTER COMMITMENT

Time commitment

All the Directors have committed sufficient time to carry out their duties for the tenure of their appointments. To ensure that the Directors have the time to focus and fulfil their roles and responsibilities, the Directors do not hold more than five (5) directorships in public listed companies as required in the MCCG.

The Board meets at least once each quarter and additional meetings are convened as and when necessary as determined by the Chairman. At the end of each calendar year, the Company Secretaries would draw a proposed timetable for all the meetings of the Board and Board committees, including the AGM, to be held in the next calendar year, to ease the Directors in planning their attendances at the Board and/or Board committees meetings.

During the financial year, the Board held four (4) Board meetings, the Audit Committee held five (5) meetings and the R&N Committee held one (1) meeting. The attendance record below illustrates the Directors' level of time commitment:

Attendance at Board meetings

Name of Directors	Attendance
Tan Sri Ir (Dr) Mohamed Al Amin Abdul Majid	3/4
Dato' (Dr) Siew Ka Wei	2/4
Lim Hock Chye	4/4
Edmond Cheah Swee Leng	4/4
Safrizal bin Mohd Said	4/4
Khamis bin Awal	4/4

Attendance at Audit Committee meetings

Name of Directors	Attendance
Edmond Cheah Swee Leng	4/5
Lim Hock Chye	5/5
Safrizal bin Mohd Said	5/5
Khamis bin Awal	5/5

Attendance at R&N Committee meetings

Name of Directors	Attendance
Lim Hock Chye	1/1
Edmond Cheah Swee Leng	1/1

All Directors have attained the minimum attendance during the financial year as required under the Listing Requirements. All Board meetings held during the financial year were attended by the Company Secretaries.

STATEMENT ON CORPORATE GOVERNANCE

Continuing education programme

All Directors have attended the Directors' Mandatory Accreditation Programme and are aware of the requirements of the Continuing Education Programme prescribed by the Listing Requirements.

The Board will assume the onus of determining and overseeing the training needs of the Directors and will encourage the Directors to attend courses, seminars and trainings to enhance their skills and knowledge and to keep abreast of the relevant changes in laws, regulations and business environment to effectively discharge their responsibilities.

In addition to the updates on relevant guidelines and statutory and regulatory requirements provided by the Company Secretaries and the management from time to time, the Directors have on their own initiative, whenever necessary and time permits, requested to attend courses, according to their individual needs as a Director or as members of a Board committee on which they serve.

During the financial year, the Directors attended the following seminars/courses/trainings:

Tan Sri Ir (Dr) Mohamed Al Amin Abdul Majid

- Half day seminar on "New Companies Bill" organised by Country View Berhad in January 2014.

Dato' (Dr) Siew Ka Wei

- In-house Corporate Training Programme on "Role & Responsibilities of Directors Under the Listing Requirements" and "Updates on Corporate Governance Guide - 2nd Edition" conducted by Tricor Knowledge House Sdn Bhd in May 2014.

Lim Hock Chye

- Directors Training on Enterprise Risk Management organised by HELP University in June 2013; and
- In-house Corporate Training Programme on "Role & Responsibilities of Directors Under the Listing Requirements" and "Updates on Corporate Governance Guide - 2nd Edition" conducted by Tricor Knowledge House Sdn Bhd in May 2014.

Edmond Cheah Swee Leng

- The New Landscape for Global Political Risk Management organised by Bursatra Sdn Bhd in July 2013; and
- In-house Corporate Training Programme on "Role & Responsibilities of Directors Under the Listing Requirements" and "Updates on Corporate Governance Guide - 2nd Edition" conducted by Tricor Knowledge House Sdn Bhd in May 2014.

Safrizal bin Mohd Said

- Risk Management and Internal Control workshop organised by Bursa Malaysia in May 2014.

Encik Khamis bin Awal did not attend any training during the financial year. However, he attended the Risk Management and Internal Control workshop organised by Bursa Malaysia in June 2014.

The Board will continue to identify seminars/courses/trainings which it considers relevant and useful for the Directors to attend in the next financial year.

STATEMENT ON CORPORATE GOVERNANCE

UPHOLD INTEGRITY IN FINANCIAL REPORTING

The Board strives to present true and fair, comprehensive, balanced and meaningful evaluation and assessment of the Group's financial performance, financial position and future prospects of the Group in the quarterly interim financial reports of the Group and the annual audited financial statements of the Group and of the Company in accordance with the provisions of the Companies Act, 1965 in Malaysia ("Act"), the Listing Requirements, the Malaysian Financial Reporting Standards in Malaysia ("MFRS"), the International Financial Reporting Standards ("IFRS") and any other statutory or regulatory requirements.

The Directors are responsible for keeping proper accounting records which disclosed with reasonable accuracy the financial position of the Group and of the Company, to enable them to ensure that the financial statements comply with the Act, MFRS, IFRS and the Listing Requirements.

A statement by the Board on its responsibilities for preparing the annual audited financial statements is set out on page 33 of this Annual Report.

The Group's annual audited financial statements are reviewed by the Audit Committee together with the external auditors and the management of the Company. The quarterly interim financial reports are reviewed by the Audit Committee and the management. Thereafter, the Audit Committee will recommend to the Board to approve same prior to their release to Bursa Securities within the stipulated time frame.

The Audit Committee also provides assurance to the Board with support from the external auditors that all the statutory financial statements and reports presented are in compliance with applicable laws and accounting standards and give a true and fair view of the Group's performance and financial position.

The Company has established a formal, transparent and appropriate relationship with the Group's external auditors. The Audit Committee has been explicitly accorded the power to appoint and decide on the remuneration and the resignation or dismissal of the external auditors. The appointment of the external auditors is subject to the approval of the Company's shareholders at the AGM.

Whenever required with the agreement of the external auditors, the Audit Committee would hold private sessions with the external auditors in the absence of the Management.

The Audit Committee Report is set out on pages 26 to 28 of this Annual Report.

RECOGNISE AND MANAGE RISKS

The Board acknowledges its overall responsibility in ensuring that a sound risk management framework and internal control system is maintained throughout the Group, covering not only financial controls but also operational and compliance controls and risk management. The Board recognises that risks cannot be totally eliminated and the risk management framework and internal control system is designed to minimise and manage, rather than eliminate, these risks to safeguard shareholders' investments and the Group's assets.

As per its TOR, the Audit Committee, which has been empowered to assist the Board in discharging its duties in relation to risk management and internal control, seeks the regular assurance on the continuity and effectiveness of the risk management framework and internal control system through independent reviews conducted by the internal and external auditors. It is also empowered to decide on the appointment, dismissal or resignation of the internal auditors. The TOR can be found in the Company's website at www.nylex.com under the *Corporate Governance* section.

STATEMENT ON CORPORATE GOVERNANCE

Deloitte Enterprise Risk Services Sdn Bhd has been appointed as the Group's internal auditors to review the internal control system during the financial year. The internal auditors report to the Audit Committee who shall determine their remuneration.

The report of the Audit Committee is separately set out on pages 26 to 28 of this Annual Report while the Statement on Risk Management and Internal Control is disclosed on pages 29 to 30 of this Annual Report.

ENSURE TIMELY AND HIGH QUALITY DISCLOSURE

Procedures on corporate disclosure

The Board recognises the importance of transparency and accountability to its shareholders, stakeholders and other investors through proper, timely and adequate dissemination of information on the Group's performance, business activities, financial performance, material information and corporate events through an appropriate channel of communication. The annual reports, quarterly interim financial reports and other announcements, circulars to shareholders and press releases are the primary modes of communication utilised by the Company.

The Company has a system of internal control on confidentiality whereby confidential and price-sensitive information is handled properly, in accordance with the continuing disclosure requirement of Bursa Securities by the Board, the Group Managing Director, the Company Secretaries and the Chief Financial Officer to avoid leakage and improper use of such information. The Board is aware of the need to make immediate announcement on all price-sensitive or material information.

The Company Secretaries are responsible for compiling such information for the approval of the Board soonest possible and for releasing to the market as stipulated by Bursa Securities.

The Board recognises that it may be prudent to temporarily withhold certain material information from public disclosure under exceptional circumstances. The Board commits to ensure that the strictest confidentiality is maintained and that the market activity is monitored to observe signs of leakage of information or insider trading which will warrant an immediate announcement by the Company and to take action against any possible insider trading.

Leverage on information technology for effective dissemination of information

The Company has established a website at www.nylex.com where shareholders, stakeholders and other investors can have access to the Company's latest annual report, quarterly interim financial reports, announcements, circulars to shareholders and press releases, as well as the Company's current share price.

STRENGTHEN RELATIONSHIP BETWEEN COMPANY AND SHAREHOLDERS

Encourage shareholder participation at general meetings

General meetings remain the principal forum for dialogue between the Company and its shareholders.

The Company would hold its general meetings at venues that are easily accessible by the shareholders and at a time convenient to the shareholders to encourage them to attend and participate in the meetings either in person, by corporate representative, by proxy or by attorney. The shareholders are encouraged and given sufficient opportunity to enquire about the Group's activities and prospects as well as to communicate their expectations and concerns to the Board at these meetings.

STATEMENT ON CORPORATE GOVERNANCE

The Company held its 43rd AGM at the Hilton Petaling Jaya at Jalan Barat, Petaling Jaya on 20 November 2013. The Notice of AGM, Annual Report and the related circular were sent to the shareholders in accordance with the regulatory and statutory provisions. The Notice of AGM was also advertised in a national English newspaper within the prescribed deadlines. The current minimum notice period for general meeting is as prescribed in the Listing Requirements and the Board believes that such notice period is adequate. Notwithstanding this, the Board has noted the recommendations of the MCCG to serve the notice of meeting earlier than the minimum notice period and shall endeavour to do so whenever possible in future.

All the Directors and a total of 585 shareholders and proxies attended the AGM. During the AGM, the Group Managing Director gave a briefing on the performance for the financial year 2013 and his view and insights on the future prospects of the Group`s businesses. There was active participation by the shareholders in the discussions. The Chairman, when presenting the agenda items for voting, also gave a brief description of the items to be voted and shareholders were invited to give their views and comments before voting commenced.

The shareholders approved all the resolutions put forth at the AGM and the results of the AGM were announced to the shareholders via the Bursa Link and on the Company's website on the same day at the conclusion of the AGM.

Minutes were kept to record the proceedings of the AGM and shareholders may inspect the minutes in accordance with the provisions of the Act. The minutes are published on the Company's website at www.nylex.com under the *Corporate Governance* section, to allow easier access for shareholders to inspect the minutes.

The Notice for the forthcoming 44th AGM of the Company, which will be held on 20 November 2014, is on pages 127 to 130 of this Annual Report.

Encourage poll voting

The MCCG recommends that the Board encourage poll voting. The Board agrees with this recommendation and will encourage poll voting on a case-to-case basis.

There were no substantive resolutions put forth at the 43rd AGM of the Company, which was held on 20 November 2013. Hence, all resolutions were voted on a show of hands.

Effective communication and proactive engagement

The Board has set up the corporate website at www.nylex.com to encourage shareholders and investors to pose questions and queries to the Company. These questions and queries would be attended to by the Company's senior management.

In addition, the Board also encourages shareholders, stakeholders and other investors to communicate with the Company through other channels, via post at Lot 16, Persiaran Selangor, Section 15, 40200 Shah Alam, Selangor Darul Ehsan, Malaysia, fax at 603-55108291 or e-mail at corp@nylex.com.

CONCLUSION

The Board recognises the importance of the Group practising good corporate governance and believes that it has managed the affairs of the Group in accordance with the good corporate governance standards which are in compliance with the recommendations of the MCCG, except where stated otherwise. The Board will continually improve on the Group's corporate governance practices and structure to achieve an optimal governance framework in order to achieve the highest standard of good corporate governance practices.

AUDIT COMMITTEE REPORT

INTRODUCTION

Pursuant to Paragraph 15.15 of the Listing Requirements of Bursa Malaysia Securities Berhad ("Listing Requirements"), the Board of Directors ("the Board") is pleased to present its Audit Committee Report for the financial year ended 31 May 2014.

TERMS OF REFERENCE ("TOR")

The composition, authority and duties and responsibilities delegated to the Audit Committee and the regulations on meetings of the Audit Committee are detailed in its TOR, a copy of which is posted on the Company's website at www.nylex.com under the *Corporate Governance* section.

MEMBERS AND MEETINGS

During the financial year, the Audit Committee comprised four (4) members, which is in compliance with the TOR of the Audit Committee. Five (5) meetings were held in the financial year. The members and their attendance record are as follows:

Members	**Attendance**	
	No.	**%**
Edmond Cheah Swee Leng *Chairman, Independent Non-Executive Director, member of MIA*	4	80
Lim Hock Chye *Member, Independent Non-Executive Director*	5	100
Safrizal bin Mohd Said *Member, Independent Non-Executive Director*	5	100
Khamis bin Awal *Member, Independent Non-Executive Director*	5	100

As per the TOR, the Chairman of the Audit Committee should engage on a continuous basis with senior management of the Company in order to be kept informed of matters affecting the Company and the Group. In this respect, the Audit Committee has decided that this would be carried out in the form of Audit Committee/Management meeting whenever the situation warrants such a meeting.

During the financial year, five (5) Audit Committee/Management meetings were held which were attended by the Audit Committee members and the senior management of the Group to discuss the operational issues in the Group.

AUDIT COMMITTEE REPORT

SUMMARY OF ACTIVITIES

During the financial year under review, the Audit Committee carried out its duties in accordance with its TOR. The activities undertaken were as follows:

Financial results

- Review of the quarterly interim financial reports with the management before recommending them for the Board's approval for release to Bursa Malaysia Securities Berhad ("Bursa Securities"); and
- Review of the annual audited financial statements with the external auditors prior to submission to the Board for approval for release to Bursa Securities.

The reviews above were to ensure, inter-alia, that the quarterly interim financial reports and the annual audited financial statements complied with the provisions of the Companies Act, 1965, the Listing Requirements, the applicable Financial Reporting Standards and other statutory and regulatory requirements.

Internal audits

- Reviewed and approved the internal audit plan, including the scope of audit, and ensuring that all major and/or high risk activities are covered;
- Reviewed the risk management framework and approved its implementation across the Group;
- Reviewed the quarterly internal audit reports, which detailed the observations and recommendations of the internal auditors, and the management's responses to these recommendations;
- Reviewed certain weaknesses noted in the internal audit or non-compliance of the internal control system to determine their possible impact on the effectiveness of the internal control system and their possible financial impact on the Group's financial results and the going concern assumptions; and
- Reviewed the management`s remedial actions to be undertaken in relation to the weaknesses and/or non-compliances noted above and the follow-up actions undertaken by the management thereof.

External audits

- Reviewed and approved the annual audit planning memorandum, which detailed the areas of audit emphasis and the multi-location scope of the audit;
- Apprised of and reviewed the updates on the Malaysian Financial Reporting Standards ("MFRS") and the material effects on the Group's financial reporting on adoption of new and revised MFRS by the Group for the current financial year;
- Reviewed the management letter from the external auditors to ensure that the internal control system was in place and was effective to achieve its objectives;
- Reviewed the external auditors' performance and effectiveness and made recommendation to the Board for their reappointment and remuneration.

Related party transactions

- Reviewed and approved the related party transactions entered into by the Company and the Group and the disclosures in the annual audited financial statements, if any.

Share issuance scheme

- The Company has not established any share issuance scheme and has no subsisting share issuance scheme during the financial year under review.

AUDIT COMMITTEE REPORT

During the Board Meeting, the Chairman of the Audit Committee briefed the Board on the matters discussed at the Audit Committee meetings and the major issues raised in respect of the internal audit and internal control. The Chairman also briefed the Board on their deliberations pertaining to the quarterly interim financial reports, the annual audited financial statements and the recommendations of the Audit Committee thereon to the Board to adopt the quarterly interim financial reports and the annual audited financial statements.

INTERNAL AUDIT FUNCTION

The Audit Committee is aware that an independent and adequately resourced internal audit function is essential to assist in obtaining the assurance it requires regarding the effectiveness and adequacy of the internal control system.

In this regard, the Board has outsourced the internal audit function of the Group to an independent professional consulting firm of international standing, Deloitte Enterprise Risk Services Sdn Bhd, for the financial year ended 31 May 2014 for a fee of RM110,000. The outsourced internal audit function reports to the Audit Committee and indirectly assists the Board in monitoring and managing risks and the Group's system of internal control.

During the financial year, the internal auditors carried out the internal audit function based on the approved internal audit plan.

Amongst the responsibilities of the internal auditors were:

(i) to assist the Board in reviewing the adequacy, integrity and effectiveness of the Group's risk management and internal control system in identifying and managing principal risks, ensuring compliance with the law and regulations, preserving the quality of assets and the integrity of management information system and consequently to determine the future requirements for internal control system and to co-develop a prioritised action plan;

(ii) to perform a risk assessment of the Group's business operation and to identify the business processes within the Group that internal audit should focus on; and

(iii) to allocate audit resources to areas within the Group that provide the Audit Committee and the management with efficient and effective level of audit coverage.

At the Audit Committee meeting, the internal auditors presented the quarterly internal audit reports to the Audit Committee for review and discussion. The quarterly internal audit reports, which highlighted internal control weaknesses in the business operations and the internal auditors' assessment of the magnitude of the financial effects arising from the weaknesses noted, also contained the internal auditors' recommendations on the corrective actions to overcome the internal control weaknesses and the management's responses to the findings and the recommendations thereof. Target was set for the appropriate corrective actions to be effected and the internal auditors would report their findings from the follow-up reviews in their internal audit progress reports, to the Audit Committee.

CONCLUSION

The Audit Committee is of the opinion that it has discharged its duties in accordance with the TOR as established above during the financial year under review, and that the Group's risk management and internal control system was effective and adequate.

Please refer to pages 29 to 30 of this Annual Report for the Statement on Risk Management and Internal Control.

STATEMENT ON RISK MANAGEMENT AND INTERNAL CONTROL

INTRODUCTION

This Statement on Risk Management and Internal Control by the Board of Directors ("the Board") is made pursuant to Paragraph 15.26(b) of the Listing Requirements of Bursa Malaysia Securities Berhad ("Listing Requirements") and is prepared in accordance with the Statement on Risk Management and Internal Control – Guidelines for Directors of Listed Issuers issued by the Taskforce on Internal Control with the support and endorsement of Bursa Malaysia Securities Berhad. It outlines the nature and scope of risk management and internal control of Nylex (Malaysia) Berhad and its subsidiaries ("the Group") during the financial year under review.

BOARD RESPONSIBILITY

The Board is responsible for the effectiveness and adequacy of the Group's risk management and internal control system and is, to that effect, committed to maintaining a risk management and internal control system in financial, operational and compliance to achieve the following objectives:

- safeguard assets of the Group and shareholders' interests;
- identify and manage risks affecting the Group;
- ensure compliance with regulatory requirements; and
- ensure operational results are closely monitored and substantial variances are promptly explained.

The Management has been tasked to assist the Board in the implementation of an effective risk management framework by ensuring that it is embedded into the culture, processes and structures of the Group through operational manuals and procedures on authority limits and day-to-day operations. The Board has received assurance from the Group Managing Director and Chief Financial Officer that the Group's risk management and internal control system is operating adequately and effectively.

However, it should be noted that due to the limitations that are inherent in any risk management and internal control system, the Group's risk management and internal control system is designed to manage rather than eliminate the risk that may impede the achievement of the Group's business objectives. Accordingly, it can only provide reasonable but not absolute assurance against material misstatement or loss. Furthermore, consideration is given to the cost of implementation as compared to the expected benefits to be derived from the implementation of the internal control system.

KEY ELEMENTS OF RISK MANAGEMENT AND INTERNAL CONTROL

Key elements of risk management and internal control that the Board has established in reviewing the adequacy and integrity of the system of internal control are described below.

- The Audit Committee in its advisory capacity was established with specific terms of reference which include the overseeing and monitoring of the Group's financial reporting system and the review of the effectiveness of the Group's risk management framework and system of internal control periodically.

- The Board has in place an organisation structure with formally defined lines of responsibility and delegation of authority. A process of hierarchical reporting has been established which provides for a documented and auditable trail of accountability.

- Operational manuals and procedures on authority limits and day-to-day operations are provided to ensure compliance with the Group's risk management and internal control system and the relevant laws and regulations.

STATEMENT ON RISK MANAGEMENT AND INTERNAL CONTROL

- The Group's internal audit function is outsourced to a public accounting firm of international standing. The internal audit function facilitates the Board in its review and evaluation of the adequacy and integrity of the Group's internal control system.

- Internal audits are carried out according to the annual audit plan approved by the Audit Committee. The resulting reports from the audits undertaken are presented to the Audit Committee at its regular meetings. The Audit Committee meets to review, discuss and direct actions on matters pertaining to reports which, among other matters, include findings relating to the adequacy and integrity of the internal control system of the Group. After the Audit Committee has deliberated on the reports, these are then forwarded to the operational management for attention and necessary actions. The operational management is responsible for ensuring recommended corrective actions on reported weaknesses are taken within the required time frame.

- A Risk Management Working Committee, which comprises the Group Managing Director, Chief Financial Officer and selected committee members, was established by the Board to oversee and monitor all identified risks and assess the effectiveness and benefits of internal control in mitigating these risks based on the risk management framework adopted by the Group.

During the financial year under review and up to the date of approval of this statement, these elements were in place and review on the adequacy and effectiveness of the risk management and internal control system was carried out by the Audit Committee.

REVIEW OF THIS STATEMENT

Pursuant to Paragraph 15.23 of the Listing Requirements, the external auditors have reviewed this Statement in accordance with the scope set out in the Recommended Practice Guide 5 issued by the Malaysian Institute of Accountants for inclusion in the Annual Report for the financial year ended 31 May 2014, 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 of the Group.

CONCLUSION

The Board is of the opinion that the risk management and internal control system that has been instituted throughout the Group was satisfactory and has not resulted in any material losses that would require disclosure in the Group's Annual Report for the financial year ended 31 May 2014.

CORPORATE SOCIAL RESPONSIBILITY STATEMENT

Pursuant to the Listing Requirements of Bursa Malaysia Securities Berhad, the Board of Directors ("the Board") is pleased to present the Corporate Social Responsibility ("CSR") Statement for the financial year ended 31 May 2014.

The Board understands the need for transparent business practices that are based on ethical values and respect for the community, its employees, the environment, its shareholders and other stakeholders. In that respect, the Company and its subsidiaries ("the Group") have carried out certain activities during the financial year, which focuses on four main focal areas as disclosed below.

ENVIRONMENT

As a responsible corporation, the Group has initiated various sustainable environmental conservation efforts. Chemical wastes are sent to Kualiti Alam for proper disposal and monthly reports on the scheduled waste are submitted to the Department of Environment ("DOE") and the Majlis Bandaraya Shah Alam. Other wastes or materials such as papers, plastics and wood are re-used, where possible, or sent to recycling centres.

The Group employs Alam Sekitar Malaysia Sdn Bhd to carry out quarterly stack gas emission tests to ensure compliance with the Environmental Quality Act, 1974 ("EQA"). The Group also strives to use eco-friendly chemicals in its products.

One of the subsidiaries is operating under the ISO 14000, a standard for environmental management systems to reduce the environmental footprint of a business and to decrease pollution and waste.

WORKPLACE

The Group values its employees and emphasises on the development of human resources. Various activities and procedures focusing on safety and health were organised by the Group to promote a healthy and positive work environment for its employees:

- proactive measures are taken to reduce employees' exposure to the noise in the high noise level areas, such as providing ear plugs and soundproofing the affected areas where possible. Annual Employee Audiometric Hearing tests are also conducted to ensure employees' hearing is in good condition;
- ensure that Personal Protective Equipment which are registered with the Department of Occupational Safety and Health are used;
- carry out scheduled safety drills such as fire and evacuation, chemical leakage, storage tank leakage and falling ill on site drills to ensure that employees are well trained to handle emergency situations; and
- training on safety, product handling, first aid, fire fighting, inspection of fire fighting equipment, fire and chemical handling drills and health briefings are carried out on a regular basis.

Management and Supervisory Development programmes which provide career advancement opportunities were also organised by the Company for potential employees.

During the financial year, in addition to the regular activities indicated above, the following activities were conducted by the Company and/or its subsidiaries:

- launched four Safety Campaigns, for its employees, which covered various topics on employee safety;
- briefing on personal protection equipment, for its employees; and
- medical check-up for operators working in hazardous areas.

CORPORATE SOCIAL RESPONSIBILITY STATEMENT

COMMUNITY

Consistent with one of the important focal area of CSR which is to be responsible to the community in which the Group operates, the Group makes it a point to provide industrial training or factory visits to undergraduates or technical students from local and international institutions. During the financial year, industrial training was provided for eight (8) students; four (4) from Universiti Teknologi Mara and one (1) each from Universiti Tunku Abdul Rahman, Universiti Tun Hussein Onn Malaysia, Curtin University and Monash University.

Employees are encouraged to volunteer in community projects such as tree planting and blood donation campaigns. During the financial year, the Company conducted two blood donation campaigns to collect blood for Hospital Tengku Ampuan Rahimah, Klang, Selangor Darul Ehsan. A total of forty (40) employees participated in the two events.

The Company and/or its subsidiaries also made monetary donations to a secondary school in Ipoh and another in Johor, The Malay Mail Charity Golf Fund, Red Cross Societies of Singapore and Indonesia and the Habitat for Humanity Indonesia, an organisation that builds homes for the homeless. A subsidiary made several donations to support the various festivities organised by the village adjacent to its manufacturing plant and to renovate its village office and hall.

During the recent water crisis in Selangor, the Company also donated water tanks to Promise Home, a children's home for Orang Asli, in Kota Kemuning, Shah Alam.

MARKETPLACE

Last but not least, the Group also recognises its duty to be socially responsible to its customers, suppliers, shareholders and other stakeholders. Hence, with effect from January 2007, Material Safety Data Sheets were developed on the Group's products range for customers to ensure safe and proper usage and handling of our products.

Supplier Audits are regularly conducted to ensure that materials provided by our suppliers meet the standards imposed by the DOE or EQA.

Safety briefing and training for customers on the handling of phosphoric acid are also conducted by a subsidiary on a regular basis.

DIRECTORS' RESPONSIBILITIES STATEMENT ON FINANCIAL STATEMENTS

In accordance with the Companies Act, 1965, the Directors of the Company are required to prepare the financial statements for each financial year which shall give a true and fair view of the state of affairs and financial position of the Company and of the Group and their financial performance and cash flows as at the end of the financial year.

Pursuant to paragraph 15.26(a) of the Listing Requirements of Bursa Malaysia Securities Berhad ("Listing Requirements"), the Directors are required to issue a Statement explaining their responsibilities in the preparation of the annual audited financial statements.

The Directors hereby state that they are responsible for ensuring that the Company and the Group keep proper accounting records to enable the Company and the Group to disclose, with reasonable accuracy and without any material misstatement, the financial position of the Company and of the Group as at 31 May 2014 and the income statement and statement of cash flows of the Company and of the Group for the financial year ended on that date. The Directors are also responsible for ensuring that the financial statements comply with the Malaysian Financial Reporting Standards, the International Financial Reporting Standards, the Companies Act, 1965 in Malaysia, the Listing Requirements, and other statutory and regulatory requirements.

In preparing the financial statements for the financial year ended 31 May 2014, the Directors have:

- adopted the appropriate accounting policies, which are consistently applied;
- made judgements and estimates that are reasonable and prudent;
- adopted all applicable accounting standards, material departures, if any, will be disclosed and explained in the financial statements; and
- adopted the assumption that the Company and the Group will operate as a going concern.

The Directors have provided the auditors with every opportunity to take all steps, undertake all inspections and seek all explanations they considered appropriate to enable them to give their audit report on the financial statements.

FINANCIAL STATEMENTS

DIRECTORS' REPORT

The Directors of Nylex (Malaysia) Berhad ("Nylex") have pleasure in presenting their report together with the audited financial statements of the Group and of the Company for the financial year ended 31 May 2014.

PRINCIPAL ACTIVITIES

The Company is principally involved in investment holding and the manufacture and marketing of vinyl-coated fabrics, calendered film and sheeting and other plastic products, including geotextiles and prefabricated sub-soil drainage systems.

The principal activities of the subsidiaries comprise the following:

(a) Manufacture and marketing of rotomoulded plastic products including bulk chemical containers, road barriers, playground equipment and disposal bins;

(b) Trading, manufacture and sale of petrochemicals and industrial chemicals products; and

(c) Manufacture and trading of polyurethane ("PU") and polyvinyl chloride ("PVC") synthetic leather, films and sheets.

There have been no significant changes in the nature of the activities of the Company and its subsidiaries during the financial year.

RESULTS

The results of the operations of the Group and of the Company for the financial year are as follows:

	Group RM'000	Company RM'000
Profit/(loss) from operations	24,615	(12,130)
Finance costs	(7,824)	(2,185)
Profit/(loss) before tax	16,791	(14,315)
Income tax expense	(9,627)	(1,841)
Net profit/(loss) for the year	7,164	(16,156)
Attributable to:		
Owners of the parent	7,959	(16,156)
Non-controlling interests	(795)	-
	7,164	(16,156)

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

In the opinion of the Directors, the results of the operations of the Group and of the Company during the financial year have not been substantially affected by any item, transaction or event of a material and unusual nature.

ISSUE OF SHARES AND DEBENTURES

There were no issues of new shares or debentures during the financial year.

TREASURY SHARES

At the 43rd Annual General Meeting held on 20 November 2013, the shareholders of the Company approved the proposed renewal of shareholders' mandate for the Company to repurchase up to 10% of its own ordinary shares pursuant to Section 67A of the Companies Act, 1965 ("Act").

During the financial year, the Company repurchased 243,300 of its issued ordinary shares of RM1.00 each from the open market of Bursa Malaysia Securities Berhad at an average price of RM0.55 per share. The total consideration paid for the repurchases including transaction costs was RM133,971. The repurchased shares are being held as treasury shares in accordance with Section 67A(3A)(b) of the Act.

As at 31 May 2014, a total of 1,530,924 treasury shares with a carrying amount of RM868,709 were held by the Company. Details of the shares repurchased in the financial year are disclosed in Note 24 to the financial statements.

DIVIDENDS

During the financial year, the Company paid a final dividend of 2.0 sen per share, less 25% income tax, amounting to RM2,894,964, in respect of the financial year ended 31 May 2013, on 24 December 2013.

Subject to the approval by the Company's shareholders at the forthcoming annual general meeting, the Directors have recommended a final single-tier dividend of 3.0 sen per share in respect of the financial year ended 31 May 2014.

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 in equity as an appropriation of retained earnings in the financial year ending 31 May 2015.

DIRECTORS

The Directors who served on the Board of the Company since the date of the last report and at the date of this report are:

Tan Sri Ir (Dr) Mohamed Al Amin Abdul Majid *(Executive Chairman)*
Dato' (Dr) Siew Ka Wei *(Group Managing Director)*
Lim Hock Chye
Edmond Cheah Swee Leng
Safrizal bin Mohd Said
Khamis bin Awal

In accordance with Article 109 of the Company's Articles of Association, Tan Sri Ir (Dr) Mohamed Al Amin Abdul Majid and Dato' (Dr) Siew Ka Wei retire by rotation at the forthcoming annual general meeting and being eligible, offer themselves for re-election.

DIRECTORS' REPORT

DIRECTORS' INTERESTS

The interests in shares in the Company and its related companies of those who were Directors at the end of the financial year, as recorded in the Register of Directors' Shareholdings kept by the Company under Section 134 of the Companies Act, 1965, were as follows:

	Number of Ordinary Shares of RM1.00 Each			
	Balance at 1.6.2013	Acquired	Disposed	Balance at 31.5.2014
The Company				
Direct interest				
Dato' (Dr) Siew Ka Wei	1,522,049	-	-	1,522,049
Deemed interest				
Dato' (Dr) Siew Ka Wei	93,667,135	4,300	-	93,671,435
Holding Company, Ancom Berhad				
Direct interest				
Dato' (Dr) Siew Ka Wei	17,880,065	3,096,900	-	20,976,965
Deemed interest				
Dato' (Dr) Siew Ka Wei	19,398,848	1,212,900	-	20,611,748
Subsidiary, Ancom Kimia Sdn Bhd				
Direct interest				
Tan Sri Ir (Dr) Mohamed Al Amin Abdul Majid	770,000	-	-	770,000

By virtue of his interest in the shares in the holding company, Ancom Berhad, Dato' (Dr) Siew Ka Wei is also deemed to have an interest in the shares in all the other subsidiaries of Ancom Berhad to the extent Ancom Berhad has an interest.

Other than as disclosed above, none of the other Directors in office at the end of the financial year had any interest in the shares in the Company and its related companies during the financial year.

DIRECTORS' BENEFITS

During and at the end of the financial year, no arrangement subsisted to which the Company was a party whereby Directors of the Company might acquire benefits by means of the acquisition of shares in, or debentures of the Company or any other body corporate.

Since the end of the previous financial year, no Director has received or become entitled to receive a benefit (other than benefits included in the aggregate amount of emoluments received or due and receivable by the Directors, or the fixed salary received in his capacity as a full-time employee of the Company as shown in Note 8 to the financial statements) by reason of a contract made by the Company or by a related corporation with a Director; or with a firm of which the Director is a member; or with a company in which the Director has a substantial financial interest, except as disclosed in Note 31 to the financial statements.

OTHER STATUTORY INFORMATION

(a) Before the income statements, statements of comprehensive income and statements of financial position of the Group and of the Company were made out, the Directors took reasonable steps:

(i) to ascertain that proper action had been taken in relation to the writing off of bad debts and the making of allowance for doubtful debts and satisfied themselves that there were no known bad debts and that adequate allowance had been made for doubtful debts; and

(ii) to ensure that any current assets which were unlikely to realise their values as shown in the accounting records in the ordinary course of business had been written down to an amount which they might be expected so to realise.

(b) At the date of this report, the Directors are not aware of any circumstances which would render:

(i) it necessary to write off any bad debts or the amount of the allowance for doubtful debts inadequate to any substantial extent; and

(ii) the values attributed to the current assets in the financial statements of the Group and of the Company misleading.

(c) At the date of this report, the Directors are not aware of any circumstances which have arisen which would render adherence to the existing method of valuation of assets or liabilities of the Group and of the Company misleading or inappropriate.

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

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

(i) any charge on the assets of the Group and of the Company which 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.

(f) In the opinion of the Directors:

(i) no contingent or other liability has become enforceable or is likely to become enforceable within the period of twelve months after the end of the financial year which will or may substantially affect the ability of the Group and of the Company to meet their obligations as and when they fall due; and

(ii) no item, transaction or event of a material and unusual nature has arisen in the interval between the end of the financial year and the date of this report which is likely to affect substantially the results of the operations of the Group and of the Company for the financial year in which this report is made.

DIRECTORS' REPORT

HOLDING COMPANY

The holding company of the Company is Ancom Berhad, a company incorporated in Malaysia and listed on the Main Market of the Bursa Malaysia Securities Berhad.

AUDITORS

The auditors, Messrs Ernst & Young, have expressed their willingness to continue in office.

Signed on behalf of the Board in accordance with a resolution of the Directors dated 26 September 2014.

Dato' (Dr) Siew Ka Wei
Director

Edmond Cheah Swee Leng
Director

STATEMENT BY DIRECTORS

Pursuant to Section 169(15) of the Companies Act, 1965

We, Dato' (Dr) Siew Ka Wei and Edmond Cheah Swee Leng, being two of the Directors of Nylex (Malaysia) Berhad, do hereby state that, in the opinion of the Directors, the accompanying financial statements set out on pages 44 to 119 are drawn up in accordance with Malaysian Financial Reporting Standards, International Financial Reporting Standards and the requirements of the Companies Act, 1965 in Malaysia so as to give a true and fair view of the financial position of the Group and of the Company as at 31 May 2014 and of their financial performance and cash flows for the year then ended.

The information set out in Note 36 to the financial statements on page 120 has been prepared in accordance with the Guidance on Special Matter No.1, Determination of Realised and Unrealised Profits or Losses in the Context of Disclosure Pursuant to Bursa Malaysia Securities Berhad Listing Requirements, as issued by the Malaysian Institute of Accountants.

Signed on behalf of the Board in accordance with a resolution of the Directors dated 26 September 2014.

Dato' (Dr) Siew Ka Wei

Edmond Cheah Swee Leng

STATUTORY DECLARATION

Pursuant to Section 169(16) of the Companies Act, 1965

I, Dato' (Dr) Siew Ka Wei, being the Director primarily responsible for the financial management of Nylex (Malaysia) Berhad, do solemnly and sincerely declare that the accompanying financial statements set out on pages 44 to 120 are in my opinion correct, and I make this solemn declaration conscientiously believing the same to be true and by virtue of the provisions of the Statutory Declarations Act, 1960.

Subscribed and solemnly declared
by the abovenamed Dato' (Dr) Siew Ka Wei
at Petaling Jaya
on 26 September 2014

Dato' (Dr) Siew Ka Wei

Before me,

S. Arokiadass, AMN (No. B390)
Pesuruhjaya Sumpah
Malaysia

INDEPENDENT AUDITORS' REPORT

To the members of Nylex (Malaysia) Berhad (Incorporated in Malaysia)

Report on the financial statements

We have audited the financial statements of Nylex (Malaysia) Berhad, which comprise the statements of financial position as at 31 May 2014 of the Group and of the Company, and the income statements, statements of comprehensive income, statements of changes in equity and statements of cash flows of the Group and of the Company for the year then ended, and a summary of significant accounting policies and other explanatory notes, as set out on pages 44 to 119.

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

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

Opinion

In our opinion, the financial statements give a true and fair view of the financial position of the Group and of the Company as at 31 May 2014 and of their financial performance and cash flows for the year then ended in accordance with Malaysian Financial Reporting Standards, International Financial Reporting Standards and the requirements of the Companies Act 1965 in Malaysia.

INDEPENDENT AUDITORS' REPORT

To the members of Nylex (Malaysia) Berhad (Incorporated in Malaysia)

Report on other legal and regulatory requirements

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

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

(b) We have considered the financial statements and the auditors' reports of all the subsidiaries of which we have not acted as auditors, which are indicated in Note 13 to the financial statements, being financial statements that have been included in the consolidated financial statements.

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

(d) The auditors' reports on the financial statements of the subsidiaries were not subject to any qualification and did not include any comment required to be made under Section 174(3) of the Act.

Other reporting responsibilities

The supplementary information set out in Note 36 on page 120 is disclosed to meet the requirement of Bursa Malaysia Securities Berhad and is not part of the financial statements. The directors are responsible for the preparation of the supplementary information in accordance with Guidance on Special Matter No. 1, Determination of Realised and Unrealised Profits or Losses in the Context of Disclosure Pursuant to Bursa Malaysia Securities Berhad Listing Requirements, as issued by the Malaysian Institute of Accountants ("MIA Guidance") and the directive of Bursa Malaysia Securities Berhad. In our opinion, the supplementary information is prepared, in all material respects, in accordance with the MIA Guidance and the directive of Bursa Malaysia Securities Berhad.

Other matters

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

Ernst & Young
AF:0039
Chartered Accountants

Kua Choh Leang
No. 2716/01/15(J)
Chartered Accountant

Kuala Lumpur, Malaysia
26 September 2014

INCOME STATEMENTS
For the financial year ended 31 May 2014

	Note	Group 2014 RM'000	Group 2013 RM'000	Company 2014 RM'000	Company 2013 RM'000
Revenue	3	**1,566,028**	1,728,625	**58,935**	63,758
Cost of sales	3	**(1,455,759)**	(1,608,885)	**(53,119)**	(56,930)
Gross profit		**110,269**	119,740	**5,816**	6,828
Other income	4	**2,238**	2,688	**15,473**	18,258
Selling and distribution expenses		**(52,821)**	(55,431)	**(4,195)**	(4,281)
Administrative expenses		**(29,018)**	(41,467)	**(6,527)**	(13,562)
Other expenses		**(6,053)**	(1,516)	**(22,697)**	(297)
Profit/(loss) from operations		**24,615**	24,014	**(12,130)**	6,946
Finance costs	5	**(7,824)**	(8,238)	**(2,185)**	(2,443)
Profit/(loss) before tax	6	**16,791**	15,776	**(14,315)**	4,503
Taxation	9	**(9,627)**	(8,753)	**(1,841)**	(1,895)
Net profit/(loss) for the year		**7,164**	7,023	**(16,156)**	2,608
Profit/(loss) attributable to:					
Owners of the parent		**7,959**	7,755	**(16,156)**	2,608
Non-controlling interests		**(795)**	(732)	**-**	-
		7,164	7,023	**(16,156)**	2,608
Earnings per share (sen)	10	**4.1**	4.0		
Net dividends per ordinary share (sen)	11	**1.5**	1.5		

The accompanying accounting policies and explanatory notes form an integral part of the financial statements.

STATEMENTS OF COMPREHENSIVE INCOME

For the financial year ended 31 May 2014

	Group		Company	
	2014 RM'000	2013 RM'000	2014 RM'000	2013 RM'000
Net profit/(loss) for the year	**7,164**	7,023	**(16,156)**	2,608
Other comprehensive income/(loss)				
Items to be reclassified subsequently to profit or loss				
Foreign currency translation	**359**	(3,864)	**-**	-
Total comprehensive income/(loss) for the year	**7,523**	3,159	**(16,156)**	2,608
Total comprehensive income/(loss) attributable to:				
Owners of the parent	**7,342**	3,963	**(16,156)**	2,608
Non-controlling interests	**181**	(804)	**-**	-
	7,523	3,159	**(16,156)**	2,608

The accompanying accounting policies and explanatory notes form an integral part of the financial statements.

STATEMENTS OF FINANCIAL POSITION

As at 31 May 2014

	Note	Group 2014 RM'000	Group 2013 RM'000	Company 2014 RM'000	Company 2013 RM'000
ASSETS					
Non-current assets					
Property, plant and equipment	12	**59,750**	65,498	**29,924**	33,092
Investments in subsidiaries	13	**-**	-	**172,780**	193,436
Goodwill arising on consolidation	15	**84,065**	86,976	**-**	-
Deferred tax assets	16	**29,487**	32,735	**24,230**	26,071
		173,302	185,209	**226,934**	252,599
Current assets					
Inventories	17	**108,394**	177,818	**15,863**	17,080
Trade and other receivables	18	**251,898**	272,862	**32,180**	38,210
Investment securities	14	**428**	415	**135**	132
Income tax recoverable		**2,791**	1,303	**63**	33
Derivative assets	19	**17**	39	**17**	39
Short-term deposits with licensed banks	20	**8,876**	9,591	**-**	3,000
Cash and bank balances	20	**67,449**	36,871	**11,058**	3,047
		439,853	498,899	**59,316**	61,541
TOTAL ASSETS		**613,155**	684,108	**286,250**	314,140
EQUITY AND LIABILITIES					
Equity attributable to owners of the parent					
Share capital	21	**194,338**	194,338	**194,338**	194,338
Reserves	22	**52**	669	**805**	805
Retained earnings	23	**95,385**	90,321	**46,278**	65,329
Less: Treasury shares, at cost	24	**(869)**	(735)	**(869)**	(735)
		288,906	284,593	**240,552**	259,737
Non-controlling interests		**12,320**	3,092	**-**	-
Total equity		**301,226**	287,685	**240,552**	259,737
Non-current liabilities					
Deferred tax liabilities	16	**1,654**	1,423	**-**	-
Borrowings	25	**48**	165	**-**	-
Provision for retirement benefits	26	**2,882**	2,862	**2,347**	2,399
		4,584	4,450	**2,347**	2,399
Current liabilities					
Trade and other payables	27	**153,384**	192,747	**15,751**	27,685
Borrowings	25	**153,592**	198,155	**27,600**	24,318
Income tax payable		**369**	1,070	**-**	-
Derivative liabilities	19	**-**	1	**-**	1
		307,345	391,973	**43,351**	52,004
Total liabilities		**311,929**	396,423	**45,698**	54,403
TOTAL EQUITY AND LIABILITIES		**613,155**	684,108	**286,250**	314,140

The accompanying accounting policies and explanatory notes form an integral part of the financial statements.

CONSOLIDATED STATEMENT OF CHANGES IN EQUITY

For the financial year ended 31 May 2014

		Attributable to owners of the parent							
		Non-distributable				Distributable			
	Note	Share capital RM'000	Share premium RM'000	Translation reserve RM'000	Treasury shares RM'000	retained earnings RM'000	Total RM'000	Non-controlling interests RM'000	Total equity RM'000
Opening balance as at 1 June 2013		194,338	805	(136)	(735)	90,321	284,593	3,092	287,685
Total comprehensive (loss)/ income for the year		-	-	(617)	-	7,959	7,342	181	7,523
Transactions with owners									
Dividends	11	-	-	-	-	(2,895)	(2,895)	-	(2,895)
Dividends paid to non-controlling interests of subsidiary		-	-	-	-	-	-	(32)	(32)
Additional interests in a subsidiary		-	-	-	-	-	-	9,079	9,079
Repurchase of shares		-	-	-	(134)	-	(134)	-	(134)
Total transactions with owners		-	-	-	(134)	(2,895)	(3,029)	9,047	6,018
Closing balance as at 31 May 2014		**194,338**	**805**	**(753)**	**(869)**	**95,385**	**288,906**	**12,320**	**301,226**
Opening balance as at 1 June 2012		194,338	805	3,656	(338)	85,464	283,925	3,896	287,821
Total comprehensive (loss)/ income for the year		-	-	(3,792)	-	7,755	3,963	(804)	3,159
Transactions with owners									
Dividends	11	-	-	-	-	(2,898)	(2,898)	-	(2,898)
Repurchase of shares		-	-	-	(397)	-	(397)	-	(397)
Total transactions with owners		-	-	-	(397)	(2,898)	(3,295)	-	(3,295)
Closing balance as at 31 May 2013		194,338	805	(136)	(735)	90,321	284,593	3,092	287,685

The accompanying accounting policies and explanatory notes form an integral part of the financial statements.

COMPANY STATEMENT OF CHANGES IN EQUITY

For the financial year ended 31 May 2014

	Note	Non-distributable Share capital RM'000	Share premium RM'000	Treasury shares RM'000	Distributable retained earnings RM'000	Total RM'000
Opening balance as at 1 June 2013		194,338	805	(735)	65,329	259,737
Total comprehensive loss for the year		-	-	-	(16,156)	(16,156)
Dividends	11	-	-	-	(2,895)	(2,895)
Repurchase of shares		-	-	(134)	-	(134)
Closing balance as at 31 May 2014		**194,338**	**805**	**(869)**	**46,278**	**240,552**
Opening balance as at 1 June 2012		194,338	805	(338)	65,619	260,424
Total comprehensive income for the year		-	-	-	2,608	2,608
Dividends	11	-	-	-	(2,898)	(2,898)
Repurchase of shares		-	-	(397)	-	(397)
Closing balance as at 31 May 2013		194,338	805	(735)	65,329	259,737

The accompanying accounting policies and explanatory notes form an integral part of the financial statements.

CONSOLIDATED STATEMENT OF CASH FLOWS

For the financial year ended 31 May 2014

	2014 RM'000	2013 RM'000
Cash Flows From Operating Activities		
Profit before taxation	**16,791**	15,776
Adjustments for:		
Depreciation of property, plant and equipment	**6,100**	6,677
Write-off of property, plant and equipment	**50**	-
Interest expense	**7,824**	8,238
Fair value (gain)/loss on investments	**(13)**	8
Fair value gain on derivatives	**(17)**	(38)
Impairment loss on goodwill on consolidation	**5,044**	-
Inventories written-down	**2,408**	1,271
(Write-back)/impairment loss on trade and other receivables	**(182)**	72
Unrealised (gain)/loss on foreign exchange	**(402)**	1,977
Write-back of warranties	**(162)**	(204)
Provision for retirement benefits	**362**	343
Dividend income	**(22)**	(10)
Interest income	**(1,320)**	(1,343)
Gain on disposal of property, plant and equipment (net)	**(45)**	(230)
Operating cash flows before working capital changes	**36,416**	32,537
Working Capital Changes		
Receivables	**20,181**	(6,291)
Inventories	**63,816**	(9,779)
Payables	**(33,455)**	(44,802)
Related companies	**(1,243)**	1,846
Cash flows generated from/(used in) operations	**85,715**	(26,489)
Income taxes paid	**(8,636)**	(6,753)
Retirement benefits paid	**(296)**	(308)
Net Cash Flows Generated From/(Used In) Operating Activities (carried forward)	**76,783**	(33,550)

CONSOLIDATED STATEMENT OF CASH FLOWS

For the financial year ended 31 May 2014

	2014 RM'000	2013 RM'000
Net Cash Flows Generated From/(Used In) Operating Activities (brought forward)	**76,783**	(33,550)
Cash Flows From Investing Activities		
Proceeds from disposal of property, plant and equipment	**76**	258
Purchase of property, plant and equipment	**(1,657)**	(3,872)
Conversion of loan from non-controlling interests to share capital in a subsidiary (Note 13(e))	**2,369**	-
Additional investment by non-controlling interests in a subsidiary (Note 13(e))	**6,710**	-
Interest received	**1,320**	1,343
Dividend received from equity instruments	**22**	10
Net Cash Flows Generated From/(Used In) Investing Activities	**8,840**	(2,261)
Cash Flows From Financing Activities		
Dividends paid to shareholders of the Company	**(2,895)**	(2,898)
Dividends paid to non-controlling interests of a subsidiary	**(32)**	-
Repayment of hire-purchase creditors	**(46)**	(30)
Drawdown of term loan and advances	**83,824**	155,525
Repayment of term loan and advances	**(127,172)**	(121,754)
Purchase of treasury shares	**(134)**	(397)
Interest paid	**(7,824)**	(8,238)
Net Cash Flows (Used In)/Generated From Financing Activities	**(54,279)**	22,208
Net Increase/(Decrease) in Cash and Cash Equivalents	**31,344**	(13,603)
Effects of Exchange Rate Changes	**(3,129)**	(3,219)
Cash and Cash Equivalents at Beginning of Year	**46,462**	61,486
Effects of Exchange Rate Changes	**1,648**	1,798
	48,110	63,284
Cash and Cash Equivalents at End of Year (Note 20)	**76,325**	46,462

The accompanying accounting policies and explanatory notes form an integral part of the financial statements.

COMPANY STATEMENT OF CASH FLOWS

For the financial year ended 31 May 2014

	2014 RM'000	2013 RM'000
Cash Flows From Operating Activities		
(Loss)/profit before taxation	**(14,315)**	4,503
Adjustments for:		
Depreciation of property, plant and equipment	**3,570**	3,658
Interest expense	**2,185**	2,443
Impairment loss on investments	**20,656**	-
Fair value (gain)/loss on investments	**(3)**	2
Fair value gain on derivatives	**(17)**	(38)
Inventories written-down	**1,544**	1,155
Write-back of impairment on trade and other receivables	**(232)**	(338)
Unrealised (gain)/loss on foreign exchange	**(467)**	242
(Write-back)/provision for warranties	**(162)**	70
Provision for retirement benefits	**219**	207
Dividend income	**(13,289)**	(16,348)
Interest income	**(1,331)**	(1,308)
Loss/(gain) on disposal of property, plant and equipment	**21**	(125)
Operating cash flows before working capital changes	**(1,621)**	(5,877)
Working Capital Changes		
Receivables	**6,359**	2,015
Inventories	**(328)**	(299)
Payables	**(2,073)**	(865)
Related companies	**(8,470)**	616
Cash flows used in operations	**(6,133)**	(4,410)
Income taxes paid	**(30)**	-
Retirement benefits paid	**(271)**	(308)
Net Cash Flows Used In Operating Activities (carried forward)	**(6,434)**	(4,718)

COMPANY STATEMENT OF CASH FLOWS

For the financial year ended 31 May 2014

	2014 RM'000	2013 RM'000
Net Cash Used In Operating Activities (brought forward)	**(6,434)**	(4,718)
Cash Flows From Investing Activities		
Proceeds from disposal of property, plant and equipment	**5**	146
Purchase of property, plant and equipment	**(428)**	(2,410)
Interest received	**1,331**	1,308
Dividend received from subsidiaries	**12,462**	14,472
Dividend received from equity instruments	**7**	3
Net Cash Flows Generated From Investing Activities	**13,377**	13,519
Cash Flows From Financing Activities		
Dividends paid to shareholders of the Company	**(2,895)**	(2,898)
Drawdown of term loan and advances	**8,300**	5,318
Repayment of term loan and advances	**(5,018)**	(8,300)
Purchase of Company's own shares	**(134)**	(397)
Interest paid	**(2,185)**	(2,443)
Net Cash Flows Used In Financing Activities	**(1,932)**	(8,720)
Net Increase in Cash and Cash Equivalents	**5,011**	81
Cash and Cash Equivalents at Beginning of Year	**6,047**	5,966
Cash and Cash Equivalents at End of Year (Note 20)	**11,058**	6,047

The accompanying accounting policies and explanatory notes form an integral part of the financial statements.

NOTES TO THE FINANCIAL STATEMENTS
31 May 2014

1. CORPORATE INFORMATION

Nylex (Malaysia) Berhad ("the Company") is a public limited liability company incorporated and domiciled in Malaysia, and is listed on the Main Market of Bursa Malaysia Securities Berhad ("Bursa Securities"). The registered office of the Company is located at Unit C508, Block C, Kelana Square, Jalan SS7/26, Kelana Jaya, 47301 Petaling Jaya, Selangor Darul Ehsan, while the principal place of business is located at Lot 16, Persiaran Selangor, Section 15, 40200 Shah Alam, Selangor Darul Ehsan.

The Company is a subsidiary of Ancom Berhad ("Ancom"), a company incorporated in Malaysia and listed on the Main Market of Bursa Securities.

The Company is principally involved in investment holding and the manufacture and marketing of vinyl-coated fabrics, calendered film and sheeting and other plastic products, including geotextiles and prefabricated sub-soil drainage systems. The principal activities of the subsidiaries are indicated in Note 13. There have been no significant changes in the nature of the activities of the Company and its subsidiaries during the financial year, except for one subsidiary as disclosed in Note 13 to the financial statements.

The financial statements were authorised for issue by the Board of Directors in accordance with a resolution of the Directors on 26 September 2014.

2. SIGNIFICANT ACCOUNTING POLICIES

(a) Basis of preparation

The financial statements of the Group and of the Company have been prepared in accordance with Malaysian Financial Reporting Standards ("MFRS"), International Financial Reporting Standards ("IFRS") issued by the International Accounting Standards Board ("IASB") and the requirements of the Companies Act, 1965 in Malaysia. Unless otherwise indicated in the significant accounting policies, the financial statements have been prepared under the historical cost basis. At the beginning of the current financial year, the Group and the Company adopted new and revised MFRS which are mandatory for financial periods beginning on or after 1 June 2013 as described fully in Note 2(b).

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

(b) Changes in accounting policies

The accounting policies adopted are consistent with those of the previous financial year except as follows:

On 1 June 2013, the Group and the Company adopted the following applicable MFRS and amendments to MFRS which are mandatory for financial periods beginning on or after 1 June 2013.

MFRS	
MFRS 3	Business Combinations (IFRS 3 Business Combinations issued by IASB in March 2004)
MFRS 10	Consolidated Financial Statements
MFRS 11	Joint Arrangements
MFRS 12	Disclosure of Interests in Other Entities
MFRS 13	Fair Value Measurement
MFRS 119	Employee Benefits (IAS 19 as amended by IASB in June 2011)
MFRS 127	Consolidated and Separate Financial Statements (IAS 27 revised by IASB in December 2003)
MFRS 127	Separate Financial Statements (IAS 27 as amended by IASB in May 2011)
MFRS 128	Investments in Associates and Joint Ventures (IAS 28 as amended by IASB in May 2011)

NOTES TO THE FINANCIAL STATEMENTS
31 May 2014

2. SIGNIFICANT ACCOUNTING POLICIES *(continued)*

(b) Changes in accounting policies *(continued)*

Amendments to MFRSs

MFRS 1	Government Loans
MFRS 7	Disclosures – Offsetting Financial Assets and Financial Liabilities
MFRS 10, MFRS 11 and MFRS 12	Consolidated Financial Statements, Joint Arrangements and Disclosure of Interests in Other Entities: Transition Guidance
MFRS 101	Presentation of Items of Other Comprehensive Income

Annual Improvements 2009-2011 Cycle

MFRS 1	First Time Adoption of MFRS
MFRS 101	Presentation of Items of Other Comprehensive Income
MFRS 116	Property, Plant and Equipment
MFRS 132	Financial Instruments: Presentation
MFRS 134	Interim Financial Reporting

Adoption of the above standards did not have any effect on the financial performance or position of the Group and of the Company except as discussed below:

MFRS 10 Consolidated Financial Statements

MFRS 10 supersedes MFRS 127 Consolidated and Separate Financial Statements and SIC-12 Consolidation - Special Purpose Entities. The standard defines the principle of control and establishes control as the basis for determining which entities are consolidated in the consolidated financial statements.

The principle of control sets out the following three elements of control:

(i) power over the investee;

(ii) exposure, or rights, to variable returns from involvement with the investee; and

(iii) the ability to use power over the investee to affect the amount of the investor's returns.

The standard also sets out the accounting requirements for the preparation of consolidated financial statements, especially in circumstances where the investor holds less than a majority of voting rights, or where an investee is designed so that voting rights are not the dominant factor in deciding control, or in circumstances involving agency relationships or where the investor has control over specified assets of an investee.

The adoption of this standard did not result in any change to the consolidation of its subsidiaries as at the end of the reporting period. There is no financial impact on the financial statements of the Group and of the Company.

MFRS 12 Disclosure of Interests in Other Entities

MFRS 12 is a combined disclosure standard for interests in subsidiaries, joint ventures, associates and unconsolidated structured entities. The standard requires an entity to disclose information that enables users of its financial statements to evaluate the nature of, and risks associated with, its interests in other entities and the effects of those interests on its financial position, financial performance and cash flows.

The standard affects disclosures only and has no impact on the financial position or performance of the Group.

2. SIGNIFICANT ACCOUNTING POLICIES *(continued)*

(b) Changes in accounting policies *(continued)*

MFRS 13 Fair Value Measurement

MFRS 13 establishes a single source of guidance under MFRS for all fair value measurements. MFRS 13 does not change when an entity is required to use fair value, but rather provides guidance on how to measure fair value under MFRS. MFRS 13 defines fair value as an exit price. MFRS 13 also requires additional disclosures.

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

Amendments to MFRS 101 Presentation of Financial Statements (Annual Improvements 2009-2011 Cycle)

The amendments to MFRS 101 change the grouping of items presented in other comprehensive income. Items that could be reclassified (or recycled) to profit or loss at a future point in time (for example, exchange differences on translation of foreign operations and net loss or gain on available-for-sale financial assets) would be presented separately from items which will never be reclassified (for example, actuarial gains and losses on defined benefit plans and revaluation of land and buildings). The amendment affects presentation only and has no impact on the Group's financial position and performance.

(c) Applicable MFRS, amendments to MFRS and IC Interpretations that are not yet effective and not adopted

MFRSs / Interpretations		Effective for financial periods beginning on or after
MFRS 9	Financial Instruments (IFRS 9 issued by IASB in November 2009 and October 2010)	To be announced
MFRS 9	Financial Instruments (Hedge Accounting and amendments to MFRS 9, MFRS 7 and MFRS 139)	To be announced
MFRS 14	Regulatory Deferral Accounts	1 January 2016
MFRS 15	Revenue from Contracts with Customers	1 January 2017
IC Interpretation 21	Levies	1 January 2014
Amendments to MFRSs		
MFRS 9 (IFRS 9 issued by IASB in November 2009 and October 2010) and MFRS 7	Mandatory Effective Date of MFRS 9 and Transition Disclosures	To be announced
MFRS 10, MFRS 12 and MFRS 127	Investment Entities	1 January 2014
MFRS 11	Accounting for Acquisitions of Interests in Joint Operations	1 January 2016
MFRS 116 and MFRS 138	Clarification of Acceptable Methods of Depreciation and Amortisation	1 January 2016
MFRS 119	Defined Benefit Plans: Employee Contributions	1 July 2014
MFRS 132	Offsetting Financial Assets and Financial Liabilities	1 January 2014
MFRS 136	Recoverable Amount Disclosures for Non-Financial Assets	1 January 2014
MFRS 139	Novation of Derivatives and Continuation of Hedge Accounting	1 January 2014

NOTES TO THE FINANCIAL STATEMENTS
31 May 2014

2. SIGNIFICANT ACCOUNTING POLICIES *(continued)*

(c) Applicable MFRS, amendments to MFRS and IC Interpretations that are not yet effective and not adopted *(continued)*

Annual Improvements 2010-2012 Cycle		**Effective for financial periods beginning on or after**
MFRS 2	Share-based Payment	1 July 2014
MFRS 3	Business Combinations	1 July 2014
MFRS 8	Operating Segments	1 July 2014
MFRS 116	Property, Plant and Equipment	1 July 2014
MFRS 124	Related Party Disclosures	1 July 2014
MFRS 138	Intangible Assets	1 July 2014
Annual Improvements 2011-2013 Cycle		
MFRS 3	Business Combinations	1 July 2014
MFRS 13	Fair Value Measurement	1 July 2014
MFRS 140	Investment Property	1 July 2014

Adoption of the above applicable MFRS, amendments to MFRS and IC Interpretations will have no material impact on the financial statements of the Group and of the Company in the year of initial application, except as discussed below:

MFRS 9 Financial Instruments

MFRS 9 represents the first phase of the replacement of MFRS 139 and applies to the classification and measurement of financial assets and financial liabilities.

The standard was initially effective for annual periods beginning on or after 1 January 2013, but Amendments to MFRS 9: Mandatory Effective Date of MFRS 9 and Transition Disclosures, issued in March 2012, moved the mandatory effective date to 1 January 2015. Subsequently, on 14 February 2014, it was announced that the new effective date will be decided when the project is closer to completion.

The standard requires all financial assets to be classified and measured at either amortised cost or fair value on the basis of both the entity's business model for managing the financial assets and the contractual cash flow characteristics of the financial assets.

Classification and measurement of financial liabilities are generally similar to the requirements of MFRS 139. However, this standard requires that gain or loss on financial liabilities designated at fair value through profit or loss that is attributable to changes in the credit risk of that liability shall be presented in other comprehensive income and the remaining amount of change in the fair value of the liability shall be presented in profit or loss.

The adoption of the first phase of MFRS 9 will have an effect on the classification and measurement of the financial assets of the Group and of the Company, but will not have any impact on the classification of the financial liabilities of the Group and of the Company.

The Group will quantify the effect in conjunction with the other phases, when the final standard including all phases is issued.

2. SIGNIFICANT ACCOUNTING POLICIES *(continued)*

(d) Significant accounting judgements and estimates

The preparation of the Group's financial statements requires management to make judgements, estimates and assumptions that affect the reported amounts of revenues, expenses, assets and liabilities, and the disclosure of contingent liabilities at the reporting date. However, uncertainty about these assumptions and estimates could result in outcomes that could require a material adjustment to the carrying amount of the asset or liability affected in the future.

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

(i) Impairment of goodwill

Goodwill is tested for impairment annually and at other times when such indicators exist. This requires an estimation of the value-in-use of the cash-generating units ("CGU") to which goodwill is allocated. Estimating a value-in-use requires management to make an estimate of the expected future cash flows from the CGU and also to choose a suitable discount rate in order to calculate the present value of those cash flows. The carrying amount of goodwill as at 31 May 2014 was RM84,065,000 (2013: RM86,976,000). Further details are disclosed in Note 15.

(ii) Deferred tax assets

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

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

At the reporting date, the Group has recognised RM28,177,000 (2013: RM29,803,000) of unused tax losses and unabsorbed capital allowances as management considered that it is probable that taxable profits will be available against which the losses and allowances can be utilised. Variance from future taxable profits estimated will result in changes in the deferred tax assets recognised. Details of the deferred tax asset is disclosed in Note 16.

(iii) Depreciation of property, plant and equipment

The cost of property, plant and equipment is depreciated on a straight line basis over the assets' estimated useful lives up to their residual values. Changes in the expected level of usage could impact the economic useful lives and residual values of these assets, therefore future depreciation charges could be revised. A 5% difference in the current year depreciation charge will result in approximately 4% variances in net profit for the year of the Group and 1% variances in net loss for the year of the Company.

NOTES TO THE FINANCIAL STATEMENTS
31 May 2014

2. SIGNIFICANT ACCOUNTING POLICIES *(continued)*

(d) Significant accounting judgements and estimates *(continued)*

(iv) Impairment of loans and receivables

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

Where there is objective evidence of impairment, the amount and timing of future cash flows are estimated based on historical loss experience for assets with similar credit risk characteristics. The carrying amount of the Group's receivables at the reporting date is disclosed in Note 18.

(e) Subsidiaries and basis of consolidation

(i) Subsidiaries

Subsidiaries are entities over which the Group has all the following:

(a) power over the investee (such as existing rights that give it the current ability to direct the relevant activities of the investee);

(b) exposure, or rights, to variable returns from investment with the investee; and

(c) the ability to use its power over the investee to affect its returns.

In the Company's separate financial statements, investments in subsidiaries are accounted for at cost less impairment losses. On disposal of such investments, the difference between net disposal proceeds and their carrying amounts is included in profit or loss.

(ii) Basis of consolidation

The consolidated financial statements comprise the financial statements of the Company and its subsidiaries as at the reporting date. The financial statements of the subsidiaries used in the preparation of the consolidated financial statements are prepared for the same reporting date as the Company. Consistent accounting policies are applied for like transactions and events in similar circumstances.

The Company controls an investee if, and only if, the Company has all the following:

(a) power over the investee (such as existing rights that give it the current ability to direct the relevant activities of the investee);

(b) exposure, or rights, to variable returns from investment with the investee; and

(c) the ability to use its power over the investee to affect its returns.

2. SIGNIFICANT ACCOUNTING POLICIES *(continued)*

(e) Subsidiaries and basis of consolidation *(continued)*

(ii) Basis of consolidation *(continued)*

When the Company has less than a majority of the voting rights of an investee, the Company considers the following in assessing whether or not the Company's voting rights in an investee are sufficient to give it power over the investee:

(a) the size of the Company's holding of voting rights relative to the size and dispersion of holdings of the other vote holders;

(b) potential voting rights held by the Company, other vote holders or other parties;

(c) rights arising from other contractual arrangements; and

(d) any additional facts and circumstances that indicate that the Company has, or does not have, the current ability to direct the relevant activities at the time that decisions need to be made, including voting patterns at previous shareholders' meetings.

Subsidiaries are consolidated when the Company obtains control over the subsidiary and ceases when the Company loses control of the subsidiary. All intra-group balances, income and expenses and unrealised gains and losses resulting from intra-group transactions are eliminated in full.

Losses within a subsidiary are attributed to the non-controlling interests even if that results in a deficit balance.

Changes in the Group's ownership interests in subsidiaries that do not result in the Group losing control over the subsidiaries are accounted for as equity transactions. The carrying amounts of the Group's interests and the non-controlling interests are adjusted to reflect the changes in their relative interests in the subsidiaries. The resulting difference is recognised directly in equity and attributed to owners of the Company.

When the Group loses control of a subsidiary, a gain or loss calculated as the difference between (i) the aggregate of the fair value of the consideration received and the fair value of any retained interest and (ii) the previous carrying amount of the assets and liabilities of the subsidiary and any which has been recognised in other comprehensive income and accumulated in equity are reclassified to profit or loss or where applicable, transferred directly to retained earnings. The fair value of any investment retained in the former subsidiary at the date control is lost is regarded as the cost on initial recognition of the investment.

(iii) Business combinations

Acquisitions of subsidiaries are accounted for by applying the acquisition method. The cost of an acquisition is measured as the aggregate of the consideration transferred, measured at acquisition date fair value and the amount of any non-controlling interests in the acquiree.

The Group elects for each individual business combination, whether non-controlling interest in the acquiree (if any) is recognised on the acquisition date at fair value, or at the non-controlling interest's proportionate share of the acquiree net identifiable assets. Transaction costs incurred are expensed and included in administrative expenses.

NOTES TO THE FINANCIAL STATEMENTS
31 May 2014

2. SIGNIFICANT ACCOUNTING POLICIES *(continued)*

(e) Subsidiaries and basis of consolidation *(continued)*

(iii) Business combinations *(continued)*

Any contingent consideration to be transferred by the acquirer will be recognised at fair value at the acquisition date. Subsequent changes in the fair value of the contingent consideration which is deemed to be an asset or liability, will be recognised in accordance with MFRS 139 either in profit or loss or as a change to other comprehensive income. If the contingent consideration is classified as equity, it will not be remeasured. Subsequent settlement is accounted for within equity. In instances where the contingent consideration does not fall within the scope of MFRS 139, it is measured in accordance with the appropriate MFRS.

When the Group acquires a business, it assesses the financial assets and liabilities assumed for appropriate classification and designation in accordance with the contractual terms, economic circumstances and pertinent conditions as at the acquisition date. This includes the separation of embedded derivatives in host contracts by the acquiree.

In business combinations achieved in stages, previously held equity interests by the acquirer in the acquiree are re-measured to fair value at the acquisition date through profit or loss.

Goodwill is initially measured at cost, being the excess of the aggregate of the consideration transferred and the amount recognised for non-controlling interests over the net identifiable assets acquired and liabilities assumed. If this consideration is lower than fair value of the net assets of the subsidiary acquired, the difference is recognised in profit or loss.

The accounting policy for goodwill is set out in Note 2(j)(i).

(f) Non-controlling interest

Non-controlling interest represents the equity in subsidiaries that are not attributable, whether directly or indirectly, to owners of the parent. It is presented separately in the consolidated income statement and consolidated statement of comprehensive income and within equity in the consolidated statement of financial position, separately from equity attributable to owners of the parent.

Changes in the Company owners' ownership interest in a subsidiary that do not result in a loss of control are accounted for as equity transactions. In such circumstances, the carrying amounts of the controlling and non-controlling interests are adjusted to reflect the changes in their relative interests in the subsidiary. Any difference between the amount by which the non-controlling interest is adjusted and the fair value of the consideration paid or received is recognised directly in equity and attributed to owners of the parent.

(g) Property, plant and equipment and depreciation

Property, plant and equipment are initially stated at cost. Cost consists of purchase, commissioning, installation costs and in respect of construction of plant and machinery, interest expense incurred prior to commencement of production and other expenditure that is directly attributable to the acquisition of the asset.

Subsequent to recognition, all property, plant and equipment are measured at cost less accumulated depreciation and impairment losses. When significant parts of property, plant and equipment are required to be replaced in intervals, the Group and the Company recognise such parts as individual assets with specific useful lives and depreciation, respectively. Other repair and maintenance costs are recognised in profit or loss as incurred.

2. SIGNIFICANT ACCOUNTING POLICIES *(continued)*

(g) Property, plant and equipment and depreciation *(continued)*

Certain leasehold land and buildings of the Group and of the Company have not been revalued since they were first revalued in 1985. As permitted under the transitional provisions of IAS 16 (Revised) Property, Plant and Equipment, these assets were stated at their 1985 valuation less accumulated depreciation. Upon transition to MFRS 1 on 1 June 2011, the Group elected to use the previously revalued leasehold land and buildings carrying amounts as deemed cost.

Capital work-in-progress are not depreciated until such time when the asset is available for use.

Depreciation of all other assets is computed on the straight-line method based on the estimated useful life of the various assets, at the following annual rates:

	%
Leasehold land, buildings and improvements	1.0 - 5.0
Plant and machinery	6.7 - 33.3
Furniture and fittings	10.0 - 33.3
Office equipment	7.0 - 33.3
Motor vehicles	15.0 - 25.0

The carrying values of property, plant and equipment are reviewed for impairment when events or changes in circumstances indicate that the carrying value may not be recoverable.

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

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

(h) Inventories

Raw materials and consumable stores, work-in-progress, finished products and inventory-in-transit are valued at the lower of cost and net realisable value. Cost comprises the actual cost of raw materials determined using weighted average cost, standard cost and an applicable portion of labour and manufacturing overheads for work-in-progress and finished goods. Net realisable value represents the estimated selling price less all estimated costs to completion and costs to be incurred in marketing, selling and distribution.

(i) Provisions

Provisions are recognised when the Group has a present obligation (legal or constructive) as a result of a past event and it is probable that an outflow of resources embodying economic benefits will be required to settle the obligation, and a reliable estimate of the amount can be made. Provisions are reviewed at each reporting date and adjusted to reflect the current best estimate. Where the effect of the time value of money is material, provisions are discounted using a current pre-tax rate that reflects, where appropriate, the risks specific to the liability. Where discounting is used, the increase in the provision due to the passage of time is recognised as finance cost.

Provision for restructuring costs is recognised when a detailed and formal restructuring plan has been approved, and the restructuring has either commenced or has been announced publicly. Costs relating to ongoing activities are not provided for.

NOTES TO THE FINANCIAL STATEMENTS
31 May 2014

2. SIGNIFICANT ACCOUNTING POLICIES *(continued)*

(j) Intangible assets

(i) Goodwill

Goodwill is initially measured at cost. Following the initial recognition, goodwill is measured at cost less any accumulated impairment losses.

Goodwill is tested for impairment, annually or more frequently if events or changes in circumstances indicate that the carrying value may be impaired. For the purpose of impairment testing, goodwill acquired is allocated, from the acquisition date, to each of the Group's cash-generating units ("CGU") that are expected to benefit from the synergies of the combination. The testing is done by comparing the carrying amount of the CGU, including the allocated goodwill, with the recoverable amount of the CGU. Where the recoverable amount of the CGU is less than the carrying amount, an impairment loss is recognised in profit or loss. Impairment losses recognised for goodwill are not reversed in subsequent periods.

Where goodwill forms part of a CGU and part of the operation within that CGU is disposed off, the goodwill associated with the operation disposed off is included in the carrying amount of the operation when determining the gain or loss on disposal of the operation. Goodwill disposed off in this circumstance is measured based on the relative fair values of the operations disposed off and the portion of the CGU retained.

Goodwill and fair value adjustments arising on the acquisition of foreign operation on or after 1 January 2006 are treated as assets and liabilities of the foreign operations and are recorded in the functional currency of the foreign operations and translated in accordance with the accounting policy set out in Note 2(m).

Goodwill and fair value adjustments which arose on acquisition of foreign operation before 1 January 2006 are deemed to be assets and liabilities of the Company and are recorded in RM at the rates prevailing at the date of acquisition.

(ii) Research and development costs

Research costs are recognised as an expense in the period they are incurred. Development expenditures on an individual project are recognised as an intangible asset when the Group can demonstrate:

(a) the technical feasibility of completing the tangible asset so that the asset will be available for use or sale;

(b) its intention to complete and its ability to use or sell the asset;

(c) how the asset will generate future economic benefits;

(d) the availability of resources to complete the asset; and

(e) the ability to measure reliably the expenditure during development.

Following initial recognition of the development expenditure as an asset, the asset is carried at cost less any accumulated amortisation and accumulated impairment losses. Amortisation of the asset begins when development is complete and the asset is available for use. It is amortised over the period of expected future benefit. Amortisation is recorded in cost of sales. During the period of development, the asset is tested for impairment annually.

2. SIGNIFICANT ACCOUNTING POLICIES *(continued)*

(j) Intangible assets *(continued)*

(iii) Rights

Rights are recognised as intangible assets if it is probable that the future economic benefits that are attributable to such asset will flow to the Company and the costs of such assets can be measured reliably.

Rights are stated at cost less accumulated amortisation and impairment losses. Amortisation is recognised as an expense in profit or loss on a straight-line basis over the estimated useful life of five years.

(k) Employee benefits

(i) Short-term benefits

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

(ii) Defined contribution plans

As required by law, companies in Malaysia make contributions to the Employees Provident Fund. Some of the Group's foreign subsidiaries make contributions to their respective countries' statutory pension schemes. Such contributions are recognised as an expense in profit or loss as incurred.

(iii) Retirement benefits obligation

The Company and certain subsidiaries are obligated under non-contributory retirement benefit schemes and collective bargaining agreements to pay retirement benefits to certain employees who retire or leave the companies' employ after fulfilling certain conditions. Provision for retirement benefits is computed based on the length of service and a proportion of the basic salary earnings of the employees in each particular year of service.

(l) Income tax

(i) Current tax

Current tax assets and liabilities are measured at the amount expected to be recovered from or paid to the tax authorities. The tax rates and tax laws used to compute the amount are those that are enacted or substantively enacted at the reporting date.

Current taxes are recognised in profit or loss except to the extent that the tax relates to items recognised outside profit or loss, either in other comprehensive income or directly in equity.

NOTES TO THE FINANCIAL STATEMENTS
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2. SIGNIFICANT ACCOUNTING POLICIES *(continued)*

(l) Income tax *(continued)*

(ii) Deferred tax

Deferred tax is provided using the liability method on temporary differences at the reporting date between the tax bases of assets and liabilities and their carrying amounts for financial reporting purposes.

Deferred tax liabilities are recognised for all taxable temporary differences, except:

(a) where the deferred tax liability arises from the initial recognition of goodwill or 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 or loss; and

(b) in respect of taxable temporary differences associated with investments in subsidiaries, associates and interests in joint ventures, where the timing of the reversal of the temporary differences can be controlled and it is probable that the temporary differences will not reverse in the foreseeable future.

Deferred tax assets are recognised for all deductible temporary differences, carry forward of unused tax losses and unused tax credit to the extent that it is probable that taxable profit will be available against which the deductible temporary differences, and the carry forward of unused tax losses and unused tax credits can be utilised except:

(a) where the deferred tax asset relating to the deductible temporary difference arises from the initial recognition of an asset or liability in a transaction that is not a business combination and, at the time of the transaction, affects neither the accounting profit nor taxable profit or loss; and

(b) in respect of deductible temporary differences associated with investments in subsidiaries, associates and interests in joint ventures, deferred tax assets are recognised only to the extent that it is probable that the temporary differences will reverse in the foreseeable future and taxable profit will be available against which the temporary differences can be utilised.

The carrying amount of deferred tax assets is reviewed at each reporting date and reduced to the extent that it is no longer probable that sufficient taxable profit will be available to allow all or part of the deferred tax asset to be utilised. Unrecognised deferred tax assets are reassessed at each reporting date and are recognised to the extent that it has become probable that future taxable profit will allow the deferred tax assets to be utilised.

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

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 transaction either in other comprehensive income or directly in equity and deferred tax arising from a business combination is adjusted against goodwill on acquisition.

Deferred tax assets and deferred tax liabilities are offset, if a legally enforceable right exists to set off current tax assets against current tax liabilities and the deferred taxes relate to the same taxable entity and the same taxation authority.

2. SIGNIFICANT ACCOUNTING POLICIES *(continued)*

(m) Foreign currencies

(i) Functional and presentation currency

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

(ii) Foreign currency transactions

Transactions in foreign currencies are initially converted into RM at rates of exchange ruling at the date of the transactions. At each reporting date, foreign currency monetary items are translated into RM at exchange rates ruling at that date, unless hedged by forward foreign exchange contracts, in which the rates specified in such forward contracts are used. Non-monetary items initially denominated in foreign currencies, which are carried at historical cost are translated using the historical rate as of the date of acquisition and non-monetary items which are carried at fair value are translated using the exchange rate that existed when the values were determined.

Exchange differences arising on the settlement of monetary items, and on the re-translation of monetary items, are included in profit or loss for the period except for exchange differences arising on monetary items that form part of the Group's net investment in foreign operation, which are recognised initially in other comprehensive income and accumulated under foreign currency translation reserve in equity. The foreign currency translation reserve is reclassified from equity to profit or loss of the Group on disposal of the foreign operation.

Exchange differences arising on the re-translation of non-monetary items carried at fair value are included in profit or loss for the period except for the differences arising on the re-translation of non-monetary items in respect of which gains and losses are recognised directly in equity. Exchange differences arising from such non-monetary items are also recognised directly in equity.

(iii) Foreign operations

The results and financial position of foreign operations that have a functional currency different from the presentation currency of the consolidated financial statements, which is in RM, are translated into RM as follows:

(a) assets and liabilities for each statement of financial position presented are translated at the closing rate prevailing at the reporting date;

(b) income and expenses for each profit or loss are translated at average exchange rates for the year, which approximates the exchange rates at the dates of the transactions; and

(c) all resulting exchange differences arising on the translation are taken directly to other comprehensive income.

NOTES TO THE FINANCIAL STATEMENTS
31 May 2014

2. SIGNIFICANT ACCOUNTING POLICIES *(continued)*

(m) Foreign currencies *(continued)*

(iii) Foreign operations *(continued)*

The principal average rates and closing rates were as follows:

	Average rate		Closing rate	
	2014	**2013**	**2014**	**2013**
RM1.00 =				
Foreign currency				
Australian Dollar	**0.3372**	0.3149	**0.3341**	0.3367
Chinese Renminbi	**1.8961**	2.0219	**1.9446**	1.9817
Hong Kong Dollar	**2.4003**	2.5061	**2.4129**	2.5081
Indonesian Rupiah (1,000 units)	**3.4740**	3.1030	**3.6100**	3.1850
Singapore Dollar	**0.3899**	0.4013	**0.3902**	0.4080
United States Dollar	**0.3092**	0.3231	**0.3112**	0.3230
Vietnamese Dong (1,000 units)	**6.4979**	6.7218	**6.5460**	6.7270

Goodwill and fair value adjustments arising on the acquisition of foreign operations are treated as assets and liabilities of the foreign operations and are recorded in the functional currency of the foreign operations and translated at the closing rate at the reporting date.

(n) Revenue recognition

Revenue is recognised to the extent that it is probable that the economic benefits will flow to the Group and the revenue can be reliably measured. Revenue is measured at the fair value consideration received or receivable.

(i) Sale of goods

Revenue represents gross invoiced value of sales, less returns and discounts and services rendered to customers. All significant intercompany sales are eliminated on consolidation.

(ii) Interest income

Interest income is recognised on a time proportion basis that reflects the effective yield on the asset.

(iii) Dividend income

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

(o) Impairment of non-financial assets

The Group assesses at each reporting date whether there is an indication that an asset may be impaired. If any such indication exists, or when an annual impairment assessment for an asset is required, the Group makes an estimate of the asset's recoverable amount.

An asset's recoverable amount is the higher of an asset's fair value less costs to sell and its value in use. For the purpose of assessing impairment, assets are grouped at the lowest levels for which there are separately identifiable cash flows (CGU).

2. SIGNIFICANT ACCOUNTING POLICIES *(continued)*

(o) Impairment of non-financial assets *(continued)*

In assessing value in use, the estimated future cash flows expected to be generated by the asset are discounted to their present value using a pre-tax discount rate that reflects current market assessments of the time value of money and the risks specific to the asset. Where the carrying amount of an asset exceeds its recoverable amount, the asset is written down to its recoverable amount. Impairment losses recognised in respect of a CGU or groups of CGU are allocated first to reduce the carrying amount of any goodwill allocated to those units or groups of units and then, to reduce the carrying amount of the other assets in the unit or groups of units on a pro-rata basis.

An assessment is made at each reporting date as to whether there is any indication that previously recognised impairment losses may no longer exist or may have decreased. A previously recognised impairment loss is reversed only if there has been a change in the estimates used to determine the asset's recoverable amount since the last impairment loss was recognised. If that is the case, the carrying amount of the asset is increased to its recoverable amount. That increase cannot exceed the carrying amount that would have been determined, net of depreciation, had no impairment loss been recognised previously. Such reversal is recognised in profit or loss unless the asset is measured at revalued amount, in which case the reversal is treated as a revaluation increase. Impairment loss on goodwill is not reversed in a subsequent period.

(p) Leases

A lease is recognised as a finance lease if it transfers substantially to the Group all the risks and rewards incident to ownership. Leases of land and buildings are classified as operating or finance lease in the same way as leases of other assets and the land and buildings elements of a lease of land and buildings are considered separately for the purposes of lease classification. All leases that do not transfer substantially all the risks and rewards are classified as operating leases.

(i) Finance leases

Assets acquired by way of hire-purchase or finance leases are stated at an amount equal to the lower of their fair values and the present value of the minimum lease payments at the inception of the leases, less accumulated depreciation and impairment losses. The corresponding liabilities are included in the statement of financial position as borrowings. In calculating the present value of the minimum lease payments, the discount factor used is the interest rate implicit in the lease, when it is practicable to determine; otherwise, the Group's incremental borrowing rate is used.

Lease payments are apportioned between the finance costs and the reduction of the outstanding liability. Finance costs, which represent the difference between the total leasing commitments and the fair value of the assets acquired, are recognised as an expense in profit or loss over the term of the relevant lease so as to produce a constant periodic rate of charge on the remaining balance of the obligations for each accounting period.

The depreciation policy for leased assets is consistent with that for depreciable property, plant and equipment.

(ii) Operating leases

Operating lease payments are recognised as an expense in profit or loss on a straight-line basis over the term of the relevant lease. The aggregate benefit of incentives provided by the lessor is recognised as a reduction of rental expense over the lease term on a straight-line basis.

2. SIGNIFICANT ACCOUNTING POLICIES *(continued)*

(q) Financial assets

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

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

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

(i) Financial assets at fair value through profit or loss

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

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

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

(ii) Loans and receivables

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

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

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

(iii) Available for sale financial assets

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

2. SIGNIFICANT ACCOUNTING POLICIES *(continued)*

(q) Financial assets *(continued)*

(iii) Available for sale financial assets *(continued)*

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

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

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

A financial asset is derecognised where the contractual right to receive cash flows from the asset has expired. On derecognition of a financial asset in its entirety, the difference between the carrying amount and the sum of the consideration received and any cumulative gain or loss that had been recognised in other comprehensive income is recognised in profit or loss.

Regular way purchases or sales are purchases or sales of financial assets that require delivery of assets within the period generally established by regulation or convention in the marketplace concerned. All regular way purchases and sales of financial assets are recognised or derecognised on the trade date, that is, the date that the Group and the Company commit to purchase or sell the asset.

(r) Impairment of financial assets

The Group and the Company assess at each reporting date whether there is any objective evidence that a financial asset is impaired.

(i) Trade and other receivables and other financial assets carried at amortised costs

To determine whether there is objective evidence that an impairment loss on financial assets has been incurred, the Group and the Company consider factors such as the probability of insolvency or significant financial difficulties of the debtor and default or significant delay in payments. For certain categories of financial assets, such as trade receivables, receivables that are assessed not to be impaired individually are subsequently assessed for impairment on a collective basis based on similar risk characteristics. Objective evidence of impairment for a portfolio of receivables could include the Group's and the Company's past experience of collecting payments, an increase in the number of delayed payments in the portfolio past the average credit period and observable changes in national or local economic conditions that correlate with default on receivables.

If any such evidence exists, the amount of impairment loss 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. The impairment loss is recognised in profit or loss.

NOTES TO THE FINANCIAL STATEMENTS
31 May 2014

2. SIGNIFICANT ACCOUNTING POLICIES *(continued)*

(r) Impairment of financial assets *(continued)*

(i) Trade and other receivables and other financial assets carried at amortised costs *(continued)*

The carrying amount of the financial asset is reduced by the impairment loss directly for all financial assets with the exception of trade receivables, where the carrying amount is reduced through the use of an allowance account. When a trade receivable becomes uncollectible, it is written off against the allowance account.

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 to the extent that the carrying amount of the asset does not exceed its amortised cost at the reversal date. The amount of reversal is recognised in profit or loss.

(ii) Unquoted equity securities at cost

If there is objective evidence (such as significant adverse changes in the business environment where the issuer operates, probability of insolvency or significant financial difficulties of the issuer) that an impairment loss on financial assets carried at cost has been incurred, the amount of the loss is measured as the difference between the asset's carrying amount and the present value of estimated future cash flows discounted at the current market rate of return for a similar financial asset. Such impairment losses are not reversed in subsequent periods.

(iii) Available for sale financial asset

Significant or prolonged decline in fair value below cost, significant financial difficulties of the issuer or obligor, and the disappearance of an active trading market are considerations to determine whether there is objective evidence that investment securities classified as available for sale financial assets are impaired.

If an available for sale financial asset is impaired, an amount comprising the difference between its cost (net of any principal payment and amortisation) and its current fair value, less any impairment loss previously recognised in profit or loss, is transferred from equity to profit or loss.

Impairment losses on available for sale equity investments are not reversed in profit or loss in the subsequent periods. Increase in fair value, if any, subsequent to impairment loss is recognised in other comprehensive income. For available for sale debt investments, impairment losses are subsequently reversed in profit or loss if an increase in the fair value of the investment can be objectively related to an event occurring after the recognition of the impairment loss in profit or loss.

(s) Financial liabilities

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

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

2. SIGNIFICANT ACCOUNTING POLICIES *(continued)*

(s) Financial liabilities *(continued)*

(i) Financial liabilities at fair value through profit or loss

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

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

(ii) Other financial liabilities

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

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

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

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

A financial liability is derecognised when the obligation under the liability is extinguished. When an existing financial liability is replaced by another from the same lender on substantially different terms, or the terms of an existing liability are substantially modified, such an exchange or modification is treated as a derecognition of the original liability and the recognition of a new liability, and the difference in the respective carrying amounts is recognised in profit or loss.

(t) Cash and cash equivalents

For the purposes of the statement of cash flows, cash and cash equivalents include cash on hand and at bank, deposits at call and short-term highly liquid investments which have an insignificant risk of changes in value, net of outstanding bank overdrafts.

(u) Borrowing costs

Borrowing costs directly attributable to the acquisition, construction or production of qualifying assets, which are assets that necessarily take a substantial period of time to get ready for their intended use or sale, are capitalised as part of the cost of those assets, until such time as the assets are substantially ready for their intended use or sale.

The amount of borrowing costs eligible for capitalisation is determined by applying a capitalisation rate which is the weighted average of the borrowing costs applicable to the Group's borrowings that are outstanding during the year, other than borrowings made specifically for the purpose of obtaining another qualifying asset. For borrowings made specifically for the purpose of obtaining a qualifying asset, the amount of borrowing costs eligible for capitalisation is the actual borrowing costs incurred on that borrowing during the period less any investment income on the temporary investment of that borrowing.

NOTES TO THE FINANCIAL STATEMENTS
31 May 2014

2. SIGNIFICANT ACCOUNTING POLICIES *(continued)*

(u) Borrowing costs *(continued)*

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

(v) Equity instruments

An equity instrument is any contract that evidences a residual interest in the assets of the Group and of the Company after deducting all of its liabilities. Ordinary shares are classified as equity and are recorded at the proceeds received, net of directly attributable incremental transaction costs. Dividend on ordinary shares are recognised in equity in the period in which they are declared.

When issued shares of the Company are repurchased, the consideration paid, including any attributable transactions costs, is presented as a change in equity. Repurchased shares that have not been cancelled are classified as treasury shares and presented as a deduction from equity. No gain or loss is recognised in profit or loss on the sale, reissuance or cancellation of treasury shares. When treasury shares are reissued by resale, the difference between the sales consideration and the carrying amount of the treasury shares are shown as movement in equity.

While shares are held as treasury shares, the rights attached to them as to voting, dividend entitlement and participation in other distribution and otherwise are suspended.

(w) Contingencies

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

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

(x) Current versus non-current classification

The Group and the Company present assets and liabilities in the statements of financial position based on current/ non-current classification. An asset is classified as current when it is:

(a) expected to be realised or intended to be sold or consumed in a normal operating cycle;

(b) held primarily for the purpose of trading;

(c) expected to be realised within twelve months after the reporting period; or

(d) cash or cash equivalent unless restricted from being exchanged or used to settle a liability for at least twelve months after the reporting period.

All other assets are classified as non-current. A liability is classified as current when:

(a) it is expected to be settled in a normal operating cycle;

(b) it is held primarily for the purpose of trading;

(c) it is due to be settled within twelve months after the reporting period; or

(d) there is no unconditional right to defer the settlement of the liability for at least twelve months after the reporting period.

2. SIGNIFICANT ACCOUNTING POLICIES *(continued)*

(x) Current versus non-current classification *(continued)*

All other liabilities are classified as non-current. Deferred tax assets and liabilities are classified as non-current assets and liabilities.

(y) Fair value measurement

The Group and the Company measure financial instruments such as derivatives, at fair value at each reporting date. Also, fair values of financial instruments measured at amortised cost are disclosed in Note 32(b).

Fair value is the price that would be received to sell an asset or paid to transfer a liability in an orderly transaction between market participants at the measurement date. The fair value measurement is based on the presumption that the transaction to sell the asset or transfer the liability takes place either:

(a) in the principal market for the asset or liability; or

(b) in the absence of a principal market, in the most advantageous market for the asset or liability.

The principal or the most advantageous market must be accessible to by the Group and by the Company.

The fair value of an asset or a liability is measured using the assumptions that a market participant's ability to generate economic benefits by using the asset in its highest and best use or by selling it to another market participant that would use the assets in its highest and best use.

The Group and the Company use valuation techniques that are appropriate in the circumstances and for which sufficient data are available to measure fair value, maximising the use of relevant observable inputs and minimising the use of unobservable inputs.

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

Level 1: quoted (unadjusted) market prices in active markets for identical assets or liabilities;

Level 2: valuation techniques for which the lowest level input that is significant to the fair value measurement is directly or indirectly observable; and

Level 3: valuation techniques for which the lowest level input that is significant to the fair value measurement is unobservable.

For assets and liabilities that are recognised in the financial statements on a recurring basis, the Group and the Company determine whether transfers have occurred between levels in the hierarchy by re-assessing categorisation (based on the lowest level input that is significant to the fair value measurement as a whole) at the end of each reporting period.

3. REVENUE AND COST OF SALES

Revenue represents the gross invoiced value of sales, less returns and discounts while cost of sales represents the cost of products sold.

NOTES TO THE FINANCIAL STATEMENTS
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4. OTHER INCOME

	Group		Company	
	2014 RM'000	2013 RM'000	2014 RM'000	2013 RM'000
Interest income	**1,320**	1,343	**1,331**	1,308
Dividend income from:				
- Held for trading investments				
- Equity instruments (quoted in Malaysia)	**22**	10	**7**	3
- Subsidiaries	**-**	-	**13,282**	16,345
Fair value gains on financial instruments				
- Held for trading investments	**13**	-	**3**	-
- Derivatives	**17**	38	**17**	38
Gain on disposal of property, plant and equipment	**45**	230	**-**	125
Realised gain on foreign exchange	**419**	1,064	**366**	436
Unrealised gain on foreign exchange	**402**	-	**467**	-
Sundry income	**-**	3	**-**	3
	2,238	2,688	**15,473**	18,258

5. FINANCE COSTS

	Group		Company	
	2014 RM'000	2013 RM'000	2014 RM'000	2013 RM'000
Bank borrowings	**7,592**	7,857	**1,489**	1,573
Advances from subsidiaries	**-**	-	**696**	870
Other borrowings	**232**	381	**-**	-
	7,824	8,238	**2,185**	2,443

6. PROFIT/(LOSS) BEFORE TAX

	Group		Company	
	2014 RM'000	2013 RM'000	2014 RM'000	2013 RM'000
The following items have been included in arriving at profit/(loss) before tax:				
Auditors' remuneration				
- Statutory audits				
- Current	**395**	386	**95**	84
- Under provision in prior year	**-**	11	**-**	10
- Other services	**8**	8	**8**	8
Depreciation of property, plant and equipment (Note 12)	**6,100**	6,677	**3,570**	3,658
Write-off of property, plant and equipment	**50**	-	**-**	-
Hire of equipment	**127**	84	**-**	-
Inventories written-down	**2,408**	1,271	**1,544**	1,155
Realised loss on foreign exchange	**3,975**	1,235	**-**	6
Unrealised loss on foreign exchange	**-**	1,977	**-**	242
Rent of premises	**1,068**	1,033	**-**	47
Rent of storage	**19,947**	18,687	**-**	-
(Write-back)/provision for warranties (Note 27(c))	**(162)**	(204)	**(162)**	70
(Write-back)/impairment loss on financial assets				
- Trade and other receivables	**(182)**	72	**(232)**	(338)
Impairment loss on non-financial assets				
- Goodwill on consolidation (Note 15)	**5,044**	-	**-**	-
- Investments in subsidiaries	**-**	-	**20,656**	-
Loss on disposal of property, plant and equipment	**-**	-	**21**	-
Fair value loss on financial instruments				
- Held for trading investments	**-**	8	**-**	2
Staff costs (Note 7)	**30,066**	45,438	**9,668**	18,104
Utilities	**6,864**	6,841	**4,828**	4,775
Transportation charges	**17,043**	18,145	**1,235**	1,204

7. STAFF COSTS

	Group		Company	
	2014 RM'000	2013 RM'000	2014 RM'000	2013 RM'000
Wages and salaries	**26,089**	41,430	**8,225**	16,299
Defined contribution plan and social security costs	**3,103**	3,337	**1,085**	1,477
Provision for retirement benefits (Note 26)	**362**	343	**219**	207
Other staff related expenses	**512**	328	**139**	121
	30,066	45,438	**9,668**	18,104

Included in staff costs of the Group and of the Company are Executive Directors' remuneration amounting to RM4,262,000 (2013: RM8,536,000) and RM1,865,000 (2013: RM7,971,000) respectively as further disclosed in Note 8.

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8. DIRECTORS' REMUNERATION

(a) Total remuneration

	Group		Company	
	2014	2013	2014	2013
	RM'000	RM'000	RM'000	RM'000
Executive Directors				
Salaries	**2,136**	2,136	**1,680**	1,680
Bonuses	**1,700**	5,924	**-**	5,840
Defined contribution plan	**426**	476	**185**	451
	4,262	8,536	**1,865**	7,971
Benefit-in-kind	**56**	56	**56**	56
	4,318	8,592	**1,921**	8,027
Non-Executive Directors				
Fees	**360**	364	**360**	364
Allowances	**17**	15	**17**	15
	377	379	**377**	379
Total	**4,695**	8,971	**2,298**	8,406

(b) Number of Directors of the Company whose total remuneration during the year fell within the following bands

	Number of Directors	
	2014	2013
Executive Directors		
RM1,600,001 to RM1,650,000	**-**	1
RM1,700,001 to RM1,750,000	**1**	-
RM2,550,001 to RM2,600,000	**1**	-
RM6,950,001 to RM7,000,000	**-**	1
	2	2
Non-Executive Directors		
Less than RM50,000	**-**	1
RM50,001 to RM100,000	**2**	2
RM100,001 to RM150,000	**2**	2
	4	5

9. TAXATION

	Group		Company	
	2014	**2013**	**2014**	**2013**
	RM'000	**RM'000**	**RM'000**	**RM'000**
Current income tax:				
- Malaysian income tax	**(5,463)**	(5,708)	**-**	(1,873)
- Foreign tax	**(2,254)**	(2,876)	**-**	-
	(7,717)	(8,584)	**-**	(1,873)
Over/(under) provision in prior years:				
- Malaysian income tax	**1,093**	(1,132)	**-**	(22)
- Foreign tax	**21**	43	**-**	-
	(6,603)	(9,673)	**-**	(1,895)
Deferred tax (Note 16):				
Relating to origination and reversal of temporary differences	**(1,266)**	1,755	**(86)**	810
Under provision in prior years	**(1,758)**	(835)	**(1,755)**	(810)
	(3,024)	920	**(1,841)**	-
	(9,627)	(8,753)	**(1,841)**	(1,895)

Domestic income tax is calculated at the Malaysian statutory tax rate of 25% (2013: 25%) of the estimated assessable profit for the year. The domestic statutory tax rate is proposed to be reduced to 24% from the current year's tax rate of 25%, effective year of assessment 2016. The effects arising from the reducton in tax rate is not material to the Group and to the Company. Taxation for other jurisdictions is calculated at the prevailing rate of the respective jurisdictions.

NOTES TO THE FINANCIAL STATEMENTS

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9. TAXATION *(continued)*

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

	Group		Company	
	2014 RM'000	**2013 RM'000**	**2014 RM'000**	**2013 RM'000**
Profit/(loss) before tax	**16,791**	15,776	**(14,315)**	4,503
Tax at Malaysian statutory tax rate of 25% (2013: 25%)	**(4,198)**	(3,944)	**3,579**	(1,126)
Effect of different tax rates in other countries	**(767)**	42	**-**	-
Effect of other tax incentives	**74**	97	**-**	-
Income not subject to tax	**298**	156	**3,531**	2,359
Utilisation of previously unrecognised tax losses	**192**	57	**-**	-
Expenses not deductible for tax purposes	**(2,393)**	(1,065)	**(6,108)**	(610)
Deferred tax assets not recognised	**(2,189)**	(2,172)	**(1,088)**	(1,686)
Under provision of deferred tax in prior years	**(1,758)**	(835)	**(1,755)**	(810)
Over/(under) provision of tax expense in prior years	**1,114**	(1,089)	**-**	(22)
Taxation for the year	**(9,627)**	(8,753)	**(1,841)**	(1,895)

Tax savings during the financial year arising from:

	Group		Company	
	2014 RM'000	**2013 RM'000**	**2014 RM'000**	**2013 RM'000**
Utilisation of previously unrecognised tax losses	**192**	57	**-**	-
Utilisation of tax incentives	**74**	97	**-**	-

10. EARNINGS PER SHARE

Earnings per share is calculated by dividing the profit for the year attributable to ordinary equity holders of the Company of RM7,959,000 (2013: RM7,755,000) by the weighted average number of ordinary shares in issue during the financial year of 192,953,149 shares (2013: weighted average of 193,276,276 shares).

The Group has no potential ordinary shares in issue as at reporting date and therefore, diluted earnings per share has not been presented.

There have been no other transactions involving ordinary shares or potential shares since the reporting date and before the completion of these financial statements.

11. DIVIDENDS

	Amount		Net dividends per ordinary share	
	2014 RM'000	2013 RM'000	2014 sen	2013 sen
Final dividend of 2.0 sen per share less tax in respect of financial year ended 31 May 2013, paid on 24 December 2013 (2013: final dividend of 2.0 sen per share less tax in respect of financial year ended 31 May 2012, paid on 11 January 2013)	**2,895**	2,898	**1.5**	1.5

Subject to the approval by the Company's shareholders at the forthcoming annual general meeting, the Directors have recommended a final single-tier dividend of 3.0 sen per share in respect of the financial year ended 31 May 2014.

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 in equity as an appropriation of retained earnings in the financial year ending 31 May 2015.

12. PROPERTY, PLANT AND EQUIPMENT

Group	Leasehold land RM'000	Leasehold buildings RM'000	Plant and machinery RM'000	Furniture and fittings RM'000	Office equipment RM'000	Motor vehicles RM'000	Capital work-in-progress RM'000	Total RM'000
Cost								
At 1 June 2012	33,118	25,148	124,556	1,578	8,833	5,072	243	198,548
Additions	-	582	2,360	46	163	721	-	3,872
Disposals	-	-	(1,223)	(17)	(104)	(456)	-	(1,800)
Reclassification	-	192	83	(49)	-	-	(226)	-
Exchange differences	(409)	(213)	(830)	(16)	(28)	(44)	(17)	(1,557)
At 31 May 2013	32,709	25,709	124,946	1,542	8,864	5,293	-	199,063
At 1 June 2013	32,709	25,709	124,946	1,542	8,864	5,293	-	**199,063**
Additions	-	187	714	38	188	284	390	**1,801**
Disposals	-	-	(315)	-	(203)	(127)	-	**(645)**
Write-off	-	-	(101)	-	-	(9)	-	**(110)**
Exchange differences	(632)	(406)	(999)	(10)	(20)	(59)	-	**(2,126)**
At 31 May 2014	**32,077**	**25,490**	**124,245**	**1,570**	**8,829**	**5,382**	**390**	**197,983**

NOTES TO THE FINANCIAL STATEMENTS
31 May 2014

12. PROPERTY, PLANT AND EQUIPMENT *(continued)*

Group	Leasehold land RM'000	Leasehold buildings RM'000	Plant and machinery RM'000	Furniture and fittings RM'000	Office equipment RM'000	Motor vehicles RM'000	Capital work-in-progress RM'000	Total RM'000
Accumulated depreciation and impairment loss								
At 1 June 2012	4,620	10,340	101,685	1,252	8,425	2,863	-	129,185
Depreciation charge for the year, recognised in the profit or loss (Note 6)	331	858	4,558	68	199	663	-	6,677
Disposals	-	-	(1,208)	(14)	(103)	(447)	-	(1,772)
Reclassification	-	13	-	(13)	-	-	-	-
Exchange differences	-	(16)	(452)	(13)	(19)	(25)	-	(525)
At 31 May 2013	4,951	11,195	104,583	1,280	8,502	3,054	-	133,565
At 1 June 2013	4,951	11,195	104,583	1,280	8,502	3,054	-	**133,565**
Depreciation charge for the year, recognised in the profit or loss (Note 6)	172	773	4,320	67	138	630	-	**6,100**
Disposals	-	-	(291)	-	(197)	(126)	-	**(614)**
Write-off	-	-	(53)	-	-	(7)	-	**(60)**
Exchange differences	-	(42)	(656)	(8)	(11)	(41)	-	**(758)**
At 31 May 2014	**5,123**	**11,926**	**107,903**	**1,339**	**8,432**	**3,510**	**-**	**138,233**
Net carrying amount								
At 31 May 2013	27,758	14,514	20,363	262	362	2,239	-	65,498
At 31 May 2014	**26,954**	**13,564**	**16,342**	**231**	**397**	**1,872**	**390**	**59,750**

NOTES TO THE FINANCIAL STATEMENTS
31 May 2014

12. PROPERTY, PLANT AND EQUIPMENT *(continued)*

Company	Leasehold land RM'000	Leasehold buildings RM'000	Plant and machinery RM'000	Furniture and fittings RM'000	Office equipment RM'000	Motor vehicles RM'000	Capital work-in-progress RM'000	Total RM'000
Cost								
At 1 June 2012	15,045	15,418	99,243	742	3,978	2,672	-	137,098
Additions	-	-	1,971	5	90	344	-	2,410
Disposals	-	-	(775)	-	(20)	(244)	-	(1,039)
At 31 May 2013	15,045	15,418	100,439	747	4,048	2,772	-	138,469
At 1 June 2013	15,045	15,418	100,439	747	4,048	2,772	-	**138,469**
Additions	-	56	248	33	80	-	11	**428**
Disposals	-	-	(311)	-	(182)	-	-	**(493)**
At 31 May 2014	**15,045**	**15,474**	**100,376**	**780**	**3,946**	**2,772**	**11**	**138,404**
Accumulated depreciation and impairment loss								
At 1 June 2012	3,103	7,542	86,214	701	3,871	1,306	-	102,737
Depreciation charge for the year, recognised in the profit or loss (Note 6)	126	385	2,720	10	64	353	-	3,658
Disposals	-	-	(763)	-	(20)	(235)	-	(1,018)
At 31 May 2013	3,229	7,927	88,171	711	3,915	1,424	-	105,377
At 1 June 2013	3,229	7,927	88,171	711	3,915	1,424	-	**105,377**
Depreciation charge for the year, recognised in the profit or loss (Note 6)	126	386	2,692	12	42	312	-	**3,570**
Disposals	-	-	(288)	-	(179)	-	-	**(467)**
At 31 May 2014	**3,355**	**8,313**	**90,575**	**723**	**3,778**	**1,736**	**-**	**108,480**
Net carrying amount								
At 31 May 2013	11,816	7,491	12,268	36	133	1,348	-	33,092
At 31 May 2014	**11,690**	**7,161**	**9,801**	**57**	**168**	**1,036**	**11**	**29,924**

NOTES TO THE FINANCIAL STATEMENTS
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12. PROPERTY, PLANT AND EQUIPMENT *(continued)*

(a) Certain leasehold land and buildings were revalued in 1985 based on the valuation reports of an independent firm of professional valuers. These assets were stated on the basis of their 1985 valuation as allowed by the transitional provisions in respect of IAS 16 (Revised), Property, Plant and Equipment adopted by MASB. Upon transition to MFRS 1 on 1 June 2011, the Group elected to use the previously revalued leasehold land and buildings carrying amounts as deemed cost.

(b) During the financial year, the Group acquired property, plant and equipment with an aggregate cost of RM1,801,000 (2013: RM3,872,000), of which RM144,000 (2013: Nil) were acquired by means of finance lease arrangements.

Net book values of property, plant and equipment held under hire-purchase and finance lease arrangements are as follows:

	Group	
	2014	**2013**
	RM'000	**RM'000**
Motor vehicles	**184**	73

(c) The Group's tank farms, land and factory building with carrying amount of RM9,371,000 (2013: RM10,994,000) has been charged as security for borrowings (Note 25).

(d) During the financial year, a subsidiary of the Group has written off assets with the net book value of RM50,000 to the income statement based on the new requirements of the Ministry of Finance of Vietnam via its Circular No. 45/2013/TT-BTC dated 25 April 2013 guiding the management, use and depreciation of property, plant and equipment.

13. INVESTMENTS IN SUBSIDIARIES

	Company	
	2014	**2013**
	RM'000	**RM'000**
Unquoted shares - at cost	**203,232**	203,232
Less: Accumulated impairment losses	**(30,452)**	(9,796)
	172,780	193,436

NOTES TO THE FINANCIAL STATEMENTS
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13. INVESTMENTS IN SUBSIDIARIES *(continued)*

(a) Details of subsidiaries

Name of company	Country of incorporation	Principal activities	Effective % ownership interest held by the Group* 2014 %	2013 %
Direct subsidiaries				
Nycon Manufacturing Sdn Bhd	Malaysia	Manufacture and marketing of rotomoulded plastic products including bulk chemical containers, road barriers, playground equipment and disposal bins.	**100**	100
Malaysian Roofing Industries Sdn Bhd	Malaysia	Under members' voluntary winding-up.	**70**	70
Nylex Polymer Marketing Sdn Bhd	Malaysia	Marketing of polyurethane ("PU") and polyvinyl chloride ("PVC") synthetic leather, films and sheets, geosynthetic and general trading.	**100**	100
PT Nylex Indonesia ***	Indonesia	Manufacture, marketing and distribution of PU and PVC leathercloth.	**100**	100
Perusahaan Kimia Gemilang Sdn Bhd	Malaysia	Trading in petrochemicals and industrial chemicals.	**100**	100
Fermpro Sdn Bhd	Malaysia	Manufacture and marketing of ethanol, carbon dioxide and other related chemical products.	**100**	100
Kumpulan Kesuma Sdn Bhd	Malaysia	Manufacture and marketing of sealants and adhesive products.	**100**	100
Wedon Sdn Bhd	Malaysia	Marketing of sealants and adhesive products.	**100**	100
Nylex Specialty Chemicals Sdn Bhd	Malaysia	Manufacture and sale of phosphoric acid.	**100**	100
Speciality Phosphates (Malaysia) Sdn Bhd	Malaysia	Manufacture and sale of chemicals.	**51**	51
CKG Chemicals Pte Ltd ***	Singapore	Trading and distribution of industrial chemicals and gasoline blending components.	**100**	100

NOTES TO THE FINANCIAL STATEMENTS
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13. INVESTMENTS IN SUBSIDIARIES *(continued)*

(a) Details of subsidiaries *(continued)*

Name of company	Country of incorporation	Principal activities	Effective % ownership interest held by the Group* 2014 %	2013 %
Indirect subsidiaries				
Dynamic Chemical Pte Ltd ***	Singapore	Blending, trading and distribution of industrial chemicals.	**90**	90
Perusahaan Kimia Gemilang (Vietnam) Company Ltd **	Vietnam	Building tank farms and other facilities for the storage of industrial chemicals, importation and distribution of industrial chemicals.	**100**	100
PT PKG Lautan Indonesia ***	Indonesia	Importation and distribution of industrial chemicals.	**51**	51
Ancom Kimia Sdn Bhd	Malaysia	Distribution of petrochemicals and industrial chemicals.	**55**	55

* Equals to the proportion of voting rights held.

** The financial statements of this subsidiary are audited by member firms of Ernst & Young Global.

*** The financial statements of these subsidiaries are audited by firms other than Ernst & Young.

(b) Financial information of subsidiaries with non-controlling interests

The summarised financial information of PT PKG Lautan Indonesia ("PKI"), Speciality Phosphates (Malaysia) Sdn Bhd ("SPM") and Ancom Kimia Sdn Bhd ("AKM") which have non-controlling interests that are material to the Group is set out below. The summarised financial information presented below is the amount before inter-company elimination.

The non-controlling interests in respect of Dynamic Chemical Pte Ltd and Malaysian Roofing Industries Sdn Bhd are not material to the Group.

13. INVESTMENTS IN SUBSIDIARIES *(continued)*

(b) Financial information of subsidiaries with non-controlling interests *(continued)*

(i) Summarised statements of financial position

	PKI RM'000	SPM RM'000	AKM RM'000	Total RM'000
2014				
Non-current assets	3,836	59	12	3,907
Current assets	33,455	3,922	13,686	51,063
Total assets	**37,291**	**3,981**	**13,698**	**54,970**
Current liabilities	18,413	130	13,023	31,566
Non-current liabilities	202	5	3	210
Total liabilities	**18,615**	**135**	**13,026**	**31,776**
Net assets	**18,676**	**3,846**	**672**	**23,194**
Equity attributable to:				
Owners of the parent	9,525	1,961	370	11,856
Non-controlling interests	9,151	1,885	302	11,338
	18,676	**3,846**	**672**	**23,194**
2013				
Non-current assets	3,407	77	15	3,499
Current assets	89,446	3,773	8,734	101,953
Total assets	92,853	3,850	8,749	105,452
Current liabilities	92,109	59	8,845	101,013
Non-current liabilities	135	4	-	139
Total liabilities	92,244	63	8,845	101,152
Net assets/(liabilities)	609	3,787	(96)	4,300
Equity attributable to:				
Owners of the parent	311	1,931	(53)	2,189
Non-controlling interests	298	1,856	(43)	2,111
	609	3,787	(96)	4,300

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13. INVESTMENTS IN SUBSIDIARIES *(continued)*

(b) Financial information of subsidiaries with non-controlling interests *(continued)*

(ii) Summarised income statements

	PKI RM'000	SPM RM'000	AKM RM'000	Total RM'000
2014				
Revenue	**115,638**	**1,567**	**138,476**	**255,681**
Net (loss)/profit for the year	**(2,421)**	**59**	**768**	**(1,594)**
Net (loss)/profit attributable to:				
Owners of the parent	(1,235)	30	422	(783)
Non-controlling interests	(1,186)	29	346	(811)
	(2,421)	**59**	**768**	**(1,594)**
2013				
Revenue	318,224	1,449	196,359	516,032
Net (loss)/profit for the year	(1,681)	50	74	(1,557)
Net (loss)/profit attributable to:				
Owners of the parent	(857)	25	41	(791)
Non-controlling interests	(824)	25	33	(766)
	(1,681)	50	74	(1,557)

13. INVESTMENTS IN SUBSIDIARIES *(continued)*

(b) Financial information of subsidiaries with non-controlling interests *(continued)*

(iii) Summarised statements of comprehensive income

	PKI RM'000	SPM RM'000	AKM RM'000	Total RM'000
2014				
Net (loss)/profit for the year	**(2,421)**	**59**	**768**	**(1,594)**
Other comprehensive income attributable to owners of the parent	999	-	-	999
Other comprehensive income attributable to non-controlling interests	960	-	-	960
Other comprehensive income for the year	**1,959**	**-**	**-**	**1,959**
Total comprehensive (loss)/income	**(462)**	**59**	**768**	**365**
Total comprehensive (loss)/income attributable to:				
Owners of the parent	(236)	30	422	216
Non-controlling interests	(226)	29	346	149
	(462)	**59**	**768**	**365**
2013				
Net (loss)/profit for the year	(1,681)	50	74	(1,557)
Other comprehensive loss attributable to owners of the parent	(65)	-	-	(65)
Other comprehensive loss attributable to non-controlling interests	(62)	-	-	(62)
Other comprehensive loss for the year	(127)	-	-	(127)
Total comprehensive (loss)/income	(1,808)	50	74	(1,684)
Total comprehensive (loss)/income attributable to:				
Owners of the parent	(922)	25	41	(856)
Non-controlling interests	(886)	25	33	(828)
	(1,808)	50	74	(1,684)

NOTES TO THE FINANCIAL STATEMENTS
31 May 2014

13. INVESTMENTS IN SUBSIDIARIES *(continued)*

(b) Financial information of subsidiaries with non-controlling interests *(continued)*

(iv) Summarised cash flows

	PKI RM'000	SPM RM'000	AKM RM'000	Total RM'000
2014				
Net cash flows generated from operating activities	3,272	4	1,917	5,193
Net cash flows (used in)/generated from investing activities	(42)	99	7	64
Net cash flows (used in)/generated from financing activities	(3,459)	-	493	(2,966)
Net (decrease)/increase in cash and cash equivalents	(229)	103	2,417	2,291
Effects of exchange rate changes	2,777	-	-	2,777
Cash and cash equivalents at beginning of year	3,932	3,386	289	7,607
Effects of exchange rate changes	(463)	-	-	(463)
	3,469	3,386	289	7,144
Cash and cash equivalents at end of year	**6,017**	**3,489**	**2,706**	**12,212**
2013				
Net cash flows (used in)/generated from operating activities	(29,436)	1,359	1,197	(26,880)
Net cash flows (used in)/generated from investing activities	(4)	73	3	72
Net cash flows generated from financing activities	14,460	-	(1,080)	13,380
Net (decrease)/increase in cash and cash equivalents	(14,980)	1,432	120	(13,428)
Effects of exchange rate changes	96	-	-	96
Cash and cash equivalents at beginning of year	20,246	1,954	169	22,369
Effects of exchange rate changes	(1,430)	-	-	(1,430)
	18,816	1,954	169	20,939
Cash and cash equivalents at end of year	3,932	3,386	289	7,607

13. INVESTMENTS IN SUBSIDIARIES *(continued)*

(c) Winding up of subsidiary

On 29 February 2012, the Group commenced a members' voluntary winding up of its subsidiary, Malaysian Roofing Industries Sdn Bhd, a company incorporated in Malaysia.

As at the date of this report, the tax clearance letter has been issued to MRI and the final meeting was held on 10 September 2014.

(d) Impairment loss recognised

During the financial year, an impairment loss was recognised to write-down the carrying amount attributable to investments in CKG Chemicals Pte Ltd and Nylex Polymer Marketing Sdn Bhd, amounting to RM20,213,927 (2013: Nil) and RM442,173 (2013: Nil) respectively in the income statements.

(e) Increase in shareholding

During the financial year, the Group via its wholly-owned subsidiary, Perusahaan Kimia Gemilang Sdn Bhd, increased its shareholdings in PT PKG Lautan Indonesia via:

(i) conversion of shareholders' loan of RM2,580,625 into 816,510 ordinary shares; and

(ii) subscription of 2,636,088 ordinary shares at a cost of RM8,318,360.

The additional investments did not result in any change in the percentage of shareholding of the Group.

14. INVESTMENT SECURITIES

	Group		Company	
	Carrying amount RM'000	Market value of quoted investments RM'000	Carrying amount RM'000	Market value of quoted investments RM'000
At 31 May 2014				
Current				
Held for trading				
Equity instruments (quoted in Malaysia)	**428**	**428**	**135**	**135**
At 31 May 2013				
Current				
Held for trading				
Equity instruments (quoted in Malaysia)	415	415	132	132

NOTES TO THE FINANCIAL STATEMENTS
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15. GOODWILL ARISING ON CONSOLIDATION

	Group 2014 RM'000	Group 2013 RM'000
At 1 June	**86,976**	88,439
Impairment of goodwill arising on consolidation (Note 6)	**(5,044)**	-
Exchange differences	**2,133**	(1,463)
At 31 May	**84,065**	86,976

(a) Allocation of goodwill

Goodwill has been allocated to the Group's CGUs which has been identified according to business segments as follows:

	Polymer RM'000	Industrial Chemical RM'000	Total RM'000
31 May 2014	**91**	**83,974**	**84,065**
31 May 2013	103	86,873	86,976

(b) Key assumptions used in value-in-use calculations

Goodwill is tested for impairment on an annual basis by comparing the carrying amount with the recoverable amount. As the Directors are of the opinion that all the CGUs are held on a long-term basis, the value-in-use would best reflect its recoverable amount.

The value-in-use is determined by discounting future cash flows over a five-year period. The future cash flows are based on management's business plan, which is the best estimate of future performance. Cash flows beyond the five-year period are extrapolated using the growth rate stated below. The ability to achieve the business plan targets is a key assumption in determining the recoverable amount for each CGU.

There remains a risk that the ability to achieve management's business plan will be adversely affected due to unforeseen changes in the respective economies in which the CGUs operate and/or global economic conditions. In computing the value-in-use for each CGU, the management has applied a pre-tax discount rate of 6.9% (2013: 6.6%) and growth rates of 0% - 4.2% (2013: 4.2%).

The following describes each key assumption on which the management has based its cash flow projections for the purposes of the impairment test for goodwill:

(i) The discount rate used reflected the management's best estimate of return on capital employed.

(ii) Growth rate used has been based on historical trend of each segment taking into account industry outlook for that segment.

(iii) The profit margin applied to the projections are based on the historical profit margin trend for the individual CGU.

15. GOODWILL ARISING ON CONSOLIDATION *(continued)*

(c) Impairment loss recognised

During the financial year, an impairment loss was recognised to write-down the carrying amount of goodwill on consolidation attributable to CKG Chemicals Pte Ltd. The impairment loss of RM5,044,000 (2013: Nil) has been recognised in the income statements.

(d) Sensitivity to changes in assumptions

With regard to the assessment of value in use of the polymer unit, the management believes that no reasonably possible change in any of the above key assumptions would cause the carrying value of the unit to materially exceed its recoverable amount.

For the industry chemicals unit, the estimated recoverable amount is equal to its carrying value and, consequently, any adverse change in a key assumption would result in a further impairment loss. The implication of the key assumption for the recoverable amount is discussed below:

Discount rate assumptions
The discount rate calculation is based on the specific circumstances of the Group and its operating segments and is derived from its weighted average cost of capital which takes into account both debt and equity of the Group. The management has considered the possibility of greater than forecasted discount rate. Based on the sensitivity analysis performed by the management, a 1% increase in the discount rate used would result in an additional impairment of RM 3,031,336.

16. DEFERRED TAX

	Group		Company	
	2014 RM'000	2013 RM'000	2014 RM'000	2013 RM'000
At 1 June	**(31,312)**	(30,653)	**(26,071)**	(26,071)
Recognised in profit or loss (Note 9)	**3,024**	(920)	**1,841**	-
Exchange differences	**455**	261	**-**	-
At 31 May	**(27,833)**	(31,312)	**(24,230)**	(26,071)
Presented after appropriate offsetting as follows:				
Deferred tax assets	**(29,487)**	(32,735)	**(24,230)**	(26,071)
Deferred tax liabilities	**1,654**	1,423	**-**	-
	(27,833)	(31,312)	**(24,230)**	(26,071)

NOTES TO THE FINANCIAL STATEMENTS
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16. DEFERRED TAX *(continued)*

The components and movements of deferred tax liabilities and assets during the financial year are as follows:

Deferred tax liabilities

	Property, plant and equipment RM'000	Offsetting RM'000	Total RM'000
Group			
At 1 June 2013	4,280	(2,857)	1,423
Recognised in profit or loss	(569)	800	231
Exchange differences	29	(29)	-
At 31 May 2014	**3,740**	**(2,086)**	**1,654**
At 1 June 2012	4,681	(3,214)	1,467
Recognised in profit or loss	(419)	375	(44)
Exchange differences	18	(18)	-
At 31 May 2013	4,280	(2,857)	1,423
Company			
At 1 June 2013	2,849	(2,849)	-
Recognised in profit or loss	(451)	451	-
At 31 May 2014	**2,398**	**(2,398)**	**-**
At 1 June 2012	3,132	(3,132)	-
Recognised in profit or loss	(283)	283	-
At 31 May 2013	2,849	(2,849)	-

16. DEFERRED TAX *(continued)*

Deferred tax assets

	Retirement benefit obligations RM'000	Provision for liabilities RM'000	Tax losses and unabsorbed capital allowances RM'000	Offsetting RM'000	Total RM'000
Group					
At 1 June 2013	(715)	(5,074)	(29,803)	2,857	(32,735)
Recognised in profit or loss	(17)	2,398	1,212	(800)	2,793
Exchange differences	12	1	413	29	455
At 31 May 2014	**(720)**	**(2,675)**	**(28,178)**	**2,086**	**(29,487)**
At 1 June 2012	(712)	(4,766)	(29,856)	3,214	(32,120)
Recognised in profit or loss	(9)	(309)	(183)	(375)	(876)
Exchange differences	6	1	236	18	261
At 31 May 2013	(715)	(5,074)	(29,803)	2,857	(32,735)
Company					
At 1 June 2013	(600)	(2,387)	(25,933)	2,849	(26,071)
Recognised in profit or loss	13	(126)	2,405	(451)	1,841
At 31 May 2014	**(587)**	**(2,513)**	**(23,528)**	**2,398**	**(24,230)**
At 1 June 2012	(625)	(2,379)	(26,199)	3,132	(26,071)
Recognised in profit or loss	25	(8)	266	(283)	-
At 31 May 2013	(600)	(2,387)	(25,933)	2,849	(26,071)

Unrecognised tax losses
At the reporting date, the Group has tax losses of approximately RM19,927,000 (2013: RM19,592,000) that are available for offset against future taxable profits of the companies in which the losses arose, for which no deferred tax asset is recognised due to uncertainty of its realisation. The availability of unused tax losses for offsetting against future taxable profits of the respective subsidiaries in Malaysia are subject to guidelines issued by the tax authority. The use of tax losses of subsidiaries in other countries is subject to the agreement of the tax authorities and compliance with certain provisions of the tax legislation of the respective countries in which the subsidiaries operate.

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17. INVENTORIES

	Group		Company	
	2014 RM'000	2013 RM'000	2014 RM'000	2013 RM'000
Cost				
Finished goods	**26,109**	28,331	**-**	-
Work-in-progress	**1,232**	914	**-**	-
Raw materials and consumable stores	**9,102**	9,668	**5**	345
Inventory-in-transit	**-**	4,393	**-**	-
	36,443	43,306	**5**	345
Net realisable value				
Finished goods	**57,027**	123,999	**7,262**	7,951
Work-in-progress	**3,651**	3,444	**3,651**	3,444
Raw materials and consumable stores	**11,273**	7,069	**4,945**	5,340
	71,951	134,512	**15,858**	16,735
	108,394	177,818	**15,863**	17,080

During the year, the amount of inventories recognised as an expense in cost of sales of the Group and of the Company was RM1,419,332,000 (2013: RM1,575,349,000) and RM32,960,000 (2013: RM37,470,000) respectively.

18. TRADE AND OTHER RECEIVABLES

	Group		Company	
	2014 RM'000	2013 RM'000	2014 RM'000	2013 RM'000
Trade receivables				
Third parties	**222,842**	239,914	**9,796**	15,030
Related companies	**39**	35	**-**	-
	222,881	239,949	**9,796**	15,030
Less: Allowance for impairment	**(2,007)**	(2,197)	**(601)**	(833)
Trade receivables, net	**220,874**	237,752	**9,195**	14,197

18. TRADE AND OTHER RECEIVABLES *(continued)*

	Group		Company	
	2014 RM'000	2013 RM'000	2014 RM'000	2013 RM'000
Other receivables				
Amounts due from related companies	**1**	-	**1**	-
Amounts due from subsidiaries	**-**	-	**9,570**	10,429
Amount due from holding company	**11,717**	10,845	**11,717**	10,857
Sundry receivables	**7,162**	10,715	**817**	1,686
Deposits	**683**	602	**34**	37
Prepayments	**11,461**	12,948	**846**	1,004
	31,024	35,110	**22,985**	24,013
	251,898	272,862	**32,180**	38,210
Total trade and other receivables	**251,898**	272,862	**32,180**	38,210
Less: Prepayments	**(11,461)**	(12,948)	**(846)**	(1,004)
Add: Cash and cash equivalents (Note 20)	**76,325**	46,462	**11,058**	6,047
Total loans and receivables	**316,762**	306,376	**42,392**	43,253

(a) Trade receivables

Trade receivables are non-interest bearing and generally on 30 to 90 day (2013: 30 to 90 day) terms. They are recognised at their original invoice amounts which represent their fair values on initial recognition.

The ageing analysis of the trade receivables is as follows:

	Group		Company	
	2014 RM'000	2013 RM'000	2014 RM'000	2013 RM'000
Neither past due nor impaired	**166,069**	175,718	**3,693**	7,627
Past due not impaired				
1 to 30 days	**35,925**	37,036	**3,033**	3,474
31 to 60 days	**14,386**	20,137	**1,049**	2,747
61 to 90 days	**1,031**	3,145	**38**	3
91 to 120 days	**682**	709	**-**	-
More than 121 days	**2,748**	721	**1,371**	126
	54,772	61,748	**5,491**	6,350
Past due and impaired	**2,040**	2,483	**612**	1,053
	222,881	239,949	**9,796**	15,030

NOTES TO THE FINANCIAL STATEMENTS
31 May 2014

18. TRADE AND OTHER RECEIVABLES *(continued)*

(a) Trade receivables *(continued)*

(i) Receivables that are neither past due nor impaired

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

(ii) Receivables that are past due but not impaired

The trade receivables of the Group of RM54,772,000 (2013: RM61,748,000) and of the Company of RM5,491,000 (2013: RM6,350,000) that are past due but not impaired are unsecured in nature. They are creditworthy receivables.

(iii) Receivables that are impaired

The Group's and the Company's trade receivables that are impaired at the reporting date and the movement of the allowance account used to record the impairment are as follows:

	Collectively assessed RM'000	Individually assessed RM'000	Total RM'000
Group			
2014			
Impaired receivables	192	1,848	2,040
Less: Allowance for impairment	(192)	(1,815)	(2,007)
	-	**33**	**33**
2013			
Impaired receivables	112	2,371	2,483
Less: Allowance for impairment	(13)	(2,184)	(2,197)
	99	187	286
Company			
2014			
Impaired receivables	4	608	612
Less: Allowance for impairment	(4)	(597)	(601)
	-	**11**	**11**
2013			
Impaired receivables	112	941	1,053
Less: Allowance for impairment	(13)	(820)	(833)
	99	121	220

18. TRADE AND OTHER RECEIVABLES *(continued)*

(a) Trade receivables *(continued)*

(iii) Receivables that are impaired *(continued)*

The movement in the allowance account is as follows:

	Group		Company	
	2014 RM'000	2013 RM'000	2014 RM'000	2013 RM'000
At 1 June	**2,197**	5,246	**833**	1,558
(Write-back)/charge for the year (Note 6)	**(182)**	72	**(232)**	(338)
Written off	**-**	(3,060)	**-**	(387)
Exchange differences	**(8)**	(61)	**-**	-
At 31 May	**2,007**	2,197	**601**	833

(b) Other receivables

Related companies refer to companies within Ancom Berhad group.

The amounts due from related companies, subsidiaries and holding company are non-trade balances which arose mainly from intercompany advances, expenses paid on behalf and other intercompany charges which are negotiated on a mutually agreed basis. All balances are unsecured, repayable on demand and bore interest at rates ranging from 5.1% to 7.5% (2013: 5.1% to 7.5%) per annum at the reporting date.

As at the reporting date, the Company has provided an allowance of RM1,996,000 (2013: Nil) for impairment for the amount due from a subsidiary.

19. DERIVATIVES

The Group and the Company use forward currency derivatives to manage some of the foreign transaction exposure. These derivatives are not designated as cash flow or fair value hedges and are entered into for periods consistent with currency transaction exposure and fair value changes exposure. Such derivatives do not qualify for hedge accounting. The changes in the fair value of those forward currency contracts are recognised as other income or expense in the income statement.

Forward currency derivatives are used to hedge the trade receivables of the Group and of the Company denominated in United States Dollar for which firm commitments existed at the reporting date, extending to August 2014.

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19. DERIVATIVES *(continued)*

As at the reporting date, the Group and the Company have entered into forward currency contracts with the following notional amounts:

	Group					
	2014			2013		
	Contract/ notional amount RM'000	Assets RM'000	Liabilities RM'000	Contract/ notional amount RM'000	Assets RM'000	Liabilities RM'000
Current						
Forward currency contracts						
United States Dollar	**745**	**17**	**-**	1,989	-	(1)
Singapore Dollar	**-**	**-**	**-**	2,978	39	-
		17	**-**		39	(1)
Total derivatives		**17**	**-**		39	(1)
Add: Held for trading investments (Note 14)		**428**	**-**		415	-
Total held for trading financial assets/(liabilities)		**445**	**-**		454	(1)

	Company					
	2014			2013		
	Contract/ notional amount RM'000	Assets RM'000	Liabilities RM'000	Contract/ notional amount RM'000	Assets RM'000	Liabilities RM'000
Current						
Forward currency contracts						
United States Dollar	**745**	**17**	**-**	1,989	-	(1)
Singapore Dollar	**-**	**-**	**-**	2,978	39	-
		17	**-**		39	(1)
Total derivatives		**17**	**-**		39	(1)
Add: Held for trading investments (Note 14)		**135**	**-**		132	-
Total held for trading financial assets/(liabilities)		**152**	**-**		171	(1)

20. CASH AND CASH EQUIVALENTS

Cash and cash equivalents included in the statements of cash flows comprise the following:

	Group		Company	
	2014	2013	2014	2013
	RM'000	RM'000	RM'000	RM'000
Short-term deposits with licensed banks	**8,876**	9,591	**-**	3,000
Cash and bank balances	**67,449**	36,871	**11,058**	3,047
Cash and cash equivalents	**76,325**	46,462	**11,058**	6,047

The average maturities of deposits as at the reporting date were as follows:

	Group		Company	
	2014	2013	2014	2013
	Days	Days	Days	Days
Short-term deposits with licensed banks	**77**	38	**-**	5

The average interest rate of deposits as at the reporting date is 3.3% (2013: 3.0%).

21. SHARE CAPITAL

	Group / Company			
	Number of ordinary shares of RM1.00 each		Amount	
	2014	2013	2014	2013
	'000	'000	RM'000	RM'000
Authorised:				
At beginning/end of year	**300,000**	300,000	**300,000**	300,000
Issued and fully paid:				
At beginning/end of year	**194,338**	194,338	**194,338**	194,338

Of the total 194,337,860 (2013: 194,337,860) issued and paid-up ordinary shares of RM1.00 each as at 31 May 2014, 1,530,924 (2013: 1,287,624) shares are held as treasury shares by the Company (Note 24). Consequently, as at 31 May 2014, the number of ordinary shares in issue after deduction of the treasury shares is 192,806,936 (2013: 193,050,236) ordinary shares of RM1.00 each.

NOTES TO THE FINANCIAL STATEMENTS
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22. RESERVES

	Group		Company	
	2014 RM'000	2013 RM'000	2014 RM'000	2013 RM'000
Non-distributable				
Share premium	**805**	805	**805**	805
Translation reserves	**(753)**	(136)	**-**	-
	52	669	**805**	805

The movements of the above reserves are disclosed in the statements of changes in equity.

23. RETAINED EARNINGS

Under the single-tier tax system which came into effect on 1 January 2014, companies are not required to have tax credits under Section 108 of the Income Tax Act, 1967 for dividend payment purposes. The balance of the entire retained earnings of the Company may be distributed as dividends under the single-tier system. Dividends paid under this system are tax-exempt in the hands of shareholders.

In addition, as at 31 May 2014, the Company has tax-exempt income accounts of approximately RM24,702,000 (2013: RM24,552,000) of which the Company can distribute tax-exempt dividends of up to the same amount, subject to the agreement of the Inland Revenue Board.

24. TREASURY SHARES

	Group / Company			
	Number of ordinary shares of RM1.00 each		Amount	
	2014 '000	2013 '000	2014 RM'000	2013 RM'000
At 1 June	**1,287**	553	**735**	338
Repurchase of shares	**243**	734	**134**	397
At 31 May	**1,530**	1,287	**869**	735

24. TREASURY SHARES *(continued)*

The details of the shares repurchased during the financial year are as follows:

	No. of shares	Cost	Purchase price per share Highest	Lowest	Average
		RM	RM	RM	RM
Month					
November 2013	55,000	31,010	0.5650	0.5300	0.5614
January 2014	177,000	95,928	0.5500	0.5250	0.5396
May 2014	11,300	7,033	0.6200	0.6150	0.6180
	243,300	**133,971**			

There were no shares resold or cancelled during the financial year.

25. BORROWINGS

	Group 2014	2013	Company 2014	2013
	RM'000	RM'000	RM'000	RM'000
Short-term borrowings				
Secured				
Trust receipts	**18,302**	68,492	**-**	-
Revolving credits	**6,710**	2,863	**-**	-
Term loans	**138**	4,403	**-**	-
Hire-purchase and finance lease payables (Note 28)	**72**	17	**-**	-
Unsecured				
Short-term loans	**128,370**	122,380	**27,600**	24,318
	153,592	198,155	**27,600**	24,318
Long-term borrowings				
Secured				
Term loans	**-**	157	**-**	-
Hire-purchase and finance lease payables (Note 28)	**48**	8	**-**	-
	48	165	**-**	-
Total borrowings	**153,640**	198,320	**27,600**	24,318

NOTES TO THE FINANCIAL STATEMENTS
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25. BORROWINGS *(continued)*

	Group		Company	
	2014	**2013**	**2014**	**2013**
	RM'000	**RM'000**	**RM'000**	**RM'000**
Maturity of borrowings				
On demand or within one year	**153,592**	198,155	**27,600**	24,318
More than 1 year and less than 2 years	**44**	185	**-**	-
More than 2 years and less than 5 years	**7**	-	**-**	-
Total undiscounted borrowings	**153,643**	198,340	**27,600**	24,318

The borrowings bore interest at rates ranging from 1.7% to 12.5% (2013: 1.5% to 14.9%) per annum at the reporting date.

The secured term loans, trust receipts and revolving credits are for foreign subsidiaries and secured by the mortgage of tank farms and a land and factory building, assignment of insurance policies covering stock in trade in favour of the bank and/or corporate guarantees by their shareholders (Note 12(c)).

Breach of loan covenant

During the current financial year, CKG Chemicals Pte Ltd ("CKG"), a wholly-owned subsidiary, has breached a covenant of bank borrowings as CKG did not fulfil the bank facility's requirement to maintain a minimum tangible net worth of USD8.0 million. Trust receipts of USD2.214 million was classified as current liability as at the financial year end. This amount has been fully repaid as at end of June 2014.

As of the date of this report, the bank has granted waiver on the breach of covenants.

26. PROVISION FOR RETIREMENT BENEFITS

	Group		Company	
	2014	**2013**	**2014**	**2013**
	RM'000	**RM'000**	**RM'000**	**RM'000**
At 1 June	**2,862**	2,846	**2,399**	2,500
Benefits paid	**(296)**	(308)	**(271)**	(308)
Expense recognised in the profit or loss (Note 7)	**362**	343	**219**	207
Exchange fluctuation	**(46)**	(19)	**-**	-
At 31 May	**2,882**	2,862	**2,347**	2,399

Retirement benefits obligation is a post-employment benefit plan under which the Company and certain subsidiaries are obligated to pay eligible employees a fixed percentage on the average annual salary for each completed year of service. For the Company, the retirement benefits obligation is payable to employees employed prior to 1 July 2005 who has more than 10 years of continuous working experience with the Company.

27. TRADE AND OTHER PAYABLES

	Group		Company	
	2014	**2013**	**2014**	**2013**
	RM'000	**RM'000**	**RM'000**	**RM'000**
Trade payables				
Third parties	**133,170**	157,238	**5,904**	7,436
Related companies	**957**	1,278	**-**	-
	134,127	158,516	**5,904**	7,436
Other payables				
Amounts due to related companies	**-**	2	**-**	2
Amounts due to subsidiaries	**-**	-	**931**	10,535
Provision for warranties	**796**	958	**590**	752
Other payables	**12,237**	16,360	**3,641**	3,444
Accruals	**6,224**	16,911	**4,685**	5,516
	19,257	34,231	**9,847**	20,249
	153,384	192,747	**15,751**	27,685
Total trade and other payables	**153,384**	192,747	**15,751**	27,685
Less: Provision for warranties	**(796)**	(958)	**(590)**	(752)
Add: Borrowings (Note 25)	**153,640**	198,320	**27,600**	24,318
Total financial liabilities carried at amortised cost	**306,228**	390,109	**42,761**	51,251

(a) Trade payables

Trade payables are non-interest bearing and the normal trade credit terms granted range from 30 to 90 days (2013: 30 to 90 days).

(b) Other payables

The amounts due to subsidiaries are mainly intercompany advances which are unsecured and repayable on demand and bore interest at rate of 7.5% (2013: 7.5%) per annum at the reporting date.

Amounts due to related companies are unsecured, non-interest bearing and are repayable on demand.

(c) Provision for warranties

The Company and one of its subsidiaries have provided for defects liability warranties for two separate projects. The defects liability warranties given are conditions of the contracts awarded and for a period of 12 months. Assumptions used to calculate the provision were based on the expected costs of rectification in the event that there are claims made by the customers.

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27. TRADE AND OTHER PAYABLES *(continued)*

(c) Provision for warranties *(continued)*

The movement in the provision account is as follows:

	Group		Company	
	2014 RM'000	2013 RM'000	2014 RM'000	2013 RM'000
At 1 June	**958**	1,162	**752**	682
(Write-back)/provision for the year (Note 6)	**(162)**	(204)	**(162)**	70
At 31 May	**796**	958	**590**	752

28. HIRE-PURCHASE AND FINANCE LEASE PAYABLES

	Group	
	2014 RM'000	2013 RM'000
Minimum lease payments:		
Not later than one year	**82**	19
Later than one year and not later than two years	**44**	8
Later than two years and not later than five years	**7**	-
	133	27
Future finance charges	**(13)**	(2)
Present value of finance lease liabilities	**120**	25
Present value of finance lease liabilities:		
Not later than one year	**72**	17
Later than one year and not later than two years	**41**	8
Later than two years and not later than five years	**7**	-
	120	25
Analysed as:		
Due within 12 months (Note 25)	**72**	17
Due after 12 months (Note 25)	**48**	8
	120	25

The hire-purchase and lease liabilities bore interest rates ranging from 3.0% to 6.0% (2013: 3.0% to 6.0%) per annum at the reporting date.

29. COMMITMENTS

(a) Capital commitments

Capital expenditure as at the reporting date is as follows:

	Group		Company	
	2014	**2013**	**2014**	**2013**
	RM'000	**RM'000**	**RM'000**	**RM'000**
Approved and contracted				
Property, plant and equipment	**21,158**	392	**237**	91
Approved but not contracted				
Property, plant and equipment	**33**	97	**33**	97
	21,191	489	**270**	188

(b) Operating lease commitments - as lessee

Future minimum rentals payable under non-cancellable operating leases at the reporting date are as follows:

	Group	
	2014	**2013**
	RM'000	**RM'000**
Not later than one year	**14,650**	14,865
Later than one year and not later than two years	**2,868**	14,845
Later than two years and not later than five years	**476**	1,858
Later than five years	**1,287**	2,742
	19,281	34,310

30. CONTINGENT LIABILITIES

There are no material contingent liabilities as at the reporting date.

NOTES TO THE FINANCIAL STATEMENTS
31 May 2014

31. RELATED PARTY DISCLOSURES

(a) Significant related party transactions

In addition to the related party information disclosed elsewhere in the financial statements, the following significant transactions between the Group and related parties took place on terms agreed between the parties during the financial year:

	Note	Group 2014 RM'000	Group 2013 RM'000	Company 2014 RM'000	Company 2013 RM'000
Sales to related company	(i)				
Ancom Crop Care Sdn Bhd		**176**	279	**35**	-
Purchases from subsidiary	(i)				
Perusahaan Kimia Gemilang Sdn Bhd		**-**	-	**133**	260
Freight/transport charges paid to related company	(i)				
Pengangkutan Cogent Sdn Bhd		**1,964**	1,826	**-**	-
Storage rental paid to related companies	(i)				
Ancom-ChemQuest Terminals Sdn Bhd		**4,325**	3,601	**-**	-
Sinsenmoh Transportation Pte Ltd		**82**	560	**-**	-
Interest received from subsidiaries	(ii)				
CKG Chemicals Pte Ltd		**-**	-	**380**	423
Interest received from holding company	(iii)				
Ancom Berhad		**857**	788	**857**	788
Interest paid to subsidiaries	(iv)				
Perusahaan Kimia Gemilang Sdn Bhd		**-**	-	**696**	860
Advertisement expenses paid to related company	(v)				
Redberry Sdn Bhd		**167**	-	**-**	-
Gross dividend from subsidiaries					
Fermpro Sdn Bhd		-	-	**2,400**	2,400
Kumpulan Kesuma Sdn Bhd		-	-	**820**	1,025
Nylex Specialty Chemicals Sdn Bhd		-	-	**1,642**	2,463
Nycon Manufacturing Sdn Bhd		-	-	**675**	1,500
Perusahaan Kimia Gemilang Sdn Bhd		-	-	**7,745**	8,852
Wedon Sdn Bhd		-	-	**-**	105

31. RELATED PARTY DISCLOSURES *(continued)*

(a) Significant related party transactions *(continued)*

Note

(i) The Directors are of the opinion that the sales, purchases, freight/transport and storage charges to/from subsidiaries, associates and related companies are entered into in the normal course of business and have been established on terms and conditions that are not materially different from those obtainable in transactions with unrelated parties.

(ii) Interest received arose from advances to subsidiaries. The outstanding balances as at 31 May 2014 are disclosed in Note 18.

(iii) Interest received arose from term loan given to holding company. The outstanding balances as at 31 May 2014 are disclosed in Note 18.

(iv) Interest paid arose from advances from subsidiaries. The outstanding balances as at 31 May 2014 are disclosed in Note 27.

(v) Advertisement expenses are contracted for the period was 1 May 2014 to 30 April 2015. As at 31 May 2014, only the expense incurred for the month of May 2014 was recognised in the profit or loss and the expenses for the remaining months were recognised as prepayments in the statement of financial position. There were no outstanding balance as at 31 May 2014.

(b) Compensation of key management personnel

Key management personnel are those persons having authority and responsibility for planning, directing and controlling the activities of the entity, directly or indirectly, including any Director of the Company and its subsidiaries.

The remuneration of Directors and other members of key management was as follows:

	Group		Company	
	2014 RM'000	**2013 RM'000**	**2014 RM'000**	**2013 RM'000**
Fees	**360**	364	**360**	364
Wages and salaries	**10,616**	21,715	**2,358**	8,307
Defined contribution plan and social security costs	**1,147**	1,155	**267**	536
Other emoluments	**263**	214	**90**	88
	12,386	23,448	**3,075**	9,295

Included in the total remuneration of key management personnel are:

	Group		Company	
	2014 RM'000	**2013 RM'000**	**2014 RM'000**	**2013 RM'000**
Directors' remuneration (Note 8)	**4,695**	8,971	**2,298**	8,406

NOTES TO THE FINANCIAL STATEMENTS
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32. FAIR VALUE OF FINANCIAL INSTRUMENTS

(a) Determination of fair values

The carrying amounts of financial assets and liabilities of the Group and of the Company at the reporting date approximate their fair values.

The following methods and assumptions are used to estimate fair values of the following classes of financial instruments:

(i) Current receivables, cash and bank balances and current payables

The carrying amounts of these financial assets and liabilities are reasonable approximation of fair values, either due to their short-term nature or that they are floating rate instruments that are re-priced to market interest rates on or near the reporting date.

(ii) Current borrowings

The carrying amounts of the current portion of loans and borrowings are reasonable approximations of fair value due to the insignificant impact of discounting.

(iii) Non-current receivables and non-current borrowings

The fair value of these financial instruments are estimated by discounting expected future cash flows at market incremental lending rate for similar types of lending or borrowing arrangements at the reporting date.

(iv) Quoted equity instruments

Fair value is determined directly by reference to their published market bid price at the reporting date.

(v) Derivatives

Forward currency derivatives are valued using a valuation technique with market observable inputs. The most frequently applied valuation technique is forward pricing, using present value calculations. The models incorporate various inputs such as the foreign exchange spot and forward rates.

(b) Fair value hierarchy

The Group uses the following hierarchy for determining and disclosing the fair value of financial instruments by valuation technique:

Level 1: quoted (unadjusted) market prices in active markets for identical assets or liabilities;

Level 2: valuation techniques for which the lowest level input that is significant to the fair value measurement is directly or indirectly observable; and

Level 3: valuation techniques for which the lowest level input that is significant to the fair value measurement is unobservable.

32. FAIR VALUE OF FINANCIAL INSTRUMENTS *(continued)*

(b) Fair value hierarchy *(continued)*

The Group uses the following hierarchy for determining and disclosing the fair value of financial instruments by valuation technique:

Level 1: quoted (unadjusted) market prices in active markets for identical assets or liabilities;

Level 2: valuation techniques for which the lowest level input that is significant to the fair value measurement is directly or indirectly observable; and

Level 3: valuation techniques for which the lowest level input that is significant to the fair value measurement is unobservable.

As at the financial year end, the Group and the Company held the following financial instruments carried at fair value in the statements of financial position:

	Level	2014 RM'000	2013 RM'000
Group			
Financial assets at fair value through profit or loss:			
Equity instruments (quoted in Malaysia)	1	**428**	415
Forward currency contracts	2	**17**	38
Company			
Financial assets at fair value through profit or loss:			
Equity instruments (quoted in Malaysia)	1	**135**	132
Forward currency contracts	2	**17**	38

During the financial years ended 31 May 2014 and 31 May 2013, there were no transfers between Level 1 and Level 2 fair value measurements.

33. FINANCIAL RISK MANAGEMENT OBJECTIVES AND POLICIES

The Group's financial risk management policy seeks to ensure that adequate financial resources are available for the development of the Group's businesses whilst managing their risks. The Group operates within clearly defined guidelines and the Group's policy is not to engage in speculative transactions.

It is the Group's policy that no derivatives shall be undertaken except for the use as hedging instruments where appropriate and cost-efficient. The Group and the Company do not apply hedge accounting.

The following sections provide details regarding the Group's and the Company's exposure to the above-mentioned financial risks and the objectives, policies and processes for the management of these risks.

NOTES TO THE FINANCIAL STATEMENTS
31 May 2014

33. FINANCIAL RISK MANAGEMENT OBJECTIVES AND POLICIES *(continued)*

(a) Interest rate risk

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

The Group manages its interest rate exposure by maintaining a mix of fixed and floating rate borrowings. The Group reviews its debt portfolio, taking into account the investment holding period and nature of its assets. This strategy allows it to capitalise on cheaper funding in a low interest rate environment and achieve a certain level of protection against rate hikes.

The interest profile of the financial assets and liabilities of the Group and of the Company as at the reporting date are as follows:

	Group		Company	
	2014	**2013**	**2014**	**2013**
	RM'000	**RM'000**	**RM'000**	**RM'000**
Financial assets				
Fixed rate	**13,891**	11,193	**19,496**	18,390
Floating rate	**32,310**	24,383	**-**	3,000
Interest free	**271,006**	271,254	**23,048**	22,034
	317,207	306,830	**42,544**	43,424
Financial liabilities				
Fixed rate	**3,011**	25	**931**	10,000
Floating rate	**150,638**	198,385	**27,600**	24,318
Interest free	**152,579**	191,700	**14,230**	16,934
	306,228	390,110	**42,761**	51,252

The weighted average interest rates on the financial assets and liabilities are as follows:

	Group		Company	
	2014	**2013**	**2014**	**2013**
	%	**%**	**%**	**%**
Financial assets				
Fixed rate	**3.83**	4.75	**6.30**	6.30
Floating rate	**3.69**	3.19	**-**	2.10
Financial liabilities				
Fixed rate	**6.00**	6.00	**7.50**	7.50
Floating rate	**4.13**	5.13	**4.84**	4.54

33. FINANCIAL RISK MANAGEMENT OBJECTIVES AND POLICIES *(continued)*

(a) Interest rate risk *(continued)*

At the reporting date, if interest rates had been 10 basis points lower/higher, with all other variables held constant, the Group's net profit for the year would have been higher/lower by approximately RM88,000 (2013: RM130,000) arising mainly as a result of lower/higher interest expense on floating rate loans and borrowings and higher/lower interest income from floating rate deposits and savings with licensed banks.

(b) Foreign currency risk

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

The Group operates internationally and is exposed to various currencies, mainly United States Dollar ("USD"), Singapore Dollar ("SGD"), Japanese Yen ("JPY"), Indonesian Rupiah ("IDR") and Vietnamese Dong ("VND"). Foreign currency denominated assets and liabilities together with expected cash flows from highly probable purchases and sales give rise to foreign exchange exposures.

The Group maintains a natural hedge, whenever possible, by borrowing in the currency of the country in which the investment is located or by borrowing in currencies that match the future revenue stream to be generated from its investments.

Foreign exchange exposures in transactional currencies other than functional currencies of the operating entities are kept to an acceptable level. Material foreign currency transaction exposures are hedged, mainly with derivative financial instruments such as forward currency contracts.

At the reporting date, if the functional currency strengthened/weakened by 3% against the other currencies, with all other variables held constant, the Group's net profit for the year would have been higher/lower as follows:

	2014 RM'000	2013 RM'000
USD/RM	**189**	321
SGD/RM	**61**	36
JPY/RM	**-**	2
USD/SGD	**(5)**	(8)
USD/VND	**(294)**	(116)
USD/IDR	**62**	(1,357)

NOTES TO THE FINANCIAL STATEMENTS
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33. FINANCIAL RISK MANAGEMENT OBJECTIVES AND POLICIES *(continued)*

(b) Foreign currency risk *(continued)*

The net unhedged financial assets and financial liabilities of the Group companies that are not denominated in their functional currencies are as follows:

	Functional currency of group companies				
	Ringgit Malaysia RM'000	Indonesian Rupiah RM'000	United States Dollar RM'000	Vietnamese Dong RM'000	Total RM'000
At 31 May 2014					
Receivables					
United States Dollar	8,120	9,146	-	-	17,266
Singapore Dollar	1,841	-	1,260	-	3,101
Brunei Dollar	11	-	-	-	11
	9,972	**9,146**	**1,260**	**-**	**20,378**
Cash and bank balances					
United States Dollar	10,763	3,479	-	2	14,244
Singapore Dollar	880	-	606	-	1,486
	11,643	**3,479**	**606**	**2**	**15,730**
Borrowings					
United States Dollar	**2,891**	**2,553**	**-**	**13,085**	**18,529**
Payables					
Ringgit Malaysia	-	-	326	-	326
United States Dollar	7,262	7,338	-	-	14,600
Singapore Dollar	4	-	2,093	-	2,097
New Zealand Dollar	28	-	-	-	28
	7,294	**7,338**	**2,419**	**-**	**17,051**

33. FINANCIAL RISK MANAGEMENT OBJECTIVES AND POLICIES *(continued)*

(b) Foreign currency risk *(continued)*

	Functional currency of group companies				
	Ringgit Malaysia RM'000	Indonesian Rupiah RM'000	United States Dollar RM'000	Vietnamese Dong RM'000	Total RM'000
At 31 May 2013					
Receivables					
United States Dollar	12,641	7,574	-	-	20,215
Singapore Dollar	643	-	1,500	-	2,143
Japanese Yen	71	-	-	-	71
	13,355	7,574	1,500	-	22,429
Cash and bank balances					
United States Dollar	8,797	3,233	-	8	12,038
Singapore Dollar	972	-	638	-	1,610
	9,769	3,233	638	8	13,648
Borrowings					
United States Dollar	2,262	18,776	-	5,152	26,190
Payables					
Ringgit Malaysia	-	-	350	-	350
United States Dollar	4,573	52,296	-	-	56,869
Singapore Dollar	4	-	2,509	-	2,513
Euro	24	-	-	-	24
	4,601	52,296	2,859	-	59,756

(c) Liquidity risk

Liquidity risk is the risk that the Group or the Company will encounter difficulty in meeting financial obligations due to shortage of funds. The Group's and the Company's exposure to liquidity risk arises primarily from mismatches of the maturities of financial assets and liabilities. The Group's and the Company's objective is to maintain a balance between continuity of funding and flexibility through the use of credit facilities and short term borrowings.

NOTES TO THE FINANCIAL STATEMENTS
31 May 2014

33. FINANCIAL RISK MANAGEMENT OBJECTIVES AND POLICIES *(continued)*

(c) Liquidity risk *(continued)*

The table below summarises the maturity profile of the liabilities of the Group and of the Company at the reporting date based on contractual undiscounted repayment obligations.

	2014 RM'000		
	On demand or within one year	**One to five years**	**Total**
Group			
Financial liabilities			
Trade and other payables	153,384	-	153,384
Loans and borrowings	153,592	51	153,643
Total undiscounted financial liabilities	**306,976**	**51**	**307,027**
Company			
Financial liabilities			
Trade and other payables	15,751	-	15,751
Loans and borrowings	27,600	-	27,600
Total undiscounted financial liabilities	**43,351**	**-**	**43,351**

	2013 RM'000		
	On demand or within one year	**One to five years**	**Total**
Group			
Financial liabilities			
Trade and other payables	192,747	-	192,747
Loans and borrowings	198,155	185	198,340
Total undiscounted financial liabilities	390,902	185	391,087
Company			
Financial liabilities			
Trade and other payables	27,685	-	27,685
Loans and borrowings	24,318	-	24,318
Total undiscounted financial liabilities	52,003	-	52,003

33. FINANCIAL RISK MANAGEMENT OBJECTIVES AND POLICIES *(continued)*

(d) Credit risk

Credit risk is the risk of loss on outstanding financial instruments should a counterparty default on its obligations. The Group's exposure to credit risk is controlled by the application of credit approvals, limits and monitoring procedures and are minimised by limiting the Group's associations to business partners with high credit worthiness. Trade receivables are monitored on an ongoing basis via Group management reporting procedures.

At the reporting date, the Group's and the Company's maximum exposure to credit risk is represented by the carrying amount of each class of financial assets recognised in the statements of financial position.

The Group does not have any significant exposure to any individual customer or counterparty nor does it have any major concentration of credit risk related to any financial instruments. Information regarding trade and other receivables is disclosed in Note 18. Deposits with banks and other financial institutions and investment securities are placed with or entered into with reputable financial institutions or companies with high credit ratings and no history of default.

34. CAPITAL MANAGEMENT

The primary objective of the Group's capital management is to maintain a strong capital base and safeguard the Group's ability to continue in operations as a going concern in order to provide fair returns for shareholders and to maintain an optimal capital structure.

The Group manages its capital structure and makes adjustments to it, in light of changes in economic conditions or expansion plans of the Group. The Group may, from time to time, adjust the dividend pay-out to shareholders, issue new shares, return capital to shareholders, redeem debt or sell assets to reduce debts, where necessary.

The Group monitors capital using a gearing ratio, which is net debt (borrowings net of cash and cash equivalents) divided by total equity attributable to owners of the parent.

The Group's gearing ratio as at 31 May 2014 is computed as follows:

	Note	2014 RM'000	2013 RM'000
Borrowings	25	**153,640**	198,320
Short-term deposits with licensed banks	20	**(8,876)**	(9,591)
Cash and bank balances	20	**(67,449)**	(36,871)
Net debt		**77,315**	151,858
Total equity attributable to owners of the parent		**288,906**	284,593
Gearing ratio		**26.8%**	53.4%

NOTES TO THE FINANCIAL STATEMENTS
31 May 2014

35. SEGMENT INFORMATION

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

(a) Business segments

The Group comprises the following main business segments:

(i) Polymer

Manufacture and marketing of polyurethane and vinyl-coated fabrics, calendered film and sheeting, and other plastic products, including geotextiles and prefabricated sub-soil drainage systems, and rotomoulded plastic products.

(ii) Industrial Chemical

Trading, manufacture and sale of petrochemicals and industrial chemical products.

35. SEGMENT INFORMATION *(continued)*

(a) Business segments *(continued)*

	Polymer		Industrial Chemical		Others		Adjustments and eliminations		Note	Consolidated	
	2014 RM'000	2013 RM'000	2014 RM'000	2013 RM'000	2014 RM'000	2013 RM'000	2014 RM'000	2013 RM'000		2014 RM'000	2013 RM'000
Revenue											
External sales	**118,674**	125,665	**1,447,354**	1,602,960	**-**	-	**-**	-		**1,566,028**	1,728,625
Inter-segment sales	**1**	1	**133**	261	**-**	-	**(134)**	(262)	(a)	**-**	-
Total revenue	**118,675**	125,666	**1,447,487**	1,603,221	**-**	-	**(134)**	(262)		**1,566,028**	1,728,625
Results											
Interest income	**161**	164	**302**	392	**857**	787	**-**	-		**1,320**	1,343
Depreciation and amortisation	**4,452**	4,609	**1,409**	1,829	**239**	239	**-**	-		**6,100**	6,677
Write-off of property, plant and equipment	**-**	-	**50**	-	**-**	-	**-**	-		**50**	-
Impairment of non-financial assets	**-**	-	**-**	-	**5,044**	-	**-**	-		**5,044**	-
Other non-cash expenses/(income)	**1,873**	1,228	**592**	1,901	**(341)**	266	**-**	-	(b)	**2,124**	3,395
Segment profit/(loss)	**10,708**	14,915	**16,452**	14,154	**(10,369)**	(13,293)	**-**	-		**16,791**	15,776
Assets											
Goodwill on consolidation	**91**	103	**83,974**	86,873	**-**	-	**-**	-	(d)	**84,065**	86,976
Additions to non-current assets	**1,086**	3,167	**709**	695	**6**	10	**-**	-	(c)	**1,801**	3,872
Segment assets	**110,130**	112,047	**372,618**	446,105	**60,553**	59,153	**(14,211)**	(20,173)	(d)	**529,090**	597,132
Segment liabilities	**24,555**	25,907	**265,692**	348,472	**35,893**	42,217	**(14,211)**	(20,173)	(e)	**311,929**	396,423

NOTES TO THE FINANCIAL STATEMENTS
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35. SEGMENT INFORMATION *(continued)*

(a) Business segments *(continued)*

Note

(a) Inter-segment sales are eliminated on consolidation.

(b) Other material non-cash expenses consist of the following items as presented in the respective notes:

	Notes	2014 RM'000	2013 RM'000
Gain on disposal of non-financial assets	4	**(45)**	(230)
Fair value gain on derivatives	4	**(17)**	(38)
Inventories written-down	6	**2,408**	1,271
Unrealised (gain)/loss on foreign exchange	4, 6	**(402)**	1,977
(Write-back)/impairment loss on financial assets	6	**(182)**	72
Provision for retirement benefits	26	**362**	343
		2,124	3,395

(c) Additions to non-current assets consist of property, plant and equipment.

(d) The inter-segment assets are added to segment assets to arrive at total assets reported in the consolidated statement of financial position.

(e) The inter-segment liabilities are added to segment liabilities to arrive at total liabilities reported in the consolidated statement of financial position.

35. SEGMENT INFORMATION *(continued)*

(b) Geographical segments

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

	Revenue		Segment assets	
	2014	**2013**	**2014**	**2013**
	RM'000	**RM'000**	**RM'000**	**RM'000**
Malaysia	**668,635**	617,754	**340,239**	336,652
Singapore	**452,654**	401,172	**104,464**	125,734
Indonesia	**204,071**	403,704	**70,270**	124,478
Philippines	**58,593**	52,430	**-**	-
Vietnam	**58,206**	59,755	**14,117**	10,268
Australia	**24,930**	32,880	**-**	-
New Zealand	**20,358**	27,490	**-**	-
United States of America	**15,793**	47,678	**-**	-
Sri Lanka	**14,113**	23,729	**-**	-
Bangladesh	**11,291**	14,485	**-**	-
Africa	**7,795**	6,165	**-**	-
Middle East	**6,388**	10,295	**-**	-
Pakistan	**5,523**	8,302	**-**	-
Thailand	**4,055**	2,828	**-**	-
Taiwan	**3,678**	212	**-**	-
Mauritius	**2,141**	2,543	**-**	-
Japan	**1,550**	1,429	**-**	-
South America	**1,520**	1,087	**-**	-
Hong Kong	**1,303**	10,586	**-**	-
China	**1,164**	974	**-**	-
Nepal	**913**	1,301	**-**	-
India	**701**	1,257	**-**	-
Europe	**462**	517	**-**	-
Brunei	**113**	32	**-**	-
Korea	**78**	20	**-**	-
	1,566,028	1,728,625	**529,090**	597,132

NOTES TO THE FINANCIAL STATEMENTS

31 May 2014

36. SUPPLEMENTARY INFORMATION - REALISED AND UNREALISED PROFITS/LOSSES

The breakdown of the retained earnings of the Group and of the Company as at 31 May 2014, into realised and unrealised profits, is as follows:

	Group		Company	
	2014 RM'000	**2013 RM'000**	**2014 RM'000**	**2013 RM'000**
Retained earnings				
Realised	**122,119**	134,423	**22,120**	40,182
Unrealised	**28,796**	29,744	**24,158**	25,147
	150,915	164,167	**46,278**	65,329
Less: Consolidation adjustments	**(55,530)**	(73,846)	**-**	-
Total retained earnings	**95,385**	90,321	**46,278**	65,329

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

The disclosure of realised and unrealised profits above is solely for the purpose of complying with the disclosure requirements stipulated in the directives issued by Bursa Securities on 25 March 2010 and 20 December 2010 and should not be applied for any other purpose.

ADDITIONAL INFORMATION

UTILISATION OF PROCEEDS
The Company has not raised any funds from any of its corporate exercises during the financial year.

OPTIONS, WARRANTS OR CONVERTIBLE SECURITIES
The Company did not issue any warrants or convertible securities during the financial year.

DEPOSITORY RECEIPT PROGRAMME
During the financial year, the Company did not sponsor any depository receipt programme.

IMPOSITION OF SANCTIONS/PENALTIES
There were no sanctions and/or penalties imposed on the Company and its subsidiaries, directors or management by the regulatory bodies.

NON-AUDIT FEES
For the financial year ended 31 May 2014, the Company paid RM8,000 to the external auditors for review of the Statement on Risk Management and Internal Control.

PROFIT ESTIMATE, FORECAST OR PROJECTION
There is no material variance between the audited results for the financial year ended 31 May 2014 and the unaudited results previously announced. The Company did not make any release on the profit estimate, forecast or projection for the financial year.

PROFIT GUARANTEES
There were no profit guarantees received in the financial year ended 31 May 2014.

MATERIAL CONTRACTS INVOLVING DIRECTORS' AND/OR MAJOR SHAREHOLDERS' INTERESTS
There were no material contracts, of the Company and its subsidiaries, not being contracts entered into in the ordinary course of business, which involves directors' and/or major shareholders' interests, either still subsisting at the end of the financial year or entered into since the end of the previous financial year.

ADDITIONAL INFORMATION

RECURRENT RELATED PARTY TRANSACTIONS ("RRPT")

The aggregate value of RRPT made during the financial year, pursuant to the shareholders' mandate obtained at the last annual general meeting of the Company are as follows:

<table>
<tr><th>Related party</th><th>Nature of transaction</th><th>Value of RRPT (RM'000)</th><th>Interested directors, major shareholders and connected person</th></tr>
<tr><td>Ancom-Chemquest Terminals Sdn Bhd</td><td>Storage rental and handling of industrial chemicals for storage</td><td>4,325</td><td rowspan="4">1) Ancom Berhad
2) Rhodemark Development Sdn Bhd
3) Dato' (Dr) Siew Ka Wei</td></tr>
<tr><td>Pengangkutan Cogent Sdn Bhd</td><td>Transportation of industrial chemicals</td><td>1,964</td></tr>
<tr><td>Sinsenmoh Transportation Pte Ltd</td><td>Storage rental and handling of petrochemicals for storage and transportation</td><td>82</td></tr>
<tr><td>Ancom Crop Care Sdn Bhd</td><td>Sale of industrial chemicals</td><td>176</td></tr>
<tr><td>Ancom Kimia Sdn Bhd</td><td>Sale and purchase of industrial chemicals</td><td>94,579</td><td>Tan Sri Ir (Dr) Mohamed Al Amin Abdul Majid</td></tr>
</table>

LIST OF PROPERTIES

As at 31 May 2014

	Location / Address	Title	Age of Building (Years)	Land Area (sq. m.)	Existing Use	Date of Acquisition / Revaluation	Tenure	Net Book Value as at 31.05.14 (RM'000)
a)	**Proprietor: Nylex (Malaysia) Berhad**							
	Lot 16 Persiaran Selangor Section 15 40200 Shah Alam Selangor Darul Ehsan	HS (D) 256546	43	30,224	Office building and factory.	26 Nov 1985	Leasehold, expiring on 29 June 2108.	19,489
		HS (D) 256546	34	12,140	Warehouse, factory and vacant land.	26 Nov 1985	Leasehold, expiring on 29 June 2108.	
b)	**Proprietor: Perusahaan Kimia Gemilang Sdn Bhd**							
	PT 4228 Mukim of Kapar Daerah Klang Selangor Darul Ehsan	HS (M) 6259	23	28,491	Office building and factory.	01 July 2004	Leasehold, expiring on 09 June 2086.	6,099
c)	**Proprietor: Fermpro Sdn Bhd**							
	Lot 1113 Mukim of Chuping Perlis Indera Kayangan	HS (M) 748	26	16,190	Office building and factory.	01 July 2004	Leasehold, expiring on 22 November 2046.	1,678
	Plot 3 & 4, PT 924A Mukim of Chuping Perlis Indera Kayangan	HS (M) 1804	-	24,280	Spent molasses treatment pond.	01 July 2004	Leasehold, expiring on 07 February 2059.	960
	PT 2978 Mukim of Chuping Perlis Indera Kayangan	HS (M) 1803	12	8,100	Office building and factory.	01 July 2004	Leasehold, expiring on 07 February 2059.	404
d)	**Proprietor: Nylex Specialty Chemicals Sdn Bhd**							
	Lot 593 Persiaran Raja Lumu Pandamaran Industrial Estate Port Klang Selangor Darul Ehsan	HS (M) 5507	39	8,093	Office building and factory.	01 March 2005	Leasehold, expiring on 01 September 2074.	1,890
	Lot 624 Persiaran Raja Lumu Pandamaran Industrial Estate Port Klang Selangor Darul Ehsan	HS (M) 6588	37	8,298	Office building and warehouse.	01 March 2005	Leasehold, expiring on 19 February 2076.	2,623

The above buildings are in good condition.

ANALYSIS OF SHAREHOLDINGS

As at 30 September 2014

No. of holders of each class of equity securities

Class of securities	:	Ordinary shares of RM1.00 each
Total no. issued	:	194,337,860
No. of holders	:	12,722
Voting rights	:	One vote per ordinary share on a poll
	:	One vote per shareholder on a show of hands

Distribution schedule

Holdings	No. of holders	No. of shares	%
Less than 100	2,182	50,565	0.03
100 to 1,000	5,390	2,101,270	1.09
1,001 to 10,000	3,736	12,127,878	6.29
10,001 to 100,000	1,264	35,900,609	18.62
100,001 to less than 5% of issued shares	147	59,297,906	30.76
5% and above of issued shares	3	83,308,708	43.21
	12,722	**192,786,936** (1)	**100.00**

Note:
1 Excludes a total of 1,550,924 ordinary shares of the Company bought back by the Company and retained as treasury shares pursuant to Section 67A of the Companies Act, 1965 as at 30 September 2014.

Substantial holders

		Direct		Indirect	
		No. of shares	%	No. of shares	%
1.	Dato' (Dr) Siew Ka Wei	1,522,049	0.79	93,671,435 (1)	48.59
2.	Ancom Berhad	46,809,700	24.28	41,125,888 (2)	21.33
3.	Rhodemark Development Sdn Bhd	41,125,888	21.33	-	-
4.	Chan Thye Seng	-	-	87,935,588 (3)	45.61
5.	Pacific & Orient Berhad	-	-	87,935,588 (4)	45.61
6.	Mah Wing Holdings Sdn Bhd	-	-	87,935,588 (3)	45.61
7.	Mah Wing Investments Limited	-	-	87,935,588 (3)	45.61

Notes:
1 Deemed interested through his direct and indirect interest in Ancom Berhad, Rhodemark Development Sdn Bhd, Siew Nim Chee & Sons Sendirian Berhad, Silver Dollars Sdn Bhd, Datin Young Ka Mun and Quek Lay Kheng.
2 Deemed interested by virtue of its direct interest in Rhodemark Development Sdn Bhd pursuant to Section 6A of the Companies Act, 1965.
3 Deemed interested by virtue of his/their direct and indirect interest in Pacific & Orient Berhad.
4 Deemed interested by virtue of their direct and indirect interest in Ancom Berhad.

Directors' holdings

		Direct		Indirect	
		No. of shares	%	No. of shares	%
1.	Dato' (Dr) Siew Ka Wei	1,522,049	0.79	93,671,435 (1)	48.59

Note:
1 Deemed interested through his direct and indirect interest in Ancom Berhad, Rhodemark Development Sdn Bhd, Siew Nim Chee & Sons Sendirian Berhad, Silver Dollars Sdn Bhd, Datin Young Ka Mun and Quek Lay Kheng.

ANALYSIS OF SHAREHOLDINGS
As at 30 September 2014

Thirty largest shareholders
(Without aggregating securities from different securities accounts belonging to the same person)

	Name	No. of shares	%
1.	Malaysia Nominees (Tempatan) Sendirian Berhad Pledged Securities Account for Rhodemark Development Sdn Bhd (01-00845-000)	36,499,008	18.93
2.	Ancom Berhad	25,809,700	13.39
3.	Malaysia Nominees (Tempatan) Sendirian Berhad Pledged Securities Account for Ancom Berhad (01-00846-000)	21,000,000	10.89
4.	Pacific & Orient Insurance Co Berhad	8,500,000	4.41
5.	Rhodemark Development Sdn Bhd	4,626,880	2.40
6.	TA Nominees (Tempatan) Sdn Bhd Pledged Securities Account for Siew Nim Chee & Sons Sendirian Berhad	4,316,983	2.24
7.	Kenanga Nominees (Tempatan) Sdn Bhd Pledged Securities Account for Grace Yeoh Cheng Geok	1,677,469	0.87
8.	CIMSEC Nominees (Tempatan) Sdn Bhd CIMB Bank for Lim Seng Kow (MY1202)	1,455,900	0.76
9.	Loh Lai Kim	1,318,534	0.68
10.	Terengganu Incorporated Sdn Bhd	1,110,215	0.58
11.	Cheung Kwong Kwan	1,100,859	0.57
12.	Public Nominees (Tempatan) Sdn Bhd Pledged Securities Account for Gan Kong Hiok (KLC/KEN)	1,000,000	0.52
13.	Maybank Nominees (Tempatan) Sdn Bhd Pledged Securities Account for Lim Gim Leong	905,866	0.47
14.	Kenanga Nominees (Tempatan) Sdn Bhd Pledged Securities Account for Chua Eng Ho Wa'a @ Chua Eng Wah (029)	802,725	0.42
15.	Kenanga Nominees (Tempatan) Sdn Bhd Heah Sieu Lay (PCS)	765,882	0.40
16.	Lim Chui Kui @ Lim Chooi Kui	741,898	0.38
17.	RHB Capital Nominees (Tempatan) Sdn Bhd Pledged Securities Account for Loo Hooi Keat (CEB)	727,031	0.38
18.	Lim Jit Hai	710,000	0.37
19.	RHB Capital Nominees (Tempatan) Sdn Bhd Pledged Securities Account for Lim Kam Seng (IPH)	700,000	0.36
20.	Kenanga Nominees (Tempatan) Sdn Bhd Pledged Securities Account for Siew Ka Wei	696,392	0.36

ANALYSIS OF SHAREHOLDINGS

As at 30 September 2014

Thirty largest shareholders
(Without aggregating securities from different securities accounts belonging to the same person)

	Name	No. of shares	%
21.	Kenanga Nominees (Tempatan) Sdn Bhd Pledged Securities Account for Siew Ka Wei	690,537	0.36
22.	Citigroup Nominees (Asing) Sdn Bhd Exempt AN for Citibank NA, Singapore (Julius Baer)	565,021	0.29
23.	Chan Che San	550,000	0.29
24.	Lim Soon Heng	525,000	0.27
25.	Malaysia Nominees (Tempatan) Sendirian Berhad Pledged Securities Account for Silver Dollars Sdn Bhd (01-00198-000)	495,667	0.26
26.	Quah Say Beng	485,812	0.25
27.	RHB Capital Nominees (Tempatan) Sdn Bhd Pledged Securities Account for Chay Yew Meng (CEB)	484,378	0.25
28.	HLIB Nominees (Tempatan) Sdn Bhd Pledged Securities Account for Bek Thiam Hong	477,000	0.25
29.	Malaysia Nominees (Tempatan) Sendirian Berhad Pledged Securities Account for Siew Nim Chee & Sons Sdn Bhd (01-00801-000)	467,739	0.24
30.	Yeoh Phek Leng	451,352	0.23
	Total	**119,657,848**	**62.07**

NOTICE OF ANNUAL GENERAL MEETING

NOTICE IS HEREBY GIVEN that the 44th Annual General Meeting of the Company will be held at Kristal Ballroom 1, 1st Floor, West Wing, Hilton Petaling Jaya, No. 2, Jalan Barat, 46200 Petaling Jaya, Selangor Darul Ehsan, Malaysia on Thursday, 20 November 2014 at 9.30 a.m. to transact the following businesses:

AGENDA

AS ORDINARY BUSINESS

1. To receive the Audited Financial Statements of the Group and of the Company and Reports of the Directors and the Auditors thereon for the financial year ended 31 May 2014; **(Please Refer Explanatory Note 1)**

2. To approve the payment of a final single-tier dividend of 3.0 sen for the financial year ended 31 May 2014; **(Resolution 1)**

3. To approve Directors' fees for the financial year ended 31 May 2014; **(Resolution 2)**

4. To re-elect the following Directors who retire pursuant to Article 109 of the Company's Articles of Association:
   4.1 Tan Sri Ir (Dr) Mohamed Al Amin Abdul Majid; **(Resolution 3)**
   4.2 Dato' (Dr) Siew Ka Wei; **(Resolution 4)**

5. To re-appoint Messrs Ernst & Young as Auditors of the Company and to authorise the Board of Directors to fix their remuneration. **(Resolution 5)**

AS SPECIAL BUSINESS

To consider and, if thought fit, pass the following resolutions as Ordinary Resolutions:

6. Proposed Issuance Of New Ordinary Shares Of RM1.00 Each Pursuant To Section 132D Of The Companies Act, 1965 **(Resolution 6)**

   "THAT subject always to the Companies Act, 1965, the Articles of Association of the Company and the approvals of the relevant regulatory authorities, the Directors be and are hereby empowered pursuant to Section 132D of the Companies Act, 1965, to issue new ordinary shares of RM1.00 each in the Company from time to time and upon such terms and conditions to such persons and for such purposes as the Directors may deem fit provided that the aggregate number of new ordinary shares to be issued pursuant to this resolution shall not exceed ten per centum (10%) of the total issued share capital of the Company AND THAT such authority shall commence upon the passing of this resolution until the conclusion of the next annual general meeting of the Company AND THAT the Directors are further authorised to make such applications to Bursa Malaysia Securities Berhad and to do all such things and upon such terms and conditions as the Directors may deem fit and expedient in the best interest of the Company for the listing of and quotation for the new ordinary shares to be issued pursuant to this resolution."

NOTICE OF ANNUAL GENERAL MEETING

7. Proposed New and Proposed Renewal Of The Shareholders' Mandate For Recurrent Related Party Transactions Of A Revenue Or Trading Nature ("Proposed RRPT Mandate") **(Resolution 7)**

"THAT subject always to the Listing Requirements of Bursa Malaysia Securities Berhad, the Company and its subsidiaries shall be mandated to enter into the recurrent related party transactions of a revenue or trading nature and with those related parties as specified in Section 2.4 of Part A of the Circular to Shareholders/Statement dated 29 October 2014 subject to the following:

(i) that the transactions are in the ordinary course of business, made on arm's length and on normal commercial terms and are on terms not more favourable than those generally available to the public and not to the detriment of the minority shareholders;

(ii) that disclosure is made in the annual report, of the breakdown of the aggregate value of transactions conducted pursuant to the Shareholders' mandate during the financial year based on the type of recurrent transactions made and the related parties involved;

(iii) that the authority conferred by such mandate shall continue to be in force from the date of this resolution, unless revoked or varied by resolution passed by shareholders of the Company at a general meeting, until the conclusion of the next annual general meeting of the Company or after the date it is required to be held pursuant to Section 143(1) of the Companies Act, 1965 ("Act") but shall not extend to such extension as may be allowed pursuant to Section 143(2) of the Act; and

(iv) that the Directors and/or any one of them be and are hereby authorised to complete and to do all such acts and things, including executing such documents as may be required, to give effect to the transactions contemplated and/or authorised by this Ordinary Resolution."

8. Proposed Renewal Of Shareholders' Mandate On Share Buy-Back ("Proposed Share Buy-Back Mandate") **(Resolution 8)**

"THAT subject to the Companies Act, 1965 ("Act"), the Listing Requirements of Bursa Malaysia Securities Berhad ("Bursa Securities"), the Company's Articles of Association and other applicable laws rules regulations and guidelines of the relevant authorities, the Company be and is hereby authorised to utilise an amount not exceeding the total share premium account and retained profits of the Company to purchase such number of ordinary shares of RM1.00 each in the Company from time to time through Bursa Securities upon such terms and conditions as the Directors may deem fit in the interest of the Company provided that the ordinary shares so purchased pursuant to this resolution shall in aggregate with the treasury shares as defined under Section 67A of the Act ("Treasury Shares") then still held by the Company not exceed ten per centum (10%) of the total issued and paid-up share capital of the Company AND THAT such authority shall commence upon the passing of this resolution until the conclusion of the next annual general meeting of the Company unless earlier revoked or varied by a resolution of the shareholders of the Company at a general meeting AND THAT the Directors be and are hereby authorised to either cancel the shares so purchased or retain same as Treasury Shares and may distribute the Treasury Shares as share dividend or to sell same in a manner they deem fit and expedient in the best interest of the Company and in accordance with the Act, the applicable laws rules regulations and guidelines of Bursa Securities and any other regulatory authorities for the time being in force."

NOTICE OF ANNUAL GENERAL MEETING

9. Other Ordinary Business

   To transact any other business that may be transacted at an annual general meeting of which due notice shall have been given in accordance with the Company's Articles of Association and the Companies Act, 1965.

By order of the Board,

CHOO SE ENG
STEPHEN GEH SIM WHYE
Secretaries

Petaling Jaya
29 October 2014

NOTES

1. In respect of deposited securities, only members whose names appear in the Record of Depositors on 12 November 2014 shall be entitled to attend, speak and vote at the Meeting.
2. A member entitled to attend and vote at the Meeting is entitled to appoint up to two (2) proxies to attend and vote for him. A proxy may but need not be a member of the Company.
3. Where a member appoints two (2) proxies, the appointments shall be invalid unless he specifies the proportion of his holding to be represented by each proxy.
4. Where a member is an exempt authorised nominee as defined under the Securities Industry (Central Depositories) Act 1991 which holds ordinary shares in the Company for multiple beneficial owners in one 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.
5. In the case of a corporate shareholder, the instrument appointing a proxy shall be under its Common Seal or its attorney.
6. The instrument appointing a proxy must be deposited at the Registered Office of the Company at Unit C508, Block C, Kelana Square, Jalan SS7/26, Kelana Jaya, 47301 Petaling Jaya, Selangor Darul Ehsan, Malaysia not less than forty-eight (48) hours before the time for holding the Meeting.

NOTICE OF ANNUAL GENERAL MEETING

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 by the Shareholders for the audited financial statements.

2. **Resolution 6**
   This resolution, if passed, will renew the general mandate giving authority to the Directors to issue and allot new ordinary shares up to an amount not exceeding 10% of the issued share capital of the Company ("Share Issue Mandate") for such purposes as the Directors consider would be in the best interest of the Company. This authority will commence from the date of this Annual General Meeting and, unless earlier revoked or varied by the Shareholders at a general meeting, expire at the next annual general meeting.

   As at the date of this Notice, no new shares were issued pursuant to the Share Issue Mandate obtained at the 43rd Annual General Meeting held on 20 November 2013 which will lapse at the conclusion of this Annual General Meeting.

   The renewal of the Share Issue Mandate will provide flexibility to the Company for any possible fund raising activities, including but not limited to further placing of shares, for the purpose of funding future investment projects, acquisitions and/or working capital.

3. **Resolution 7**
   This resolution, if passed, will authorise the Company and its subsidiaries to enter into recurring transactions of a revenue or trading nature with its related parties as defined in the Listing Requirements of Bursa Malaysia Securities Berhad. This authority will commence from the date of this Annual General Meeting and, unless earlier revoked or varied by the Shareholders at a general meeting, expire at the next annual general meeting. Detailed information on the Proposed RRPT Mandate is set out in the Circular to Shareholders in relation to Proposed New and Proposed Renewal of Shareholders' Mandate for Recurrent Related Party Transactions of a Revenue or Trading Nature dated 29 October 2014 which is despatched together with this Annual Report.

4. **Resolution 8**
   This resolution, if passed, will enable the Company to purchase and/or hold up to 10% of its own shares. This authority will commence from the date of this Annual General Meeting and, unless earlier revoked or varied by the Shareholders at a general meeting, expire at the next annual general meeting. Detailed information on the Proposed Share Buy-Back Mandate is set out in the Statement in relation to Proposed Renewal of Shareholders' Mandate on Share Buy-Back dated 29 October 2014 which is despatched together with this Annual Report.

NYLEX (MALAYSIA) BERHAD *(9378-T)*

(Incorporated in Malaysia)

PROXY FORM

CDS A/C No.	No. of shares held

I/We ______________________________ I.C. No ______________________________
(Full Name in Block Letters)

of ____
(Full Address)

being (a) member(s) of NYLEX (MALAYSIA) BERHAD, hereby appoint:

No.	Full Name in Block Letters	I.C. No	Full Address	Proportion of shareholdings[3]
1				%
2				%
				100 %

failing *him/her, the Chairman of the Meeting as *my/our proxy to attend and to vote for *me/us on *my/our behalf at the 44th Annual General Meeting of the Company to be held at Kristal Ballroom 1, 1st Floor, West Wing, Hilton Petaling Jaya, No. 2, Jalan Barat, 46200 Petaling Jaya, Selangor Darul Ehsan, Malaysia on Thursday, 20 November 2014, at 9.30 a.m. or any adjournment thereof and to vote as indicated below:

Item	Agenda	Resolution	For	Against
1.	To receive the audited financial statements and reports thereon.			
2.	To approve the payment of final dividend.	1		
3.	To approve the payment of Directors' fees.	2		
4.	To re-elect the following Directors who retire pursuant to Article 109 of the Company's Articles of Association: 4.1 Tan Sri Ir (Dr) Mohamed Al Amin Abdul Majid	3		
	4.2 Dato' (Dr) Siew Ka Wei	4		
5.	To re-appoint Auditors and to authorise the Board of Directors to fix their remuneration.	5		
6.	To approve the issue of new ordinary shares pursuant to Section 132D of the Companies Act, 1965.	6		
7.	To approve the new and renewal of recurring related party transaction mandate.	7		
8.	To approve the renewal of share buy-back mandate.	8		

(Please indicate with "X" how you wish your vote to be cast. If no specific direction as to voting is given, the proxy will vote or abstain at his discretion.)

Dated this ______________ day of ______________ 2014

Telephone no.
during office hours : ______________________

____
(Signature / Common Seal of Shareholder(s))
(*Delete if not applicable)

Notes:

1. In respect of deposited securities, only members whose names appear in the Record of Depositors on 12 November 2014 shall be entitled to attend, speak and vote at the Meeting.
2. A member entitled to attend and vote is entitled to appoint up to two (2) proxies to attend and vote for him. A proxy may but need not be a member of the Company.
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5. In the case of a corporate shareholder, the instrument appointing a proxy shall be under its Common Seal or its attorney.
6. The instrument appointing a proxy must be deposited at the Registered Office of the Company at Unit C508, Block C, Kelana Square, Jalan SS7/26, Kelana Jaya, 47301 Petaling Jaya, Selangor Darul Ehsan, Malaysia not less than forty-eight (48) hours before the time for holding the Meeting.

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AFFIX
STAMP

NYLEX (MALAYSIA) BERHAD
(Company No. : 9378-T)

Registered Office:
Unit C508, Block C, Kelana Square
Jalan SS7/26, Kelana Jaya
47301 Petaling Jaya
Selangor Darul Ehsan
Malaysia

Then fold here

www.nylex.com