



JCY International Berhad

(Company No. 713422-X)

ANNUAL  
REPORT  
2013

JCY INTERNATIONAL BERHAD (Company No. 713422-X)

ANNUAL REPORT 2013



[www.jcyinternational.com](http://www.jcyinternational.com)

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# CORPORATE STRUCTURE



**JCY International Berhad**  
(Company No.: 713422-X)  
(Investment holdings)

**100%**

JCY HDD Technology Pte. Ltd. (Singapore)  
(Marketing and procurement)

**100%**

Minarex Holdings Limited (Mauritius)  
(Investment holdings)

**100%**

JCY HDD Technology Sdn Bhd (Malaysia)  
(HDD mechanical components manufacturing)

**99.999%**

JCY HDD Technology Co. Ltd. (Thailand)  
(HDD mechanical components manufacturing)

**100%**

QB Technology Sdn Bhd (Malaysia)  
(Provision of labour management services)

**100%**

Axius Investments Ltd. (Mauritius)  
(Investment holdings)

**100%**

YK Technology (Suzhou) Co. Ltd. (China)  
(HDD mechanical components manufacturing)

**100%**

PCA HARD.com Sdn. Bhd. Ltd. (British Virgin Island)  
(Dormant)

**100%**

Foshan YK HDD Co. Ltd. (China)  
(HDD mechanical components manufacturing)



# CORPORATE INFORMATION

## BOARD OF DIRECTORS

**Dr. Rozali Bin Mohamed Ali**  
(Independent Non-Executive Chairman)

**Mr. Goh Chye Kang**  
(Non-Independent Executive Director)

**Mr. Lim Ching Tee Peter**  
(Non-Independent Executive Director)

**Mr. Wong King Kheng**  
(Non-Independent Executive Director)

**Mr. Chang Wei Ming**  
(Senior Independent Non-Executive Director)

**Dato' Tan Shih Leng**  
(Non-Independent Executive Director)

**Mr. Chan Boon Hui**  
(Independent Non-Executive Director)

## COMPANY SECRETARIES

**Ms. Chua Siew Chuan**  
(MAICSA 0777689)  
**Ms. Pan Seng Wee**  
(MAICSA 7034299)

## AUDIT COMMITTEE

**Mr. Chang Wei Ming**  
(Chairman, Senior Independent Non-Executive Director)  
**Dr. Rozali Bin Mohamed Ali**  
(Independent Non-Executive Director)  
**Mr. Chan Boon Hui**  
(Independent Non-Executive Director)

## NOMINATION COMMITTEE

**Mr. Chan Boon Hui**  
(Chairman, Independent Non-Executive Director)  
**Mr. Chang Wei Ming**  
(Senior Independent Non-Executive Director)  
**Dr. Rozali Bin Mohamed Ali**  
(Independent Non-Executive Director)

## REMUNERATION COMMITTEE

**Dr. Rozali Bin Mohamed Ali**  
(Chairman, Independent Non-Executive Director)  
**Mr. Chan Boon Hui**  
(Independent Non-Executive Director)  
**Mr. Chang Wei Ming**  
(Senior Independent Non-Executive Director)  
**Mr. Wong King Kheng**  
(Non-Independent Executive Director)

## ENTERPRISE RISK MANAGEMENT COMMITTEE

**Mr. Wong King Kheng**  
(Chairman, Non-Independent Executive Director)  
**Mr. Goh Chye Kang**  
(Non-Independent Executive Director)  
**Dato' Tan Shih Leng**  
(Non-Independent Executive Director)  
**Mr. Lim Ching Tee Peter**  
(Non-Independent Executive Director)  
**Mr. Lim Su Kiat**  
(Group Financial Controller)  
**Mr. Tan Ta Chen**  
(Group Accountant)

## REGISTERED OFFICE

Level 7, Menara Milenium  
Jalan Damanlela  
Pusat Bandar Damansara  
Damansara Heights  
50490 Kuala Lumpur, Malaysia  
Tel No. : (603) 2084 9000  
Fax No. : (603) 2094 9940

## BANKERS

CIMB Bank Berhad  
AmBank (M) Berhad  
OCBC Bank (M) Berhad

## SHARE REGISTRAR

Securities Services (Holdings) Sdn Bhd  
Level 7, Menara Milenium  
Jalan Damanlela  
Pusat Bandar Damansara  
Damansara Heights  
50490 Kuala Lumpur, Malaysia  
Tel No. : (603) 2084 9000  
Fax No. : (603) 2094 9940

## HEAD/MANAGEMENT OFFICE

No. 1, Jalan Firma 3  
Kawasan Perindustrian Tebrau IV  
81100 Johor Bahru  
Johor Darul Takzim, Malaysia  
Tel No. : (607) 352 5822  
Fax No. : (607) 352 5833

Unit # 21-02, Level 21  
Menara MSC Cyberport  
No. 5, Jalan Bukit Meldrum  
80300 Johor Bahru  
Johor Darul Takzim, Malaysia

## AUDITORS

Ernst & Young  
Suite 11.2, Level 11, Menara Pelangi  
2, Jalan Kuning, Taman Pelangi  
80400 Johor Bahru  
Johor Darul Takzim, Malaysia  
Tel No. : (607) 334 1740  
Fax No. : (607) 334 1749

## SOLICITORS

Zaid Ibrahim & Co,  
Advocates & Solicitors  
Level 19, Menara Milenium  
Jalan Damanlela  
Pusat Bandar Damansara  
Damansara Heights  
50490 Kuala Lumpur, Malaysia  
Tel No. : (603) 2087 9999  
Fax No. : (603) 2094 4888

## STOCK EXCHANGE LISTING

Main Market of Bursa Malaysia  
Securities Berhad  
Stock Name : JCY  
Stock Code : 5161

## FINANCIAL HIGHLIGHTS

Description	2009 RM Million	2010 RM Million	2011 RM Million	2012 RM Million	2013 RM Million
Revenue	1,758.0	2,033.4	1,671.3	2,241.3	1,598.7
Profit Before Taxation	205.9	180.6	13.8	428.8	(55.2)
Profit After Taxation	207.3	173.8	13.5	427.3	(61.6)
Profit Attributable to Shareholders	207.3	173.8	13.5	427.3	(61.6)
Share Capital	511.2	511.2	511.2	511.2	511.4
Reserves	291.5	362.0	374.1	617.4	561.8
<b>Shareholders' Fund</b>	<b>802.7</b>	<b>873.2</b>	<b>885.3</b>	<b>1,128.6</b>	<b>1,073.1</b>
Current Liabilities	652.9	507.3	483.0	481.0	310.3
Non-Current Liabilities	5.5	89.0	21.4	27.3	28.8
<b>Total Liabilities</b>	<b>658.4</b>	<b>596.3</b>	<b>504.4</b>	<b>508.3</b>	<b>339.1</b>
Property, Plant and Equipment	643.4	753.8	702.3	725.3	680.2
Land Use Rights	19.6	19.2	19.0	18.5	18.3
Other Non-current Assets	-	9.6	10.3	13.3	8.2
Current Assets	798.1	696.5	658.2	879.8	705.6
<b>Total Assets</b>	<b>1,461.1</b>	<b>1,479.1</b>	<b>1,389.8</b>	<b>1,636.9</b>	<b>1,412.2</b>
Net Assets Per Share (Sen)	39.0	42.7	43.3	55.6	52.9
Net Earnings Per Share (Sen)	10.1	8.5	0.7	20.9	(3.0)
Dividend Against Net Earnings	111.66%	54.83%	0.00%	42.92%	0.00%
Dividend Amount*	231.5	95.3	-	183.4	-

\* inclusive of dividend declared and recognised after end of the financial year for the financial year

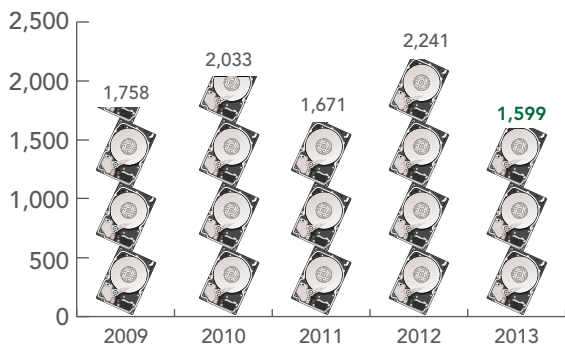


# FINANCIAL HIGHLIGHTS

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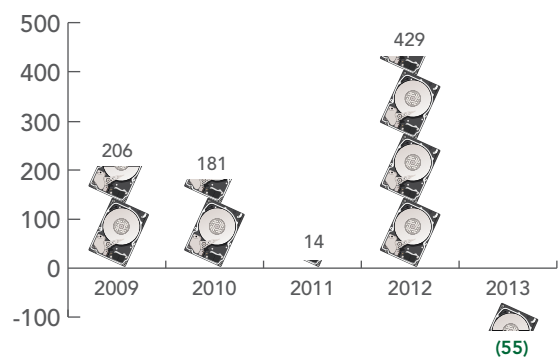
## REVENUE

(RM Million)



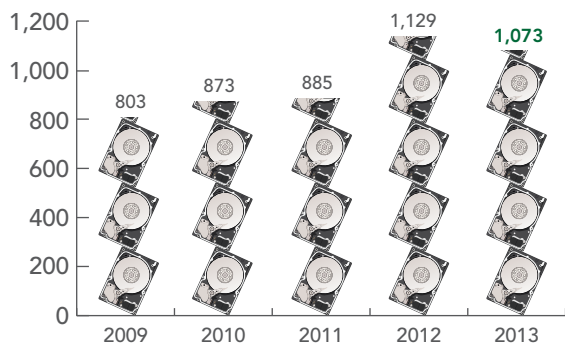
## PROFIT BEFORE TAXATION

(RM Million)



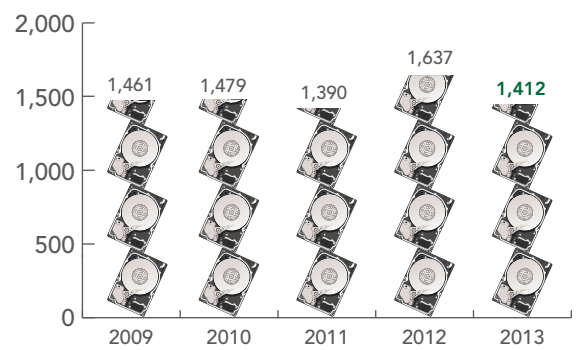
## SHAREHOLDERS' FUND

(RM Million)



## TOTAL ASSETS

(RM Million)



## CHAIRMAN'S STATEMENT

### Dear Shareholders,

*On behalf of the Board of Directors, it is my pleasure to present the annual report and audited financial statements of JCY International Berhad ("JCY International") for the financial year ("FY") ended 30 September 2013.*

### FINANCIAL PERFORMANCE

Market conditions during this financial year were unfavourable, and we were unable to maintain the outstanding profits of 2012. For 2013, JCY International posted a net loss of RM61.6 million on a reduced turnover of RM1.6 billion. The reduction of revenue was mainly due to a lower quantity shipped and a reduction in the average selling price.

### INDUSTRY DEVELOPMENTS

During 2013, against a background of a modest global economic environment, world demand for personal computers continued to decline. At the same time, with increasing demand for tablets and smartphones, the demand for storage capacity for portable devices has shifted from Hard Disk Drives (HDDs) to Solid State Drives (SSDs). However while PC shipments declined by about 10 percent, demand for HDD capacity in 2013 fell by less than 5 percent, with an average total addressable market (TAM) of around 135 million units per quarter, indicating that the reduction in demand for HDDs in personal computers has been mitigated by an increase in demand in other environments, such as servers, outsourcing enterprises, cloud storage, personal offline storage and gaming consoles.

For the moment, there are few indications that portable devices will make major inroads into the office environment, which will likely remain PC-based, and there may also be an increase in HDD demand in the near future as customers upgrade office PCs with the impending end-of-cycle for Windows XP.

Major HDD manufacturers, of which there are now three, continue to implement improvements in their products. In addition to the introduction of ultra-thin HDDs and reliability improvements, hybrid HDD-SDD solutions have also been developed to combine the best qualities of both alternatives. Technology innovations such as Shingled Magnetic Recording and Heat-Assisted Magnetic Recording will improve areal density for HDDs. These will enable HDDs to improve their significant capacity and price advantage over SSDs. For HDD component suppliers, these developments are reflected in tighter specifications and more stringent quality requirements.

### OUTLOOK AND STRATEGIES FOR THE FUTURE

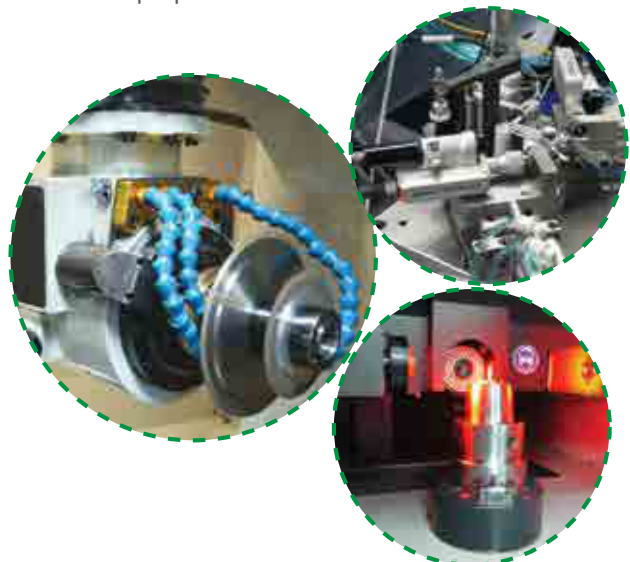
Consensus estimates for 2014 indicate that TAM will remain steady at around 140 million per quarter, increasing towards the second half of the year.

JCY International remains confident that we are well placed to meet the needs of HDD manufacturers despite a competitive environment. During FY 2013, our capital investment totalled RM44 million, mainly directed towards process innovations and other improvements, which have resulted in better production efficiencies and a reduction of labour dependence. Part of our capital investment (RM9 million) was also spent on the preparatory activities for our manufacturing plant in Foshan, China.

We continue to maintain a close consultative relationship with our customers to ensure that our products are delivered on time and fully in line with specifications. Moving forward, we expect to be able to enhance our already significant market share in the supplier space for HDD manufacturing.

### DIVIDEND

A dividend of 1 sen per share declared for FY2012 and recognised in FY2013 was paid out in FY2013. No final dividend is proposed.



# CHAIRMAN'S STATEMENT

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## CORPORATE GOVERNANCE AND SOCIAL RESPONSIBILITY

Your Board is committed to continue upholding and implementing the highest standards of corporate governance and best practices throughout its businesses.

In the financial year under review, the Group undertook an extensive review of our existing corporate governance practices in order to further enhance their effectiveness. Details are provided in the Statement on Corporate Governance in this report.

As we continue to prioritise our corporate social responsibility, we recognise and acknowledge our responsibility to promote the overall welfare of the society and the community. Our Corporate Social Responsibility Committees at various branches and subsidiaries continue to assist the Group to plan, organise and promote social welfare activities that benefit the community, the environment, our employees and stakeholders. Corporate social responsibility is discussed further in the Corporate Social Responsibility Report.

## CHANGES IN THE BOARD

There have been no changes to the Board in this financial year.

## ACKNOWLEDGEMENTS

Your Board acknowledges the hard work, dedication, and contributions from all our management staff and employees during this difficult year. We have been impressed by the diligence of all in facing the challenges of developing the Company in a difficult environment.

Appreciations and gratitude are also due to our customers, suppliers, business associates, shareholders, and members of the banking and investment community for their support and confidence in the company.

## DR. ROZALI BIN MOHAMED ALI

*Independent Non-Executive Chairman*



## PROFILE OF DIRECTORS

### **DR. ROZALI BIN MOHAMED ALI**

*Aged 66, Malaysian*

*Chairman*

*Independent Non-Executive Director*

*Chairman of the Remuneration Committee*

*Member of the Audit Committee*

*Member of the Nomination Committee*

Dr. Rozali Bin Mohamed Ali was appointed as Chairman and Independent Non-Executive Director on 13 November 2009. He was then appointed the Chairman of the Remuneration Committee, a member of the Audit Committee, a member of the Nomination Committee on the same day.

Dr. Rozali started his career in 1970 at Lembaga Letrik Negara Tanah Melayu, until 1990, when he was appointed as Assistant Director-General, Institute of Strategic and International Studies ("ISIS") Malaysia, an appointment he held until 1995. Dr. Rozali was then appointed Executive Director of Commerce Asset-Holdings Berhad (now known as CIMB Group Holdings Berhad) from 1996 to 2000, Managing Director and Chief Executive Officer of Bumiputra-Commerce Bank Berhad (now known as CIMB Bank Berhad) from 2000 to 2004, and Executive Director and Chief Executive Officer of Bumiputra-Commerce Holdings Berhad from 2004 to 2005.

He graduated with B.Sc (Hons), Mechanical Engineering Brighton Polytechnic, Sussex, England, M.Sc. Thermal Power Engineering, Diploma of Imperial College (D.I.C.) and PhD, Imperial College of Science Technology University of London.

Dr. Rozali currently sits on Board of Directors of the International Institute for Leadership in Finance and is the Chairman of the International Governing Council and Pro-Rector of the International Centre for Education in Islamic Finance.

Dr. Rozali has no family relationship with any Director and/or major shareholder nor any conflict of interest with the Company.

### **GOH CHYE KANG**

*Aged 57, Singaporean*

*Non-Independent Executive Director*

*Member of Enterprise Risk Management Committee*

Goh Chye Kang was appointed as Non-Independent Executive Director on 13 November 2009. Mr. Goh has more than 30 years of working experience in the components manufacturing industry of which 22 years has been in the HDD industry. Prior to joining the Company, Mr. Goh was Vice President – Operation, in the Precision Engineering Division of Beyonics Technology Limited, a company listed on the Singapore Exchange Securities Trading Limited from 1998 to 2005. He was attached to Maxtor Peripherals for 8 years and was the Senior Director of Materials when he left in 1997.

Mr. Goh completed his professional qualification with Master of Business Administration from Brunel University, United Kingdom. He is also a certified Six Sigma Champion and a qualified Lean Manufacturing Captain/Master.

Mr. Goh has no family relationship with any Director and/or major shareholder nor any conflict of interest with the Company.

## PROFILE OF DIRECTORS

cont'd

### WONG KING KHENG

*Aged 61, Malaysian*

*Non-Independent Executive Director*

*Chairman of Enterprise Risk Management Committee  
Member of the Remuneration Committee*

Wong King Kheng was appointed as Non-Independent Executive Director on 30 November 2005. He was then appointed member of the Remuneration Committee on 13 November 2009.

Mr. Wong was the Director of Soh & Wong Management Consultant Pte Ltd, a management consultancy firm in Singapore, and was the Partner of K K Wong and Associates, a public accounting firm in Singapore, from 1989 to 2000. Prior to that, he was an audit manager in an international accounting firm and this gave him extensive exposure in the fields of auditing, tax planning, management consulting and public listing consulting.

He also sits on board of directors of various public companies listed on the Singapore Exchange Securities Trading Limited as independent director and also as the Chairman of the Audit, Remuneration and Nomination Committee. He is also a director of a number of private companies in Singapore.

Mr. Wong has qualified as a member of the Institute of Chartered Accountants in England and Wales and is presently a member of the Institute of Singapore Chartered Accountant, Malaysian Institute of Accountants and Australian Certified Practising Accountants.

Mr. Wong has no family relationship with any Director and/or major shareholder nor any conflict of interest with the Company.

### DATO' TAN SHIH LENG

*Aged 49, Malaysian*

*Non-Independent Executive Director*

*Member of Enterprise Risk Management Committee*

Dato' Tan Shih Leng has held the position of General Manager - Operations in the Company (and its Predecessor Group) since 1997 prior to his appointment as a Non- Independent Executive Director on 1 July 2011. He has been responsible for daily operation and administration of the Company's plants involves in various manufacturing activities, such as die-casting, machining, stamping, plating, plastic moulding and clean room assembly. In addition, he also takes charge in human resource, plant facility, material planning, engineering, production and logistic planning.

Prior to joining the Company, Dato' Tan had held several positions in other manufacturing companies from 1991 to 1996. In his previous working experiences, Dato' Tan was responsible for the daily operation activities including casting, CNC machining, assembly, first article, quality control, process planning and production control for various components such as baseplate, cover and actuator.

Dato' Tan holds a M. Sc in Mechanical Engineering from The City University of New York, and a B. Sc in Mechanical Engineering from Oklahoma State University, USA.

Dato' Tan has no family relationship with any Director and/or major shareholder nor any conflict of interest with the Company.

## PROFILE OF DIRECTORS

cont'd

### **LIM CHING TEE PETER**

*Aged 54, Singaporean*

*Non-Independent Executive Director*

#### *Member of Enterprise Risk Management Committee*

Prior to the appointment as a Non-Independent Executive Director of JCY on 1 January 2012, Lim Ching Tee Peter has held the appointment of General Manager - Quality Assurance in the Company since 1997. He has been responsible for the planning, organizing and administration of activities to ensure the delivery of quality products to the Company's customers.

Mr. Lim has held other similar appointments in other manufacturing companies before joining the Company, including Technic Precision (S) Pte Ltd from 1995 to 1997, Technicast (S) Pte Ltd from 1994 to 1995, Advanced Die Casting Pte Ltd from 1984 to 1990 and was a Supplier Quality Engineer in Miniscribe Peripherals Private Limited/Maxtor Corporation from 1990 to 1994.

Mr. Lim holds a Diploma in Mechanical Engineering from Singapore Polytechnic, trained in Die Casting Technology from Switzerland and Germany and holds individual membership in Singapore Quality Institute.

Mr. Lim has no family relationship with any Director and/or major shareholder nor any conflict of interest with the Company.

### **CHANG WEI MING**

*Aged 62, Malaysian*

*Senior Independent Non-Executive Director*

#### *Chairman of the Audit Committee*

*Member of the Remuneration Committee*

*Member of the Nomination Committee*

Chang Wei Ming was appointed as an Independent Non-Executive Director on 13 November 2009. He is Chairman of the Audit Committee and a member of the Nomination Committee and Remuneration Committee. He qualified as a Chartered Accountant with Touche Ross in London in 1979 and worked as an Audit Supervisor with Hanafiah Raslan & Mohamad in Malaysia until 1981.

Mr. Chang held several Executive and Directorship positions within the MBf Group from 1981 to 1988. His last appointment was General Manager of MBf Holdings Berhad responsible for Group Corporate and Treasury and as the Group Company Secretary. He joined the National University Hospital (S'pore) Pte Ltd in 1989 and served as its Chief Administration Officer and Company Secretary for 5 years and as a Director of NUH Referral Laboratories Pte Ltd for 2 years. In 1994 he was appointed as Finance Director of Liang Huat Aluminium Limited until 1998, when he left to become a Consultant.

Mr. Chang graduated from the University of Malaya in 1975 with a Bachelor of Economics (Hons) and is a member of the Institute of Chartered Accountants in England and Wales.

Mr. Chang currently sits on the Board of Directors of FSM Holdings Berhad as an Independent Non-Executive Director.

Mr. Chang has no family relationship with any Director and/or major shareholder nor is there any conflict of interest with the Company.

## PROFILE OF DIRECTORS

cont'd

### **CHAN BOON HUI**

*Aged 46, Malaysian*

*Independent Non-Executive Director*

*Chairman of the Nomination Committee*

*Member of the Audit Committee*

*Member of the Remuneration Committee*

Chan Boon Hui was appointed as Independent Non-Executive Director on 13 November 2009. He is also the Chairman of Nomination Committee and a member of Audit Committee and Remuneration Committee.

Mr. Chan is presently the Managing Director of Chancery Capital. He started his career in investment banking with Schroders in Singapore. He then moved to the Rothschilds Group, based in Singapore and New York, before joining BNP Paribas Peregrine and OCBC Bank in Singapore. He has more than 16 years of experience in this field involving domestic and crossborder transactions with companies and government institutions.

Mr. Chan is also a Non-Executive Independent Director of Hiap Hoe Limited, a company listed on the Singapore stock exchange.

Mr. Chan holds a Master of Arts Degree (Law) from Cambridge University, United Kingdom. He is also a CFA Charter holder.

Mr. Chan has no family relationship with any Director and/or major shareholder nor any conflict of interest with the Company.

# CORPORATE SOCIAL RESPONSIBILITY REPORT



CSR FRAMEWORK

## CORE VALUE

***“To promote a joyful, harmonious, safe and sustainable community, environment, workplace and marketplace through the encouragement of volunteerism of contribution from all levels within the Organisation”***

## SUSTAINABILITY POLICY

It is our commitment to incorporate sustainability practices to bring a greater value to our community, environment, workplace and marketplace through our Corporate Social Responsibility (“CSR”) Framework.

We strive to promote the CSR values through the encouragement of volunteerism of contribution and participation in CSR activities from thousands of staff across the regions within our Group. We aim to build the value of sustainability practices into the working culture along with our staff.

Several CSR committees at various branches and subsidiaries within the Group are established to assist the Group in planning and organising events and activities that enable the Group to share its results with the society – to be driven by the motto – “from the society, for the society”.

The Management of the Group is committed to support and promote CSR values through a systematic resources allocation mechanism for funding and promoting CSR activities.

## COMMUNITY

We emphasise on community members who need support to sustain their livings. Particular attention is given to orphans, the elderly, handicapped, poor, sick, disaster victims or those deprived of education.

Our CSR committees at various branches and subsidiaries have made regular visits and contributions to charitable houses that shelter the unfortunate and had taken part in blood donation drives. We also promote volunteerism through encouraging our employees to participate in volunteer programmes on individual capacity. On 11 September 2013, our subsidiary in Thailand received the “CSR-DIW for Beginner Award 2013” from Department of Industrial Works of Thailand to compliment their efforts on promoting CSR activities.

In our CSR Report for the financial year 2012, we made a commitment to expand our CSR activities to include educational contributions. This year, the Group has teamed up with University Technology Malaysia (“UTM”) to launch a project which involves research students from UTM.

# CORPORATE SOCIAL RESPONSIBILITY REPORT

cont'd

## COMMUNITY *cont'd*

In this project, the Group provides a practical real world working environment for Masters and PhD students to conduct their research in our factories with the active assistance of our senior staff while pursuing their respective degrees. We believe that this collaboration with a reputable tertiary education institute will be mutually useful with the Group benefiting from the ideas and inputs as well as the results of the research conducted by the students.

## ENVIRONMENT

At the Group's various plants, we ensure strict compliance with the environmental laws governing plant operations and maintenance in areas relating to environmental standards, emission standards, noise level management and treatment of plant effluents and wastewater. As part of our CSR agenda, we have measures in place to minimise the adverse impact of pollution on the environment and to achieve continuous improvement of our plants' or factories' environmental performance.

The Group has an environmental management system to measure its environmental performance through periodic monitoring of the emission and discharge of pollutants. In addition, waste and chemical management systems are put in place to ensure that the environment system is being protected. We treat most of the pollutants on-site with our wastewater treatment plant and air purification and filter facilities, and we send other controlled waste substances (such as waste oil, spent solvent and metal hydroxide sludge) to government-licensed waste disposal units or specialist contractors. The Group is also subject to regular review by the Department of Environment of its wastewater discharge and air emissions. In line with this, our manufacturing factories are certified with the international environmental management systems standard, ISO 14001.

Reducing, reusing and recycling of office stationery and paper, and switching off the lights and air conditioners when they are not in use are among some of the conservation measures taken by the Group.

On 11 September 2013, our subsidiary in Thailand received a "Green Certificate" award from the Ministry of Industry of Thailand to compliment their efforts on promoting the awareness on environmental preservation.

The Group will continue to explore the areas where it can contribute to the environment, which is to be driven by the CSR Committees.

## WORKPLACE

No matter how good a business plan and strategy, it is the people who make it work. Our employees are our greatest assets. We believe in supporting local employment, therefore we provide equal opportunities to all existing and potential employees without discrimination on race, religion or gender and we respect the basic rights of individual employees.

In retaining and nurturing the best talents, we continually provide our employees with education and training. Our training programmes relate to leadership skills, as well as technical and behavioral competencies. Currently, one of our focuses is on the Employee Training and Development Programme which is achieved through internal and external trainings aimed at equipping our employees with skills and knowledge that will facilitate them in carrying out their duties at work.

We strongly believe that human capital is the most important component of an organisation. We place great importance in the welfare of our employees. On top of the mandatory requirement of the social security scheme or workman compensation contribution, the Group also provides insurance coverage to the Management Staff and subsidised coverage for the rest of the workers.

We place equal importance on the safe and healthy working condition for our employees. The Group adopts several policies to safeguard employees in all of its business operations, examples of which are Fire Safety Policy, Smoking Policy and First Aid Policy. A Health and Safety Team has been established and is tasked to support these measures, the team members receive training from various bodies such as National Institute of Occupational Health & Safety and the Malaysian Red Crescent. At the workplaces, we continue to ensure that equipment and building systems are functioning properly and are well maintained.

The Group's premises are also well-equipped with facilities for employees' convenience. The Company provides an in-house clinic, with full-time industrial nurses to provide medical consultation and treatment, surau facility, a 24-hour canteen, transport and hostels with free utilities charges for operators.

Apart from working as a team, we also encourage our employees to have fun as a team. Our HR and other divisions or departments organise activities, such as sports events like football, badminton and bowling competitions or outing activities like family day for a picnic or zoo, to allow our employees to enjoy their after-hours in pleasure and laughter. These activities bring our employees extra entertainment and relaxation as well as serving as a reward for work completed and motivation for ongoing works. We also view regular interactions among employees as a way to build up teamwork and spirit as well as creating a harmonious working environment.

# CORPORATE SOCIAL RESPONSIBILITY REPORT

cont'd

## MARKETPLACE

Our CSR covers practices or policies that safeguard the interests of our business associates in the marketplace. These partners include our suppliers and customers in the supply-chain, shareholders and investors in the capital market and the government.

We acknowledge that our business associates in the marketplace entrusted us to deliver results and bring prosperity to the marketplace as a whole. We also reckon that we, as one of the members in the marketplace ecosystem, are responsible to uphold the interests of the stakeholders in the marketplace.

The following showcase some of the practices that we exercise in safeguarding the interests of our business associates in the marketplace:-

1. An established Financial Management Discipline intended to drive excellence in financial management with the objective of preserving and enhancing the quality of business as a going concern.
2. An established Enterprise Risk Management structure to ensure that a systematic process and delegation of responsibility is clearly set out to guide Management. The Group sees Enterprise Risk Management as a serious measure to protect the Company from defaults that could fundamentally damage enterprise value.
3. Upholding transparency and integrity in its supply chain management.
4. Complying with International Organisation for Standardisation (ISO) standards and Electronics Industry Code of Conduct (EICC), a strict code of business conduct and ethics which the Group abides by in all types of transactions and interactions.
5. Enhancing skills and development of employees to achieve professionalism in good business conduct. Public communications, like financial reports, contain disclosures that are fair, accurate, timely and understandable.
6. Applying the principles in compliance with Best Practices of Good Corporate Governance as set out in the Malaysian Code on Corporate Governance and strict adherence to the Main Market Listing Requirements of the Bursa Malaysia Securities Berhad.
7. In selecting its directors, the Group seeks individuals who are of high integrity, value-adding orientated and have a genuine interest in their respective roles in the Group. They are tasked with the responsibility of exercising their professional judgement to act in what they reasonably believe to be in the best interest of the Group.

In an effort to strengthen the overall responsiveness and wellness of the supply-chain, the Group has also collaborated with its major customers to share and exchange knowledge with the objective of enhancing the management system, process design, internal control and technical know-how.

We also demonstrate our commitment to safeguard the interests of our business associates in the marketplace by establishing a strong corporate governance system. Details of our corporate governance practices are elaborated in the Statement on Corporate Governance from page 15 to page 23.

## STATEMENT ON CORPORATE GOVERNANCE

The Board of Directors ("Board") of JCY International Berhad recognises the importance of practicing high standards of corporate governance throughout the Group as a fundamental part of discharging its responsibilities to protect and enhance shareholders' value and the financial performance of the Group.

The following statements outline the main corporate governance practices of the Group having regard to the Recommendations stated under each Principle in the Malaysian Code on Corporate Governance 2012.

### ROLES AND RESPONSIBILITIES

The Board has the overall responsibility for Corporate Governance, establishing goals, strategies and direction, reviewing the Group's performance and critical business issues and ultimately the enhancement of long term shareholders' value.

#### a) Board Charter

The Board has adopted a Board Charter which sets out its primary responsibilities as follows:-

- Reviewing and adopting a strategic plan for the Company;
- Overseeing the conduct of the Company's business to evaluate whether the business is being properly managed;
- Identifying principal risks of the business and ensuring the implementation of appropriate systems to manage these risks;
- Reviewing the adequacy and integrity of the Company's internal control and management information systems, including systems for compliance with applicable laws, regulations, rules, directives and guidelines;
- Succession planning, including appointing, training, compensating and, where appropriate, replacing key management; and
- Developing and implementing an investor relations programme and shareholder communications policy for the Company.

The Board Charter defines the duties and responsibilities for each of the key roles in the Company, including Chairman, CEO, Executive Directors, Senior Independent Non-Executive Director ("SINED"), Independent Directors, Board Committees and Company Secretaries.

The Board Charter also clearly defines the functions that are reserved for the Board and those delegated to the management of the Group. In general, all material decisions that would impact the strategy, direction, values and financial standing of the Group, or decisions that may potentially create material conflict of interest with related parties, decisions that may be prone to fraud risk, and decisions in high value transactions are reserved exclusively for the Board. None of the members of the Board has unfettered powers of decision.

The Board, during its deliberations, has clearly delivered its expectations on the corporate objectives, which include performance targets and long-term goals of the business, to be collectively met by the Executive Directors. The processes and procedures for convening Board meetings are governed by provisions in the Board Charter and the Company's Memorandum and Articles of Association.

#### b) Supply of Information and Advice

The Board Charter has ensured that all members of the Board have equal and unrestricted right to access information of the Group. Prior to each Board meeting, members of the Board are provided with an agenda and a set of board papers containing reports and other relevant information detailing various aspects of the Group's operations and performance and proposal papers in sufficient time to enable them to make informed decisions. During the meeting, the Management provides further detailed information and clarification on issues raised by members of the Board. The Directors in discharging their duties and responsibilities are entitled to have full and unrestricted access to all information and to management on matters relating to the Group's operations. The Directors may obtain independent professional advice in the furtherance of their duties, at the Company's expense if circumstances necessitate it.

The Board is assisted by experienced and competent Company Secretaries. The Board receives regular constructive advice and notices from the Company Secretaries on compliance with applicable laws, regulations and corporate governance matters. The Company Secretaries are responsible to ensure that Board policies and procedures are followed, and the applicable statutory and regulatory requirements are observed.



# STATEMENT ON CORPORATE GOVERNANCE

cont'd

## ROLES AND RESPONSIBILITIES *cont'd*

### c) Code of Conduct

A Code of Conduct that sets out the ethical expectations of the Board on its members has been adopted by the Board. The Group also takes a keen interest on promoting sustainability for the wellbeing of the community and the environment. A Report on Sustainability and Social Responsibilities is included in pages 12 to 14 of this Annual Report as well as on the Company's Website at <http://www.jcyinternational.com> ("Website").

### d) Whistle-blowing Policy

The Board has adopted a Whistle-blowing Policy which encourages any employee, shareholders, stakeholders or the general public to report any irregularity or matters of suspect through any of the following channels:-

Name	Position	Contacts
Dr. Rozali Bin Mohamed Ali	Chairman	Email: <a href="mailto:chairman@jcyinternational.com">chairman@jcyinternational.com</a>
Mr. Chang Wei Ming	SINED	Email: <a href="mailto:sined@jcyinternational.com">sined@jcyinternational.com</a>
Ms. Jasmine Tan	Head of Internal Audit	Email: <a href="mailto:jasminetan@jcyinternational.com">jasminetan@jcyinternational.com</a> Address: No 3 Jalan Firma 3, Kawasan Perindustrian Tebrau IV, 81100 Johor Bahru, Johor.

The Board Charter and Code of Conduct, amongst other corporate policies, which are subject to review by the Board periodically, can be accessed via the Company's Website at <http://www.jcyinternational.com>.

## BOARD COMPOSITION

The Board currently has seven (7) members of whom four (4) are Non-Independent Executive Directors and three (3) are Independent Non-Executive Directors. The composition of the Board is in compliance with the Main Market Listing Requirements of Bursa Malaysia Securities Berhad ("Main LR of Bursa Securities") which require one-third of the Directors to be Independent Non-Executive Directors.

## BOARD COMMITTEES

To assist the Board to effectively discharge its role and functions, the Board delegates certain of its role and functions to four (4) Board Committees which operate within clearly defined terms of reference. The Chairman of the respective Committees will brief the Board on the matters discussed at the Committee meetings and minutes of these meetings are circulated to the Board. The Board Committees are:-

- (a) Audit Committee;
- (b) Nomination Committee;
- (c) Remuneration Committee; and
- (d) Enterprise Risk Management Committee.

### a) Audit Committee

The Audit Committee's composition, duties and responsibilities, terms of reference and activities are set out on pages 24 to 26 of this Annual Report.

# STATEMENT ON CORPORATE GOVERNANCE

cont'd

## BOARD COMMITTEES *cont'd*

### b) Nomination Committee

Established on 13 November 2009, the Nomination Committee comprises three (3) Independent Non-Executive Directors as follows:-

Name	Position	Directorship
Mr. Chan Boon Hui	Chairman	Independent Non-Executive Director
Mr. Chang Wei Ming	Member	SINED
Dr. Rozali Bin Mohamed Ali	Member	Independent Non-Executive Director

The primary duties and functions of the Nomination Committee are summarised as follows:-

- i. Recommending candidates for appointment to the Board, its Committees, and key management positions;
- ii. Establishing the performance criteria to evaluate the performance of the Board and its Committees and each member of the Board and reviewing their respective performance;
- iii. Formulating the nomination and selection policies for members of the Board and its Committees;
- iv. Recommending to the Board the optimum size of the Board, and formalising a transparent procedure for proposing new nominees to the Board and its Committees;
- v. Assisting the Board in reviewing on an annual basis the required mix of skills and experience of Non-Executive Directors;
- vi. Developing the criteria to assess independence and to assess on an annual basis, the independence of the Independent Non-Executive Directors and recommend the same to the Board;
- vii. Establishing time commitment expectations for the members of the Board and establish a policy formalising its approach to boardroom diversity; and
- viii. Reviewing training programmes for the Board and facilitate board induction and training programmes.

During the financial year under review, the Nomination Committee had two (2) meetings.

The Board is of the view that although Mr. Chan Boon Hui, the Chairman of the Nomination Committee, is not a SINED, but he is able to ensure effective functioning of the Nomination Committee.

### c) Remuneration Committee

Established on 13 November 2009, the Remuneration Committee comprises three (3) Independent Non-Executive Directors and one (1) Non-Independent Executive Director as follows:-

Name	Position	Directorship
Dr. Rozali Bin Mohamed Ali	Chairman	Independent Non-Executive Director
Mr. Chang Wei Ming	Member	SINED
Mr. Chan Boon Hui	Member	Independent Non-Executive Director
Mr. Wong King Kheng	Member	Non-independent Executive Director

The Remuneration Committee is primarily responsible for recommending to the Board the policy and framework for Directors' remuneration and for reviewing and assessing the remuneration packages of the Executive Directors.

During the financial year under review, the Remuneration Committee had one (1) meeting.

# STATEMENT ON CORPORATE GOVERNANCE

cont'd

## BOARD COMMITTEES *cont'd*

### d) Enterprise Risk Management Committee

Established on 21 February 2013, the Enterprise Risk Management Committee comprises four (4) Non-Independent Executive Directors and two (2) executive staff as follows:-

Name	Position	Directorship / Appointment
Mr. Wong King Kheng	Chairman	Non-independent Executive Director
Mr. Goh Chye Kang	Member	Non-independent Executive Director
Dato' Tan Shih Leng	Member	Non-independent Executive Director
Mr. Lim Cheng Tee Peter	Member	Non-independent Executive Director
Mr. Lim Su Kiat	Member	Group Financial Controller
Mr. Tan Ta Chen	Member	Group Accountant

The Enterprise Risk Management Committee is primarily responsible to assist the Board in establishing, maintaining, implementing and reviewing a strategic approach to risk assessment and management for the Group.

During the financial year under review, the Enterprise Risk Management Committee had one (1) meeting.

## BOARD SELECTION, BALANCE AND REMUNERATION

The Board acknowledges that the strength of the Board lies in the composition of its members, who have a wide range of expertise, extensive experience and diverse background in business, finance and technical knowledge.

### a) Appointments to the Board

The Nomination Committee of the Board is tasked to oversee the selection process and assessment of directors for the Board with the objective to secure the best composition to meet the diverse objectives of the Company. In its selection process, the Nomination Committee follows a set of criteria and expectations based upon the competencies, commitment, experience and integrity of the candidates.

In the selection process, the Nomination Committee and the Board do not set any target on boardroom diversity but endeavour to include any member who will improve the Board's overall compositional balance.

All newly appointed directors will go through a board induction, followed by the necessary training programmes, including the Mandatory Accreditation Programme mandated by the Main LR of Bursa Securities.

### b) Annual Assessment

Annual self and peer review assessments for all the Board members are conducted and reviewed by the Nomination Committee to ensure the continuous suitability of the directors.

### c) Directors' Remuneration

The Group's Remuneration Policy is guided by the need to "attract and retain talent" and at the same time, aligns remuneration and reward to achieving the long term objectives of the Group. The compensation of Non-Executive Directors, including the Non-Executive Chairman, should be a matter for the Board as a whole. Directors' fees payable to Non-Executive Directors are subject to shareholders' approval at the Annual General Meeting ("AGM").

# STATEMENT ON CORPORATE GOVERNANCE

cont'd

## BOARD SELECTION, BALANCE AND REMUNERATION *cont'd*

### c) Directors' Remuneration *cont'd*

No director is involved in deciding his own remuneration. A summary of the Directors' aggregated remuneration for the financial year ended 30 September 2013 is as follows:-

	Salary and EPF RM'000	Fee RM'000	Total RM'000
Executive Directors	3,925	575	4,500
Non-Executive Directors	300	300	600
<b>Total</b>	<b>4,225</b>	<b>875</b>	<b>5,100</b>

The numbers of Directors whose remuneration during the financial year ended 30 September 2013 falls within the following bands are as follows:-

	Group	
	Executive	Non-Executive
RM50,001 – RM100,000	-	2
RM350,001 – RM400,000	-	1
RM750,001 – RM800,000	1	-
RM800,001 – RM850,000	1	-
RM1,000,001 – RM1,050,000	1	-
RM1,450,001 - RM1,500,000	1	-

The detailed remuneration of each Director is not disclosed as the information is sensitive and confidential.

## INDEPENDENCE

The Board is of the view that the appointment of three (3) knowledgeable and professional Independent Non-Executive Directors has enabled a check-and-balance system on the functioning of the Group. The primary role of the Independent Non-Executive Directors is to enquire into material policies, strategies, directions or financial actions taken or omitted by the Management. We believe that the current composition of the Board has facilitated a balanced opinion in order to fairly reflect, through board representation, the interests of the minority shareholders of the Company.

The Board is led by an Independent Non-Executive Chairman whose role and responsibilities is clearly divided from those reserved for the Executive Directors as stated in the Board Charter. The Independent Non-Executive Chairman and Directors are professionals of high calibre and credibility who play a pivotal role in corporate accountability by contributing their knowledge, advice and experience towards making independent judgement on issues of strategies, performance, resources and standards of conduct.

The Board has identified Mr. Chang Wei Ming to be the SINED to whom concerns may be conveyed to by shareholders and the general public. The Board is of the view that although Mr. Chang Wei Ming, who was re-designated as SINED on 8 February 2012, is not the chairman of the Nomination Committee, it is appropriate for him to continue as the SINED for the time being.

The Board has initiated an annual assessment on the independence of each of the independent directors based on a set of criteria established by the Nomination Committee. The same assessment criteria would be used whenever new independent directors are appointed to the Board.

As at end of the financial year at 30 September 2013, none of the independent directors have served in the position of independent directors for more than nine (9) years.

# STATEMENT ON CORPORATE GOVERNANCE

cont'd

## COMMITMENT

The Board, from the recommendations made by the Nomination Committee, has established and communicated to the Board members that they would devote sufficient time and effort to effectively discharge their duties and responsibilities based on their designated roles in the Board.

All of the Directors would notify the Chairman of the Board before accepting any new Board appointment(s) in other companies and would provide the best estimation of time commitment in their new appointment.

## BOARD MEETINGS

A total of five (5) Board meetings were held during the financial year ended 30 September 2013. The attendance of each Director at the Board meetings held during the financial year is summarised as follows:-

Directors	No. of Meetings Attended	Percentage
Dr. Rozali Bin Mohamed Ali	5/5	100%
Mr. Goh Chye Kanag	5/5	100%
Mr. Wong King Kheng	5/5	100%
Dato' Tan Shih Leng	5/5	100%
Mr. Lim Ching Tee Peter	5/5	100%
Mr. Chang Wei Ming	5/5	100%
Mr. Chan Boon Hui	5/5	100%

All the directors have complied with the minimum 50% attendance requirement in respect of Board meetings as stipulated by the Main LR of Bursa Securities.

## DIRECTORS' CONTINUOUS DEVELOPMENT

In order to ensure the directors' continuous professional development, the Board, through its Nomination Committee, has identified and enrolled relevant training needs amongst the Directors as and when required. Any Director may also request to attend additional training sessions to keep abreast of changes in the regulatory framework on their own accord.

The Directors are also updated from time to time at Board meetings by the Company Secretaries on any changes to the legal and corporate governance practices which may affect the Group and the Directors at Board meetings.

The training sessions attended by the Directors during the financial year ended 30 September 2013 are as follows:-

Dr. Rozali Bin Mohamed Ali

- "MSWG Presents a Seminar on: Corporate Governance – The Competitive Advantage", by the Minority Shareholders' Watchdog Group ("MSWG") in April, 2013
- "Executive Forum on Islamic Finance Risk Management", by IFSB/INCEIF in April, 2013
- "Conference on the Electrical & Electronics Industry", by MIDA in June, 2013
- "Talk by Alex Malley, CPA", by Bursa Malaysia in September, 2013

Mr. Wong King Kheng

- "Seminar on Observation by the Financial Statements Review Committee for preparer", by ICPAS in October, 2012
- "Accounting for Restructuring & Discontinued Operations under FRS 37 and FRS 105", by ICPAS in December, 2012
- "A087 FRS 40: Investment Property", by ICPAS in December, 2012
- "An overview of INT FRS: Tackling Accounting Issues not specially dealt", by ICPAS in December, 2012
- "Risk management and internal control Are you aware of what you are up against?", by Ernst and Young in March, 2013

## STATEMENT ON CORPORATE GOVERNANCE

cont'd

### DIRECTORS' CONTINUOUS DEVELOPMENT *cont'd*

The training sessions attended by the Directors during the financial year ended 30 September 2013 are as follows:-  
*cont'd*

Mr. Goh Chye Kang

- "Six Sigma", in March, 2013
- "Risk management and internal control Are you aware of what you are up against?", by Ernst and Young in March, 2013

Dato' Tan Shih Leng

- "Six Sigma", in March, 2013
- "Risk management and internal control Are you aware of what you are up against?", by Ernst and Young in March, 2013

Mr. Lim Ching Tee Peter

- "Six Sigma", in March, 2013
- "Risk management and internal control Are you aware of what you are up against?", by Ernst and Young in March, 2013

Mr. Chan Boon Hui

- "Termsheet and Funding Agreements", by Singapore Infocomm and Technology Federation in April, 2013

Mr. Chang Wei Ming had not attended any training during the financial year ended 30 September 2013 due to personal exigencies and having to spend a significant amount of time overseas.

### FINANCIAL INTEGRITY

#### a) Financial Reporting

The Board is responsible for ensuring that the quarterly and annual audited financial statements of the Company present a fair and balance view and assessment of the Company's financial position, performance and prospect and comply with applicable financial reporting standards. The Board aims to present a balanced, clear and meaningful assessment of the Company's financial positions and prospects in all their reports to the shareholders, investors and regulatory authorities.

With assistance from the Audit Committee, the Board scrutinises the Audited Financial Statements and ensure that all quarterly and annual financial reports are prepared in accordance with the applicable approved financial reporting standards in Malaysia and the provisions of the Companies Act, 1965.

#### b) Statement of Directors' Responsibility for Preparing the Financial Statements

The directors are responsible for ensuring that the all annual financial statements and interim financial statements of the Group and of the Company are drawn up in accordance with the applicable approved accounting standards issued by the Malaysian Accounting Standard Board ("MASB"), the Main LR of Bursa Securities and the provisions of the Companies Act, 1965 so as to give a true and fair view of the financial position of the Group and of the Company as at 30 September 2013 and of their financial performance and the cash flows of the Group and of the Company for the year then ended.

In preparing the financial statements, the directors consider that:

- (a) suitable accounting policies have been adopted and applied consistently;
- (b) reasonable and prudent judgements and estimates have been made;
- (c) all applicable approved accounting standards issued by MASB have been adopted.

## STATEMENT ON CORPORATE GOVERNANCE

cont'd

### FINANCIAL INTEGRITY *cont'd*

#### b) Statement of Directors' Responsibility for Preparing the Financial Statements *cont'd*

The directors are responsible for ensuring that the Group and the Company maintain proper accounting records which enable them to ensure that the financial statements comply with the provisions of the Companies Act 1965, the Main LR of Bursa Securities and all applicable approved financial reporting standards issued by MASB.

The directors are also responsible for ensuring that a proper internal control is in place to safeguard the Group's assets and to prevent and detect fraud and other irregularities.

#### c) External Auditors

The Group's independent External Auditors play an important role in assuring the reliability of the Group's financial statements to the users of those financial statements.

#### Relationship with External Auditors

The role of the Audit Committee in relation to the External Auditors is described in the Audit Committee Report of this Annual Report. The Group has always maintained a transparent relationship with its External Auditors in seeking professional advice and ensuring compliance with applicable approved financial reporting standards in Malaysia.

#### Independence of External Auditors

The Audit Committee has reviewed the independence of the External Auditors via, amongst others, an analysis of the non-audit services provided by the External Auditors and its affiliated parties, and the fees dependency on the services provided to the Group. The Audit Committee had also obtained a written assurance from the External Auditors confirming their independence throughout the conduct of the audit engagement in accordance with the terms of all relevant professional and regulatory requirements.

#### Provision of Non-Audit Services

The Audit Committee has also established guidelines on the provision of non-audit services by the External Auditors to the Group to further enhance their independence. Non-audit services provided by External Auditors and its affiliated parties with a fee above a certain threshold are subject to approval by the Audit Committee.

### RISK MANAGEMENT AND INTERNAL CONTROL

The Board acknowledges that the risk management system and internal audit function is an integral part of an effective system of corporate governance and hence, the Board has established an Enterprise Risk Management Committee to formulate, maintain and regularly review a sound and effective risk management approach. There is also an in-house Internal Audit Department headed by a suitably qualified Head of Internal Audit, which reports directly to the Audit Committee. The Internal Auditors periodically review the adequacy, effectiveness and integrity of the Group's internal control system, management information system, risk management and governance processes. The Internal Auditors also review and highlight to the Audit Committee, any weaknesses in control procedures and make recommendations for improvement.

A summary of Internal Auditors' activities is set out in the Statement on Risk Management and Internal Control on pages 27 to 30 of this Annual Report.

### CORPORATE DISCLOSURE POLICY

The Board observes all the requirements for the timely disclosure to the Company's shareholders and the public and would endeavour to make such disclosures whenever there is a need to ensure that the Company's shareholders and the public are kept well informed of the material developments of the Company.

# STATEMENT ON CORPORATE GOVERNANCE

cont'd

## CORPORATE DISCLOSURE POLICY *cont'd*

Apart from the mandatory and regulatory requirements of making disclosures, the Board has adopted a Corporate Disclosure Policy to regulate the quality of the information and the manner of disclosure of information to the Company's shareholders and the public.

The Board goes through an intensive deliberation to ensure the accuracy and completeness of the information contained therein in public disclosures, such as the quarterly Interim Financial Statements and Annual Audited Financial Statement, and take reasonable steps to ensure that all users of the information, whether financial or non-financial, may rely on such information to make an informed investment decision.

On top of public disclosure via the available platform provided and mandated by Bursa Securities, the Company also maintains its own Website to serve as an electronic communication platform between the Company and the shareholders, stakeholders and the general public. The Company may update some of the non-investment related information exclusively via its own Website, in a dedicated section called "Corporate Governance" and the information published on the Website may include, but not limited to, the Board Charter, policies, directors' profile, industry and product information, corporate activities, sustainability activities, published financial statements and annual reports.

## SHAREHOLDERS' COMMUNICATION

The Board acknowledges the need for the shareholders and investors to be kept informed about the Group's business and corporate developments and the Board has endeavoured to take measures to improve the interactions between the shareholders and the Company and to encourage the participation of shareholders in the Company's AGM.

### a) General Meetings

The AGM remains the principal forum for dialogue with shareholders where they may seek clarifications on the Company's business and Reports. Shareholders are encouraged to meet and communicate with the Board at the AGM and to vote on all resolutions. The Board will respond to any question raised during the meeting.

Notice of the AGM, annual reports and circular are sent out with sufficient notice before the date of the meeting to enable the shareholders to have full information about the meeting to facilitate informed decision-making. The explanatory notes on the proposed resolutions under Special Business are given to help the shareholders vote on the resolutions.

During the 7th AGM and Extraordinary General Meeting held on 22 March 2013 and 21 June 2013, respectively, the Chairman had reminded the attending shareholders on their right to demand for poll voting. Nonetheless, no request for poll voting was received during the abovementioned meetings.

The Board would consider employing electronic means for poll vote in the future general meetings for substantive resolutions. The Board considers a poll vote to be necessary for a fair voting process.

### b) Investor Relations

Apart from communication through general meetings, the Executive Directors have also been responsive to interview invitations by journalists and analysts or dialogue sessions with institutional investors with the aim of updating the shareholders through their published reports. However, during such sessions, the Executive Directors will always ensure that no selective disclosure is made on material information which is not available to the public in accordance with the Corporate Disclosure Policy.

The Board has also established other avenues for more direct interactions between the shareholders and the Company via the appointment of an Investor Relation Officer and, within the Board, the SINED. Shareholders who would like to contact the Company may reach the persons above via email at calvin\_lim@jcyinternational.com or sined@jcyinternational.com respectively.

Timely announcements are also made to the public with regard to the Company's quarterly results, corporate proposals and other required announcements to ensure effective dissemination of information relating to the Company and that accurate information are provided to the public at large.



# AUDIT COMMITTEE REPORT

## MEMBERS

The present members of the Audit Committee ("the Committee") comprise:-

Chairman	Chang Wei Ming	<i>(Senior Independent Non-Executive Director)</i>
Committee members	Dr. Rozali Bin Mohamed Ali	<i>(Independent Non-Executive Director)</i>
	Chan Boon Hui	<i>(Independent Non-Executive Director)</i>

## TERMS OF REFERENCE

### Composition

- The Committee shall consist of at least three (3) members appointed by the Board of Directors from amongst the Directors of whom all members shall be Non-Executive Directors, where a majority shall be independent. The Board adopts the Main Market Listing Requirements of Bursa Malaysia Securities Berhad ("Bursa Securities")'s definition of "Independent Director".

All members of the Committee shall be financially literate and at least one (1) member of the Committee:-

- Must be a member of the Malaysian Institute of Accountants; or
  - If he is not a member of the Malaysian Institute of Accountants, he must have at least three (3) years' working experience and:
    - He must have passed the examinations specified in Part 1 of the 1st Schedule of the Accountants Act 1967; or
    - He must be a member of one of the associations of the accountants specified in Part II of the 1st Schedule of the Accountants Act 1967; or
  - Fulfils such requirements as prescribed or approved by Bursa Securities.
- No alternate Director shall be appointed as a member of the Committee.
  - The members of the Committee shall select a Chairman from among their number who shall be an Independent Non-Executive Director.
  - In the event of any vacancy in the Committee resulting in the non-compliance with item 1 above, the Board shall fill the vacancy within three (3) months.
  - The Board shall review the term of office and performance of the Committee and each member at least once every three (3) years.

### Authority

The Committee is authorised by the Board:-

- To investigate any matter within its terms of reference;
- To have the resources which are required to perform its duties;
- To have full and unrestricted access to any information pertaining to the Company;
- To obtain independent professional or other advice and to invite outsiders with relevant experience to attend the Committee's meetings, if necessary.
- To have direct communication channels with the external auditors and person(s) carrying out the internal audit function or activity (if any);
- To be able to convene meetings with the external auditors, the internal auditors or both, excluding the attendance of other Executive Directors and employees of the Company at least twice a year and whenever necessary.

# AUDIT COMMITTEE REPORT

cont'd

## TERMS OF REFERENCE *cont'd*

### Duties and Responsibilities

Duties and responsibilities of the Committee shall be:-

1. To review the following and to report the same to the Board:-
  - (a) The audit plan, evaluation of the system of internal controls and audit report of the External Auditors;
  - (b) The quarterly and year-end financial statements of the Group and the Company, focusing particularly on:-
    - Any changes in or implementation of major accounting policies and procedures
    - Significant adjustments arising from the audit
    - The going concern assumption
    - Compliance with applicable approved accounting standards and other legal and regulatory requirements;
  - (c) Any related party transaction and conflict of interest situation that may arise within the Group including any transaction, procedure or course of conduct that raises questions of management integrity;
  - (d) Any External Auditors' management letter and management's response on findings arising from the interim and final audits;
  - (e) Any appointment of the External Auditors, the audit fee and any question of resignation or dismissal;
  - (f) The adequacy and effectiveness of risk management, internal control and governance systems relating to the accounting and reporting practices of the Company;
  - (g) Allocation of Executives' Share Option Scheme ("ESOS") in compliance with the criteria as stipulated in the by-laws of ESOS of the Company, if any; and
  - (h) Any other topics or functions as may be agreed to by itself and the Board of Directors.
2. To carry out the following in relation to internal audit functions:-
  - (a) Assessment on the adequacy of audit scope, functions, competency and resources of the internal audit function and that it has the necessary authority to carry out its work;
  - (b) Review of the internal audit programme, processes, the results of the internal audit programme, processes or investigation undertaken and whether or not appropriate action is taken on the recommendations of the internal audit function;
  - (c) Review of the internal audit plan, considering the internal audit reports and findings of the internal auditors, fraud investigations and actions and steps taken by Management in response to audit findings;
  - (d) Review of any appraisal or assessment of the performance of members of the internal audit function;
  - (e) Approval of any appointment or termination of senior staff members of the internal audit function; and
  - (f) Taking cognizance of resignations of internal audit staff members and providing the resigning staff member an opportunity to submit his reasons for resigning.
3. To establish policies governing the circumstances under which contracts for the provision of non-audit services can be entered into and procedures that must be followed by the External Auditors.
4. To assess and monitor the independence and qualification of the Company's independent auditor.

### Meetings and Quorum

1. The Committee should meet regularly, at least every quarter with due notice of issues to be discussed and should record its conclusions in discharging its duties and responsibilities. A majority of the Committee members present must be independent Directors to form a quorum to the meeting.
2. The Committee shall meet with the external auditors without the presence of Executive Directors and employees of the Company at least twice a year and whenever necessary.
3. The Group Finance Manager, the internal auditors, and representatives of the External Auditors shall normally attend meetings. Other Board members and employees shall attend meetings only at the invitation of the Committee.
4. The Company Secretary shall be the secretary of the Committee.

# AUDIT COMMITTEE REPORT

cont'd

## TERMS OF REFERENCE *cont'd*

### Reporting Procedures

1. The Chairman of the Committee is continuously engaged with senior management and auditors in order to be kept informed of any matters affecting the Company.
2. The Minutes shall be circulated to all members of the Board.

## MEETINGS

During the financial year ended 30 September 2013, the Committee held a total of four (4) meetings. Details of each member's meeting attendance during the said financial year are as follows:-

Committee Members	No. of Meetings Attended/Held
Chang Wei Ming	4/4
Dr. Rozali Bin Mohamed Ali	4/4
Chan Boon Hui	4/4

The Committee had two (2) dialogue sessions with the External Auditors without the presence of Executive Directors and employees of the Company on 21 November 2012 and 22 May 2013.

## SUMMARY OF ACTIVITIES

During the financial year, the Committee has reviewed:-

1. The external audit plan with the external auditors.
2. The quarterly unaudited results and the audited annual financial statements before submission to the Board for their consideration and approval for the purpose of announcement to Bursa Securities.
3. The management letter of external auditors and management response.
4. The internal audit plan and results of the internal audit process; to ensure appropriate actions are taken on the recommendations made by the internal auditors.
5. The reports prepared by the internal auditor on the state of internal control of the Group in respect of the financial year.
6. The related party transaction(s) and those that may arise within the Group or Company.
7. The effectiveness of the External Auditors and re-appointments of the External Auditors for the ensuing year.
8. The allocation of the options being granted through the ESOS as being in compliance with the criteria stipulated in the by-laws of the ESOS of the Company.

### Internal Audit Function

The Company has an Internal Audit Department which reports directly to the Committee and assists the Committee in discharging its functions and duties. The internal audit function is independent of operational activities and has its own service charter to ensure the internal audit activities are performed with impartiality, proficiency and due professional care. The costs incurred for the internal audit function in respect of the financial year ended 30 September 2013 amounted to approximately RM150,000/-.

During the financial year, the Internal Audit Department carried out the following:-

1. Reviewed the internal control system of the Group on its compliance and effectiveness, taking into consideration factors that have arisen from evolving business environment.
2. Conducted compliance, operational and financial audits covering Group Policies and Procedures and key internal control areas.
3. Presented audit findings and discussed corrective actions to be taken in each respective business unit's management meeting, corporate level's operations review meeting and in the quarterly Committee meetings.
4. Conducted follow-up audits to ensure corrective actions on audit reports were implemented.

## STATEMENT ON RISK MANAGEMENT AND INTERNAL CONTROL

The Malaysian Code on Corporate Governance 2012 ("MCCG 2012") requires listed companies to maintain a sound framework to manage risks and effective internal controls in order to enhance the value of shareholders' investments and to safeguard the companies' assets. In compliance with Paragraph 15.26(b) of the Main Market Listing Requirements of the Bursa Malaysia Securities Berhad ("Main LR of Bursa Securities"), the Board of Directors of JCY International Berhad is pleased to provide the following Statement on Risk Management and Internal Control of the Group, which has been prepared in accordance with the Statement on Risk Management & Internal Control - Guidelines for Directors of Listed Issuers.

This statement is in line with the Main LR of Bursa Securities on the Group's compliance with the recommendations of the MCCG 2012 in relation to risk management and internal controls.

### RESPONSIBILITY OF THE BOARD

The Board acknowledges the importance of good practice of corporate governance and is committed to maintaining a sound system of risk management and internal control, and for reviewing its effectiveness, adequacy and integrity. This includes the establishment of an appropriate control environment and framework, and review of the effectiveness, adequacy and integrity of the system.

Due to limitations that are inherent in any systems of risk management and internal control, the system adopted by the Group is designed to manage rather than to eliminate the risk of failure to achieve business objectives. The system of risk management and internal control can only provide reasonable but not absolute assurance against any material misstatement, fraud or loss.

There is an on-going process for identifying, evaluating and managing significant risks faced by the Group. This process, which was in place throughout the financial year, is regularly reviewed by the Board.

### RISK MANAGEMENT

The Board is assisted by an Enterprise Risk Management Committee which reports directly to the Board on the establishment, maintenance, administration and periodic review of the Risk Management framework.

#### Risk Management Framework

The Board has identified the essence of a quality Risk Management System and has incorporated these approaches into the adopted Risk Management Framework.

A continuous practice of systematically evaluating and selecting cost effective approaches for minimising the effect of the threat of risk realisation

Risk Management shall achieve a long-term goal of risk minimisation. It is an on-going practice and shall link back to the objectives of the Company, whereby the cost of implementation of the system and measures taken for the control or mitigation of the risks shall not be higher than the anticipated benefits derived from such control and mitigation in the perspective of cost-benefit analysis.

To manage rather than to eliminate risk factors in total

The Board recognises the nature of the residual risk despite how good the Risk Management Framework is designed and how vigilant the implementation of the Risk Management has been. The ultimate target of the Risk Management is to manage the risk within a controllable and acceptable manner, not the elimination of the risk as a whole.

To be embedded into the culture, processes and structures of the Company

The Risk Management Framework is designed to be built into the culture, processes and structures of the Group. The Board has set up an Enterprise Risk Management Committee comprising all the executive directors and certain executive staff with the aim of transplanting the essence and culture of Risk Management throughout all levels of the Group. This Committee also works closely with the Internal Audit Department ("IAD") in carrying out its duties.

# STATEMENT ON RISK MANAGEMENT AND INTERNAL CONTROL

cont'd

## RISK MANAGEMENT *cont'd*

### Risk Management Framework *cont'd*

#### Responsive to changes in the business environment and clearly communicated to all levels

The Board is of the view that risk factors would evolve over time. The Enterprise Risk Management Committee adopts a broad based approach, communicating with all levels within the Group in identifying changes in risk factors at the earliest possible time. In this way, controls and preventive actions could be adjusted to adapt to the new challenges arising from the change.

#### Continuous improvement

The terms of reference of the Enterprise Risk Management Committee are subject to annual review. The Committee would actively refine and continuously seek for improvements in the existing Risk Management System.

## CONTROL ENVIRONMENT AND KEY ELEMENTS OF INTERNAL CONTROL

The Board is committed towards maintaining a strong control structure and environment for the proper conduct of the Group's business operations and towards achieving a sound system of internal control. The control processes in place are as follows:-

### Organisation Structure with Defined Roles and Responsibilities

The responsibilities for the Executive Directors are clearly defined. Job functions for the Management and employees in the Group are streamlined to provide well defined roles and responsibilities for the enhancement of the Group's performance.

### Authority Limits

Delegation of authority including authorisation limits at various levels of management and those requiring the Board's approval are clearly defined to ensure accountability and responsibility.

Investments and projects are subject to formal review and authorisation procedures where the Executive Directors will review significant projects before making recommendations to the Board for consideration, and approval.

### Formalised Strategic Planning Processes

The Group has formulated the appropriate business plans within which the business objectives, strategies and targets are articulated. Business planning and budgeting are undertaken annually to establish plans and targets against which performance is monitored on an ongoing basis. Key business risks are identified during the business planning process and are reviewed regularly during the year.

### Management Processes and Mechanisms

Periodic meetings of the Board, Board Committees and management are the main platform through which the Group's performance and conduct is assessed and monitored.

The daily operations of the business are entrusted to the respective General Managers/Operational Heads and their respective management teams.

Under the purview of the General Managers/Operational Heads, the heads of departments are delegated with the responsibility of managing their respective operations. The General Managers/Operational Heads actively communicate the Board's expectations to their management teams at monthly senior management meetings as well as through attendance at various operational meetings where operational and financial risks are discussed and dealt with.

# STATEMENT ON RISK MANAGEMENT AND INTERNAL CONTROL

cont'd

## CONTROL ENVIRONMENT AND KEY ELEMENTS OF INTERNAL CONTROL *cont'd*

### Management Processes and Mechanisms *cont'd*

The Group's key management team carries out monthly monitoring and review of financial results including monitoring and reporting thereon, of performance against the operating plans. The key management team communicates regularly to monitor operational and financial performance as well as formulate action plans to address any areas of concern.

Through these mechanisms, the Board obtains timely and accurate information of all major control issues in relation to internal controls, regulatory compliance and risk-taking.

### Continuous Employee Education

All employees are encouraged to improve themselves through adequate training and continuous education. The Group has put in place a continuous training programme to motivate and improve the leadership quality of employees in the Group in order to better conduct themselves at work and in relationship with external parties, such as customers and suppliers.

### Quality Control

The Group emphasises continuous effort in maintaining the quality of its products. The Directors have ensured that safety and health regulations, environmental controls and all other legislations in connection with the industry have been considered and complied with.

### Financial Performance

The preparation of quarterly and full year results and the state of affairs, as published to shareholders, are reviewed and approved by the Board. The full year financial statements are also audited by the External Auditors.

## INDEPENDENCE OF AUDIT COMMITTEE

The Audit Committee comprises wholly of Non-Executive Directors who each has the relevant experience and qualification to perform their duties effectively. The Audit Committee has full access to both the Internal Auditors as well as External Auditors.

The Audit Committee, on behalf of the Board, considers the effectiveness of the operation of internal control procedures in the Group during the financial year. The Audit Committee reviews internal control issues identified by the internal auditors, the External Auditors and the management, and evaluates the adequacy and effectiveness of the Group's risk management and internal control system. It also conducts a review of the internal audit functions with emphasis on the scope of audits, quality and independence of the IAD.

## INTERNAL AUDIT DEPARTMENT

The IAD is an independent and objective assurance function designed to add value to the Group.

The IAD reports directly to the Audit Committee and is independent of the activities and operations that it audits. Its primary responsibility is to undertake regular and systematic reviews of the business operations, processes and procedures as well as compliances in order to provide reasonable assurance that the Group's risk management, overall system of internal control and governance processes continues to operate adequately and effectively.

During the year, the IAD has carried out audits on key operating units within the Group in accordance with the risk-based annual audit plan approved by the Audit Committee. IAD adopts COSO Internal Controls – Integrated Framework in providing assurance on the adequacy and effectiveness of the Group's overall system of internal control, risk management and governance. Existing controls in managing the identified risk are evaluated for their adequacy and effectiveness. Improvement measures are recommended to strengthen controls and summary risk profiles are reported to Audit Committee on yearly basis.

## STATEMENT ON RISK MANAGEMENT AND INTERNAL CONTROL

cont'd

### INTERNAL AUDIT DEPARTMENT *cont'd*

Internal audit reports are presented to the Audit Committee on a quarterly basis, highlighting findings, recommendations and agreed action plans to improve the system of internal controls. Follow-up reviews on significant audit issues are performed on quarterly basis to assess the status of implementation and the results of such reviews are reported to the Audit Committee on a quarterly basis as well as reported their residual risks assessment after follow-up closures.

Based on the internal audit reviews conducted, none of the audit issues noted have resulted in any material control deficiencies.

### CONCLUSION

For the financial year under review and up to the date of approval of this Statement on Risk Management and Internal Control, the Board is satisfied with the adequacy and effectiveness of the Group's risk management and internal control system. The Board has received an assurance from the Executive Directors (collectively acting for Chief Executive Officer) and the Executive Director – Finance (equivalent to Chief Financial Officer) that the Group's risk management and internal control system, in all material aspects, is operating adequately and effectively. For the financial year under review, there were no material control failures or adverse compliance events that have directly resulted in any material loss to the Group.

The Board remains committed in ensuring that appropriate initiatives and active measures are taken to enhance the system of internal control to safeguard the shareholders' investment and the Group's assets.

This statement is made in accordance with the resolution of the Board dated 19 February 2014 and has been duly reviewed by the External Auditors pursuant to paragraph 15.23 of the Main LR of Bursa Securities .

## ADDITIONAL COMPLIANCE INFORMATION

### 1. Share Buy-Back

The Company did not buy back shares in the Company and no treasury share was cancelled during the financial year ended 30 September 2013.

More details of the Share Buy-Back and Treasury Shares are stated in the Directors' Report on Page 34 and in the Note 25 to the financial statements on Page 72 of this Annual Report.

### 2. Employee Share Scheme, Other Options and Convertible Securities

There is only one share option scheme currently in existence during the financial year, namely the Executives' Share Option Scheme ("ESOS"). The total number of share options exercised during the financial year ended 30 September 2013 is 575,000.

The details of the share options granted and exercised during the financial year ended 30 September 2013 and outstanding options as at 30 September 2013 are as follows:

ESOS	Number of Options		
	Granted Financial Year Ended 30 Sep 2013	Exercised	Outstanding As at 30 Sep 2013
Total	39,120,000	575,000	38,545,000
Directors and Chief Executive	7,500,000	-	7,500,000

As required under the By-Laws of the ESOS, not more than 50% of the options available under the ESOS are allocated, in aggregate, to Executive Directors, Non-Executive Directors and Senior Management of the Group. During the financial year ended 30 September 2013 and since the commencement of the ESOS, 19.17% of the total options granted under the ESOS are granted to Executive Directors, Non-Executive Directors and Senior Management of the Group.

### 3. Non-Audit Fees

There were no non-audit fees incurred or paid by the Company to its External Auditors except for other service expenditure of approximately RM51,000 paid to an affiliate of the external auditors during the financial year ended 30 September 2013.

### 4. Material Contracts

There were no material contracts of the Company and its subsidiaries involving directors' and major shareholders' interests, either still subsisting at the end of the financial year or, if not then subsisting, entered into since the end of the previous financial year ended 30 September 2013.



## DIRECTORS' REPORT

The directors have pleasure in presenting their report together with the audited financial statements of the Group and the Company for the financial year ended 30 September 2013.

### Principal activities

The principal activities of the Company consist of investment holding and design and development of hard disk drive (HDD) components. The principal activities of the subsidiaries are described in Note 14 to the financial statements.

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

### Results

	Group RM'000	Company RM'000
(Loss)/Profit net of tax	(61,611)	83,175

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 were not substantially affected by any item, transaction or event of a material and unusual nature.

### Dividends

The amount of dividends paid by the Company since 30 September 2012 were as follows:

	RM'000
In respect of financial year ended 30 September 2013:	
Single tier interim dividend of 1 sen per ordinary share on 2,028,913,300 ordinary shares, declared on 26 November 2012 and paid on 10 January 2013	20,289

### Directors

The names of the directors of the Company in office since the date of the last report and at the date of this report are:

Dr. Rozali Bin Mohamed Ali  
 Wong King Kheng  
 Chang Wei Ming  
 Chan Boon Hui  
 Goh Chye Kang  
 Dato' Tan Shih Leng  
 Lim Ching Tee, Peter

# DIRECTORS' REPORT

cont'd

## Directors' benefits

Neither at the end of the financial year, nor at any time during that year, did there subsist any arrangement to which the Company was a party, whereby the directors might acquire benefits by means of the acquisition of shares in or debentures of the Company or any other body corporate, other than those arising from the share options granted under the Executive Share Options Scheme.

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 of a full-time employee of the Company as shown in Note 7 to the financial statements) by reason of a contract made by the Company or a related corporation with any director or with a firm of which he is a member, or with a company in which he has a substantial financial interest, except as disclosed in Note 27 to the financial statements.

## Directors' interests

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

The Company	Number of ordinary shares of RM0.25 each			
	1 October 2012	Acquired	Sold	30 September 2013
<b>Direct interest</b>				
Dr. Rozali Bin Mohamed Ali	650,000	-	-	650,000
Wong King Kheng	3,500,000	-	-	3,500,000
Chang Wei Ming	25,000	-	-	25,000
Goh Chye Kang	600,000	-	-	600,000
Dato' Tan Shih Leng	950,000	500,000	(950,000)	500,000
Lim Ching Tee, Peter	1,000,000	-	(1,000,000)	-

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

The Company	Number of options over ordinary shares			
	1 October 2012	Granted	Exercised	30 September 2013
<b>Direct interest</b>				
Dr. Rozali Bin Mohamed Ali	-	600,000	-	600,000
Wong King Kheng	-	1,500,000	-	1,500,000
Chang Wei Ming	-	450,000	-	450,000
Chan Boon Hui	-	450,000	-	450,000
Goh Chye Kang	-	1,500,000	-	1,500,000
Dato' Tan Shih Leng	-	1,500,000	-	1,500,000
Lim Ching Tee, Peter	-	1,500,000	-	1,500,000

## DIRECTORS' REPORT

cont'd

### Executive Share Options Scheme

At an Extraordinary General Meeting held on 24 March 2011, shareholders approved the Executives' Share Option Scheme ("ESOS") for the granting of non-transferable options that are settled by physical delivery of the ordinary shares of the Company, to eligible senior executives and employees.

The Options Committee administering the ESOS comprises four directors and one senior executive, namely Wong King Kheng, Goh Chye Kang, Dato' Tan Shih Leng, Lim Ching Tee Peter and Yong Yong Chai.

The duration of the ESOS is 3 years from the implementation date of 1 August 2011. The Options Committee has the discretion to extend the duration of the ESOS for another 3 years.

The salient features and other terms of the ESOS are disclosed in Note 25 to the financial statements.

On 2 July 2013, the Company granted 39,120,000 share options under the ESOS at the exercise price of RM0.61. The options expire on 31 July 2017. The options are distributed into three equal tranches vesting on 2 July 2013, 1 July 2014 and 1 July 2015. The vesting condition is that the offeree must be an employee or director of the Company or its subsidiaries on the respective vesting and exercise dates.

The Company has been granted exemption by the Companies Commission of Malaysia from having to disclose the names of option holders, other than directors, who have been granted options to subscribe for less than 600,000 ordinary shares of RM0.25 each. The names of options holders granted options to subscribe for 600,000 or more ordinary shares of RM0.25 each during the financial year are as follows:

Name	Number of share options		
	Granted	Exercised	30 September 2013
Yong Yong Chai	1,200,000	-	1,200,000
Yong Jong Siah	1,200,000	-	1,200,000
Lim Su Kiat	600,000	-	600,000
Liew Yong Tiam	600,000	(200,000)	400,000
Ong Jor Kham	600,000	-	600,000

Details of options granted to directors are disclosed in the section on Directors' Interests in this report.

### Treasury shares

As at 30 September 2013, the Company held as treasury shares a total of 15,946,700 of its 2,044,860,000 issued ordinary shares. Such treasury shares are held at a carrying amount of RM15,584,000 and further relevant details are disclosed in Note 22 to the financial statements.

### Other statutory information

- (a) Before the 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 provision for doubtful debts and satisfied themselves that there were no known bad debts and no provision for doubtful debts was necessary; 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.

**DIRECTORS' REPORT**  
cont'd**Other statutory information cont'd**

- (b) At the date of this report, the directors are not aware of any circumstances not otherwise dealt with in this report or financial statements of the Group and of the Company which would render:
  - (i) it necessary to write off any bad debts or to make any provision for doubtful debts in respect of the financial statements of the Group or of the Company; and
  - (ii) the values attributed to 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 of the Group and of the Company which would render any amount stated in the financial statements misleading.
- (e) As at the date of this report, there does not exist:
  - (i) any charge on the assets of the Group or 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 or 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 affect the ability of the Group or of the Company to meet its 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 or of the Company for the financial year in which this report is made.

**Auditors**

The auditors, 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 23 January 2014

**Goh Chye Kang**

**Wong King Kheng**

## STATEMENT BY DIRECTORS

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

We, Goh Chye Kang and Wong King Kheng, being two of the directors of JCY International Berhad, do hereby state that, in the opinion of the directors, the accompanying financial statements set out on pages 39 to 81 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 30 September 2013 and of their financial performance and the cash flows for the year then ended.

The information set out in Note 34 to the financial statements have 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 23 January 2014.

Goh Chye Kang

Wong King Kheng

## STATUTORY DECLARATION

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

I, Wong King Kheng, being the Director primarily responsible for the financial management of JCY International Berhad, do solemnly and sincerely declare that the accompanying financial statements set out on pages 39 to 82 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 Wong King Kheng )  
at Johor Bahru in the State of Johor )  
Darul Ta'zim on 23 January 2014 )

Wong King Kheng

Before me,  
Commissioner of Oath  
**Harcharan Singh A/L Chanchel Singh**  
No: J 210

# INDEPENDENT AUDITORS' REPORT

to the members of JCY International Berhad  
(Incorporated in Malaysia)

## Report on the financial statements

We have audited the financial statements of JCY International Berhad, which comprise the statements of financial position as at 30 September 2013 of the Group and of the Company, and the statements of comprehensive income, statements of changes in equity and statements of cash flows of the Group and of the Company for the year then ended, and a summary of significant accounting policies and other explanatory notes, as set out on pages 39 to 81.

### *Directors' responsibility for the financial statements*

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

### *Auditors' responsibility*

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

An audit involves performing procedures to obtain audit evidence about the amounts and disclosures in the financial statements. The procedures selected depend on our judgement, including the assessment of risks of material misstatement of the financial statements, whether due to fraud or error. In making those risk assessments, we consider internal control relevant to the entity's preparation of financial statements that give a true and fair view in order to design audit procedures that are appropriate in the circumstances, but not for the purpose of expressing an opinion on the effectiveness of the entity's internal control. An audit also includes evaluating the appropriateness of the 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 the Company as at 30 September 2013 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.

## 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 14 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.

## INDEPENDENT AUDITORS' REPORT

to the members of JCY International Berhad  
(Incorporated in Malaysia)  
cont'd

### Other matters

1. As stated in Note 2.1 to the financial statements, the Group and the Company adopted Malaysian Financial Reporting Standards on 1 October 2012 with a transition date of 1 October 2011. These standards were applied retrospectively by directors to the comparative information in these financial statements, including the statements of financial position as at 30 September 2012 and 1 October 2011, and the statements of comprehensive income, statements of changes in equity and statements of cash flows for the year ended 30 September 2012 and related disclosures. We were not engaged to report on the comparative information and it is unaudited. Our responsibilities as part of our audit of the financial statements of the Group and of the Company for the year ended 30 September 2013 have, in these circumstances, included obtaining sufficient appropriate audit evidence that the opening balances as at 1 October 2012 do not contain misstatements that materially affect the financial position as of 30 September 2013 and financial performance and cash flows for the year then ended.
2. The supplementary information set out in Note 34 on page 82 is disclosed to meet the requirement of Bursa Malaysia Securities Berhad. 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.
3. 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

**Lee Ming Li**  
2983/03/14(J)  
Chartered Accountant

Johor Bahru, Malaysia  
23 January 2014

## STATEMENTS OF COMPREHENSIVE INCOME

for the financial year ended 30 September 2013

	Note	Group		Company	
		2013 RM'000	2012 RM'000	2013 RM'000	2012 RM'000
Revenue	4	1,598,653	2,241,289	76,798	195,192
Cost of sales		(1,634,289)	(1,776,713)	-	(3,430)
<b>Gross (loss)/profit</b>		<b>(35,636)</b>	<b>464,576</b>	<b>76,798</b>	<b>191,762</b>
<b>Other items of income</b>					
Other operating income		3,526	2,180	10,345	-
<b>Other items of expense</b>					
General and administrative expenses		(22,165)	(34,930)	(3,967)	(7,805)
Finance costs	8	(961)	(3,070)	(1)	(1)
<b>(Loss)/Profit before tax</b>	5	<b>(55,236)</b>	<b>428,756</b>	<b>83,175</b>	<b>183,956</b>
Income tax expense	9	(6,375)	(1,460)	-	-
<b>(Loss)/Profit net of tax</b>		<b>(61,611)</b>	<b>427,296</b>	<b>83,175</b>	<b>183,956</b>
<b>Other comprehensive income</b>					
Foreign currency translation		22,941	(5,379)	-	-
<b>Total comprehensive income for the year</b>		<b>(38,670)</b>	<b>421,917</b>	<b>83,175</b>	<b>183,956</b>
Basic (loss)/earning per share (sen)	10	(3.0)	20.9		
Diluted (loss)/earning per share (sen)	10	(3.0)	20.9		

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



# STATEMENTS OF FINANCIAL POSITION

as at 30 September 2013

		Group		
	Note	30.9.2013	30.9.2012	1.10.2011
		RM'000	RM'000	RM'000
<b>Assets</b>				
<b>Non-current assets</b>				
Property, plant and equipment	12	680,190	725,281	702,311
Land use rights	13	18,260	18,515	19,005
Deferred tax assets	21	7,334	12,533	9,458
Restricted bank deposits	18	847	808	804
		<u>706,631</u>	<u>757,137</u>	<u>731,578</u>
<b>Current assets</b>				
Inventories	15	289,592	324,648	224,864
Trade and other receivables	16	223,858	411,373	336,969
Other current asset	17	14,597	13,298	3,669
Tax recoverable		346	671	40
Cash and bank balances	18	177,188	129,778	92,664
		<u>705,581</u>	<u>879,768</u>	<u>658,206</u>
<b>Total assets</b>		<u>1,412,212</u>	<u>1,636,905</u>	<u>1,389,784</u>
<b>Equity and liabilities</b>				
<b>Current liabilities</b>				
Trade and other payables	19	255,428	351,911	257,740
Borrowings	20	54,853	129,083	224,708
Tax payable		-	15	582
		<u>310,281</u>	<u>481,009</u>	<u>483,030</u>
<b>Net current assets</b>		<u>395,300</u>	<u>398,759</u>	<u>175,176</u>
<b>Non-current liabilities</b>				
Long term employee benefits		773	393	-
Deferred tax liabilities	21	28,041	26,926	21,447
		<u>28,814</u>	<u>27,319</u>	<u>21,447</u>
<b>Total liabilities</b>		<u>339,095</u>	<u>508,328</u>	<u>504,477</u>
<b>Net assets</b>		<u>1,073,117</u>	<u>1,128,577</u>	<u>885,307</u>
<b>Equity attributable to equity holders of the Company</b>				
Share capital	22	511,359	511,215	511,215
Reserves		561,758	617,362	374,092
<b>Total equity</b>		<u>1,073,117</u>	<u>1,128,577</u>	<u>885,307</u>
<b>Total equity and liabilities</b>		<u>1,412,212</u>	<u>1,636,905</u>	<u>1,389,784</u>

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

# STATEMENTS OF FINANCIAL POSITION

as at 30 September 2013  
cont'd

	Note	30.9.2013 RM'000	Company 30.9.2012 RM'000	1.10.2011 RM'000
<b>Assets</b>				
<b>Non-current assets</b>				
Property, plant and equipment	12	-	6,632	9,145
Investment in subsidiaries	14	454,131	451,751	451,751
		454,131	458,383	460,896
<b>Current assets</b>				
Trade and other receivables	16	168,776	158,584	165,429
Other current asset	17	135	184	233
Tax recoverable		-	-	40
Cash and bank balances	18	186	135	320
		169,097	158,903	166,022
<b>Total assets</b>		<b>623,228</b>	<b>617,286</b>	<b>626,918</b>
<b>Equity and liabilities</b>				
<b>Current liabilities</b>				
Trade and other payables	19	937	61,380	76,321
<b>Net current assets</b>		<b>168,160</b>	<b>97,523</b>	<b>89,701</b>
<b>Net assets</b>		<b>622,291</b>	<b>555,906</b>	<b>550,597</b>
<b>Equity attributable to equity holders of the Company</b>				
Share capital	22	511,359	511,215	511,215
Reserves		110,932	44,691	39,382
<b>Total equity</b>		<b>622,291</b>	<b>555,906</b>	<b>550,597</b>
<b>Total equity and liabilities</b>		<b>623,228</b>	<b>617,286</b>	<b>626,918</b>

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 30 September 2013

	Note	Non-distributable				Distributable		Total
		Share capital (Note 22(a))	Share premium	Treasury shares (Note 22(b))	Employee share options reserve (Note 23(a))	Foreign currency translation reserve (Note 23(b))	Retained earnings (Note 24)	
		RM'000	RM'000	RM'000	RM'000	RM'000	RM'000	RM'000
<b>2013</b>								
<b>At 1 October 2012</b>		511,215	-	(15,584)	-	7,703	625,243	1,128,577
Total comprehensive income for the year		-	-	-	-	22,941	(61,611)	(38,670)
<b>Transactions with owners</b>								
Dividends	11	-	-	-	-	-	(20,289)	(20,289)
Grant of equity-settled share options to employees		-	-	-	3,148	-	-	3,148
Exercise of employee share options		144	308	-	(101)	-	-	351
<b>At 30 September 2013</b>		<b>511,359</b>	<b>308</b>	<b>(15,584)</b>	<b>3,047</b>	<b>30,644</b>	<b>543,343</b>	<b>1,073,117</b>
<b>2012</b>								
<b>At 1 October 2011</b>		511,215	-	(42)	-	13,082	361,052	885,307
Total comprehensive income for the year		-	-	-	-	(5,379)	427,296	421,917
<b>Transactions with owners</b>								
Dividend	11	-	-	-	-	-	(163,105)	(163,105)
Purchase of treasury shares		-	-	(15,542)	-	-	-	(15,542)
<b>At 30 September 2012</b>		<b>511,215</b>	<b>-</b>	<b>(15,584)</b>	<b>-</b>	<b>7,703</b>	<b>625,243</b>	<b>1,128,577</b>

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 30 September 2013

	Note	← Non-Distributable			→ Distributable		Total
		Share capital (Note 22(a))	Share premium	Treasury shares (Note 22(b))	Employee share options reserve (Note 23(a))	Retained earnings (Note 24)	
		RM'000	RM'000	RM'000	RM'000	RM'000	RM'000
<b>2013</b>							
At 1 October 2012		511,215	-	(15,584)	-	60,275	555,906
Total comprehensive income for the year		-	-	-	-	83,175	83,175
<b>Transactions with owners</b>							
Dividends	11	-	-	-	-	(20,289)	(20,289)
Grant of equity-settled share options to employees		-	-	-	3,148	-	3,148
Exercise of employee share options		144	308	-	(101)	-	351
<b>At 30 September 2013</b>		<b>511,359</b>	<b>308</b>	<b>(15,584)</b>	<b>3,047</b>	<b>123,161</b>	<b>622,291</b>
<b>2012</b>							
At 1 October 2011		511,215	-	(42)	-	39,424	550,597
Total comprehensive income for the year		-	-	-	-	183,956	183,956
<b>Transactions with owners</b>							
Dividend	11	-	-	-	-	(163,105)	(163,105)
Purchase of treasury shares		-	-	(15,542)	-	-	(15,542)
<b>At 30 September 2012</b>		<b>511,215</b>	<b>-</b>	<b>(15,584)</b>	<b>-</b>	<b>60,275</b>	<b>555,906</b>

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

## STATEMENTS OF CASH FLOWS

for the financial year ended 30 September 2013

	Group		Company	
	2013 RM'000	2012 RM'000	2013 RM'000	2012 RM'000
<b>Operating activities</b>				
(Loss)/Profit before tax	(55,236)	428,756	83,175	183,956
Adjustments for:				
Depreciation	107,141	101,692	-	2,513
Amortisation of land use rights	370	350	-	-
Gain on disposal of property, plant and equipment	(11)	-	-	-
Unrealised (gain)/loss on foreign exchange	(14,633)	18,846	(10,345)	5,706
Property, plant and equipment written off	927	922	-	-
Inventories written down to net realisable value	2,336	1,029	-	-
Grant of equity-settled share options to employees	3,148	-	768	-
Interest income	(974)	(1,112)	-	-
Interest expenses	670	2,791	-	-
Operating cash flows before working capital changes	43,738	553,274	73,598	192,175
Inventories	32,720	(101,627)	-	-
Receivables	206,474	(108,107)	-	-
Other current asset	(1,299)	(9,629)	48	49
Payables	(38,347)	47,690	424	-
Cash flows from operations	243,286	381,601	74,070	192,224
Interest paid	(670)	(2,791)	-	-
Tax refunded	248	-	-	40
Tax paid	-	(309)	-	-
Net cash flows from operating activities	242,864	378,501	74,070	192,264
<b>Investing activities</b>				
Interest received	974	1,112	-	-
Purchase of property, plant and equipment	(43,782)	(133,191)	-	-
Proceeds from disposal of property, plant and equipment	61	-	6,632	-
Amount due to/from subsidiaries	-	-	154	(74,669)
Net cash flows (used in)/generated from investing activities	(42,747)	(132,079)	6,786	(74,669)
<b>Financing activities</b>				
Dividends paid	(81,156)	(102,238)	(81,156)	(102,238)
Treasury shares purchased	-	(15,542)	-	(15,542)
Proceeds from exercise of employee share options	351	-	351	-
Repayment of short-term borrowings	(67,440)	(95,164)	-	-
Net cash flows used in financing activities	(148,245)	(212,944)	(80,805)	(117,780)
Net increase/(decrease) in cash and cash equivalents	51,872	33,478	51	(185)
Effect of exchange rate changes on cash and cash equivalents	(4,462)	3,636	-	-
Cash and cash equivalents at beginning of year	129,778	92,664	135	320
Cash and cash equivalents at end of year (Note 18)	177,188	129,778	186	135

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

# NOTES TO THE FINANCIAL STATEMENTS

for the financial year ended 30 September 2013

## 1. CORPORATE INFORMATION

JCY International Berhad is a public limited company incorporated and domiciled in Malaysia and is listed on the Main Market of Bursa Malaysia Securities Berhad. The principal place of business is located at 1, Jalan Firma 3, Kawasan Perindustrian Tebrau IV, 81100 Johor Bahru, Johor. The registered office of the Company is located at Level 7, Menara Milenium, Jalan Damanlela, Pusat Bandar Damansara, Damansara Heights, 50490 Kuala Lumpur.

The holding company of the Company is YKY Investments Ltd, which is incorporated in Bahamas.

The principal activities of the Company consist of investment holding and design and development of hard disk drive (HDD) components. The principal activities of the subsidiaries are described in Note 14. There have been no significant changes in the nature of the principal activities during the financial year.

## 2. SUMMARY OF SIGNIFICANT ACCOUNTING POLICIES

### 2.1 Basis of preparation

These financial statements for the year ended 30 September 2013 have been prepared in accordance with Malaysian Financial Reporting Standards ("MFRS"), International Financial Reporting Standards ("IFRS") and the requirements of the Companies Act, 1965 in Malaysia.

For all periods up to and including the year ended 30 September 2012, the Group and the Company prepared their financial statements in accordance with Financial Reporting Standards in Malaysia ("FRS"). These financial statements for the year ended 30 September 2013 are the first that the Group and the Company have prepared in accordance with MFRS and MFRS 1: First-Time Adoption of Malaysian Financial Reporting Standards ("MFRS 1") has been applied.

In preparing their opening MFRS Statements of Financial Position as at 1 October 2011 (which is also the date of transition), the Group and the Company have not adjusted the amounts previously reported in the financial statements prepared in accordance with FRS as the adoption of the MFRS did not have a material impact on the financial statements. Accordingly, notes related to the statements of financial position as at date of transition are not presented.

The financial statements which have been prepared on a historical cost basis, are presented in Ringgit Malaysia (RM) and all values are rounded to the nearest thousand (RM'000) except when otherwise indicated.

### 2.2 Standards issued but not yet effective

The standards and interpretations that are issued but are not yet effective up to the date of issuance of the Group's and the Company's financial statements are disclosed below. The Group intends to adopt these standards, if applicable, when they become effective.

Description	Effective for annual periods beginning on or after
Amendments to MFRS 101: Presentation of Financial Statements (Annual Improvements 2009-2011 Cycle)	1 January 2013
MFRS 3 Business Combinations (IFRS 3 Business Combinations issued by IASB in March 2004)	1 January 2013
MFRS 10 Consolidated Financial Statements	1 January 2013
MFRS 11 Joint Arrangements	1 January 2013
MFRS 12 Disclosure of interests in Other Entities	1 January 2013
MFRS 13 Fair Value Measurement	1 January 2013
MFRS 119 Employee Benefits	1 January 2013

# NOTES TO THE FINANCIAL STATEMENTS

for the financial year ended 30 September 2013  
cont'd

## 2. SUMMARY OF SIGNIFICANT ACCOUNTING POLICIES *cont'd*

### 2.2 Standards issued but not yet effective *cont'd*

Description	Effective for annual periods beginning on or after
MFRS 127 Separate Financial Statements	1 January 2013
MFRS 128 Investment in Associate and Joint Ventures	1 January 2013
MFRS 127 Consolidated and Separate Financial Statements (IAS 27 as revised by IASB in December 2003)	1 January 2013
Amendment to IC Interpretation 2 Members' Shares in Co-operative Entities and Similar Instruments (Annual Improvements 2009-2011 Cycle)	1 January 2013
IC Interpretation 20 Stripping Costs in the Production Phase of a Surface Mine	1 January 2013
Amendments to MFRS 7: Disclosures – Offsetting Financial Assets and Financial Liabilities	1 January 2013
Amendments to MFRS 1: First-time Adoption of Malaysian Financial Reporting Standards – Government Loans	1 January 2013
Amendments to MFRS 1: First-time Adoption of Malaysian Financial Reporting Standards (Annual Improvements 2009-2011 Cycle)	1 January 2013
Amendments to MFRS 116: Property, Plant and Equipment (Annual Improvements 2009-2011 Cycle)	1 January 2013
Amendments to MFRS 132: Financial Instruments: Presentation (Annual Improvements 2009-2011 Cycle)	1 January 2013
Amendments to MFRS 134: Interim Financial Reporting (Annual Improvements 2009-2011 Cycle)	1 January 2013
Amendments to MFRS 10: Consolidated Financial Statements: Transition Guidance	1 January 2013
Amendments to MFRS 11: Joint Arrangements: Transition Guidance	1 January 2013
Amendments to MFRS 12: Disclosure of Interests in Other Entities: Transition Guidance	1 January 2013
Amendments to MFRS 132: Offsetting Financial Assets and Financial Liabilities	1 January 2014
Amendments to MFRS 10, MFRS 12 and MFRS 127: Investment Entities	1 January 2014
Amendments to MFRS 139 Financial Instruments: Recognition and Measurement: Novation of Derivatives and Continuation of Hedger Accounting	1 January 2014
MFRS 9 Financial Instruments	1 January 2015

The directors expect that the adoption of the above standards and interpretations will not have any material impact on the financial statements in the period of initial application except as discussed below :

#### **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.

# NOTES TO THE FINANCIAL STATEMENTS

for the financial year ended 30 September 2013  
cont'd

## 2. SUMMARY OF SIGNIFICANT ACCOUNTING POLICIES *cont'd*

### 2.3 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 to like transactions and events in similar circumstances.

All intra-group balances, income and expenses and unrealised gains and losses resulting from intra-group transactions are eliminated in full.

Business combinations involving entities under common control are accounted for by applying the pooling of interest method. The assets and liabilities of the combining entities are reflected at their carrying amounts reported in the consolidated financial statements of the controlling holding company. Any difference between the consideration paid and the share capital of the "acquired" entity is reflected within equity as merger reserve. The statement of comprehensive income reflects the results of the combining entities for the full year, irrespective of when the combination takes place. Comparatives are presented as if the entities have always been combined since the date the entities had come under common control.

In the case of other acquisitions, the purchase method of consolidation is applied wherein, identifiable assets acquired and liabilities and contingent liabilities assumed in a business combination are measured initially at their fair values at the acquisition date. Adjustments to those fair values relating to previously held interests are treated as a revaluation and recognised in other comprehensive income. The cost of a business combination is measured as the aggregate of the fair values, at the date of exchange, of the assets given, liabilities incurred or assumed, and equity instruments issued, plus any costs directly attributable to the business combination. Any excess of the cost of business combination over the Group's share in the net fair value of the acquired subsidiary's identifiable assets, liabilities and contingent liabilities is recorded as goodwill on the statement of financial position. Any excess of the Group's share in the net fair value of the acquired subsidiary's identifiable assets, liabilities and contingent liabilities over the cost of business combination is recognised as income in profit or loss on the date of acquisition.

Subsidiaries are consolidated from the date of acquisition, being the date on which the Group obtains control, and continue to be consolidated until the date that such control ceases.

### 2.4 Subsidiaries

A subsidiary is an entity over which the Group has the power to govern the financial and operating policies so as to obtain benefits from its activities.

In the Company's separate financial statements, investments in subsidiaries are accounted for at cost less impairment losses.

### 2.5 Property, plant and equipment

All items of property, plant and equipment are initially recorded at cost. The cost of an item of property, plant and equipment is recognised as an asset if, and only if, it is probable that future economic benefits associated with the item will flow to the Group and the cost of the item can be measured reliably.

Subsequent to recognition, plant and equipment and furniture and fixtures are measured at cost less accumulated depreciation and accumulated impairment losses. When significant parts of property, plant and equipment are required to be replaced in intervals, the Group recognises such parts as individual assets with specific useful lives and depreciation, respectively. Likewise, when a major inspection is performed, its cost is recognised in the carrying amount of the plant and equipment as a replacement if the recognition criteria are satisfied. All other repair and maintenance costs are recognised in profit or loss as incurred.



# NOTES TO THE FINANCIAL STATEMENTS

for the financial year ended 30 September 2013  
cont'd

## 2. SUMMARY OF SIGNIFICANT ACCOUNTING POLICIES *cont'd*

### 2.5 Property, plant and equipment *cont'd*

Freehold land has an unlimited useful life and therefore is not depreciated. Assets under construction included in property, plant and equipment are not depreciated as these assets are not yet available for use. Depreciation on other property, plant and equipment is computed on a straight-line basis over the estimated useful lives of the assets as follows:

Buildings	2% - 5%
Fixtures, fittings and office equipment	20%
Motor vehicles	20%
Plant, machinery and equipment	10% - 20%
Electrical installation	10% - 20%
Renovation	10% - 20%

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 value, useful life and depreciation method are reviewed at each financial year-end, and adjusted prospectively, if appropriate.

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.

### 2.6 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 (cash-generating units ("CGU")).

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 CGUs 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. Impairment loss on goodwill is not reversed in a subsequent period.

# NOTES TO THE FINANCIAL STATEMENTS

for the financial year ended 30 September 2013  
cont'd

## 2. SUMMARY OF SIGNIFICANT ACCOUNTING POLICIES *cont'd*

### 2.7 Inventories

Inventories are stated at the lower of cost and net realisable value. Costs incurred in bringing the inventories to their present location and condition are accounted for as follows:

- Raw materials and consumables: purchase costs on a first-in first-out basis.
- Finished goods and work-in-progress: costs of direct materials and labour and a proportion of manufacturing overheads based on normal operating capacity. These costs are assigned on a first-in first-out basis.

Net realisable value is the estimated selling price in the ordinary course of business less estimated costs of completion and the estimated costs necessary to make the sale.

### 2.8 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. The Group's and the Company's financial assets are categorised as 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.

A financial asset is derecognised when 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.

### 2.9 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.

#### Trade and other receivables and other financial assets carried at amortised cost

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.

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.

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

## NOTES TO THE FINANCIAL STATEMENTS

for the financial year ended 30 September 2013

cont'd

### 2. SUMMARY OF SIGNIFICANT ACCOUNTING POLICIES *cont'd*

#### 2.9 Impairment of financial assets *cont'd*

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.

#### 2.10 Cash and cash equivalents

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

#### 2.11 Borrowing costs

Borrowing costs are capitalised as part of the cost of a qualifying asset if they are directly attributable to the acquisition, construction or production of that asset. Capitalisation of borrowing costs commences when the activities to prepare the asset for its intended use or sale are in progress and the expenditures and borrowing costs are incurred. Borrowing costs are capitalised until the assets are substantially completed for their intended use or sale.

All other borrowing costs are recognised in profit or loss in the period they are incurred. Borrowing costs consist of interest and other costs that the Group incurred in connection with the borrowing of funds.

#### 2.12 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 statement 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 categorised as either financial liabilities at fair value through profit or loss or other financial liabilities. These 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.

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.

# NOTES TO THE FINANCIAL STATEMENTS

for the financial year ended 30 September 2013  
cont'd

## 2. SUMMARY OF SIGNIFICANT ACCOUNTING POLICIES *cont'd*

### 2.13 Financial guarantee contracts

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

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

### 2.14 Leases

#### As lessee

Operating lease payments are recognised as an expense in profit or loss on a straight-line basis over the lease term. 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.

### 2.15 Land use rights

Land use rights are initially measured at cost. Following initial recognition, land use rights are measured at cost less accumulated amortisation and accumulated impairment losses. The land use rights are amortised over their lease terms.

### 2.16 Income taxes

#### (a) Current tax

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

#### (b) 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 temporary differences, except where the deferred tax liability arises from the initial recognition of goodwill or 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.

Deferred tax assets are recognised for all deductible temporary differences, carry forward of unused tax credits and unused tax losses, 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 credits and unused tax losses can be utilised except 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.

# NOTES TO THE FINANCIAL STATEMENTS

for the financial year ended 30 September 2013  
cont'd

## 2. SUMMARY OF SIGNIFICANT ACCOUNTING POLICIES *cont'd*

### 2.16 Income taxes *cont'd*

#### (b) Deferred tax *cont'd*

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.

#### (c) Sales tax

Revenues, expenses and assets are recognised net of the amount of sales tax except:

- Where the sales tax incurred in a purchase of assets or services is not recoverable from the taxation authority, in which case the sales tax is recognised as part of the cost of acquisition of the asset or as part of the expense item as applicable; and
- Receivables and payables that are stated with the amount of sales tax included.

The net amount of sales tax recoverable from, or payable to, the taxation authority is included as part of receivables or payables in the statement of financial position.

### 2.17 Provisions

Provisions are recognised when the Group has a present obligation (legal or constructive) as a result of a past event, it is probable that an outflow of economic resources will be required to settle the obligation and the amount of the obligation can be estimated reliably.

Provisions are reviewed at each reporting date and adjusted to reflect the current best estimate. If it is no longer probable that an outflow of economic resources will be required to settle the obligation, the provision is reversed. If 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. When discounting is used, the increase in the provision due to the passage of time is recognised as a finance cost.

### 2.18 Employee benefits

#### (a) Defined contribution plans

The Group participates in the national pension schemes as defined by the laws of the countries in which it has operations. The Malaysian companies in the Group make contributions to the Employee Provident Fund in Malaysia, a defined contribution pension scheme. Contributions to defined contribution pension schemes are recognised as an expense in the period in which the related service is performed.

# NOTES TO THE FINANCIAL STATEMENTS

for the financial year ended 30 September 2013  
cont'd

## 2. SUMMARY OF SIGNIFICANT ACCOUNTING POLICIES *cont'd*

### 2.18 Employee benefits *cont'd*

#### (b) Employee share option plans

Employees of the Group receive remuneration in the form of share options as consideration for services rendered. The cost of these equity-settled transactions with employees is measured by reference to the fair value of the options at the date on which the options are granted. This cost is recognised in profit or loss, with a corresponding increase in the employee share option reserve over the vesting period. The cumulative expense recognised at each reporting date until the vesting date reflects the extent to which the vesting period has expired and the Group's best estimate of the number of options that will ultimately vest. The charge or credit to profit or loss for a period represents the movement in cumulative expense recognised at the beginning and end of that period.

No expense is recognised for options that do not ultimately vest, except for options where vesting is conditional upon a market or non-vesting condition, which are treated as vested irrespective of whether or not the market or non-vesting condition is satisfied, provided that all other performance and/or service conditions are satisfied. The employee share option reserve is transferred to retained earnings upon expiry of the share options. When the options are exercised, the employee share option reserve is transferred to share capital if new shares are issued, or to treasury shares if the options are satisfied by the reissuance of treasury shares.

#### (c) Defined benefit plan

The cost of providing benefits under defined benefit plans are determined separately for each plan using the projected unit credit actuarial valuation method. Actuarial gains and losses are recognised as income or expense when the net cumulative unrecognised actuarial gains and losses for each individual plan at the end of the previous reporting year exceeded 10% of the higher of the defined benefit obligation and the fair value of plan assets at that date. These gains or losses are recognised over the expected average remaining working lives of the employees participating in the plans.

The past service cost is recognised as an expense on a straight-line basis over the average period until the benefits become vested. If the benefits are already vested immediately following the introduction of, or changes to, a pension plan, past service cost is recognised immediately.

The defined benefit liability is the aggregate of the present value of the defined benefit obligation and actuarial gains and losses not recognised, reduced by past service cost not yet recognised and the fair value of plan assets out of which the obligations are to be settled directly.

### 2.19 Foreign currency

#### (a) Functional and presentation currency

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

#### (b) Foreign currency transactions

Transactions in foreign currencies are measured in the respective functional currencies of the Company and its subsidiaries and are recorded on initial recognition in the functional currencies at exchange rates approximating those ruling at the transaction dates. Monetary assets and liabilities denominated in foreign currencies are translated at the rate of exchange ruling at the reporting date. Non-monetary items denominated in foreign currencies that are measured at historical cost are translated using the exchange rates as at the dates of the initial transactions. Non-monetary items denominated in foreign currencies measured at fair value are translated using the exchange rates at the date when the fair value was determined.

# NOTES TO THE FINANCIAL STATEMENTS

for the financial year ended 30 September 2013  
cont'd

## 2. SUMMARY OF SIGNIFICANT ACCOUNTING POLICIES *cont'd*

### 2.19 Foreign currency *cont'd*

#### (b) Foreign currency transactions *cont'd*

Exchange differences arising on the settlement of monetary items or on translating monetary items at the reporting date are recognised in profit or loss except for exchange differences arising on monetary items that form part of the Group's net investment in foreign operations, 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 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 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.

#### (c) Foreign operations

The assets and liabilities of foreign operations are translated into RM at the rate of exchange ruling at the reporting date and income and expenses are translated at exchange rates at the dates of the transactions. The exchange differences arising on the translation are taken directly to other comprehensive income. On disposal of a foreign operation, the cumulative amount recognised in other comprehensive income and accumulated in equity under foreign currency translation reserve relating to that particular foreign operation is recognised in the profit or loss.

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.

### 2.20 Revenue

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 of consideration received or receivable.

#### (i) Sales of goods

Revenue relating to sale of goods is recognised net of sales taxes and discounts upon the transfer of risks and rewards.

#### (ii) Rendering of services

Revenue from the design and development services rendered is recognised when the services are performed at the reporting date. Revenue is recognised to the extent of the expenses recognised that are recoverable.

#### (iii) Interest income

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

#### (iv) Dividend income

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

### 2.21 Segment reporting

For management purposes, the Group is organised into operating segments based on their geographical segments which are independently managed by the respective segment managers responsible for the performance of the respective segments under their charge. The segment managers report directly to the management of the Company who regularly review the segment results in order to allocate resources to the segments and to assess the segment performance. Additional disclosures on each of these segments are shown in Note 32, including the factors used to identify the reportable segments and the measurement basis of segment information.

# NOTES TO THE FINANCIAL STATEMENTS

for the financial year ended 30 September 2013  
cont'd

## 2. SUMMARY OF SIGNIFICANT ACCOUNTING POLICIES *cont'd*

### 2.22 Treasury shares

When shares of the Company, that have not been cancelled, recognised as equity are reacquired, the amount of consideration paid is recognised directly in equity. Reacquired shares are classified as treasury shares and presented as a deduction from total equity. No gain or loss is recognised in profit or loss on the purchase, sale, issue or cancellation of treasury shares. When treasury shares are reissued by resale, the difference between the sales consideration and the carrying amount is recognised in equity.

### 2.23 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 event(s) not wholly within the control of the Group.

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

## 3. SIGNIFICANT ACCOUNTING ESTIMATES AND JUDGEMENTS

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.

### 3.1 Key sources of estimation uncertainty

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.

#### (a) Depreciation of plant and machinery

The cost of plant and machinery for the manufacture of hard disk drive components is depreciated on a straight-line basis over the assets' useful lives. Management estimates the useful lives of these plant and machinery to range from 5 to 10 years. Changes in the expected level of usage and technological developments could impact the economic useful lives and the residual values of these assets, therefore future depreciation charges could be revised.

#### (b) Impairment assessment of property, plant and equipment

During the current financial year, the Group has carried out an impairment test by estimating the value-in-use of its property, plant and equipment. Estimating the value-in-use requires the Group to make an estimate of the expected future cash flows and also to choose a suitable discount rate in order to calculate the present value of those cash flows.

Based on the estimated value-in-use, no impairment is required in respect of the Group's property, plant and equipment during the current financial year. The carrying amount of the Company's property, plant and equipment are disclosed in Note 12.

#### (c) Deferred tax assets

Deferred tax assets are recognised for all unused tax losses and unabsorbed capital allowances to the extent that it is probable that taxable profit will be available against which the losses and capital allowances can be utilised. Significant management judgement is required to determine the amount of deferred tax assets that can be recognised, based upon the likely timing and level of future taxable profits. Further details of the recognised and unrecognised deferred tax assets are disclosed in Note 21.



# NOTES TO THE FINANCIAL STATEMENTS

for the financial year ended 30 September 2013  
cont'd

## 4. REVENUE

	Group		Company	
	2013	2012	2013	2012
	RM'000	RM'000	RM'000	RM'000
Sales of hard disk drive components	1,598,653	2,241,289	-	-
Rendering of design and development services	-	-	-	939
Dividend income	-	-	76,798	194,253
	<u>1,598,653</u>	<u>2,241,289</u>	<u>76,798</u>	<u>195,192</u>

## 5. (LOSS)/PROFIT BEFORE TAX

	Group		Company	
	2013	2012	2013	2012
	RM'000	RM'000	RM'000	RM'000
(Loss)/Profit before tax is stated after charging:				
Depreciation (Note 12)	107,141	101,692	-	2,513
Amortisation of land use rights (Note 13)	370	350	-	-
Auditors' remuneration:				
- Statutory audit				
- current year	348	334	55	55
- underprovision in prior year	7	5	7	5
- Other services	51	51	15	15
Employee benefits expense (Note 6)	193,286	119,320	3,189	2,044
Inventories written down to net realisable value	2,336	1,029	-	-
Non-executive directors' remuneration (Note 7)				
- Fees	300	150	300	150
- Other emoluments	300	300	300	300
Rental of land and building	2,917	3,051	-	-
Rental of equipment	1,713	1,910	-	-
Rental of hostel	11,211	6,597	-	-
Rental of office	184	184	184	184
Property, plant and equipment written off	927	922	-	-
Loss on foreign exchange				
- Unrealised	-	18,846	-	5,706
	<u>-</u>	<u>18,846</u>	<u>-</u>	<u>5,706</u>

And crediting:

Interest income from deposits	974	1,112	-	-
Gain on disposal of property, plant and equipment	11	-	-	-
Gain on foreign exchange				
- Realised	3,304	17,984	-	-
- Unrealised	14,633	-	10,345	-
	<u>18,612</u>	<u>19,096</u>	<u>10,345</u>	<u>-</u>

## NOTES TO THE FINANCIAL STATEMENTS

for the financial year ended 30 September 2013  
cont'd

### 6. EMPLOYEE BENEFITS EXPENSE

	Group		Company	
	2013	2012	2013	2012
	RM'000	RM'000	RM'000	RM'000
Wages and salaries	181,015	110,057	2,339	1,907
Defined contribution plans	5,813	5,278	70	130
Social security contributions	1,773	1,868	3	7
Share options granted under ESOS	3,148	-	768	-
Other staff related expenses	1,537	2,117	9	-
	193,286	119,320	3,189	2,044

Included in employee benefits expense of the Group and of the Company are executive directors' remuneration amounting to RM4,500,000 (2012: RM4,334,000) and RM450,000 (2012: RM476,000) respectively as further disclosed in Note 7.

### 7. DIRECTORS' REMUNERATION

The details of remuneration receivable by directors of the Company during the year are as follows:

	Group		Company	
	2013	2012	2013	2012
	RM'000	RM'000	RM'000	RM'000
Executive directors (Note 6) :				
Salaries and bonus	3,787	3,958	50	260
Fees	575	220	400	200
Defined contribution plan	138	156	-	16
	4,500	4,334	450	476
Non-executive directors (Note 5) :				
Fees	300	150	300	150
Other emoluments	300	300	300	300
	600	450	600	450
Total directors' remuneration	5,100	4,784	1,050	926

## NOTES TO THE FINANCIAL STATEMENTS

for the financial year ended 30 September 2013

cont'd

### 7. DIRECTORS' REMUNERATION *cont'd*

The number of directors of the Company whose total remuneration during the financial year fell within the following bands is analysed below:

	Number of directors	
	2013	2012
Executive directors:		
RM50,000 and below	-	* 1
RM300,001 - RM350,000	-	** 1
RM500,001 - RM550,000	-	1
RM750,001 - RM800,000	1	-
RM800,001 - RM850,000	1	1
RM1,000,001 - RM1,050,000	1	-
RM1,150,001 - RM1,200,000	-	1
RM1,450,001 - RM1,500,000	1	-
RM1,550,001 - RM1,600,000	-	1
Non-executive directors:		
RM50,000 and below	-	2
RM50,001 - RM100,000	2	-
RM300,001 - RM350,000	-	1
RM350,001 - RM400,000	1	-

Includes remuneration of executive directors who resigned:

\* *In the financial year ended 30 September 2011*

\*\* *In the financial year ended 30 September 2012*

### 8. FINANCE COSTS

	Group		Company	
	2013	2012	2013	2012
	RM'000	RM'000	RM'000	RM'000
Interest expenses on:				
- Bankers' acceptances	537	1,218	-	-
- Term loan	-	473	-	-
- Bill payable	133	1,100	-	-
Bank charges	291	279	1	1
	961	3,070	1	1

## NOTES TO THE FINANCIAL STATEMENTS

for the financial year ended 30 September 2013  
cont'd

### 9. INCOME TAX EXPENSE

#### Major components of income tax expense

The major components of income tax expense for the years ended 30 September 2013 and 2012 are:

	Group		Company	
	2013	2012	2013	2012
	RM'000	RM'000	RM'000	RM'000
Statements of comprehensive income:				
Current income tax:				
Malaysian income tax	-	1	-	-
Overprovision in prior year	(12)	(945)	-	-
Deferred tax (Note 21):				
Relating to origination and reversal of temporary differences	6,387	2,404	-	-
	6,375	1,460	-	-

#### Reconciliation between tax expense and accounting profit

The reconciliation between tax expense and the product of accounting profit multiplied by the applicable corporate tax rate for the years ended 30 September 2013 and 2012 are as follows:

	Group		Company	
	2013	2012	2013	2012
	RM'000	RM'000	RM'000	RM'000
(Loss)/Profit before taxation	(55,236)	428,756	83,175	183,956
Taxation at Malaysian statutory tax rate of 25% (2012 : 25%)	(13,809)	107,189	20,794	45,989
Income not subject to tax	-	(120,882)	(21,786)	(48,563)
Expenses not deductible for tax purposes	771	1,014	79	1,460
Effect of temporary differences reversing during the tax exemption period	4,007	11,772	-	-
Deferred tax assets not recognised	15,418	3,733	913	1,114
Utilisation of unabsorbed losses previously not recognised as deferred tax assets	-	(421)	-	-
Overprovision of income tax in prior year	(12)	(945)	-	-
Income tax expense recognised in profit or loss	6,375	1,460	-	-

Domestic current income tax is calculated at the statutory tax rate of 25% (2012 : 25%) of the estimated assessable profit for the year. Taxation for other jurisdictions is calculated at the rates prevailing in the respective jurisdictions. Certain subsidiaries of the Group enjoy tax exemptions from the relevant authorities on their business income for current and future periods. The computation of deferred tax as at 30 September 2013 and 2012 has reflected the effects of such exemptions.

The above reconciliation is prepared by aggregating separate reconciliations for each national jurisdiction.

## NOTES TO THE FINANCIAL STATEMENTS

for the financial year ended 30 September 2013

cont'd

### 10. (LOSS)/EARNINGS PER SHARE

Basic (loss)/earnings per share are calculated by dividing (loss)/profit for the year, net of tax, attributable to owners of the parent by the weighted average number of ordinary shares outstanding during the financial year.

Diluted (loss)/earnings per share are calculated by dividing (loss)/profit for the year, net of tax, attributable to owners of the parent by the weighted average number of ordinary shares outstanding during the financial year plus the weighted average number of ordinary shares that would be issued on the conversion of all the dilutive potential ordinary shares into ordinary shares.

The following tables reflect the profit and share data used in the computation of basic and diluted earnings per share for the years ended 30 September:

	Group	
	2013	2012
(Loss)/Profit attributable to ordinary equity holders of the Company (RM'000)	(61,611)	427,296
Weighted average number of ordinary shares for basic (loss)/earnings per share computation ('000 units)	2,029,021	2,043,679
Effects of dilution:-		
Share options	9,646	-
Weighted average number of ordinary shares for diluted (loss)/earnings per share computation ('000 units)	2,038,667	2,043,679
Basic (loss)/earnings per share (sen)	(3.0)	20.9
Diluted (loss)/earnings per share (sen)	(3.0)	20.9

### 11. DIVIDENDS

	Dividend in respect of year		Dividend recognised in year	
	2013	2012	2013	2012
	RM'000	RM'000	RM'000	RM'000
Single tier interim dividend of 2 sen per ordinary share on 2,044,760,000 ordinary shares	-	40,895	-	40,895
Single tier interim dividend of 3 sen per ordinary share on 2,044,760,000 ordinary shares	-	61,343	-	61,343
Single tier interim dividend of 3 sen per ordinary share on 2,028,913,300 ordinary shares	-	60,867	-	60,867
Single tier interim dividend of 1 sen per ordinary share on 2,028,913,300 ordinary shares	20,289	-	20,289	-
	20,289	163,105	20,289	163,105

## NOTES TO THE FINANCIAL STATEMENTS

for the financial year ended 30 September 2013  
cont'd

### 12. PROPERTY, PLANT AND EQUIPMENT

2013 Group	Freehold land RM'000	Buildings RM'000	Construction in progress RM'000	Fixtures, fittings and office equipment RM'000	Plant and machinery RM'000	Equipment installation RM'000	Electrical Renovation RM'000	Motor vehicles RM'000	Total RM'000	
										Cost
At 1 October 2012	7,288	172,986	6,739	9,386	981,000	118,392	9,114	17,705	2,298	1,324,908
Additions	-	208	5,799	801	24,434	4,761	-	7,460	319	43,782
Disposal	-	-	-	-	(147)	(307)	-	-	(53)	(507)
Written off	-	-	-	(65)	(1,469)	-	-	-	-	(1,534)
Reclassifications	-	(2,505)	(10,155)	22	4,356	-	-	8,282	-	-
Exchange differences	294	1,135	5,109	218	24,788	-	-	916	57	32,517
At 30 September 2013	7,582	171,824	7,492	10,362	1,032,962	122,846	9,114	34,363	2,621	1,399,166
At 1 October 2012	-	20,769	-	6,727	487,365	62,354	6,520	14,013	1,879	599,627
Charge for the year (Note 5)	-	6,470	-	884	86,353	11,051	1,180	1,039	164	107,141
Disposal	-	-	-	-	(289)	(115)	-	-	(53)	(457)
Written off	-	-	-	(60)	(547)	-	-	-	-	(607)
Exchange differences	-	596	-	139	12,504	-	-	7	26	13,272
At 30 September 2013	-	27,835	-	7,690	585,386	73,290	7,700	15,059	2,016	718,976
At 30 September 2013	7,582	143,989	7,492	2,672	447,576	49,556	1,414	19,304	605	680,190

# NOTES TO THE FINANCIAL STATEMENTS

for the financial year ended 30 September 2013

cont'd

## 12. PROPERTY, PLANT AND EQUIPMENT cont'd

2012 Group	Freehold land RM'000	Buildings RM'000	Construction in progress RM'000	Fixtures, fittings and office equipment RM'000	Plant and machinery RM'000	Equipment installation RM'000	Electrical Renovation RM'000	Motor vehicles RM'000	Total RM'000	
										Cost
At 1 October 2011	7,478	130,156	39,732	8,443	878,676	117,637	9,114	20,427	2,269	1,213,932
Additions	-	190	22,600	1,093	103,120	5,293	-	847	48	133,191
Written off	-	-	-	(88)	(2,880)	(4,538)	-	(3,569)	-	(11,075)
Reclassifications	-	44,071	(54,710)	-	10,639	-	-	-	-	-
Exchange differences	(190)	(1,431)	(883)	(62)	(8,555)	-	-	-	(19)	(11,140)
At 30 September 2012	7,288	172,986	6,739	9,386	981,000	118,392	9,114	17,705	2,298	1,324,908
At 1 October 2011	-	16,075	-	5,996	411,211	55,338	4,900	16,382	1,719	511,621
Charge for the year (Note 5)	-	4,870	-	844	81,443	11,546	1,620	1,200	169	101,692
Written off	-	-	-	(73)	(1,981)	(4,530)	-	(3,569)	-	(10,153)
Exchange differences	-	(176)	-	(40)	(3,308)	-	-	-	(9)	(3,533)
At 30 September 2012	-	20,769	-	6,727	487,365	62,354	6,520	14,013	1,879	599,627
At 30 September 2012	7,288	152,217	6,739	2,659	493,635	56,038	2,594	3,692	419	725,281

## NOTES TO THE FINANCIAL STATEMENTS

for the financial year ended 30 September 2013  
cont'd

### 12. PROPERTY, PLANT AND EQUIPMENT *cont'd*

Company	Plant and machinery RM'000	Equipment RM'000	Renovation RM'000	Total RM'000
<b>2013</b>				
<b>Cost</b>				
At 1 October 2012	21,103	1,136	364	22,603
Disposal	(21,103)	(1,136)	(364)	(22,603)
At 30 September 2013	-	-	-	-
<b>Accumulated depreciation</b>				
At 1 October 2012	14,682	985	304	15,971
Disposal	(14,682)	(985)	(304)	(15,971)
At 30 September 2013	-	-	-	-
<b>Net carrying amount</b>				
At 30 September 2013	-	-	-	-
<b>2012</b>				
<b>Cost</b>				
At 1 October 2011/30 September 2012	21,103	1,136	364	22,603
<b>Accumulated depreciation</b>				
At 1 October 2011	12,377	821	260	13,458
Charge for the year (Note 5)	2,305	164	44	2,513
At 30 September 2012	14,682	985	304	15,971
<b>Net carrying amount</b>				
At 30 September 2012	6,421	151	60	6,632



## NOTES TO THE FINANCIAL STATEMENTS

for the financial year ended 30 September 2013  
cont'd

### 13. LAND USE RIGHTS

	Group	
	2013 RM'000	2012 RM'000
As at beginning of year	18,515	19,005
Amortisation for the year (Note 5)	(370)	(350)
Exchange differences	115	(140)
As at end of year	18,260	18,515
Amount to be amortised:		
- Not later than one year	371	369
- Later than one year but not later than five years	1,485	1,475
- Later than five years	16,404	16,671
	18,260	18,515

### 14. INVESTMENT IN SUBSIDIARIES

	Company	
	2013 RM'000	2012 RM'000
Unquoted shares, at cost:		
- In Malaysia	451,751	451,751
- Outside Malaysia	2,300	2,300
	454,051	454,051
Less: Accumulated impairment losses	(2,300)	(2,300)
	451,751	451,751
ESOS granted to employees of subsidiaries	2,380	-
	454,131	451,751

## NOTES TO THE FINANCIAL STATEMENTS

for the financial year ended 30 September 2013  
cont'd

### 14. INVESTMENT IN SUBSIDIARIES *cont'd*

Details of the subsidiaries are as follows:

Name of company	Country of incorporation	2013 %	2012 %	Principal activities
<b>Held by the Company:</b>				
JCY HDD Technology Sdn Bhd*	Malaysia	100.00	100.00	Manufacturing and trading of HDD components
JCY HDD Technology Pte Ltd**	Singapore	100.00	100.00	Trading of HDD components
Minarex Holdings Limited*	Mauritius	100.00	100.00	Investment holding
<b>Held through subsidiaries:</b>				
YK Technology (Suzhou) Co. Ltd****	The People's Republic of China	100.00	100.00	Manufacturing and trading of HDD components
Foshan YK HDD Co. Ltd****	The People's Republic of China	100.00	100.00	Manufacture and distribution of HDD components.
PCA Hard.Com Sdn Bhd Limited*#	British Virgin Island	100.00	100.00	International marketing support and procurement services
Axius Investments Ltd**	Mauritius	100.00	100.00	Investment holding
JCY HDD Technology Company Limited ***	Thailand	99.99	99.99	Manufacture and distribution of HDD components
QB Technology Sdn Bhd ****	Malaysia	100.00	100.00	Provision of labour management services within the Group

\* Audited by Ernst & Young, Malaysia

\*\* Audited by member firms of Ernst & Young Global in the respective countries

\*\*\* Audited by firms other than Ernst & Young

# Subsidiaries of Minarex Holdings Limited

## Subsidiary of Axius Investments Ltd

### Subsidiary of JCY HDD Technology Sdn Bhd

## NOTES TO THE FINANCIAL STATEMENTS

for the financial year ended 30 September 2013  
cont'd

### 15. INVENTORIES

	Group	
	2013 RM'000	2012 RM'000
At cost:		
Raw materials	58,312	61,752
Work-in-progress	100,885	96,034
Finished goods	88,859	115,275
Consumables	16,169	14,757
	264,225	287,818
At net realisable value:		
Work-in-progress	6,071	20,342
Finished goods	19,296	16,488
	25,367	36,830
	289,592	324,648

### 16. TRADE AND OTHER RECEIVABLES

	Group		Company	
	2013 RM'000	2012 RM'000	2013 RM'000	2012 RM'000
<b>Current</b>				
<b>Trade receivables</b>				
Third parties	219,960	408,654	-	-
	219,960	408,654	-	-
<b>Other receivables</b>				
Sundry receivables	1,935	946	-	-
Deposits	1,963	1,773	34	34
Subsidiaries	-	-	168,742	158,550
	3,898	2,719	168,776	158,584
Total trade and other receivables	223,858	411,373	168,776	158,584
Add: Cash and bank balances (Note 18)	178,035	130,586	186	135
Total loans and receivables	401,893	541,959	168,962	158,719

## NOTES TO THE FINANCIAL STATEMENTS

for the financial year ended 30 September 2013  
cont'd

### 16. TRADE AND OTHER RECEIVABLES *cont'd*

#### (a) Trade receivables

The Group's primary exposure to credit risk arises from its trade receivables. The Group's trading terms with its customers are on credit. The credit period is generally for a period of 30 days, extending up to 60 days for major customers. Each customer has a maximum credit limit. Other credit terms are assessed and approved on a case-by-case basis. Trade receivables are unsecured and non-interest bearing.

#### Ageing analysis of trade receivables

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

	Group	
	2013	2012
	RM'000	RM'000
Neither past due nor impaired	210,434	337,449
1 to 30 days past due but not impaired	6,178	59,490
31 to 60 days past due but not impaired	3,038	3,234
61 to 90 days past due but not impaired	302	4,914
More than 91 past due but not impaired	8	3,567
	9,526	71,205
	219,960	408,654

#### Receivables that are neither past due nor impaired

Trade and other receivables that are neither past due nor impaired are creditworthy debtors with good payment records with the Group. Almost all of the Group's trade receivables arise from customers with more than four years of experience with the Group and losses have occurred infrequently.

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

#### Receivables that are past due but not impaired

The Group has trade receivables amounting to RM9,526,000 (2012: RM71,205,000) that are past due at the reporting date but not impaired.

#### (b) Amounts due from subsidiaries

The amounts due from subsidiaries, which arose from advances, are unsecured, non-interest bearing and are repayable on demand.

### 17. OTHER CURRENT ASSET

	Group		Company	
	2013	2012	2013	2012
	RM'000	RM'000	RM'000	RM'000
Prepayments	14,597	13,298	135	184

## NOTES TO THE FINANCIAL STATEMENTS

for the financial year ended 30 September 2013  
cont'd

### 18. CASH AND BANK BALANCES

	Group		Company	
	2013	2012	2013	2012
	RM'000	RM'000	RM'000	RM'000
<b>Current:</b>				
Repurchase agreements	75,493	50,159	-	-
Fixed deposits with commercial banks	17,370	26,188	-	-
Cash and bank balances	84,325	53,431	186	135
Cash and cash equivalents	177,188	129,778	186	135
<b>Non-current:</b>				
Restricted bank deposits	847	808	-	-
	178,035	130,586	186	135

In addition to the Group's restricted bank deposits, bank balances of approximately RM1,363,000 (2012: RM104,000) are pledged for bank guarantee facilities granted to certain subsidiaries.

The interest rates and maturities of repurchase agreements and fixed deposits of the Group as at the end of the financial year were as follows:

	Range of interest rates		Range of maturities	
	2013	2012	2013	2012
	%	%	Days	Days
Repurchase agreements	0.15 - 2.90	0.12 - 2.85	1 - 7	1 - 5
Fixed deposits with commercial banks	2.3 - 3.3	0.12 - 3.25	29 - 365	29 - 365
Restricted bank deposits	2.35	2.35	>365	>365

### 19. TRADE AND OTHER PAYABLES

	Group		Company	
	2013	2012	2013	2012
	RM'000	RM'000	RM'000	RM'000
<b>Current</b>				
Trade payables				
Third parties	204,330	227,642	-	-

## NOTES TO THE FINANCIAL STATEMENTS

for the financial year ended 30 September 2013  
cont'd

### 19. TRADE AND OTHER PAYABLES *cont'd*

	Group		Company	
	2013 RM'000	2012 RM'000	2013 RM'000	2012 RM'000
<b>Other payables</b>				
Sundry payables	11,650	16,338	-	-
Accruals	39,448	47,064	937	513
Dividend payable	-	60,867	-	60,867
	51,098	124,269	937	61,380
Total trade and other payables	255,428	351,911	937	61,380
Add: Borrowings (Note 20)	54,853	129,083	-	-
Total financial liabilities carried at amortised cost	310,281	480,994	937	61,380

#### Trade payables

Trade payables are unsecured, non-interest bearing and the normal trade credit terms granted to the Group is two months.

### 20. BORROWINGS

	Group	
	2013 RM'000	2012 RM'000
<b>Current</b>		
Unsecured:		
Bills payable	5,648	72,339
Foreign currency trade loans	49,205	56,744
	54,853	129,083

The interest rates at the reporting date for borrowings were as follows:

	Group	
	2013 % per annum	2012 % per annum
Bills payable	1.20	1.20
Foreign currency trade loans	0.86 - 1.14	0.81 - 1.39

The Group's borrowings are secured by the following:

- (a) Corporate guarantee from the Company; and
- (b) Negative pledge over the assets of a subsidiary.

# NOTES TO THE FINANCIAL STATEMENTS

for the financial year ended 30 September 2013  
cont'd

## 21. DEFERRED TAX ASSETS/(LIABILITIES)

	Group	
	2013 RM'000	2012 RM'000
At beginning of year	(14,393)	(11,989)
Recognised in profit or loss (Note 9)	(6,314)	(2,404)
At end of year	<u>(20,707)</u>	<u>(14,393)</u>
Presented after appropriate offsetting as follows:		
Deferred tax assets	7,334	12,533
Deferred tax liabilities	(28,041)	(26,926)
	<u>(20,707)</u>	<u>(14,393)</u>

The components of deferred tax mainly relate to timing differences on capital allowances for property, plant and equipment. The movement of deferred tax during the financial year are as follows:

	2013 RM'000	2012 RM'000
<b>Deferred tax assets</b>		
At beginning of year	12,533	9,458
Recognised in profit or loss	(5,199)	3,075
At end of year	<u>7,334</u>	<u>12,533</u>
<b>Deferred tax liabilities</b>		
At beginning of year	(26,926)	(21,447)
Recognised in profit or loss	(1,115)	(5,479)
At end of year	<u>(28,041)</u>	<u>(26,926)</u>

At the reporting date, the Group and the Company have tax losses and unabsorbed capital allowances of approximately RM106,905,000 (2012: RM32,245,000) and RMNil (2012: RM8,917,000) respectively that is available for offset against future taxable profits. No deferred tax assets have been recognised in respect of the above tax losses and capital allowances as the Group is not able to estimate the extent of future taxable profit that will allow the deferred tax assets to be utilised.

## NOTES TO THE FINANCIAL STATEMENTS

for the financial year ended 30 September 2013  
cont'd

### 22. SHARE CAPITAL

	Number of ordinary shares of RM0.25 each		← Amount →	
	Share capital (Issued and fully paid) '000	Treasury shares '000	Share capital (Issued and fully paid) RM'000	Treasury shares RM'000
<b>2013</b>				
At beginning of year	2,044,860	(15,947)	511,215	(15,584)
Exercise of employee share options	575	-	144	-
At end of year	<u>2,045,435</u>	<u>(15,947)</u>	<u>511,359</u>	<u>(15,584)</u>
<b>2012</b>				
At beginning of year	2,044,860	(100)	511,215	(42)
Purchase of treasury shares	-	(15,847)	-	(15,542)
At end of year	<u>2,044,860</u>	<u>(15,947)</u>	<u>511,215</u>	<u>(15,584)</u>
	Number of ordinary shares of RM0.25 each		← Amount →	
	2013 '000	2012 '000	2013 RM'000	2012 RM'000
<b>Authorised share capital</b>	<u>8,000,000</u>	<u>8,000,000</u>	<u>2,000,000</u>	<u>2,000,000</u>

(a) **Share capital**

The holders of ordinary shares (except treasury shares) are entitled to receive dividends as and when declared by the Company. All ordinary shares carry one vote per share without restrictions and rank equally with regard to the Company residual assets.

The Company has an Executives' Share Option Scheme under which options to subscribe for the Company's ordinary shares have been granted to employees of the Group.

(b) **Treasury shares**

Treasury shares relate to ordinary shares of the Company that are held by the Company. The amount consists of the acquisition costs of treasury shares net of the proceeds received on their subsequent sale or issuance.

During the previous financial year, the Company acquired 15,846,700 shares in the Company through purchases on the Bursa Malaysia Securities Berhad. The total amount paid to acquire the shares was RM15,542,528 and this was presented as a component within shareholders' equity.

The directors of the Company are committed to enhancing the value of the Company for its shareholders and believe that the repurchase plan can be applied in the best interests of the Company and its shareholders. The repurchase transactions were financed by internally generated funds. The shares repurchased are being held as treasury shares.



## NOTES TO THE FINANCIAL STATEMENTS

for the financial year ended 30 September 2013

cont'd

### 23. OTHER RESERVES

#### (a) Employee share option reserve

Employee share option reserve represents the equity-settled share options granted to employees (Note 25). The reserve is made up of the cumulative value of services received from employees recorded over the vesting period commencing from the grant date of equity-settled share options, and is reduced by the expiry or exercise of the share options.

#### (b) Foreign currency translation reserve

The foreign currency translation reserve is used to record exchange differences arising from the translation of the financial statements of foreign operations whose functional currencies are different from that of the Group's presentation currency. It is also used to record the exchange differences arising from monetary items which form part of the Group's net investment in foreign operations.

### 24. RETAINED EARNINGS

The entire retained earnings of the Company as at 30 September 2013 may be distributed as dividends under the single tier system.

### 25. EXECUTIVES' SHARE OPTION SCHEME

During the financial year, the Company introduced an Executives' Share Option Scheme ("ESOS") to eligible executives of the Company.

#### Description of the ESOS

The ESOS was approved at the Extraordinary General Meeting of the Company held on 24 March 2011 and implemented on 1 August 2011 with a duration of 3 years. The Options Committee has the discretion to extend the duration of the ESOS for another 3 years. The options are to be settled only by the issuance and allocation of new ordinary shares of the Company. There are no cash settlement alternatives.

The exercise price of the share options granted under the ESOS is RM0.61 each. All options granted are divided into 3 equal tranches which vest on 2 July 2013, 1 July 2014 and 1 July 2015. The vesting condition is that the offeree must be an employee or director, as the case may be, of the Company or its subsidiary on the respective vesting and exercise dates. The options expire on 31 July 2017 and the tranche vesting on 1 July 2015 is subject to extension of the ESOS duration by the Options Committee.

#### Movement of share options during the financial year

The following table illustrates the number of, and movements in, share options of the Company during the financial year:

	Number of share options at exercise price of RM0.61 each
	2013 '000
Outstanding at beginning of financial year	-
- Granted	39,120
- Exercised	(575)
Outstanding at end of financial year	<u>38,545</u>
Exercisable at end of financial year	<u>12,465</u>

## NOTES TO THE FINANCIAL STATEMENTS

for the financial year ended 30 September 2013  
cont'd

### 25. EXECUTIVES' SHARE OPTION SCHEME *cont'd*

- The weighted average fair value of each option granted during the financial year was RM0.19.
- The weighted average share price at the date of exercise of the options exercised during the financial year was RM0.75.
- The exercise price for options outstanding at the end of the year was RM0.61. The options expire on 31 July 2017.

#### Fair value of share options granted

The fair value of the share options granted under the ESOS is estimated at the grant date using the Black-Scholes pricing model, taking into account the terms and conditions upon which the instruments were granted. The model inputs were the share price of the Company's shares at grant date of RM0.675, exercise price of RM0.61 each, expected dividend yield of 3%, a risk-free interest rate of 3.52%, weighted average expected life of 927 days (it was assumed that the employees would exercise the options at the mid point of the vesting dates and the option expiry date), volatility of 41.3% (derived from the annualised historical volatility of the share prices of the Company) and the assumption that the Option Committee would extend the duration of the ESOS for another 3 years.

### 26. COMMITMENTS

#### (a) Capital commitments

Committed capital expenditure as at the reporting date is as follows:

	Group	
	2013	2012
	RM'000	RM'000
Approved and contracted for:		
Property, plant and equipment	6,157	15,650

#### (b) Operating lease commitments – as lessee

In addition to the land use rights disclosed in Note 13, the Group has entered into non-cancellable operating lease agreements for the use of land, buildings and hostel. These leases have an average life of between 1 and 5 years with renewal options of 12 months included in the contracts.

Minimum lease payments, including amortisation of land use rights recognised in profit or loss for the financial year ended 30 September 2013 amounted to RM12,092,000 (2012: RM11,240,000).

Future minimum rentals payable under non-cancellable operating leases (excluding land use rights) at the reporting date are as follows:

	Group		Company	
	2013	2012	2013	2012
	RM'000	RM'000	RM'000	RM'000
<b>Future minimum rental payments:</b>				
Not later than 1 year	3,169	2,108	-	153
Later than 1 year and not later than 5 years	4,762	1,478	-	-
	7,931	3,586	-	153

# NOTES TO THE FINANCIAL STATEMENTS

for the financial year ended 30 September 2013  
cont'd

## 27. RELATED PARTY TRANSACTIONS

### (a) Sales and purchases of goods and services

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

	2013 RM'000	2012 RM'000
<b>Group</b>		
PCA Mahlin Technology Sdn. Bhd. - a company in which a director is the brother of the Company's former director		
- Rental of building	600	600
YK Technology (Foshan) Co., Ltd - a company in which a substantial shareholder has equity interest and in which a director is also the management personnel		
- Rental of building	219	-
<b>Company</b>		
Rendering of design and development services to a subsidiary	-	939
Disposal of plant and equipment to a subsidiary	6,332	-
Dividend income from a subsidiary	76,798	194,253

### (b) Compensation to key management personnel

Key management personnel of the Group and of the Company are also executive directors of the Company. Information on compensation to key management personnel is disclosed in Note 7.

## 28. CONTINGENT LIABILITIES

### Group - Unsecured

On 14 December 2009, Tenaga Nasional Berhad ("TNB") served a claim of additional electricity charges amounting to approximately RM8.36 million to JCY HDD Technology Sdn. Bhd. ("JCY HDD"), a subsidiary of the Group. The additional electricity charges were in respect of the electricity charges supposedly undercharged by TNB for the period from September 2007 to November 2009 due to the incorrect meter reading from electricity meters that were allegedly defective or tampered with.

JCY HDD had disputed the claims and held discussions with TNB as to their basis and quantification of the additional electricity charges.

On 15 December 2011, the High Court ruled that TNB's claim is only restricted to 3 months backcharges. Therefore, JCY HDD is only required to pay an amount of approximately RM1.05 million to TNB. However, TNB had filed an appeal to the Court of Appeal against the decision of the High Court made on 15 December 2011. Currently, this matter has been fixed for Full Trial on 25 and 26 March 2014.

## NOTES TO THE FINANCIAL STATEMENTS

for the financial year ended 30 September 2013  
cont'd

### 28. CONTINGENT LIABILITIES *cont'd*

There will be no significant financial impact arising from the above claim made by TNB as a major corporate shareholder of the Company has undertaken that it would make good on the amount claimed by TNB. As such, no provision has been made for these backcharges.

### 29. FAIR VALUE OF FINANCIAL INSTRUMENTS

- (a) Financial instruments that are not carried at fair value and whose carrying amounts are reasonable approximations of fair value

The following are classes of financial instruments that are not carried at fair value and whose carrying amounts are reasonable approximations of fair value:

	<b>Note</b>
Trade and other receivables	16
Trade and other payables	19
Borrowings	20

The carrying amounts of these financial assets and liabilities are reasonable approximations 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.

For the purpose of the above estimates of fair value of financial instruments, 'short term nature' is defined as a period within 1 year.

- (b) Fair value of financial instruments by classes that are not carried at fair value and whose carrying amounts are not reasonable approximation of fair value

#### Investment in subsidiaries

Fair value information has not been disclosed for the Company's investments in equity instruments that are carried at cost because fair value cannot be measured reliably. These equity instruments represent ordinary shares in subsidiaries that are not quoted on any market and does not have any comparable industry peers that are listed. In addition, the variability in the range of reasonable fair value estimates derived from valuation techniques would be significant. The Company does not intend to dispose of these investments in the foreseeable future.

### 30. FINANCIAL RISK MANAGEMENT OBJECTIVES AND POLICIES

The Group and the Company are exposed to financial risks arising from their operations and the use of financial instruments. The key financial risks include credit risk, liquidity risk, interest rate risk and foreign currency risk.

The Board of Directors reviews and agrees policies and procedures for the management of these risks, which are executed by the management. The audit committee provides independent oversight to the effectiveness of the risk management process.

It is, and has been throughout the current and previous financial year, the Group's policy that no derivatives shall be undertaken. The Group and the Company do not apply hedge accounting.

The following sections provide details regarding the Group's and 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

for the financial year ended 30 September 2013  
cont'd

### 30. FINANCIAL RISK MANAGEMENT OBJECTIVES AND POLICIES *cont'd*

#### (a) Credit risk

Credit risk is the risk of loss that may arise on outstanding financial instruments should a counterparty default on its obligations. The Group's and the Company's exposure to credit risk arises primarily from trade and other receivables.

Credit risks, or the risk of counterparties defaulting, is managed through the application of credit approvals, credit limits and monitoring procedures. Cash terms and advance payments are required for customers of lower credit standing.

Trade receivables are monitored on an ongoing basis via the Group's management reporting procedures.

As at year end, the Group has a concentration of credit risk as a substantial portion of the trade receivables were due from its principal customers.

#### Exposure to credit risk

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.
- A nominal amount of RM54,853,000 (2012: RM129,083,000) relating to corporate guarantees provided by the Company to banks for credit facilities granted to subsidiaries.

Information regarding credit enhancements for trade and other receivables is disclosed in Note 16(a).

#### Credit risk concentration profile

The Group determines concentrations of credit risk by monitoring the country and industry sector profile of its trade receivables on an ongoing basis. The credit risk concentration profile of the Group's trade receivables at the reporting date are as follows:

	Group			
	2013		2012	
	RM'000	% of total	RM'000	% of total
<b>By country:</b>				
Malaysia	53,483	24%	110,724	27%
Singapore	3,752	2%	17,979	5%
Thailand	152,777	69%	270,803	66%
Other countries	9,948	5%	9,148	2%
	219,960	100%	408,654	100%

At the reporting date, approximately 77% (2012: 88%) of the Group's trade receivables were due from 2 major customers.

#### Financial assets that are neither past due nor impaired

Information regarding trade and other receivables that are neither past due nor impaired is disclosed in Note 16. Deposits with banks and other financial institutions that are neither past due nor impaired are placed with or entered into with reputable financial institutions or companies with high credit ratings and no history of default.

#### Financial assets that are either past due or impaired

Information regarding financial assets that are either past due or impaired is disclosed in Note 16.

## NOTES TO THE FINANCIAL STATEMENTS

for the financial year ended 30 September 2013  
cont'd

### 30. FINANCIAL RISK MANAGEMENT OBJECTIVES AND POLICIES *cont'd*

#### (b) 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 stand-by credit facilities.

The Group actively manages its debt maturity profile, operating cash flows and the availability of funding so as to ensure that all repayment and funding needs are met. As part of its overall prudent liquidity management, the Group maintains sufficient levels of cash to meet its working capital requirements.

#### Analysis of financial instruments by remaining contractual maturities

Other than the Group's long term employee benefits amounting to RM773,000 (2012: RM393,000), all of the Group's and the Company's liabilities at the reporting date fall due within one year.

#### (c) Interest rate risk

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

The Group's primary interest rate risk relates to interest-bearing debt. The Group has no substantial long term interest-bearing assets as at 30 September 2013 and 2012. The investments in financial assets are mainly short term in nature and have been mostly placed in short term deposits.

The Group manages its interest rate exposure by constantly reviewing its debt portfolio to capitalise on cheaper funding when interest rates are low and relying on internally generated funds when interest rates are high.

#### Sensitivity analysis for interest rate risk

At the reporting date, if interest rates had been 50 basis points lower/higher, with all other variables held constant, the Group's loss net of tax would have been RM206,000 (2012: RM484,000) lower/higher, arising mainly as a result of lower/higher interest expense on floating rate loans and borrowings. The assumed movement in basis points for interest rate sensitivity analysis is based on the currently observable market environment.

#### (d) 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 is exposed to transactional currency risk primarily through sales and purchases that are denominated in a currency other than the functional currency of the operations to which they relate. The currencies giving rise to this risk are primarily United States Dollars (USD), Singapore Dollars (SGD) and Thailand Baht (Baht). Foreign exchange exposures in transactional currencies other than functional currencies of the operating entities are closely monitored by the Group and kept to an acceptable level.

Approximately 78% (2012: 77%) of the Group's sales are denominated in foreign currencies whilst 45% (2012: 46%) of costs are denominated in the respective functional currencies of the Group entities. The Group's trade receivable and trade payable balances at the reporting date have similar exposures.

The Group and the Company also hold cash and cash equivalents denominated in foreign currencies for working capital purposes. At the reporting date, such foreign currency balances (mainly in USD) amount to RM161,983,000 (2012: RM54,268,000) and RM39,000 (2012: RM37,000) for the Group and the Company respectively.

## NOTES TO THE FINANCIAL STATEMENTS

for the financial year ended 30 September 2013  
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### 30. FINANCIAL RISK MANAGEMENT OBJECTIVES AND POLICIES *cont'd*

#### (d) Foreign currency risk *cont'd*

The Group is also exposed to currency translation risk arising from its foreign operations. The Group's investment in these subsidiaries are not hedged as the currency position in these subsidiaries are considered to be long-term in nature.

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

Net financial assets/ (liabilities) held in non- functional currency	Functional currency of group companies				
	Thai Baht RM'000	United States Dollars RM'000	Ringgit Malaysia RM'000	Chinese Renminbi RM'000	Total RM'000
<b>2013</b>					
United States Dollars	(233,682)	-	233,850	29,333	29,501
Singapore Dollars	(1,200)	(4)	(14,851)	-	(16,055)
Euro	-	-	(186)	-	(186)
Japanese Yen	-	-	(3)	-	(3)
Swiss Franc	-	-	(55)	-	(55)
Thai Baht	-	-	(1,203)	-	(1,203)
	<b>(234,882)</b>	<b>(4)</b>	<b>217,552</b>	<b>29,333</b>	<b>11,999</b>
<b>2012</b>					
United States Dollars	(208,939)	-	313,753	3,787	108,601
Singapore Dollars	(1,454)	514	(21,338)	-	(22,278)
Euro	-	-	(29)	-	(29)
Japanese Yen	-	-	(6)	-	(6)
Swiss Franc	-	-	(2)	-	(2)
Thai Baht	-	-	(1,047)	-	(1,047)
	<b>(210,393)</b>	<b>514</b>	<b>291,331</b>	<b>3,787</b>	<b>85,239</b>

## NOTES TO THE FINANCIAL STATEMENTS

for the financial year ended 30 September 2013  
cont'd

### 30. FINANCIAL RISK MANAGEMENT OBJECTIVES AND POLICIES *cont'd*

#### (d) Foreign currency risk *cont'd*

##### Sensitivity analysis for foreign currency risk

The following table demonstrates the sensitivity of the Group's loss net of tax to a reasonably possible change in the USD, SGD and Baht exchange rates against the respective functional currencies of the Group entities, with all other variables held constant.

		Group	
		Loss net of tax	
		2013	2012
		RM'000	RM'000
USD/RM	- strengthened 3% (2012: 3%)	(7,016)	(3,224)
	- weakened 3% (2012: 3%)	7,016	3,224
USD/Baht	- strengthened 3% (2012: 3%)	7,010	100
	- weakened 3% (2012: 3%)	(7,010)	(100)
USD/RMB	- strengthened 10% (2012: 10%)	(2,933)	(379)
	- weakened 10% (2012: 10%)	2,933	379
SGD/RM	- strengthened 7% (2012: 7%)	1,040	1,494
	- weakened 7% (2012: 7%)	(1,040)	(1,494)
Baht/RM	- strengthened 10% (2012: 10%)	120	105
	- weakened 10% (2012: 10%)	(120)	(105)

### 31. CAPITAL MANAGEMENT

The primary objective of the Group's capital management is to ensure that it maintains a strong credit rating and healthy capital ratios in order to support its business and maximise shareholder value.

The Group manages its capital structure and makes adjustments to it, in light of changes in economic conditions. To maintain or adjust the capital structure, the Group may adjust the dividend payment to shareholders, return capital to shareholders or issue new shares. No changes were made in the objectives, policies or processes during the years ended 30 September 2013 and 30 September 2012.

The Group monitors capital using a gearing ratio, which is net debt divided by total capital plus net debt. The Group's policy is to keep the gearing ratio between 25% and 50%. The Group includes within net debt, loans and borrowings, trade and other payables, less cash and bank balances. Capital includes equity attributable to the owners.

	Note	Group		Company	
		2013	2012	2013	2012
		RM'000	RM'000	RM'000	RM'000
Borrowings	20	54,853	129,083	-	-
Trade and other payables	19	255,428	351,911	937	61,380
Less: Cash and bank balances	18	(178,035)	(130,586)	(186)	(135)
Net debt		132,246	350,408	751	61,245
Equity attributable to the owners of the parent, represents total capital		1,073,117	1,128,577	622,291	555,906
Capital and net debt		1,205,363	1,478,985	623,042	617,151
Gearing ratio		11%	24%	0%	10%



## NOTES TO THE FINANCIAL STATEMENTS

for the financial year ended 30 September 2013

cont'd

### 32. SEGMENT INFORMATION

The Group's activities are predominantly in the trading, manufacturing and assembling of HDD components. As such, segmental information is only presented by geographical segments. The geographical segments are based on the location of assets and these are:

- (i) Malaysia
- (ii) Thailand
- (iii) Others : These consist of segments which are outside Malaysia but which individually fall below the 10% threshold of a reportable segment.

The directors are of the opinion that all inter-segment transactions have been entered into in the normal course of business and have been established on terms and conditions that are mutually agreed upon.

#### Geographical segments

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

	Malaysia RM'000	Thailand RM'000	Others RM'000	Eliminations RM'000	Total RM'000
<b>30 September 2013</b>					
<b>Revenue</b>					
Sales to external customers	1,249,872	315,368	29,052	-	1,594,292
Inter-segment sales	241,678	-	54,231	(295,909)	-
<b>Total revenue</b>	<b>1,491,550</b>	<b>315,368</b>	<b>83,283</b>	<b>(295,909)</b>	<b>1,594,292</b>
<b>Results</b>					
Segment results	(7,024)	(28,344)	(50,539)	31,619	(54,288)
Finance costs	(939)	-	(22)	-	(961)
(Loss)/Profit before tax	(7,963)	(28,344)	(50,561)	31,619	(55,249)
Income tax	(1,104)	(2,726)	13	(2,545)	(6,362)
(Loss)/Profit net of tax	(9,067)	(31,070)	(50,548)	29,074	(61,611)
<b>Assets and liabilities</b>					
Segment assets	1,403,950	237,770	290,874	(520,382)	1,412,212
Segment liabilities	349,989	232,637	239,903	(483,434)	339,095
<b>Other segment information</b>					
Depreciation	63,613	15,633	20,579	7,316	107,141
Amortisation	341	-	29	-	370

## NOTES TO THE FINANCIAL STATEMENTS

for the financial year ended 30 September 2013  
cont'd

### 32. SEGMENT INFORMATION *cont'd*

	Malaysia RM'000	Thailand RM'000	Others RM'000	Eliminations RM'000	Total RM'000
<b>30 September 2012</b>					
<b>Revenue</b>					
Sales to external customers	1,732,696	443,797	64,796	-	2,241,289
Inter-segment sales	436,503	-	45,828	(482,331)	-
<b>Total revenue</b>	<b>2,169,199</b>	<b>443,797</b>	<b>110,624</b>	<b>(482,331)</b>	<b>2,241,289</b>
<b>Results</b>					
Segment results	430,910	(4,476)	(10,493)	15,885	431,826
Finance costs	(3,047)	-	(23)	-	(3,070)
Profit/(Loss) before tax	427,863	(4,476)	(10,516)	15,885	428,756
Income tax expense	(4,535)	-	-	3,075	(1,460)
<b>Profit/(Loss) net of tax</b>	<b>423,328</b>	<b>(4,476)</b>	<b>(10,516)</b>	<b>18,960</b>	<b>427,296</b>
<b>Assets and liabilities</b>					
Segment assets	1,594,805	254,697	325,563	(538,160)	1,636,905
Segment liabilities	517,056	222,420	231,039	(462,187)	508,328
<b>Other segment information</b>					
Depreciation	83,219	14,633	17,450	(13,610)	101,692
Amortisation	341	-	9	-	350

### 33. AUTHORISATION OF FINANCIAL STATEMENTS FOR ISSUE

The financial statements for the year ended 30 September 2013 were authorised for issue in accordance with a resolution of the directors on 23 January 2014.

## NOTES TO THE FINANCIAL STATEMENTS

for the financial year ended 30 September 2013  
cont'd

### 34. SUPPLEMENTARY INFORMATION – BREAKDOWN OF RETAINED PROFITS INTO REALISED AND UNREALISED

The breakdown of the retained earnings of the Group and of the Company as at 30 September 2013 into realised and unrealised profits is presented in accordance with the directive issued by Bursa Malaysia Securities Berhad dated 25 March 2010 and prepared in accordance with Guidance on Special Matter No. 1, Determination of Realised and Unrealised Profits or Losses in the Context of Disclosure Pursuant to Bursa Malaysia Securities Berhad Listing Requirements, as issued by the Malaysian Institute of Accountants.

	Group		Company	
	2013	2012	2013	2012
	RM'000	RM'000	RM'000	RM'000
Retained earnings of the Company and its subsidiaries:				
Realised	501,799	608,829	128,225	75,684
Unrealised	(2,404)	(2,147)	(5,064)	(15,409)
	499,395	606,682	123,161	60,275
Less: Consolidation adjustments	43,948	18,561	-	-
Retained earnings per financial statements	543,343	625,243	123,161	60,275

## LIST OF PROPERTIES

No.	Address/Location	Tenure of land (years)	Existing use	Land area/ Built up area	Age of Building	Net book value as at 30 September 2013 (RM)
1	No. 1, Jalan Firma 3 Kawasan Perindustrian Tebrau IV, Mukim Tebrau 81100 Johor Bahru Johor	60 years lease commencing on 1 February 2000 and expiring 31 January 2060	Factory building cum office	Approximately 2.002 acres. Total built up area of approximately 50,000 square feet	12.5 years	4,390,000
2	No. 17, Jalan Firma 3 Kawasan Perindustrian Tebrau IV, Mukim Tebrau 81100 Johor Bahru Johor	60 years lease commencing on 1 February 2000 and expiring 31 January 2060	Factory building cum office	Approximately 2.5 acres. Total built up area of approximately 69,000 square feet	13 years	4,891,000
3	No. 15, Jalan Firma 3 Kawasan Perindustrian Tebrau IV, Mukim Tebrau 81100 Johor Bahru Johor	60 years lease commencing on 22 August 2000 and expiring 21 August 2060	Factory building cum office	Approximately 2.501 acres. Total built up area of approximately 153,000 square feet	12 years	12,143,000
4	No. 3, Jalan Firma 3 Kawasan Perindustrian Tebrau IV, Mukim Tebrau 81100 Johor Bahru Johor	60 years lease commencing on 1 February 2000 and expiring 31 January 2060	Factory building cum office	Approximately 1.986 acres. Total built up area of approximately 55,000 square feet	13 years	5,371,000
5	No. 24/No. 24A/No. 24B Jalan Firma 2, Kawasan Perindustrian Tebrau IV Mukim Tebrau 81100 Johor Bahru Johor	60 years lease commencing on 30 November 2002 and expiring 29 November 2062	Factory building cum office	Approximately 4 acres. Total built up area of approximately 129,000 square feet	9.5 years	15,234,000
6	PLO 296, Jalan Firma 2 Kawasan Perindustrian Tebrau IV, Mukim Tebrau 81100 Johor Bahru Johor	60 years lease commencing on 6 January 2003 and expiring 5 January 2063	Factory building	Approximately 5 acres. Total built up area of approximately 237,000 square feet	4 year	32,415,000
7	Lot PT 2743 Jalan Bemban Kawasan Perindustrian Jasin, 77000 Jasin Melaka	Freehold	Factory building cum office	Approximately 2.81082 acres. Total built up area of approximately 64,000 square feet	11 years	4,200,000

## LIST OF PROPERTIES

cont'd

No.	Address/Location	Tenure of land (years)	Existing use	Land area/ Built up area	Age of Building	Net book value as at 30 September 2013 (RM)
8	HS(D) 46612, PT 394 Mukim 13, Daerah Seberang Perai Tengah Pulau Pinang	60 years lease commencing on 12 March 2001 and expiring 11 March 2061	Factory building cum office	Approximately 9.33317 acres. Total built up area of approximately 120,000 square feet	4 year	15,841,000
9	Certificate No. Wu Guo Yong (2007) Di 20805 for a parcel of land located at Hedong Industrial Park, Wuzhong Economic Development Zone, Jiangsu Province, PRC	50 years from 11 May 2007 to 10 May 2057	Factory building cum office	Approximately 13.17887 acres. Total built up area of approximately 301,200 square feet	2 year	45,887,000
10	Plot No. A58/2 in the S I L Industrial Zone, land title deed no. 36365, located at Bualoy Sub-District Nongkhae District Saraburi Province Thailand	Freehold	Factory building cum office	Approximately 5.878 acres. Total built up area of approximately 203,181 square feet	7 years	30,896,000
11	Plot No. 43 in the S I L Industrial Zone, land title deed no. 36364, located at Bualoy Sub-District Nongkhae District Saraburi Province Thailand	Freehold	Land	Approximately 5.928 acres	n.a.	3,204,000

## STATISTICS OF SHAREHOLDINGS

## STATISTICS OF SHAREHOLDINGS AS AT 28 JANUARY 2014

Authorised Share Capital	:	RM2,000,000,000.00
Issued and Paid-Up Share Capital	:	RM511,386,250.00 comprising 2,045,565,000 ordinary shares of RM0.25 each
Class of Shares	:	Ordinary Shares of RM0.25 each
Voting Rights	:	One (1) vote per ordinary share

## ANALYSIS OF SHAREHOLDINGS

Size of Shareholdings	No. of Shareholders	%#	No. of Shares Held	%#
1 – 99	9	0.11	87	0.00
100 – 1,000	810	10.07	707,823	0.03
1,001 – 10,000	4,297	53.43	26,090,163	1.29
10,001 – 100,000	2,549	31.69	84,547,400	4.17
100,001 – 101,480,914 <sup>(*)</sup>	377	4.69	402,789,775	19.85
101,480,915 and above <sup>(**)</sup>	1	0.01	1,515,483,052	74.67
<b>TOTAL</b>	<b>8,043</b>	<b>100.00</b>	<b>2,029,618,300</b>	<b>100.00</b>

Remarks: \* Less than 5% of Issued Shares  
 \*\* 5% and above of Issued Shares  
 # After netting off 15,946,700 treasury shares held as at 28 January 2014.

## SUBSTANTIAL SHAREHOLDERS

The substantial shareholders of JCY and their respective shareholdings based on the Register of Substantial Shareholders of JCY as at 28 January 2014 are as follows:-

Substantial Shareholders	Direct	No. of Shares		%
		%	Indirect	
YKY Investments Ltd	1,515,833,052	74.69	-	-
YKY Trustees Pte Ltd*	-	-	1,515,833,052	74.69
Yong Yoon Kiong**	-	-	1,515,833,052	74.69
Liew Wan***	-	-	1,515,833,052	74.69
Cheryl Yong Sunn Sunn***	-	-	1,515,833,052	74.69
Jeremy Yong Wei Quan***	-	-	1,515,833,052	74.69

Remarks: \* Trustee of YKY Trust, a revocable trust that holds YKY Investments Ltd.  
 \*\* Settlor of YKY Trust, a revocable trust that holds YKY Investments Ltd.  
 Shareholder of YKY Trustees Ltd., the trustee of YKY Trust.  
 \*\*\* Shareholder of YKY Trustees Ltd., the trustee of YKY Trust, a revocable trust that holds YKY Investments Ltd.

# STATISTICS OF SHAREHOLDINGS

cont'd

## DIRECTORS' SHAREHOLDINGS

The Directors' Shareholdings based on the Register of Directors' Shareholdings of JCY as at 28 January 2014 are as follows:-

Directors	Direct Interest		Indirect Interest	
	No. of Shares Held	%	No. of Shares Held	%
Dr. Rozali Bin Mohamed Ali	650,000	0.03	-	-
Wong King Kheng	4,500,000	0.22	-	-
Goh Chye Kang	600,000	0.03	-	-
Dato' Tan Shih Leng	4,500,000	0.22	-	-
Lim Ching Tee Peter	-	-	-	-
Chang Wei Ming	25,000	*	-	-
Chan Boon Hui	-	-	-	-

\* Negligible

## THIRTY LARGEST SECURITIES ACCOUNT HOLDERS

No.	Shareholders	No. of Shares	%
1.	Citigroup Nominees (Asing) Sdn. Bhd. - Exempt AN for UBS AG Hong Kong (Foreign)	1,515,483,052	74.67
2.	CIMB Group Nominees (Tempatan) Sdn. Bhd. - CIMB Bank Berhad (EDP 2)	61,505,737	3.03
3.	Citigroup Nominees (Asing) Sdn. Bhd. - UBS AG	53,292,700	2.63
4.	Citigroup Nominees (Asing) Sdn. Bhd. - Exempt AN for UBS AG Singapore (Foreign)	41,659,500	2.05
5.	HSBC Nominees (Asing) Sdn. Bhd. - BNY Brussels for Wisdomtree Emerging Markets Smallcap Dividend Fund	21,236,091	1.05
6.	HSBC Nominees (Asing) Sdn. Bhd. - BNY Brussels for Wisdomtree Emerging Markets Equity Income Fund	13,962,900	0.69
7.	Citigroup Nominees (Asing) Sdn. Bhd. - CBNY for Dimensional Emerging Markets Value Fund	10,767,900	0.53
8.	Tai Chin Oon	8,412,600	0.41
9.	Low Yau Khee	5,880,000	0.29
10.	CIMSEC Nominees (Tempatan) Sdn. Bhd. - CIMB Bank for Tan Soon Ping (MY1368)	5,630,400	0.28
11.	CIMSEC Nominees (Asing) Sdn. Bhd. - Exempt AN for CIMB Securities (Singapore) Pte Ltd (Retail Clients)	5,014,100	0.25
12.	Yong Yong Chai	5,000,000	0.25
13.	Citigroup Nominees (Asing) Sdn. Bhd. - CBNY for Emerging Market Core Equity Portfolio DFA Investment Dimensions Group Inc.	4,251,000	0.21
14.	HSBC Nominees (Asing) Sdn. Bhd. - Exempt AN for Credit Suisse (SG BR-TST-Asing)	4,232,400	0.21
15.	Citigroup Nominees (Asing) Sdn. Bhd. - CBNY for DFA Emerging Markets Small Cap Series	4,164,400	0.21

## STATISTICS OF SHAREHOLDINGS

cont'd

### THIRTY LARGEST SECURITIES ACCOUNT HOLDERS *cont'd*

No. Shareholders	No. of Shares	%
16. CIMSEC Nominees (Tempatan) Sdn. Bhd. - CIMB for Tan Shih Leng (PB)	3,500,000	0.17
17. HSBC Nominees (Asing) Sdn. Bhd. - Exempt AN for Morgan Stanley & Co. International PLC (Client)	3,500,000	0.17
18. CIMSEC Nominees (Tempatan) Sdn. Bhd. - CIMB for Wong Lai Cheng (PB)	3,000,000	0.15
19. CIMSEC Nominees (Tempatan) Sdn. Bhd. - CIMB Bank for Wong King Kheng (MY 1446)	3,000,000	0.15
20. HSBC Nominees (Asing) Sdn. Bhd. - Exempt AN for Banque Cantonale Vaudoise	3,000,000	0.15
21. UOB Kay Hian Nominees (Asing) Sdn. Bhd. - Exempt AN for UOB Kay Hian Pte. Ltd. (A/C Clients)	2,894,500	0.14
22. Yong Yoong Kian	2,875,000	0.14
23. CIMSEC Nominees (Tempatan) Sdn. Bhd. - CIMB for Kho Chai Yam (PB)	2,800,000	0.14
24. Maybank Securities Nominees (Tempatan) Sdn. Bhd. - Pledged Securities Account for Tan Hap Hoe (Margin)	2,686,300	0.13
25. Yong Jong Siah	2,500,000	0.12
26. Public Invest Nominees (Tempatan) Sdn. Bhd. - Exempt AN for Phillip Securities Pte Ltd (Clients)	2,395,000	0.12
27. Maybank Securities Nominees (Tempatan) Sdn. Bhd. - Pledged Securities Account for Tan Fee Ping (Margin)	2,100,000	0.10
28. HSBC Nominees (Asing) Sdn. Bhd. - BNY Brussels for VFM Emerging Markets Trust	2,068,600	0.10
29. Abdul Aziz Bin Abdul Kadir	2,066,900	0.10
30. HSBC Nominees (Asing) Sdn. Bhd. - Exempt AN for Credit Suisse Securities (USA) LLC (PB Client)	2,000,000	0.10
<b>TOTAL</b>	<b>1,800,879,080</b>	<b>88.73</b>



## NOTICE OF THE EIGHTH ANNUAL GENERAL MEETING

**NOTICE IS HEREBY GIVEN** that the Eighth Annual General Meeting ("8th AGM") of the Company will be held at Emerald 2 – Level 3, Grand Paragon Hotel, 18 Jalan Harimau, Taman Century, 80250, Johor Bahru, Johor, Malaysia on Wednesday, 26 March 2014 at 10:30 a.m. for the following purposes:-

### AGENDA

1. To receive the Audited Financial Statements for the financial year ended 30 September 2013 together with the Reports of the Directors and the Auditors thereon. (Please refer to Note 1)
2. To approve the payment of Directors' fees for the financial year ended 30 September 2013. (Resolution 1)
3. To re-elect the following Directors who are retiring in accordance with Article 95 of the Company's Articles of Association and being eligible, have offered themselves for re-election:-
  - (a) Mr. Chan Boon Hui; and (Resolution 2)
  - (b) Dato' Tan Shih Leng. (Resolution 3)
4. To re-appoint Messrs. Ernst & Young as Auditors of the Company until the conclusion of the next Annual General Meeting and to authorise the Directors to fix their remuneration. (Resolution 4)

### As Special Business

To consider and if thought fit, with or without any modification, to pass the following Ordinary and Special Resolutions:-

5. **ORDINARY RESOLUTION NO. 1**  
**- AUTHORITY TO ISSUE SHARES PURSUANT TO SECTION 132D OF THE COMPANIES ACT, 1965** (Resolution 5)

"THAT subject to Section 132D of the Companies Act, 1965 and approvals of the relevant governmental/regulatory authorities, the Directors be and are hereby empowered to issue and allot shares in the Company, at any time to such persons and upon such terms and conditions and for such purposes as the Directors may, in their absolute discretion, deem fit, provided that the aggregate number of shares to be issued does not exceed ten per centum (10%) of the issued and paid-up share capital of the Company for the time being and the Directors be and are also empowered to obtain the approval for the listing of and quotation for the additional shares so issued on Bursa Malaysia Securities Berhad.

**AND THAT** such authority shall commence immediately upon the passing of this Resolution and continue to be in force until conclusion of the next Annual General Meeting of the Company."

### **ORDINARY RESOLUTION NO. 2**

- **PROPOSED RENEWAL OF AUTHORITY FOR SHARE BUY-BACK** (Resolution 6)

"THAT, subject to the compliance with Section 67A of the Companies Act, 1965 and all other applicable laws, rules and regulations, approval be and is hereby given to the Company, to purchase such amount of ordinary shares of RM0.25 each in the Company as may be determined by the Directors of the Company from time to time through Bursa Malaysia Securities Berhad ("Bursa Securities") as the Directors may deem fit and expedient in the interest of the Company provided that the aggregate number of shares to be purchased and held pursuant to this resolution does not exceed 10% of the existing issued and paid-up ordinary share capital of the Company including the shares previously purchased and retained as Treasury Shares (if any) and the maximum funds to be allocated by the Company for the purpose of purchasing its own shares shall not exceed the total retained profits and share premium account of the Company, upon such terms and conditions as set out in the Statement to Shareholders dated 4 March 2014.

# NOTICE OF THE EIGHTH ANNUAL GENERAL MEETING

cont'd

**AND THAT** such authority shall commence immediately upon the passing of this Ordinary Resolution and until the conclusion of the next Annual General Meeting ("AGM") of the Company or the expiry of the period within which the next AGM is required by law to be held unless revoked or varied by Ordinary Resolution in the general meeting of the Company but so as not to prejudice the completion of a purchase made before such expiry date, in any event in accordance with the provisions of Bursa Securities Main Market Listing Requirements and any other relevant authorities.

**AND THAT** authority be and is hereby given to the Directors of the Company to decide in their absolute discretion to retain the ordinary shares in the Company so purchased by the Company as Treasury Shares and/or to cancel them and/or to resell them and/or to distribute them as share dividends in such manner as may be permitted and prescribed by the provisions of the Bursa Securities Main Market Listing Requirements and any other relevant authorities.

**AND THAT** authority be and is hereby given to the Directors of the Company to take all such steps as are necessary to enter into any agreements, arrangements and guarantees with any party or parties to implement, finalise and give full effect to the aforesaid with full powers to assent to any conditions, modifications, revaluations, variations and/or amendments (if any) as may be imposed by the relevant authorities and to do all such acts and things as the Directors may deem fit and expedient in the interests of the Company."

## **SPECIAL RESOLUTION:**

### **- PROPOSED AMENDMENTS TO ARTICLES OF ASSOCIATION OF THE COMPANY**

(Resolution 7)

"**THAT** the proposed amendments to the Articles of Association of the Company contained in "Appendix I" ("**Proposed Amendments**") which have been circulated to the members of the Company be approved and adopted;

**AND THAT** the Board of Directors of the Company be and is hereby authorised to do all such acts, deeds and things as are necessary and/or expedient in order to give full effect to the Proposed Amendments with full powers to assent to any conditions, modifications and/or amendments as may be required by any relevant authorities."

6. To transact any other ordinary business of which due notice shall been given.

By Order of the Board

**CHUA SIEW CHUAN (MAICSA 0777689)**  
**PAN SENG WEE (MAICSA 7034299)**  
 Company Secretaries

Kuala Lumpur  
 Dated : 4 March 2014

# NOTICE OF THE EIGHTH ANNUAL GENERAL MEETING

cont'd

## **Explanatory Notes to Special Business: -**

1. *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 for the Audited Financial Statements from the shareholders. Hence, this Agenda item is not put forward for voting.*

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

*The Company wishes to seek a new mandate on the authority to issue shares pursuant to Section 132D of the Companies Act, 1965 at the 8th AGM of the Company (hereinafter referred to as the "General Mandate").*

*The Company had been granted a general mandate by its shareholders at the 7th AGM of the Company held on 22 March 2013 (hereinafter referred to as the "Previous Mandate").*

*The Previous Mandate granted by the shareholders had not been utilised and hence no proceed was raised therefrom. The purpose to seek the General Mandate is to enable the Directors of the Company to issue and allot shares at any time to such persons in their absolute discretion without convening a general meeting as it would be both time-consuming and costly to organise a general meeting. This authority unless revoked or varied by the Company in a general meeting, will expire at the next Annual General Meeting.*

*The Company is actively exploring opportunities to broaden its earnings potential. The proceeds raised from the General Mandate will provide flexibility to the Company for any possible fund-raising activities, including but not limited to further placing of shares, for purpose of funding future investment project(s), working capital and/or acquisitions.*

3. **Proposed Renewal of Authority for Share Buy-Back**

*The proposed adoption of Ordinary Resolution No. 2 is to renew the authority granted by the shareholders of the Company at the 7th Annual General Meeting held on 22 March 2013. The proposed renewal will allow your Directors to exercise the power of the Company to purchase not more than 10% of the issued and paid-up share capital of the Company any time within the time period stipulated in Bursa Securities Main Market Listing Requirements.*

4. **Proposed Amendments to Articles of Association of the Company (hereinafter referred to as "the Proposed Amendments")**

*The Proposed Amendments are to streamline the Company's Articles of Association to be aligned with the amendments to the Bursa Securities Main Market Listing Requirements which took effect on 2 January 2013.*

## **Notes :-**

1. *In respect of deposited securities, only members/shareholders whose names appear in the Record of Depositors on 19 March 2014 shall be eligible to attend the Meeting.*
2. *A member/shareholder of the Company entitled to attend and vote at the Meeting is entitled to appoint not more than two (2) proxies to attend and vote in his stead. Where a member/shareholder appoints two (2) proxies to attend and vote at the Meeting, such appointment shall be invalid unless he specifies the proportions of his shareholdings to be represented by each proxy.*
3. *A proxy may but need not be a member/shareholder of the Company and a member/shareholder may appoint any person to be his proxy without limitation and the provisions of Section 149 (1)(a) and (b) of the Companies Act, 1965 shall not apply to the Company. There shall be no restriction as to the qualification of the proxy. A proxy appointed to attend and vote at the Meeting shall have the same rights as the member to speak at the Meeting.*
4. *The instrument appointing a proxy shall be in writing under the hand of the appointer or of his attorney duly authorised in writing or, if the appointer is a corporation, either under Seal or under the hand of an officer or attorney duly authorised.*
5. *Where a member of the Company is an exempt authorised nominee as defined under the Securities Industry (Central Depositories) Act 1991 ("SICDA") 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. Where a member is an authorised nominee as defined under SICDA, it may appoint one (1) proxy in respect of each Securities Account it holds with ordinary shares of the Company standing to the credit of the said Securities Account.*
6. *The instrument appointing a proxy and the power of attorney or other authority (if any), under which it is signed or a duly notarised certified copy of that power or authority, shall be deposited at the Registered Office of the Company at Level 7, Menara Milenium, Jalan Damanlela, Pusat Bandar Damansara, 50490 Kuala Lumpur, Wilayah Persekutuan not less than forty-eight (48) hours before the time for holding the Meeting or any adjournment thereof.*

## APPENDIX I

**Proposed Amendments to the Articles of Association (“Proposed Amendments”)**

The existing Articles of Association (“Articles”) are proposed to be amended by the alterations, modifications, deletions and/or additions, wherever necessary, whereby the affected existing Articles are reproduced here with the Proposed Amendments, in bold, alongside it, as follows:-

Article No.	Existing Article	Amended Article
2	New Definition	<p><b>Cash Distribution</b></p> <p>- <b>Cash payments made by the Company in respect of its securities which are listed and quoted for trading on the Exchange, as prescribed by the Exchange from time to time which include:-</b></p> <p>(a) <b>cash dividends;</b></p> <p>(b) <b>payments of interest or profit rates on debt securities or sukuk respectively;</b></p> <p>(c) <b>income distributions made by collective investment schemes;</b></p> <p>(d) <b>capital repayment; and</b></p> <p>(e) <b>cash payments in lieu of odd lots arising from distributions in specie.</b></p>
160	Any dividend, interest, or other money payable in cash in respect of shares may be paid by direct debit, bank transfer or such other electronic transfer or remittance methods as may be introduced by the Exchange from time to time (hereinafter referred to as “Electronic Payment”), or banker’s draft, money order, cheque or warrant sent through the post to the registered address of the member of person entitled thereto as the holder may direct. Every such Electronic Payment, draft, money order, cheque or warrant shall be made payable to the order of the persons to whom it is sent or to such person as the holder may direct and payment of same if purporting to be endorsed shall be a good discharge to the Company. Every such Electronic Payment, draft, money order, cheque or warrant shall be sent at the risk of the persons entitled to the money represented thereby.	<p><b>All cash distributions may be paid by direct debit, bank transfer or such other electronic transfer or remittance methods as may be introduced by the Exchange from time to time (hereinafter referred to as “Electronic Payment”), or banker’s draft, money order, cheque or warrant sent through the post to the registered address of the member of person entitled thereto as the holder may direct. Every such Electronic Payment, draft, money order, cheque or warrant shall be made payable to the order of the persons to whom it is sent or to such person as the holder may direct and payment of same if purporting to be endorsed shall be a good discharge to the Company. Every such Electronic Payment, draft, money order, cheque or warrant shall be sent at the risk of the persons entitled to the money represented thereby.</b></p>

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CDS Account No.
Number of ordinary shares held

## FORM OF PROXY

\*I/We (full name), \_\_\_\_\_  
 bearing \*NRIC No./Passport No./Company No. \_\_\_\_\_  
 of (full address) \_\_\_\_\_  
 being a \*member/members of JCY International Berhad ("the Company") hereby appoint:-

### First Proxy "A"

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

and/or failing \*him/her,  
**Second Proxy "B"**

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

100%

or failing \*him/her, the \*Chairman of the Meeting as \*my/our proxy to vote for \*me/us and on \*my/our behalf at the Eighth Annual General Meeting of the Company to be held at Emerald 2 – Level 3, Grand Paragon Hotel, 18 Jalan Harimau, Taman Century, 80250, Johor Bahru, Johor, Malaysia, on Wednesday, 26 March 2014 at 10:30 a.m. and at any adjournment thereof.

In the case of a vote by a show of hands, my proxy \_\_\_\_\_ (one only) shall vote on \*my/our behalf.

Please indicate with an "X" in the spaces provided below as to how you wish your votes to be casted. If no specific direction as to voting is given, the proxy will vote or abstain from voting at \*his/her discretion.

NO.	RESOLUTIONS	FOR	AGAINST
1.	To approve the payment of Directors' fees for the financial year ended 30 September 2013.		
2.	To re-elect Mr. Chan Boon Hui who is retiring in accordance with Article 95 of the Company's Articles of Association and being eligible, has offered himself for re-election.		
3.	To re-elect Dato' Tan Shih Leng who is retiring in accordance with Article 95 of the Company's Articles of Association and being eligible, has offered himself for re-election.		
4.	To re-appoint Messrs. Ernst & Young as Auditors of the Company until the conclusion of the next Annual General Meeting and to authorise the Directors to fix their remuneration.		
	As Special Business		
5.	<u>Ordinary Resolution No. 1</u> Authority to Issue Shares pursuant to Section 132D of the Companies Act, 1965		
6.	<u>Ordinary Resolution No. 2</u> Proposed Renewal of Authority for Share Buy-Back		
7.	<u>Special Resolution</u> Proposed Amendments to the Articles of Association of the Company		

*\*Strike out whichever not applicable*

As witness my/our hand(s) this day \_\_\_\_\_ of \_\_\_\_\_ 2014.

\_\_\_\_\_  
 \*Signature/Common Seal of Member

*\* Strike out whichever not applicable*

Fold this flap for sealing

Then fold here

AFFIX  
STAMP

THE COMPANY SECRETARY  
**JCY International Berhad** (713422-X)

C/O  
Securities Services (Holdings) Sdn Bhd  
Level 7, Menara Milenium  
Jalan Damanlela  
Pusat Bandar Damansara  
Damansara Heights  
50490 Kuala Lumpur

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Notes :-

1. In respect of deposited securities, only members/shareholders whose names appear in the Record of Depositors on 19 March 2014 shall be eligible to attend the Meeting.
2. A member/shareholder of the Company entitled to attend and vote at the Meeting is entitled to appoint not more than two (2) proxies to attend and vote in his stead. Where a member/shareholder appoints two (2) proxies to attend and vote at the Meeting, such appointment shall be invalid unless he specifies the proportions of his shareholdings to be represented by each proxy.
3. A proxy may but need not be a member/shareholder of the Company and a member/shareholder may appoint any person to be his proxy without limitation and the provisions of Section 149 (1)(a) and (b) of the Companies Act, 1965 shall not apply to the Company. There shall be no restriction as to the qualification of the proxy. A proxy appointed to attend and vote at the Meeting shall have the same rights as the member to speak at the Meeting.
4. The instrument appointing a proxy shall be in writing under the hand of the appointer or of his attorney duly authorised in writing or, if the appointer is a corporation, either under Seal or under the hand of an officer or attorney duly authorised.
5. Where a member of the Company is an exempt authorised nominee as defined under the Securities Industry (Central Depositories) Act 1991 ("SICDA") 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. Where a member is an authorised nominee as defined under SICDA, it may appoint one (1) proxy in respect of each Securities Account it holds with ordinary shares of the Company standing to the credit of the said Securities Account.
6. The instrument appointing a proxy and the power of attorney or other authority (if any), under which it is signed or a duly notarised certified copy of that power or authority, shall be deposited at the Registered Office of the Company at Level 7, Menara Milenium, Jalan Damanlela, Pusat Bandar Damansara, 50490 Kuala Lumpur, Wilayah Persekutuan not less than forty-eight (48) hours before the time for holding the Meeting or any adjournment thereof.