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ANNUAL REPORT
2013

IMASPRO CORPORATION BERHAD
(Incorporated in Malaysia)
(657527-H)

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ANNUAL REPORT
2013

FINANCIAL STATEMENTS

CHAIRMAN'S STATEMENT

Dear Fellow Shareholders

I am pleased to report a year of improved performance for Imaspro Corporation Berhad ("ICB"). The revenue of RM105 million and net profit of RM7.5 million achieved in current financial year 2013 were 37.5% and 47.3% respectively higher than what we recorded in the previous financial year 2012.

We seized the opportunities offered by the easing liquidity crisis amidst a slightly improved global economy. Sales to all our major export destinations staged a strong rebound, particularly our export performance to Europe and Indonesia.

The beachhead we secured in the Euro-area heartland in the last financial year has begun to bear fruit, and coupled with favourable cyclical factors there, our sales to that region increased admirably by more than 2.5 folds. But we have giant multi-national agrochemical corporations for company (and competitors) there. In order to protect and grow our market share, we have assigned additional technical and marketing resources to manage the market specifics of this highly developed and sophisticated market.

Indonesia continues to remain another very important export market for our products. After having overtaken Malaysia as the largest producer of palm oil in the world in 2007, Indonesia which currently has eight (8) million hectares of its land under oil palm has set a target of achieving twelve (12) million hectares by 2020. That is equivalent to opening four (4) million hectares of land for oil palm, mainly in Sumatra and Kalimantan, within the next seven (7) years. This furious pace of opening new oil palm plantations there has worked to our favour. Large-scale new openings brought forth localised climatic change, and with it the demand for our products to counter pest problems never encountered before. As a result, our sales to Indonesia, both to existing estates and new openings, recorded an overall increase of nearly 60% over the previous year.

Final year students from School of Engineering and Information Technology, University Malaysia Sabah, visited Imaspro to learn about the detail manufacturing processes in an insecticide plant as part of their final year project entitled "Insecticide Synthesis Plant". Shown here are the students in a photo-shoot with Ms. P.Y. Wong (second from right), our Product Development Executive, Ms. B.H. Tee (third from right), our Product Development Manager, and our MD, C.H. Tong (left).

On the local front, the business showed only modest development given the total land area in Malaysia under oil palm has remained fairly stable at around five (5) million hectares. In a market place where customers wanted lowest prices and our competitors were prepared to sacrifice margin for volume, we responded to the challenge by optimising our product range with emphasis on our more environmental-friendly products, quality consistency and after-sale technical support services.

In the current financial year, we invested about RM1 million in the construction of a new suspension concentrate ("SC") plant facility and ancillary laboratory equipment.

Progressive agrochemical companies worldwide always take a medium to long-term view of its Research & Development ("R&D") spendings as the pay-off and its timing thereof from such outlays

CHAIRMAN'S STATEMENT (continued)

Mr. C.C. Ng (second from right), our Business Development Manager, sharing a light moment with VIPs, Tan Sri Shahrir Abdul Samad, (second from left), then Chairman of Malaysian Palm Oil Board (MPOB), YB Dato' Hamzah Zainudin (left), then Deputy Minister of Plantation Industries and Commodities and now Deputy Foreign Minister, and Dr. Choo Yuen May (middle), Director-General of MPOB regarding ENVO-CYPER and ENVO-CYPER 100, two (2) of our bio-palm based products showcased at "Persidangan Kebangsaan Pekebun Kecil Sawit 2012", an event organized by MPOB and held at Kota Kinabalu, Sabah.

Mr. Haji Hanapi Sainon (right), our regional marketing manager, briefing one of the guests on our environmental friendly products using solvent and emulsifiers derived from palm oil at the Fourth Indonesian Oil Palm Research Institute & Malaysian Palm Oil Board (IOPRI – MPOB) International Seminar, an event organized by IOPRI-MPOB and held at Grand Royal Hotel, Panghegar, Bandung, Indonesia.

can be highly unpredictable. As a global player, ICB is no exception – we continue to invest in R&D to ensure we have a steady stream of new products over the coming years.

Our immediate focus on R&D remains unchanged – further development of bio-palm based pesticides which are more environmental-friendly, less hazardous but of comparable product efficacy. In short, we are developing safer solutions that work. Through continuous research, we successfully developed Q-Weeder, a Class IV Glyphosate Isoproplylammonium formulation in the current year. This product is the world's first bio-palm based Glyphosate gazetted under Class IV with the Pesticides Board of Malaysia. Q-Weeder is blended with bio-palm based surfactant derived from the palm oil. Besides being natural and plant based, bio-palm based surfactant is renewable, biodegradable and environmental friendly.

Our approach to managing business risks, financial affairs and operational matters of the group continues to be tight, conservative but pragmatic, thus somewhat reflecting what Joel Stern, the creator of Economic Value Analysis ("EVA"), a pioneer and a world leading advocate of shareholder value, once said, "Run your public company as if it were privately held, and you will be making the right decision for your public shareholders". I am pleased to report that despite current year's capital expenditure and increased inventory in response to global shortages of some key raw materials, the Group's cash and cash equivalent stood at over RM27.1 million as at financial year end. In terms of shareholder protection, your investment in ICB shares is covered by solid cash and cash equivalents of RM0.34 per share.

There were no major changes to our programmes to enhance the safety and well-being of our employees at their workplace, during their daily commute to and from work and in terms of their personal career development.

Likewise, we continued with our community programme on educating the students on the dangers of dengue fever, and ways to protect oneself from it. Fogging programmes were extended to additional schools.

PROPOSED DIVIDEND

The Board of Directors has recommended the payment of a single tier dividend of 3.5 sen per share for approval at the forthcoming Annual General Meeting.

CHAIRMAN'S STATEMENT (continued)

OUTLOOK AND PROSPECTS

We believe the global economic outlook in the next twelve (12) months is likely to evolve into a tussle for triumph between the pessimists and optimists. ICB is born of entrepreneurial spirit, and we believe the pessimism of the intellect needs to be underpinned by the optimism of the will. I have a strong belief in the capacity of my fellow Board of Directors, our management and staff, and our common mind-set to meet challenges and overcome them. As a global agrochemical player (more than 50% of Group revenue is derived from export sales), we cannot totally insulate ourselves from impact of global economic upheavals. Thus, barring a fresh set of extreme extraneous factors and the appearance of the metaphorical black swan, we see a more stable year ahead with strengthening all-round improvements to our Group performance.

COROPORATE GOVERNANCE

Information pertaining to corporate governance at ICB is shown in pages 13 to 21. No significant changes were made to corporate governance compared with the preceding year.

BOARD CHANGES

Towards the end of our last financial year, Mr Tai Keat Chai decided to step down as ICB's Independent Non-Executive Director due to his overly heavy work schedule, and with it all the positions he held in the various committees, including the Chairmanship of the Audit Committee. Mr Tai has been with ICB since its listing, and I would like to place on record my sincere thanks to him for his important contributions over the years, especially his incisive questions on financial and risk management.

As replacement, I am pleased to welcome Mr Lim Kah Poon, a Chartered Accountant and Mr Chen Sung Fang, a lawyer as our new Independent Non-Executive Directors. Details of their professional background can be found in the Directors' Profile on page 10 and 12. Both gentlemen have extensive business expertise and practical experience in the capital markets and I am confident the Board would be strengthened by their appointment.

APPRECIATION AND ACKNOWLEDGEMENT

On behalf of the Board, I would like to thank our customers for their loyalty and support, all our employees for their hard work and our other stakeholders in particular our shareholders for their continued support in these challenging times.

MOHD SHAFEK BIN ISA
Chairman

Our MD, C.H. Tong (seated, fourth from left) in a group photo with personnel from Imaspro Resources Sdn Bhd during the company's annual dinner held at the Palace @ Setia City, Setia City Convention Centre.

Personnel from techno-commercial team enjoying their company trip to Ho Chi Minh City, Vietnam, in a photo-shoot with MD, C.H. Tong.

FINANCIAL HIGHLIGHTS
(FOR THE FINANCIAL YEAR ENDED 30 JUNE)

		2013	2012	2011	2010	2009
Statements of Comprehensive Income						
Revenue	RM'000	105,168	76,484	86,403	76,567	83,017
Profit before tax	RM'000	9,293	6,535	10,166	10,310	8,528
Profit after tax	RM'000	7,503	5,095	8,097	8,278	6,766
Profit attributable to owners of the parent	RM'000	7,503	5,095	8,097	8,278	6,766
Gross dividend paid	RM'000	2,800	2,800	2,800	2,800	2,800
Statements of financial position						
Total assets	RM'000	111,658	106,191	101,717	98,950	93,292
Share capital	RM'000	40,000	40,000	40,000	40,000	40,000
Shareholders' equity	RM'000	104,045	99,024	95,966	91,176	86,135
Financial ratios						
Return on equity	%	7.2	5.1	8.4	9.1	7.9
Earnings per share	sen	9.4	6.4	10.1	10.3	8.5
Gross dividend per share	sen	3.5	3.5	3.5	3.5	3.5
Net asset per share	RM	1.30	1.24	1.20	1.14	1.08

DIRECTORATE & CORPORATE INFORMATION

BOARD OF DIRECTORS

MOHD SHAFEK BIN ISA
(Non-Executive Chairman)

TONG CHIN HEN
(Managing Director)

DR. LEONG WAN LEONG
(Independent Non-Executive Director)

LIM KAH POON
(Independent Non-Executive Director)

CHEN SUNG FANG
(Independent Non-Executive Director)

SECRETARIES

WONG WAI FOONG (MAICSA 7001358)

WONG PEIR CHYUN (MAICSA 7018710)

REGISTERED OFFICE

Level 18, The Gardens North Tower
Mid Valley City
Lingkaran Syed Putra
59200 Kuala Lumpur

Tel No.: + (603) 2264 8888
Fax No.: + (603) 2282 2733

HEAD/MANAGEMENT OFFICE

37, Jalan 5, Kawasan 16
Taman Intan
41300 Klang
Selangor Darul Ehsan

Tel No.: + (603) 3343 1633
Fax No.: + (603) 3343 1868
E-mail: imaspro@imaspro.com
Website: http://www.imaspro.com

REGISTRAR

Tricor Investor Services Sdn. Bhd.
Level 17, The Gardens North Tower
Mid Valley City
Lingkaran Syed Putra
59200 Kuala Lumpur

Tel No.: + (603) 2264 3883
Fax No.: + (603) 2282 1886

AUDITORS

HLB Ler Lum (AF 0276)
Chartered Accountants

AUDIT COMMITTEE

LIM KAH POON (Chairman)

DR. LEONG WAN LEONG (Member)

CHEN SUNG FANG (Member)

REMUNERATION COMMITTEE

DR. LEONG WAN LEONG (Chairman)

LIM KAH POON (Member)

MOHD SHAFEK BIN ISA (Member)

NOMINATION COMMITTEE

LIM KAH POON (Chairman)

DR. LEONG WAN LEONG (Member)

MOHD SHAFEK BIN ISA (Member)

SENIOR INDEPENDENT NON-EXECUTIVE DIRECTOR

LIM KAH POON
Email : kahpoonlim@imaspro.com

GROUP PRINCIPAL BANKERS

Malayan Banking Berhad

HSBC Bank Malaysia Berhad

AmInvestment Bank Berhad

OCBC Bank Berhad

SOLICITORS

Teh & Lee
A-3-3 & A-3-4
Northpoint Offices
Mid Valley City
No. 1, Medan Syed Putra Utara
59200 Kuala Lumpur

STOCK EXCHANGE LISTING

Bursa Malaysia Securities Berhad
(Main Market)
Stock Name: Imaspro
Stock Code: 7222

PROFILE OF DIRECTORS

Name	**MOHD SHAFEK BIN ISA**
Age	56
Nationality	Malaysian
Qualification	• Diploma in Statistics from UiTM • Postgraduate Diploma from the Securities Institute of Australia
Position on Board	Non-Executive Chairman
Date of Appointment	15 November 2005
Working Experience	He began his career as an Investment Analyst with Malaysian National Reinsurance Berhad, Kuala Lumpur and left as an Investment Manager in 1986. Thereafter, he joined KAB Group as the Corporate Planning Manager. In 1991, he returned to the investment and securities industry when he joined BBMB Securities Sdn. Bhd. as Manager of Institutional Sales. He left BBMB Securities in 1992 to join UMBC Securities Sdn. Bhd. as Manager, dealing before assuming the position of Senior Manager, dealing in MGI Securities Berhad in 1995. He left MGI Securities in 1998 and was based in London as Fund Manager of TRIM Capital Management Ltd. In 2000, he returned to Malaysia and was employed as Head of Islamic Products Unit, a start-up division to participate in the evolving opportunities in Islamic banking, in Melor Permata Capital Management Sdn. Bhd. He left the company in the same year to pursue his personal interest in the investment and securities industry.
Other directorships of public companies	Nil
Family relationship with any director and/or major shareholders of the Company	Nil
Conflict of interest with the Company	Nil
List of convictions for offences within the past ten (10) years other than traffic offences	Nil
Committee	• Member of the Remuneration Committee • Member of the Nomination Committee

PROFILE OF DIRECTORS (continued)

Name	**TONG CHIN HEN**
Age	57
Nationality	Malaysian
Qualification	Member of the Institute of Directors, United Kingdom
Position on Board	Managing Director
Date of Appointment	15 November 2005
Working Experience	His career started in 1975 when he joined Ancom Sdn. Bhd., which went public in 1990, and was the first agrochemical plant to be established in Malaysia. He left the company in end of 1992 while he was the Executive Commercial Manager. In June 1993, he bought a stake in Imaspro Resources Sdn. Bhd. ("IRSB") and assumed the position of General Manager. He has been solely responsible for the growth of IRSB to be a leading pesticide player in Malaysia over the last twenty (20) years. His ability to lead a Malaysian agrochemical company to break into and increase its overseas presence amidst growing trade protectionism reflects his market-savvy approach to business and the extent of his networking in the international agrochemical business. He has been a regular participant in the Annual British Crop Protection Conference & Exhibition in the United Kingdom, the largest annual gathering of players in the global agrochemical industry since the 1990s.
Other directorships of public companies	Nil
Family relationship with any director and/or major shareholders of the Company	Nil
Conflict of interest with the Company	Nil
List of convictions for offences within the past ten (10) years other than traffic offences	Nil
Committee	Nil

PROFILE OF DIRECTORS (continued)

Name	**DR. LEONG WAN LEONG**
Age	63
Nationality	Malaysian
Qualification	• Bachelor of Science Degree in Chemical Engineering, National Cheng Kung University, Taiwan • Master of Science Degree in Process Analysis and Development, University of Aston Birmingham, United Kingdom • Ph.D, University of Malaya
Position on Board	Independent Non-Executive Director
Date of Appointment	15 November 2005
Working Experience	He joined the University of Malaya in 1977 where he lectured, tutored and conducted research. Between mid 1980s until 1996, he held various positions at the Palm Oil Research Institute of Malaysia ("PORIM"), currently known as Malaysia Palm Oil Board. He is a trained assessor for the implementation and auditing of ISO 9000 Quality System for the palm oil industry and also the main assessing officer for PORIM's Certificate of Competency Schemes for palm oil refineries and palm oil mills. In addition, he is also responsible for organising the Diploma and other certified training programs for palm oil mill engineers, production supervisors and laboratory conductors.
Other directorships of public companies	Nil
Family relationship with any director and/or major shareholders of the Company	Nil
Conflict of interest with the Company	Nil
List of convictions for offences within the past ten (10) years other than traffic offences	Nil
Committee	• Chairman of the Remuneration Committee • Member of the Nomination Committee • Member of the Audit Committee

PROFILE OF DIRECTORS (continued)

Name	**LIM KAH POON**
Age	64
Nationality	Malaysian
Qualification	• Fellow of the Institute of Chartered Accountants in Ireland • Member of the Malaysian Institute of Accountants
Position on Board	Independent Non-Executive Director
Date of Appointment	22 May 2013
Working Experience	A Chartered Accountant with a broad based business experience, he spent the early part of his professional career with Ernst & Whinney in Dublin, Ireland and Price Waterhouse in Kuala Lumpur/Penang for approximately 12 years. He was the Branch Manager of Price Waterhouse, Penang when he left the firm in 1983. He joined Malaysian Tobacco Company Berhad ("MTC") – a subsidiary of British American Tobacco Company Ltd ("BAT"), in June 1983, where he held various senior finance positions over a 15 year-period, including the position of Financial Controller from 1990 to June 1996. From July 1996, he assumed the Regional Audit role, responsible for facilitating and identifying the key business risks and evaluating the respective control environment in all the key BAT operations in the Asia Pacific Region with the top management and ensuring that the business risks and weaknesses in the control environment were properly addressed, managed or mininised. In 1998, he joined a local I.T. company, also quoted on Bursa Malaysia Securities Berhad, as its Chief Financial Officer. His finance and regional audit portfolios in both MTC/BAT and the local I.T. company provide him with the wide experience covering financial and management accounting and control, formulation of corporate policies and strategies, risks management, corporate governance, business and tax planning and the role of internal audit under the ever changing corporate environment. He left his last company in September 2001 in order to focus on his business advisory and consultancy work. To-date, he has undertaken corporate exercises involving Initial Public Offering, mergers and acquisitions, rights issue, project financing and others. He is currently an Independent Non-Executive Director and the Chairman of the Audit Committee and a member of the Nomination, Remuneration and Tender Board Committees of HeveaBoard Berhad, a company quoted on the Bursa Malaysia Securities Berhad. He was appointed to the Board on 1 October 2004.

PROFILE OF DIRECTORS (continued)

	He is also the Independent Non-Executive Director and the Chairman of the Audit Committee of Pineapple Resources Berhad (appointed to the Board on 30 April 2013).
Other directorships of public companies	• HeveaBoard Berhad • Pineapple Resources Berhad
Family relationship with any director and/or major shareholders of the Company	Nil
Conflict of interest with the Company	Nil
List of convictions for offences within the past ten (10) years other than traffic offences	Nil
Committee	• Chairman of the Audit Committee • Chairman of the Nomination Committee • Member of the Remuneration Committee

PROFILE OF DIRECTORS (continued)

Name	**CHEN SUNG FANG**
Age	40
Nationality	Malaysian
Qualification	Bachelor of Laws (Honours) Degree in University of London, United Kingdom
Position on Board	Independent Non-Executive Director
Date of Appointment	22 May 2013
Working Experience	He joined the Malaysian Bar as an advocate and solicitor of the High Court of Malaya in 1999 and has been active in legal practice since then. He has been involved in corporate exercises involving Initial Public Offering, mergers and acquisitions, reverse takeover, rights issue and others for companies from different industries including software, plantation, timber concession and engineered hardwood flooring. He is also a registered trademarks agent since 2003 and he has been actively involved in the registration of trademarks for companies.
Other directorships of public companies	Nil
Family relationship with any director and/or major shareholders of the Company	Nil
Conflict of interest with the Company	Nil
List of convictions for offences within the past ten (10) years other than traffic offences	Nil
Committee	Member of the Audit Committee

CORPORATE GOVERNANCE STATEMENTS

The Board of Directors of Imaspro Corporation Berhad ("the Board") is committed to ensuring that the highest standards of Corporate Governance are maintained within the Group as expressed in the Principles and Recommendations set out in the Malaysian Code on Corporate Governance 2012 ("the Code"). The Code has served as a fundamental guide to the Board in discharging its principal duty to act in the best interests of the Company as well as managing the business and affairs of the Group efficiently.

By promoting integrity and professionalism in the management of the Group's affairs, the Board aims to enhance business efficacy, transparency, accountability and also to protect and achieve the ultimate objective of realising long-term shareholders' value, the financial performance of the Group as well as the interests of other stakeholders.

The Board is therefore pleased to share the manner in which the Principles of the Code have been applied in the Group and the extent to which the Group has complied with the Recommendations of the Code during the financial year ended 30 June 2013.

BOARD OF DIRECTORS

Board Charter

The Board Charter ("Charter") serves as a reference point for the Board's activities where the Board has established clear functions reserved for the Board and those delegated to management. The Charter provides guidance for Directors and management on the responsibilities of the Board, its Committees and requirements of Directors and is subject to periodical review to ensure consistency with the Board's strategic intent as well as relevant standards of corporate governance. Salient terms of the Charter are made available at the Company's website at www.imaspro.com.

Board Composition and Balance

The Board currently has five (5) members, comprising one (1) Executive Director and four (4) Non-Executive Directors. Out of the four (4) Non-Executive Directors, three (3) are Independent and hence fulfill the prescribed requirements for one-third (1/3) of the membership of the Board to be independent members.

The Board is a well-balanced Board with an effective mix of Executive Director and Independent Non-Executive Directors, which is in line with the Code and is of the appropriate size and with the right mix of skills and experience. This balance enables the Board to provide clear and effective leadership to the Group and to bring informed and independent judgement to many aspects of the Group's strategies and performances so as to ensure that the highest standards of professionalism, conduct, transparency and integrity are maintained by the Group.

The Executive Director who has good knowledge of the business is responsible for implementing the corporate strategies and policies as well as charged with the management of the day-to-day operations of the business.

The Independent Directors play a pivotal role in corporate accountability. None of the Non-Executive Directors participate in the day-to-day management of the Group. The presence of the Independent Non-Executive Directors are essential in providing unbiased and independent opinions, advice and judgements to ensure that the interests, not only of the Group, but also of shareholders, stakeholders, employees, customers, suppliers and other communities in which the Group conducts its business are well represented and taken into account.

The division of responsibilities between the Chairman and Managing Director is clearly defined to ensure that there is a balance of power and authority. The Chairman's main responsibility is to ensure effective conduct of the Board and that all the Directors, Executive and Non-Executive have unrestricted and timely access to all relevant information necessary for informed decision-making. The Chairman encourages participation and deliberation by Board members to tap the wisdom of all the Board and promotes consensus building as much as possible. The Managing Director has the overall responsibility over the operating units, organisational effectiveness and coordinating the development and implementation of business and corporate strategies as well as the implementation of Board's policies and decisions.

Considering the recommendation of the Code on the tenure of an Independent Director should not exceed a cumulative term of nine (9) years, none of the Independent Directors' tenure has exceeded a cumulative term of nine (9) years.

CORPORATE GOVERNANCE STATEMENTS (continued)

A Senior Independent Non-Executive Director provides an additional communication channel between the Directors and the shareholders. The Board had identified Mr Lim Kah Poon to act as the Senior Independent Non-Executive Director to provide Shareholders with an alternative to convey their concerns via his e-mail address: kahpoonlim@imaspro.com and seek clarifications from the Board.

Going forward, in order to uphold independence of Independent Directors, the Board has adopted the following policies:

i) Subject to Board justification and shareholders' approval, the tenure of Independent Directors should not exceed a cumulative nine (9) years; and
ii) An annual assessment of independence of its Independent Directors focusing on events that would affect the ability of Independent Directors to continue bringing independent and objective judgement to board deliberation and the regulatory definition of Independent Directors.

Board Roles and Responsibilities

The Board assumes, amongst others, the following duties and responsibilities:

- reviewing and adopting the overall strategic plans and programmes for the Company and Group;
- overseeing and evaluation the conduct of business of the Company and Group;
- identifying principal risks and ensuring implementation of a proper risk management system to manage such risks;
- establishing a succession plan;
- developing and implementing a shareholder communication policy for the Company;
- reviewing the adequacy and the integrity of the management information and internal controls systems of the Company and Group; and
- the Board delegates certain responsibilities to the various board committees with clearly defined terms of reference to assist the Board in discharging its responsibilities.

The following are matters which are specifically reserved for the Board:

- approval of corporate plans and programmes;
- approval of annual budgets, including major capital commitments;
- approval of new ventures;
- approval of material acquisition and disposals of undertakings and properties;
- change to the management and control structure within the Group, including key policies, delegated authority limits; and
- review and update the whistle-blowing policy.

Code of Ethics and Conduct

The Code of Ethics and Conduct is to be observed by all Directors and employees of the Group, and the core areas of conducts include the followings:

- Compliance at all times with the Code of Ethics and Conduct and the Board Charter.
- Not to misuse information gained in the course of duties for personal gain or for political purposes.
- Uphold accountability and act in good faith and in the best interests of the Company and the Group.
- Observe high standards of corporate governance at all times.
- Adhere to the principles of selflessness, integrity, objectivity, accountability, openness, honesty and leadership, including fair dealing and the ethical handling of conflicts of interest.
- Ensure the protection of the Company's legitimate business interests, including corporate opportunities, assets and confidential information.
- Ensure full, fair, accurate, timely and understandable disclosure.
- Declaration of any personal, professional or business interests that may conflict with responsibilities.
- Foster business sustainability through transparency, stakeholder engagement and proper employee development.
- Promote ethics and integrity where all business stakeholders who deal with the Group are encouraged to raise any concerns they may have in good faith with regard to any wrongdoing by the Group's employees. Under the Group's Internal Whistle-blowing Policy, whistleblowers are protected.

CORPORATE GOVERNANCE STATEMENTS (continued)

- Observe the guidelines of Shareholders' Rights and Responsibilities in general meetings which issue by the Securities Commission.

The Board will review the Code of Ethics and Conduct regularly to ensure that it continues to remain relevant and appropriate.

Sustainability

The Board of Directors regularly review the strategic direction of the Company and the progress of the Company's operations, taking into account changes in the business and political environment and risk factors such as level of competition. The Group also ensures its operations are managed in compliance with the relevant statutory regulations on safety and health to promote a "green" environment to the community.

Board Meetings and Supply of Information

The Board meets regularly on a quarterly basis with additional meetings being convened as and when necessary. During the meetings, the Board will deliberate on and consider matters relating to the Group's financial performance, significant investments, corporate development, strategic issues and business plan. The Company Secretary is responsible for ensuring that Board's policies and procedures are complied with and all proceedings of the Board and Board Committees are recorded and draft minutes are circulated to the Directors for confirmation prior to being approved.

During the financial year, there were four (4) Board meetings. Details of the attendance of the Directors at the Board meetings held in the financial year ended 30 June 2013 are as follows:

Name of Director	No. of meetings attended
Mohd Shafek Bin Isa	4/4
Tong Chin Hen	4/4
Dr. Leong Wan Leong	4/4
Lim Kah Poon (appointed with effect from 22 May 2013)	N/A
Chen Sung Fang (appointed with effect from 22 May 2013)	N/A
Tai Keat Chai (resigned with effect from 22 May 2013)	4/4

Directors' commitment, resources and time allocated to the Company are evident from the attendance record, where most Directors attended the Board Meetings held during the financial year ended 30 June 2013. Hence, they comply with Paragraph 15.05 of the Main Market Listing Requirements of Bursa Malaysia Securities Berhad ("Bursa Securities").

All the Directors are provided with an agenda and a compilation of Board papers prior to each Board meeting. The Board papers include minutes of the last Board meeting, agenda for the current meeting and any report and documents pertaining to the issues to be discussed at the Board Meeting. The Board papers are issued with sufficient time to enable the Directors to obtain a comprehensive understanding of the issues to be deliberated upon to enable them to arrive at an informed decision. The Chairman of the Board chairs the Board meetings while the Managing Director leads the presentation and provides explanations on the Board Reports. Senior Management staff may be invited to attend the Board meetings to explain and clarify the matters being tabled.

In fostering the commitment of the Board that the Directors devote sufficient time to carry out their responsibilities, the Directors are required to notify the Chairman before accepting any new directorship and such notification shall include an indication of time that will be spent on the new appointment. The Chairman shall also notify the Board if he has any new directorship or significant commitments outside the Company. All Directors hold not more than five (5) directorships in public listed companies.

The Board is supplied with and assured of full and timely access to all relevant information to discharge its duties effectively. All Directors also have direct access to the advice and the services of the Group's Company Secretary. The Directors are regularly updated and advised by the Company Secretary on new statutory and regulatory requirements and their impact and the implication on the Company and Directors in carrying out their fiduciary duties and responsibilities. In addition, the Board may also seek professional opinion and independent advice from external consultants in the course of fulfilling their responsibilities, if necessary, at the Company's expense.

CORPORATE GOVERNANCE STATEMENTS (continued)

Appointment and Re-election of Board Members

The Board appoints its members through a formal process that is consistent with the Company's Articles of Association. The Nomination Committee has been entrusted with the responsibilities for proposing and recommending the right candidates to the Board for appointment. In addition, the Nomination Committee also has the function of assessing the effectiveness of the Board, reviewing the skills, professionalism, integrity and competencies of individual Directors and the composition of the various committees of the Board.

In accordance to the Company's Articles of Association, all Directors who are appointed during the financial year shall hold office only until the next following Annual General Meeting ("AGM") and shall then be eligible for re-election.

The Articles of Association also require that all Directors including Executive Director, shall retire from office once at least in each three (3) years and one-third (1/3) of the Directors are subject to retirement by rotation and are eligible for re-election at every AGM.

Pursuant to Section 129(2) of the Companies Act, 1965, Directors who are over seventy (70) years of age are required to submit themselves for re-appointment annually. None of the Directors of the Company has attained the age of seventy (70) years for the financial year under review.

The Board, through its delegation to the Nomination Committee, has set up and implemented a process for the assessments of its Chairman, the individual Board Members and the Board as a whole. For the financial year ended 30 June 2013, the Board as, through the Nomination Committee, reviewed the skills mix and experience of the individual Directors and assessed the effectiveness of the Board as a whole. A separate assessment for Independent Director is also undertaken annually.

Directors' Training

All Directors have attended the Mandatory Accreditation Programme ("MAP") and from time to time Continuing Education Programmes ("CEP") prescribed by Bursa Securities. The Directors will continue to attend other relevant training programmes to keep abreast with developments on a continuous basis in compliance with the Listing Requirements of Bursa Securities.

During the financial year under review, the Directors have attended the following conference, seminar and training programmes:

Name of conferences, seminar and training programmes

- Advocacy Sessions on Corporate Disclosure for Directors'
- Future of Corporate Reporting
- 14th China International Agrochemical & Crop Protection Exhibition & Conferences (CAC 2013)
- Risk Management Workshop

The Board of Directors were regularly updated and advised by independent professionals on regulatory changes and matters on governance, to enable them to discharge their responsibilities effectively.

CORPORATE GOVERNANCE STATEMENTS (continued)

Directors' Remuneration

The remuneration of the Executive Directors consist of basic salary and other emoluments. Other benefits customary to the Group are made available as appropriate. Any salary review takes into account market rates and the performance of the individual and the Group. The Non-Executive Directors' remuneration comprises fees that reflect their expected roles and responsibilities, including any additional work and contributions required. In addition, each Director is paid a meeting allowance for each Board and Committee meeting they attended. The Directors' fees are approved annually by the shareholders at the AGM.

Details of remuneration of Directors who served during the financial year ended 30 June 2013 are as follows:

Aggregate Remuneration by Category	Executive Directors RM	Non-Executive Directors RM
Salaries and bonuses	980,000	-
Fees	150,000	92,726
Pension costs – defined contribution plan	166,600	-
Benefits in-kind	23,950	-
Total	1,320,550	92,726

For the financial year ended 30 June 2013, the numbers of Directors whose remuneration fall within the respective bands are as follows:

	Number of Directors	
Range of Remuneration	Executive Director	Non-Executive Directors
RM50,000 & below	-	4
RM1,300,001 to RM1,400,000	1	-

Board Committees

The Board delegates certain responsibilities to the respective Committees of the Board which operate with specific terms of references to support and assist the Board in discharging its fiduciary responsibilities. These Committees have the authority to examine particular issues and report to the Board with their proceedings and deliberations. Where Committees have no authority to make decisions on matters reserved for the Board, recommendations would be highlighted to the Board for approval.

The Board Committees for the financial year under review are as follows:

(a) Audit Committee

The composition, terms of reference, attendance for the meetings and summary of activities of the Audit Committee are set out in the Audit Committee Report on pages 22 to 26 of this Annual Report.

(b) Nomination Committee

The Nomination Committee has been entrusted with the responsibility of proposing and recommending new nominees to the Board and of assessing Directors on an on-going basis.

CORPORATE GOVERNANCE STATEMENTS (continued)

(b) Nomination Committee (continued)

The Nomination Committee comprises three (3) members, all of whom are Non-Executive Directors. Out of the three (3) Non-Executive Directors, two (2) are independent. In compliance with the recommendation of the Code, the Chairman of the Nomination Committee is also the Senior Independent Non-Executive Director as identified by the Board, to whom any concern from the shareholders may be conveyed.

The composition of the Nomination Committee is as follows:
i) Lim Kah Poon (Independent Non-Executive Director) – Chairman
ii) Dr. Leong Wan Leong (Independent Non-Executive Director) – Member
iii) Mohd Shafek Bin Isa (Non-Executive Chairman) – Member

During the financial year ended 30 June 2013, the Committee met twice and the meetings were attended by all its members who served in the Committee during the period. Mr Lim Kah Poon was appointed as a Independent Non-Executive Director on 22 May 2013 and therefore did not attend any meeting during the financial year ended 30 June 2013.

Each year, the Nomination Committee assesses the effectiveness of the Board and Board Committees, contributions and performance of each individual Director, as well as the Managing Director, and the independence of the Independent Directors. It also ensures an appropriate framework and plan for Board and management succession for the Group.

The Nomination Committee reviews annually and recommend to the Board the structure, size, balance and composition of the Board and Board Committees. This requires a review of the required mix of skills and experience including core competencies which Non-Executive Directors should bring to the Board and other qualities for the Board to function effectively and efficiently. Thereafter, the Board carries out its own assessment of the recommendations made by the Nomination Committee and determines the appointments to be made. The Company Secretary ensures that all appointments are properly made and that legal and regulatory obligations are met.

The summary of terms of reference of the Nomination Committee are as follows:

- to review, recommend and consider suitable candidates to the Board of the Company and subsidiaries of the Group, including committees of the Board;
- to recommend to the Board the optimum size of the Board, formalise a transparent procedure for proposing new nominees to the Board and Board Committees and ensure that the investment of the minority shareholders are fairly reflected on the Board;
- to review and determine the mix of skills, experience and other qualities, including core competencies of Non-Executive Directors, on an annual basis;
- to develop the criteria to assess the independence of Independent Non-Executive Directors annually, especially on those who has served for more than nine (9) years;
- to assess the Directors on an on-going basis and the effectiveness of the Board as a whole, the committees of the Board and the contribution of each individual Director;
- to ensure that there is an orientation and education programme for newly appointed Directors with respect to the business and management of the Group;
- to consider and recommend training or skills upgrade for Directors in furtherance of their duties as appropriate;
- to provide feedbacks to Directors in respect of their individual performance;
- to provide constructive input to each individual Director as to how he or she may be better contribute to the functioning of the Board;
- to ensure the composition of the Board is in accordance with the Memorandum and Articles of Association and the Code;
- to review Board's succession plans; and
- to facilitate achievement of Board gender diversity policies and targets.

CORPORATE GOVERNANCE STATEMENTS (continued)

(b) Nomination Committee (continued)

While the Board recognises the initiative by the government to enlarge women's representation at boardroom and as the Board size is small, the Board does not, for the time being, have any gender diversity policies, targets or set any measures to meet any target. The Board through the Nomination Committee will consider the gender diversity before considering the selection of women directors as part of its future selection process should the need arises.

Nevertheless, the Group is an equal opportunity employer and all appointments and employments are based strictly on merits and are not driven by any racial or gender bias.

All recommendations of the Nomination Committee are subject to the endorsement of the Board.

(c) Remuneration Committee

The Remuneration Committee is responsible for carrying out annual reviews whereupon recommendations are submitted to the Board on the overall remuneration policy for Directors and Key Senior Management Officers, to ensure that the remuneration policy remains in support of its corporate objectives and shareholder value, and is in tandem with its culture and strategy.

The Remuneration Committee comprises three (3) members, all of whom are Non-Executive Directors. Of the three (3) Non-Executive Directors, two (2) are independent:

i) Dr. Leong Wan Leong (Independent Non-Executive Director) – Chairman
ii) Lim Kah Poon (Independent Non-Executive Director) – Member
iii) Mohd Shafek Bin Isa (Non-Executive Chairman) – Member

Meetings of the Remuneration Committee are held as and when required, and at least once a year. During the financial year ended 30 June 2013, the Committee met twice and the meetings were attended by all its members who served in the Committee during the period. Mr Lim Kah Poon was appointed as a Independent Non-Executive Director on 22 May 2013 and therefore did not attend any meeting during the financial year ended 30 June 2013.

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

- to establish and review the terms and conditions of employment and remuneration of Executive Directors and Key Senior Management Officers of the Group to ensure that rewards commensurate with their contributions to the Group's growth and profitability; and supports the Group's objectives and shareholder value and is consistent with the Group's culture and strategy;

- to review annually the performance of the Executive Directors and recommend to the Board specific adjustments in remuneration and/or reward payments if any reflecting their contributions for the year;

- to ensure the level of remuneration for Non-Executive Directors and Independent Directors reflects their experience and level of responsibilities undertaken and contribution to the effective functioning of the Board. Reviews and recommends changes to the Board where necessary; and

- to keep abreast of the terms and conditions of service of the Executive Directors including their total remuneration package for market comparability. Reviews and recommends changes to the Board where necessary.

All recommendations of the Remuneration Committee are subject to the endorsement of the Board.

CORPORATE GOVERNANCE STATEMENTS (continued)

INVESTORS RELATIONS AND SHAREHOLDERS COMMUNICATION

The Board acknowledges the importance of maintaining transparency and accountability to all its stakeholders, particularly its shareholders and investors as it ensures that market credibility and investors' confidence are maintained. Through extensive disclosures of appropriate and relevant information, using various channels of communication on a timely basis, the Group aims to effectively provide shareholders and investors with information to fulfill transparency and accountability objectives.

At this juncture, the channel of communication to shareholders, stakeholders and general public for the overall performance and operations of the Group's business activities are press releases, public announcements on quarterly basis, annual report and disclosures to the Bursa Securities.

Meetings with institutional investors, fund managers and analysts from time to time provide an additional avenue for the Board and management to convey information about Group performance, strategy and other matters affecting shareholders' interests.

The Company's AGM is the principal forum for dialogue with all shareholders and the Board encourages shareholders to attend and participate in the AGM. The notice of meeting and the annual report are sent out to shareholders at least 21 days before the date of the meeting in accordance with the Company's Articles of Association. A presentation is given by the Chairman to explain the Group's strategy, performance and major developments to shareholders during the AGM. Shareholders are encouraged to participate in the Question and Answer session on the proposed resolutions or about the Group's operations in general. Shareholders who are unable to attend are allowed to appoint proxies in accordance with the Company's Articles to attend and vote on their behalf. The Board and Senior Management are present to provide clarification on shareholders' queries. The external auditors will also be present to provide their professional and independent clarification on issues and concerns raised by the shareholders, if necessary.

Recommendation 8.2 of the Code recommends that the Board should encourage poll voting for substantive resolutions. The Board is of the view that with the current level of shareholders' attendance at AGMs, voting by way of a show of hands continues to be efficient. The Board will evaluate the feasibility of carrying out electronic polling at its general meetings in future.

Besides the key channels of communication through the annual report, general meetings and announcements to Bursa Securities as well as analyst and media briefings, there is also continuous effort to enhance the Group's website at www.imaspro.com as a channel of communication and information dissemination. Continuous improvement and development of the website will be undertaken by the Group to ensure easy and convenient access.

ACCOUNTABILITY AND AUDIT

Financial Reporting

The Board seeks to present a clear, balanced, insightful and timely assessment of the Group's financial position, performance and prospects by ensuring quality financial reporting through the annual audited financial statements and quarterly financial results to its stakeholders, in particular, shareholders, investors and the regulatory authorities.

In presenting the annual financial statements and quarterly announcements of results to the shareholders, the Directors are primarily responsible for ensuring that all applicable accounting and regulatory standards have been complied with. The Board is assisted by the Audit Committee in scrutinising the financial statements and information for disclosure to ensure accuracy, adequacy and completeness.

In addition, the Directors are also responsible for taking reasonable steps to safeguard the assets for the Group and to prevent and detect fraud as well as other irregularities.

A Statement of Directors' Responsibilities in respect of the audited financial statements is presented on page 29 of this Annual Report.

CORPORATE GOVERNANCE STATEMENTS (continued)

Internal Control

The Board acknowledges its overall responsibility for maintaining a sound system of internal controls that provides reasonable assessment of effective and efficient operations, internal financial controls and compliance with laws and regulations as well as with internal procedures and guidelines. Such a system is designed to reduce rather than eliminate the risk of failure to achieve business objectives and can only provide reasonable and not absolute assurance against material misstatement, errors, frauds or losses. The effectiveness of the systems of internal controls of the Group is reviewed periodically by the Audit Committee.

The Statement on Risk Management and Internal Control, which provides an overview of the state of the internal control and risk management within Group, is set out in pages 27 to 28 of this Annual Report.

Relationship with Auditors

The Group's external auditors continue to provide independent assurance to shareholders on the Group's operational control and financial statements. The Board has maintained a close and transparent relationship with the external auditors in seeking professional advice.

The auditors are invited to attend the Audit Committee meetings as and when required apart from the scheduled meetings when the external auditors present the audited financial statements of the Group to the Committee. During such meetings, the auditors highlight and discuss the nature, scope of the audit, internal controls and problems that may require the attention of the Board.

The Audit Committee meets with the external auditors to discuss their audit plan, audit findings and the financial statements. The Audit Committee also meets the external auditors without the presence of the Executive Directors and the management at least once a year.

A summary of activities and the role of the Audit Committee in relation to both the internal and external auditors are described in the Audit Committee Report on pages 22 to 26 of this Annual Report.

Compliance with the Code

The Board is satisfied that the Group has maintained a high standard of Corporate Governance and has strived to achieve the highest level of integrity and ethical standard, in all its business dealings, and has complied with the Code throughout the financial year ended 30 June 2013.

This Statement is made in accordance with the resolution of the Board.

AUDIT COMMITTEE REPORT

The Board of Directors of Imaspro Corporation Berhad is pleased to present the Audit Committee Report for the financial year ended 30 June 2013.

MEMBERSHIP AND MEETINGS

The Audit Committee presently comprises three (3) members of the Board, all of whom are Independent Non-Executive Directors. During the financial year under review, the Audit Committee held four (4) meetings.

In addition to the above meetings, the Audit Committee also met with the external auditors in separate private sessions once during the financial year without the presence of management.

The members of the Audit Committee and the attendance at the meetings during the financial year ended 30 June 2013 are stated below:

Name of Director	Designation	No. of Meetings Attended
Lim Kah Poon (appointed with effect from 22 May 2013)	Chairman, Independent Non-Executive Director	N/A
Dr. Leong Wan Leong	Independent Non-Executive Director	4/4
Chen Sung Fang (appointed with effect from 22 May 2013)	Independent Non-Executive Director	N/A
Tai Keat Chai (resigned with effect from 22 May 2013)	Chairman, Independent Non-Executive Director	4/4
Mohd Shafek Bin Isa (resigned with effect from 22 May 2013)	Non-Executive Chairman	4/4

SUMMARY OF TERMS OF REFERENCE OF THE AUDIT COMMITTEE

1. AUTHORITY

The Audit Committee is authorised by the Board in accordance with the procedures to be determined by the Board and at the cost of the Company to:

a) investigate any activity within its Terms of Reference; or as directed by the Board of Directors;

b) determine and obtain the resources required to perform its duties, including approving the budget for the external and internal audit functions;

c) have full and unrestricted access to any information pertaining to the Company or the Group;

d) have direct communication channels with the external auditors and person(s) carrying out the internal audit function or activity;

AUDIT COMMITTEE REPORT (continued)

SUMMARY OF TERMS OF REFERENCE OF THE AUDIT COMMITTEE (continued)

1. AUTHORITY (continued)

e) direct the Internal Audit Function in the group;

f) approve the appointment of the Head of Internal Audit;

g) engage independent advisers and to secure the attendance of outsiders with relevant experience and expertise if it considers this necessary;

h) to review the adequacy of the structure and Terms of Reference of the Board Committees, including the Audit Committee; and

i) to be able to convene meetings with the external auditors, the internal auditors or both, excluding the attendance of other Directors and employees of the Company, whenever deemed necessary.

2. FUNCTIONS OF THE COMMITTEE

The functions and responsibilities are as follows:

a) Corporate Financial Reporting

i. To review and recommend acceptance or otherwise of accounting policies, principles and practices.

ii. To review the quarterly results and annual financial statements of the Company and Group before submission to the Board. The review should focus primarily on:

- any changes in existing or implementation of new accounting policies;
- major judgement areas, significant and unusual events;
- significant adjustments resulting from audit;
- the going concern assumptions;
- compliance with accounting standards; and
- compliance with the Main Market Listing Requirements of Bursa Securities and other legal and statutory requirements.

iii. To review with management and the external auditors the results of the audit, including any difficulties encountered.

b) Enterprise-wide Risk Management

i. To review the adequacy of and to provide independent assurance to the Board of the effectiveness of risk management functions in the Group.

ii. To ensure that the principles and requirements of managing risk are consistently adopted throughout the Group.

iii. To deliberate on the key risk issues highlighted by Group Risk Management Committee in their reports to Audit Committee.

AUDIT COMMITTEE REPORT (continued)

2. FUNCTIONS OF THE COMMITTEE (continued)

c) Internal Control

i. To assess the quality and effectiveness of the systems of internal control and the efficiency of the Group's operations.

ii. To review the findings on internal control in the Group by internal and external auditors.

iii. To review and approve the Statement on Risk Management and Internal Control for the Annual Report as required under the Main Market Listing Requirements of Bursa Securities.

d) Internal Audit

i. To approve the Corporate Audit Charters of internal audit functions in the Group.

ii. To ensure that the internal audit functions have appropriate standing in the Group and have the necessary authority and resources to carry out their work. This includes a review of the organisational structure, resources, budgets and qualifications of the internal audit personnel.

iii. To review internal audit reports and management's response and action taken in respect of these. Where actions are not taken within an adequate timeframe by management, the Audit Committee will report the matter to the Board.

iv. To review the adequacy of internal audit plans and the scope of audits, functions, competency and resources of the internal audit functions and that they are carried out without any hindrance.

v. To be informed of resignations and transfers of senior internal audit staff and provide resigning/transferred staff an opportunity to express their views.

vi. To direct any special investigation to be carried out by internal audit.

vii. The Company must establish an internal audit function which is independent of the activities it audits.

viii. The Company must ensure its internal audit function reports directly to the Audit Committee.

e) External Audit

i. To nominate the external auditors together with such other functions as may be agreed to by the Board and recommend for approval of the Board the external audit fee, and consider any questions of resignation or termination.

ii. To review external audit reports and management's response and actions taken in respect of these. Where actions are not taken within an adequate timeframe by management, the Audit Committee will report the matter to the Board.

iii. To review external audit plans and scope of work.

iv. To review and monitor the suitability of the external auditors.

v. To carry out an annual review of the performance of the external auditors, including assessment of independence of external auditors in the performance of their obligations as external auditors.

vi. Establish policies and procedures in governing circumstances for contracts of non-audit services to be entered with external auditors.

AUDIT COMMITTEE REPORT (continued)

2. FUNCTIONS OF THE COMMITTEE (continued)

f) Corporate Governance

i. To review the effectiveness of the system for monitoring compliance with laws and regulations and the results of management's investigation and follow up (including disciplinary action) of any instances of non-compliance.

ii. To review the findings of any examinations by regulatory authorities.

iii. To review any related party transaction and conflict of interest situation that may arise within the Group including any transactions, procedure or course of conduct that raises questions of integrity.

iv. To review and approve the Statement of Corporate Governance for the Annual Reports as required under the Main Market Listing Requirements of Bursa Securities.

v. To review the investor relations programme and shareholder communications policy for the Company.

vi. To examine instances and matters that may have compromised the principles of corporate governance and report back to the Board.

vii. To develop and regularly review ICB's Code of Corporate Governance and Business Ethics.

viii. Where the Audit Committee is of the view that a matter reported by it to the Board has not been satisfactorily resolved, resulting in a breach of the Main Market Listing Requirements of Bursa Securities, the Audit Committee must promptly report such Matters to Bursa Securities.

AUDIT COMMITTEE REPORT (continued)

SUMMARY OF ACTIVITIES

The Audit Committee carried out its duties in accordance with its terms of reference during the financial year.

The main activities undertaken by the Audit Committee included the following:

a) reviewed the interim financial reports relating to the quarterly reporting of the Group to ensure adequacy of disclosure of information essential to a fair and full presentation of the financial affairs of the Group for recommendation to the Board for approval for the release of the said quarterly reporting;

b) reviewed the audited financial statements before submitting them to the Board, ensuring that the financial statements were prepared in accordance with the applicable approved accounting standards in Malaysia and provisions of the Companies Act, 1965. Any significant issues resulting from the audit of the financial statements by the external auditors were deliberated;

c) evaluated the performance of the external auditors, reviewed the external auditors' scope of work, audit plan and their audit fees and recommending the appointment of external auditors at the AGM;

d) reviewed with the external auditors the results of the audit, the audit report and the management letter (if any), including management's response;

e) reviewed the independence and objectivity of the external auditors and the services provided;

f) discussed the internal audit plan, programmes and resources requirement and skill levels of the internal auditors for the year and assessed the performance of the internal audit function;

g) reviewed the internal auditor's report, which highlighted the audit issues, recommendations and management's response. Discussed with management, actions taken to improve the system of internal control based on improvement opportunities identified in the internal audit reports;

h) reviewed the application of Corporate Governance principles and the extent of the Group's compliance with the Best Practices set out under the Malaysian Code on Corporate Governance 2012 for the purpose of preparing the Corporate Governance Statements and Statement on Risk Management and Internal Control pursuant to the Main Market Listing Requirements of Bursa Securities; and

i) reviewed and discussed Related Party Transaction ("RPT") and Recurrent Related Party Transactions ("RRPT") to ascertain if the transactions are conducted at arm's length and on normal commercial terms, and that the internal control procedures with regards to such transactions are sufficient.

This Statement is made in accordance with the resolution of the Board.

STATEMENT ON RISK MANAGEMENT AND INTERNAL CONTROL

Introduction

The Board of Directors is pleased to present the Statement on Risk Management and Internal Control which outlines the nature and scope of risk management and internal control of the Group for the financial year ended 30 June 2013.

Board Responsibility

The Board of Directors acknowledges its responsibility in maintaining a sound system of risk management and internal control practices within the Group in accordance with the Malaysian Code on Corporate Governance Code 2012. The Board's responsibility includes the establishment of appropriate control and framework as well as reviewing the adequacy and integrity of the system in managing the Group's business risks. A sound system of risk management and internal control is important to safeguard shareholders' investment and the Group's assets. The system of internal control, due to its inherent limitations, is designed to manage and control risk rather than eliminate the risk of failure to achieve business objectives. Accordingly, the system can only provide reasonable and not absolute assurance against material misstatement or loss or the occurrence of unforeseeable circumstances.

Risk Management

Risk management is an integral part of the Group's business operations and it is subject to periodic review by the Board of Directors. The Group adopts a structured risk management framework with discussions involving different levels of management to identify and address risks faced by the Group. Based on assessment of the internal control systems of the Group, the Board of Directors is of the view that there is an on-going process for identifying, evaluating, monitoring and managing the significant risks affecting the achievement of its business objectives in their daily activities throughout the financial year and up to the date of approval of the Annual Report.

Key Elements of Internal Control

Key features of the process established within the Group which can contribute to a sound system of internal control are as follows:

- Within the Group, there are organizational structures in place for each operating unit with clearly defined responsibilities and levels of authority. Management of each operating unit has clear responsibilities for identifying risks and the overall Group's business as a whole. They are also responsible for instituting adequate procedures and internal controls to mitigate and monitor such risks on an ongoing basis.

- Operating policies and procedures that serve as a general management guide for daily operations. These policies and procedures are reviewed on a regularly basis to reflect changing risks or to resolve any operational deficiencies. It is also to promote efficiency and accountability for the Group.

- As part of the performance monitoring process, management information in the form of forecasts and quarterly management accounts and reports are provided to the Board for review and approval.

- The Audit Committee reviews the quarterly and annual financial statements and results announcements and recommended to the Board for approval.

- Regular meetings are held to discuss on the overall Group and operating subsidiaries' operational matters and to resolve key operational, financial, human resource and other related issues.

- Regular internal audit reviews are carried out to identify any area of improvement, besides compliance with internal control best practices, guidelines and objectives.

STATEMENT ON RISK MANAGEMENT AND INTERNAL CONTROL (continued)

Key Elements of Internal Control (continued)

- Adequate insurance provision and security measures on major assets of the Group are provided to ensure that it sufficiently safeguards against any mishap that will result in material losses to the Group.

- Training and development programs are established to ensure that staff is constantly kept up-to-date with the constant technological changing environment in order to be competent in the industry in line with achieving the Group's business objectives.

The Board confirms that the Group's system of risk management and internal control was generally satisfactory throughout the financial year and up to the date of approval of the Annual Report. There were no major internal control weaknesses that require disclosure in the Annual Report and corrective actions have been taken on control exceptions identified. The Board continues to take measures to strengthen the control environment.

Internal Audit Function

The Group in its efforts to provide adequate and effective internal control system had appointed an independent consulting firm to undertake its internal audit function. The independent consulting firm acts as internal auditor and reports directly to the Audit Committee.

Internal audit plans are reviewed and approved by the Audit Committee. During the financial year, the internal auditors reviewed critical business processes, identified risks and internal control gaps, assessed the effectiveness and adequacy of the existing state of internal control of the major subsidiaries and recommended possible improvements to the internal control process. This is to provide reasonable assurance that such system continues to operate satisfactorily and effectively within the Group.

In addition, the internal auditors followed up on the implementation of recommendations from previous cycles of internal audit and updated the Audit Committee on the status of management-agreed action plan. For the financial year ended 30 June 2013, the total costs incurred for the outsourced internal audit function amounted to RM27,018 inclusive of reimbursable expenses and service tax.

Review of the Statement by External Auditors

The external auditors have reviewed this Statement on Risk Management and Internal Control and reported to the Board that nothing has come to their attention that causes them to believe that the Statement is inconsistent with their understanding of the process adopted by the Board in reviewing the adequacy and integrity of the Group's internal control system.

The Board has received assurance from the Group Managing Director and the Finance Manager that the Group's risk management and internal control systems have been operating adequately and effectively, in all material aspects, during the financial year under review and up to date this Statement.

The Board is of the view that the system of internal controls in place for the financial year ended 30 June 2013 and up to the date of approval of this report is sound and sufficient to safeguard the shareholders' investment and the Group's assets.

This Statement is made in accordance with the resolution of the Board.

STATEMENT OF DIRECTORS' RESPONSIBILITIES

The Directors are required by the Companies Act, 1965 ("the Act") to ensure that the financial statements prepared for each financial year give a true and fair view of the financial position of the Group and the Company as at the end of the financial year and of the financial performance and cash flows of the Group and the Company for the financial year then ended.

The Directors are responsible for ensuring that the Group and the Company keep proper accounting records to enable the Group and the Company to disclose, with reasonable accuracy the financial position of the Group and of the Company which enable them to ensure that the financial statements comply with the Act, Financial Reporting Standards and also the Main Market Listing Requirement of Bursa Securities. In addition, the Directors are also responsible for the assets of the Group and of the Company and hence, for taking reasonable steps for the prevention and detection of fraud and other irregularities.

In preparing the financial statements for the year ended 30 June 2013, the Directors have:

a) adopted suitable accounting policies and then applied them consistently;

b) made judegement and estimates that are reasonable and prudent;

c) ensure applicable accounting standards have been applied, subject to any material departures disclosed and explained in the financial statements; and

d) prepared the financial statements on the going concern basis unless it is inappropriate to presume that the Group and the Company will continue in business.

This Statement is made in accordance with a resolution of the Board of Director.

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FINANCIAL STATEMENTS

ANNUAL REPORT
2013

DIRECTORS' REPORT

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

PRINCIPAL ACTIVITIES

The principal activity of the Company is investment holding. The principal activities of the subsidiary companies are set out in Note 6 to the financial statements. There were no significant changes in the nature of these activities during the financial year.

RESULTS

	Group RM	Company RM
Profit for the year	7,503,055	2,967,671
Profit attributable to:		
Owners of the parent	7,503,055	2,967,671
Non-controlling interests	-	-
	7,503,055	2,967,671

There were no material transfers to or from reserves and 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 dividend paid by the Company since 30 June 2012 was as follows:

In respect of the financial year ended 30 June 2012

	RM
A first and final single tier dividend of 3.5 sen per share paid on 21 January 2013	2,800,000

At the forthcoming Annual General Meeting, a first and final single tier dividend of 3.5 sen per share in respect of the financial year ended 30 June 2013 amounting to RM2,800,000 will be proposed for shareholders' approval. The financial statements for the current financial year do not reflect this proposed dividend. Such dividend, if approved by the shareholders, will be accounted for in equity as an appropriation of retained profits in the financial year ending 30 June 2014.

DIRECTORS' REPORT (continued)

DIRECTORS

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

Mohd Shafek Bin Isa
Tong Chin Hen
Dr. Leong Wan Leong
Lim Kah Poon (appointed on 22.5.2013)
Chen Sung Fang (appointed on 22.5.2013)
Tai Keat Chai (resigned on 22.5.2013)

DIRECTORS' BENEFITS

Neither at the end of the financial year, nor at any time during that financial 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.

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 the notes to the financial statements) by reason of a contract made by the Company or a related corporation with the Director or with a firm of which the Director is a member, or with a company in which the Director has a substantial financial interest, except for as disclosed in the notes 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 its related corporations during the financial year were as follows:

	Number of ordinary shares of RM0.50 each in the Company			
	At 1.7.2012	**Acquired**	**Disposed**	**At 30.6.2013**
Shareholdings in the name of the Director:				
Mohd Shafek Bin Isa	150,000	-	-	150,000
Tong Chin Hen	150,000	-	-	150,000
Dr. Leong Wan Leong	50,000	-	-	50,000
Shareholdings in which the Director is deemed to have an interest:				
Mohd Shafek Bin Isa	19,118,704	-	-	19,118,704 *
Tong Chin Hen	33,947,064	-	-	33,947,064 **

Notes:
* Deemed interest by virtue of interest in Sunbina Dunia Sdn. Bhd. pursuant to Section 6A of the Companies Act, 1965
** Deemed interest by virtue of interest in Swiss Revenue Sdn. Bhd. pursuant to Section 6A of the Companies Act, 1965

Other than as disclosed, the other Directors do not hold any interest in shares in the Company and its related corporations during the financial year.

DIRECTORS' REPORT (continued)

ISSUE OF SHARES

There were no changes in the issued and paid-up share capital of the Company during the financial year ended 30 June 2013.

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 allowance for impairment of receivables and satisfied themselves that there were no known bad debts and that adequate allowance had been made for impairment of receivables; and

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

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

(i) it necessary to write off any bad debts or the amount of the allowance for impairment of receivables in the financial statements of the Group and of the Company inadequate to any substantial extent; and

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

(c) At the date of this report, the Directors are not aware of any circumstances which have arisen which would render adherence to the existing method of valuation of assets and 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 and of the Company which has arisen since the end of the financial year which secures the liabilities of any other person; or

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

(f) In the opinion of the Directors:

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

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

DIRECTORS' REPORT (continued)

AUDITORS

The auditors, HLB Ler Lum, have expressed their willingness to continue in office.

Signed on behalf of the Board in accordance with a resolution of the Directors

TONG CHIN HEN
Director

MOHD SHAFEK BIN ISA
Director

Petaling Jaya

Date : 27 August 2013

STATEMENT BY DIRECTORS

PURSUANT TO SECTION 169(15) OF THE COMPANIES ACT, 1965

We, the undersigned, being two of the Directors of IMASPRO CORPORATION BERHAD do hereby state on behalf of the Directors that in our opinion, the accompanying financial statements together with the notes thereon, 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 June 2013 and of the financial performance and cash flows of the Group and of the Company for the year then ended.

In the opinion of the Directors, the supplementary information set out on page 79 have been compiled in accordance with the Guidance on Special Matter No.1, Determination of Realised and Unrealised Profits or Losses in the Context of Disclosure Pursuant to Bursa Malaysia Securities Berhad Listing Requirements, issued by the Malaysian Institute of Accountants and presented based on the format prescribed by Bursa Malaysia Securities Berhad.

Signed on behalf of the Board in accordance with a resolution of the Directors

TONG CHIN HEN
Director

MOHD SHAFEK BIN ISA
Director

Petaling Jaya

Date : 27 August 2013

STATUTORY DECLARATION

PURSUANT TO SECTION 169(16) OF THE COMPANIES ACT, 1965

I, TONG CHIN HEN, being the Director primarily responsible for the financial management of IMASPRO CORPORATION BERHAD do solemnly and sincerely declare that the accompanying financial statements together with the notes thereon, 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 at Kuala Lumpur)

in the Federal Territory this)

day of 27 August 2013)

Before me

Commissioner for Oaths

Lee Chin Hin
Kuala Lumpur
Federal Territory

INDEPENDENT AUDITORS' REPORT

TO THE MEMBERS OF IMASPRO CORPORATION BERHAD

REPORT ON THE FINANCIAL STATEMENTS

We have audited the financial statements of IMASPRO CORPORATION BERHAD, which comprise the Statements of Financial Position as at 30 June 2013 of the Group and of the Company, and the Statements of Comprehensive Income, Statements of Changes in Equity and Statements of Cash Flows of the Group and of the Company for the financial year then ended, and a summary of significant accounting policies and other explanatory information, as set out on pages 39 to 78.

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 are necessary to enable the preparation of financial statements that are free from material misstatement, whether due to fraud or error.

Auditors' Responsibility

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

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

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

Opinion

In our opinion, the financial statements give a true and fair view of the financial position of the Group and of the Company as at 30 June 2013 and of theirs 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 has 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 subsidiary companies of which we have not acted as auditors, which are indicated in Note 6 to the financial statements.

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

(d) The auditors' reports on the financial statements of the subsidiary companies did not contain any qualification or any adverse comment made under Section 174(3) of the Act.

INDEPENDENT AUDITORS' REPORT (continued)

TO THE MEMBERS OF IMASPRO CORPORATION BERHAD

OTHER REPORTING RESPONSIBILITIES

The supplementary information set out on page 79 is disclosed to meet the requirement of Bursa Malaysia Securities Berhad and is not part of the financial statements. The Directors are responsible for the preparation of the supplementary information in accordance with Guidance on Special Matter No. 1, Determination of Realised and Unrealised Profits or Losses in the Context of Disclosure Pursuant to Bursa Malaysia Securities Berhad Listing Requirements, as issued by the Malaysian Institute of Accountants ("MIA Guidance") and the directive of Bursa Malaysia Securities Berhad. In our opinion, the supplementary information is prepared, in all material respects, in accordance with the MIA Guidance and the directive of Bursa Malaysia Securities Berhad.

OTHER MATTERS

1. As stated in Note 2 to the financial statements, Imaspro Corporation Berhad adopted the Malaysian Financial Reporting Standards on 1 July 2012 with a transition date of 1 July 2011. These standards were applied retrospectively by the Directors to the comparative information in these financial statements, including the statements of financial position as at 30 June 2012 and 1 July 2011, and the statement of comprehensive income, statement of changes in equity and statement of cash flows for the financial year ended 30 June 2012 and its related disclosures. We were not engaged to report on the restated comparative information and it is unaudited. Our responsibilities as part of our audit of the financial statements of the Company for the financial year ended 30 June 2013 have, in these circumstances, included obtaining sufficient appropriate audit evidence that the opening balances as at 1 July 2012 do not contain misstatements that materially affect the financial position as at 30 June 2013 and the financial performance and cash flows for the financial year then ended.

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

HLB LER LUM
AF 0276
Chartered Accountants

LUM TUCK CHEONG
1005/3/15(J/PH)
Chartered Accountant

Date : 27 August 2013

Kuala Lumpur

STATEMENTS OF FINANCIAL POSITION

AS AT 30 JUNE 2013

		Group		
		30.6.2013	30.6.2012	1.7.2011
ASSETS	**Note**	**RM**	**RM**	**RM**
Non – current assets				
Property, plant and equipment	4	19,161,777	19,417,855	20,093,113
Investment property	5	144,680	147,270	149,860
		19,306,457	19,565,125	20,242,973
Current assets				
Inventories	7	28,649,607	23,554,223	17,433,089
Trade and other receivables	8	35,078,360	26,303,969	32,874,968
Cash and bank balances	9	27,111,864	35,608,553	30,267,124
Tax recoverable		1,511,802	1,159,076	898,882
		92,351,633	86,625,821	81,474,063
TOTAL ASSETS		111,658,090	106,190,946	101,717,036
EQUITY AND LIABILITIES				
Equity attributable to owners of the parent:				
Share capital	10	40,000,000	40,000,000	40,000,000
Share premium		2,857,032	2,857,032	2,857,032
Foreign currency translation reserve	11	120,355	(197,277)	(960,700)
Retained profits	12	61,067,702	56,364,647	54,069,801
Total equity		104,045,089	99,024,402	95,966,133
Non – current liability				
Deferred tax liabilities	13	1,293,896	1,198,852	985,254
Current liabilities				
Trade and other payables	14	6,249,150	4,659,487	4,745,649
Bills payable	15	-	1,276,205	-
Tax payable		69,955	32,000	20,000
		6,319,105	5,967,692	4,765,649
TOTAL LIABILITIES		7,613,001	7,166,544	5,750,903
TOTAL EQUITY AND LIABILITIES		111,658,090	106,190,946	101,717,036

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

STATEMENTS OF FINANCIAL POSITION (continued)

AS AT 30 JUNE 2013

		Company		
		30.6.2013	**30.6.2012**	**1.7.2011**
ASSETS	**Note**	**RM**	**RM**	**RM**
Non – current asset				
Investment in subsidiary companies	6	31,467,619	31,467,619	31,467,619
Current assets				
Trade and other receivables	8	6,014,375	6,002,040	6,510,500
Cash and bank balances	9	9,258,229	9,130,957	8,470,825
Tax recoverable		311,802	277,711	257,037
		15,584,406	15,410,708	15,238,362
TOTAL ASSETS		47,052,025	46,878,327	46,705,981
EQUITY AND LIABILITIES				
Equity attributable to owners of the parent:				
Share capital	10	40,000,000	40,000,000	40,000,000
Share premium		2,857,032	2,857,032	2,857,032
Retained profits	12	4,158,517	3,990,846	3,822,949
Total equity		47,015,549	46,847,878	46,679,981
Current liability				
Other payables	14	36,476	30,449	26,000
TOTAL LIABILITIES		36,476	30,449	26,000
TOTAL EQUITY AND LIABILITIES		47,052,025	46,878,327	46,705,981

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

STATEMENTS OF COMPREHENSIVE INCOME
FOR THE YEAR ENDED 30 JUNE 2013

		Group		Company	
	Note	2013 RM	2012 RM	2013 RM	2012 RM
Continuing Operations					
Revenue	16	105,168,163	76,483,577	4,050,000	4,050,000
Cost of sales		(88,494,570)	(63,628,506)	-	-
Gross profit		16,673,593	12,855,071	4,050,000	4,050,000
Other operating income	17	919,071	1,868,983	193,219	186,412
Distribution cost		(68,300)	(98,423)	-	-
Administration expenses		(7,191,817)	(6,368,399)	(294,307)	(276,689)
Other operating expenses		(1,003,993)	(1,668,973)	-	-
Operating profit		9,328,554	6,588,259	3,948,912	3,959,723
Finance cost	18	(35,565)	(53,469)	-	-
Profit before tax	19	9,292,989	6,534,790	3,948,912	3,959,723
Income tax expense	22	(1,789,934)	(1,439,944)	(981,241)	(991,826)
Profit for the year		7,503,055	5,094,846	2,967,671	2,967,897
Other comprehensive income:					
Foreign currency translation		317,632	763,423	-	-
Total comprehensive income for the year		7,820,687	5,858,269	2,967,671	2,967,897
Profit attributable to:					
Owners of the parent		7,503,055	5,094,846	2,967,671	2,967,897
Non-controlling interests		-	-	-	-
		7,503,055	5,094,846	2,967,671	2,967,897
Total comprehensive income attributable to:					
Owners of the parent		7,820,687	5,858,269	2,967,671	2,967,897
Non-controlling interests		-	-	-	-
		7,820,687	5,858,269	2,967,671	2,967,897
Earnings per share attributable to owners of the parent:					
Basic (sen)	23	9.38	6.37		

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

STATEMENTS OF CHANGES IN EQUITY
FOR THE YEAR ENDED 30 JUNE 2013

		<------------------- Attributable to owners of the parent			------------------>	
			Non - Distributable		Distributable	
Group	**Note**	**Share Capital RM**	**Share Premium RM**	**Foreign Currency Translation Reserve RM**	**Retained Profits RM**	**Total Equity RM**
At 1 July 2011		40,000,000	2,857,032	(960,700)	54,069,801	95,966,133
Profit for the year		-	-	-	5,094,846	5,094,846
Other comprehensive income for the year		-	-	763,423	-	763,423
Transaction with owners						
Dividends	24	-	-	-	(2,800,000)	(2,800,000)
At 30 June 2012		40,000,000	2,857,032	(197,277)	56,364,647	99,024,402
At 1 July 2012		40,000,000	2,857,032	(197,277)	56,364,647	99,024,402
Profit for the year		-	-	-	7,503,055	7,503,055
Other comprehensive income for the year		-	-	317,632	-	317,632
Transaction with owners						
Dividends	24	-	-	-	(2,800,000)	(2,800,000)
At 30 June 2013		40,000,000	2,857,032	120,355	61,067,702	104,045,089

STATEMENTS OF CHANGES IN EQUITY (continued)

FOR THE YEAR ENDED 30 JUNE 2013

		<------------------ Attributable to owners of the parent ------------------>			
			Non - Distributable	Distributable	
Company	**Note**	**Share Capital RM**	**Share Premium RM**	**Retained Profits RM**	**Total Equity RM**
At 1 July 2011		40,000,000	2,857,032	3,822,949	46,679,981
Profit for the year		-	-	2,967,897	2,967,897
Other comprehensive income for the year		-	-	-	-
Transaction with owners					
Dividends	24	-	-	(2,800,000)	(2,800,000)
At 30 June 2012		40,000,000	2,857,032	3,990,846	46,847,878
At 1 July 2012		40,000,000	2,857,032	3,990,846	46,847,878
Profit for the year		-	-	2,967,671	2,967,671
Other comprehensive income for the year		-	-	-	-
Transaction with owners					
Dividends	24	-	-	(2,800,000)	(2,800,000)
At 30 June 2013		40,000,000	2,857,032	4,158,517	47,015,549

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

STATEMENTS OF CASH FLOWS

FOR THE YEAR ENDED 30 JUNE 2013

	Group		Company	
	2013 RM	2012 RM	2013 RM	2012 RM
CASH FLOWS FROM OPERATING ACTIVITIES				
Profit before tax	9,292,989	6,534,790	3,948,912	3,959,723
Adjustments for:				
Gain on disposal of property, plant and equipment	(12,033)	(19,526)	-	-
Interest expenses	35,565	53,469	-	-
Interest income	(768,703)	(790,884)	(193,219)	(186,412)
Bad debts written off	-	742,744	-	-
Gain on foreign exchange - unrealised	(26,133)	(93,148)	-	-
Impairment loss on trade receivables	247,634	197,499	-	-
Reversal of allowance for impairment of trade receivables	(101,754)	(826,391)	-	-
Depreciation for property, plant and equipment	1,676,777	1,831,983	-	-
Depreciation for investment property	2,590	2,590	-	-
Property, plant and equipment written off	56,963	-	-	-
Dividend income	-	-	(4,050,000)	(4,050,000)
OPERATING PROFIT/(LOSS) BEFORE WORKING CAPITAL CHANGES	10,403,895	7,633,126	(294,307)	(276,689)
Increase in inventories	(5,095,384)	(6,121,134)	-	-
(Increase)/decrease in receivables	(8,638,789)	6,768,159	(12,335)	8,460
Increase in payables	1,522,428	509,374	6,027	4,449
CASH (DEPLETED IN)/GENERATED FROM OPERATIONS	(1,807,850)	8,789,525	(300,615)	(263,780)
Interest paid	(35,565)	(53,469)	-	-
Interest received	768,703	790,884	193,219	186,412
Taxes paid	(2,923,377)	(1,627,020)	(2,832)	-
Taxes refunded	913,217	152,480	-	-
NET CASH (USED IN)/GENERATED FROM OPERATING ACTIVITIES	(3,084,872)	8,052,400	(110,228)	(77,368)
CASH FLOWS FROM INVESTING ACTIVITIES				
Purchase of property, plant and equipment	(1,483,330)	(1,187,499)	-	-
Proceeds from disposal of property, plant and equipment	17,701	50,300	-	-
Repayment from subsidiary companies	-	-	-	500,000
Dividend received	-	-	3,037,500	3,037,500
NET CASH (USED IN)/GENERATED FROM INVESTING ACTIVITIES	(1,465,629)	(1,137,199)	3,037,500	3,537,500

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

STATEMENTS OF CASH FLOWS (continued)

FOR THE YEAR ENDED 30 JUNE 2013

	Group		Company	
	2013 RM	2012 RM	2013 RM	2012 RM
CASH FLOWS FROM FINANCING ACTIVITIES				
Net (repayment)/proceeds of bills payable	(1,276,205)	1,277,089	-	-
Dividend paid	(2,800,000)	(2,800,000)	(2,800,000)	(2,800,000)
NET CASH USED IN FINANCING ACTIVITIES	(4,076,205)	(1,522,911)	(2,800,000)	(2,800,000)
NET (DECREASE)/INCREASE IN CASH AND CASH EQUIVALENTS	(8,626,706)	5,392,290	127,272	660,132
EFFECT OF FOREIGN EXCHANGE RATE CHANGES	130,017	(50,861)	-	-
CASH AND CASH EQUIVALENTS AT BEGINNING OF YEAR	35,608,553	30,267,124	9,130,957	8,470,825
CASH AND CASH EQUIVALENTS AT END OF YEAR (NOTE 9)	27,111,864	35,608,553	9,258,229	9,130,957

NOTES TO THE FINANCIAL STATEMENTS

1. CORPORATE INFORMATION

The principal activity of the Company is investment holding. The principal activities of the subsidiary companies are set out in Note 6 to the financial statements. There were no significant changes in the nature of these activities during the financial year.

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

The registered office of the Company is located at Level 18, The Gardens North Tower, Mid Valley City, Lingkaran Syed Putra, 59200 Kuala Lumpur and the principal place of business of the Company is located at 37 Jalan 5, Kawasan 16, Taman Intan, 41300 Klang, Selangor Darul Ehsan.

The financial statements were authorised for issue by the Board of Directors in accordance with a resolution of the Directors on 27 August 2013.

2. BASIS OF PREPARATION

(a) Statement of Compliance

The financial statements of the Group and of the Company have been prepared in accordance with Malaysian Financial Reporting Standards ("MFRSs"), International Financial Reporting Standards and the requirements of the Companies Act, 1965 in Malaysia. These are the Group's and the Company's first financial statements prepared in accordance with MFRSs and MFRS 1, First-time Adoption of Malaysian Financial Reporting Standards has been applied. In the previous financial years, the financial statements of the Group and the Company were prepared in accordance with Financial Reporting Standards ("FRSs") in Malaysia.

Accordingly, the Company has prepared financial statements which comply with MFRS applicable for periods ending on or after 30 June 2013, together with the comparative period data as at and for the year ended 30 June 2012, as described in the accounting policies. In preparing these financial statements, the Group's and the Company's opening statement of financial position was prepared as at 1 July 2011, which is the Company's date of transition to MFRS.

The significant accounting policies adopted in preparing these financial statements are consistent with those of the audited financial statements for the year ended 30 June 2012. The transition from FRS to MFRS did not have any material impact on the financial statements of the Group and the Company.

The following are accounting standards, Interpretations and Amendments of the MFRS framework that have been issued by the Malaysian Accounting Standards Board ("MASB") but not yet effective and have not been adopted by the Group and the Company:

(i) MFRSs, Interpretations and Amendments effective for annual periods beginning on or after 1 January 2013

MFRS 10	Consolidated Financial Statements
MFRS 11	Joint Arrangements
MFRS 12	Disclosure of Interests in Other Entities
MFRS 13	Fair Value Measurement
MFRS 119	Employee Benefits (IAS 19 as amended by IASB in June 2011)
MFRS 127	Separate Financial Statements (IAS 27 as amended by IASB in May 2011)
MFRS 128	Investments in Associates and Joint Ventures (IAS 28 as amended by IASB in May 2011)
IC Interpretation 20	Stripping Costs in the Production Phase of a Surface Mine
Amendments to MFRS 1	Government Loans
Amendment to MFRS 1	Annual Improvements 2009-2011 Cycle
Amendments to MFRS 7	Disclosures – Offsetting Financial Assets and Financial Liabilities

NOTES TO THE FINANCIAL STATEMENTS (continued)

2. BASIS OF PREPARATION (continued)

(a) Statement of Compliance (continued)

(i) MFRSs, Interpretations and Amendments effective for annual periods beginning on or after 1 January 2013 (continued)

Amendments to MFRS 10	Consolidated Financial Statements: Transition Guidance
Amendments to MFRS 11	Joint Arrangements: Transition Guidance
Amendments to MFRS 12	Disclosure of Interests in Other Entities: Transition Guidance
Amendment to MFRS 101	Presentation of Financial Statements (Annual Improvements 2009-2011 Cycle)
Amendment to MFRS 116	Property, Plant and Equipment (Annual Improvements 2009-2011 Cycle)
Amendment to MFRS 132	Financial Instruments: Presentation (Annual Improvements 2009-2011 Cycle)
Amendment to MFRS 134	Interim Financial Reporting (Annual Improvements 2009-2011 Cycle)
Amendment to IC Interpretation 2	Members' Shares in Co-operative Entities and Similar Instruments (Annual Improvements 2009-2011 Cycle)

(ii) MFRSs, Interpretations and Amendments effective for annual periods beginning on or after 1 January 2014

Amendments to MFRS 132	Offsetting Financial Assets and Financial Liabilities
Amendments to MFRS 10	Consolidated Financial Statements: Investment Entities
Amendments to MFRS 12	Disclosure of Interests in Other Entities: Investment Entities
Amendments to MFRS 127	Separate Financial Statements: Investment Entities

(iii) MFRSs, Interpretations and Amendments effective for annual periods beginning on or after 1 January 2015

MFRS 9	Financial Instruments (2009)
MFRS 9	Financial Instruments (2010)

The Directors anticipate that the abovementioned standards, Amendments and Interpretations will be adopted when they become effective if applicable to the Group and the Company and that the adoption of these standards, Amendments and Interpretations will have no material impact on the financial statements of the Group and the Company in the period of initial application.

(b) Basis of Measurement

The financial statements of the Group and of the Company have been prepared under the historical cost convention except for those indicated in the individual policy notes.

(c) Functional and Presentation Currency

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

(d) Use of Estimates and Judgements

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

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

NOTES TO THE FINANCIAL STATEMENTS (continued)

2. BASIS OF PREPARATION (continued)

(d) Use of Estimates and Judgements (continued)

In particular, information about significant areas of estimation uncertainty and critical judgements in applying accounting policies that have the most significant effect on the amount recognised in the financial statements are as follows:

(i) Depreciation of property, plant and equipment and investment property

Property, plant and equipment and investment property are depreciated on a straight-line basis over their useful life. The Group will periodically review the useful life and residual values of property, plant and equipment and investment property in accordance with the accounting policies. Changes in the expected level of usage and technological developments may impact the economic useful life and the residual values of these assets, therefore future depreciation charges may be revised.

(ii) Impairment of loans and receivables

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

Where there is objective evidence of impairment, the amount and timing of future cash flows are estimated based on historical loss experience for assets with similar credit risk characteristics. The carrying amount of the Group's loans and receivables at the reporting date is disclosed in Note 31.

(iii) Income taxes

Significant judgement is involved in determining the Group's and the Company's provision for income taxes. There are certain transactions and computations for which the ultimate tax determination is uncertain during the ordinary course of business. The Group and the Company recognised tax liabilities based on estimates of whether additional taxes will be due. Where the final tax outcome of these matters is different from the amounts that were initially recognised, such difference will impact the income tax and deferred tax provisions in the period in which such determination is made.

(iv) Contingent liabilities

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

The Directors are of the opinion that provision are not required in respect of the contingent liabilities as disclosed in Note 26 as it is not probable that future sacrifice of economic benefits will be required or the amount is not capable of reliable measurement.

NOTES TO THE FINANCIAL STATEMENTS (continued)

3. SIGNIFICANT ACCOUNTING POLICIES

(a) Basis of Consolidation

The consolidated financial statements comprise the financial statements of the Company and its subsidiary companies as at the reporting date. The financial statements of the subsidiary companies 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.

Acquisition of subsidiary companies are accounted for by applying the acquisition method. Identifiable assets acquired and liabilities assumed in a business combination are measured initially at their fair values at the acquisition date. Acquisition-related costs are recognised as expenses in the periods in which the costs are incurred and the services are received.

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

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

Any excess of sum on the fair value of the consideration transferred in the business combination, the amount of non-controlling interest in the acquiree (if any), and the fair value of the Group's previously held equity interest in the acquiree (if any), over the net fair value of acquiree's identifiable assets and liabilities is recorded as goodwill in the statement of financial position. In instances where the latter amount exceeds the former, the excess of recognised as a gain on bargain purchase in profit or loss on the acquisition date.

Subsidiary companies 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.

(b) Subsidiary Companies

Subsidiary companies are entities 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, investment in subsidiary companies are stated at cost less impairment losses. On disposal of such investments, the difference between net disposal proceeds and their carrying amounts is included in the profit or loss.

(c) Property, Plant and Equipment and Depreciation

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, property, plant and equipment are measured at cost less accumulated depreciation and any 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 property, 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 (continued)

3. SIGNIFICANT ACCOUNTING POLICIES (continued)

(c) Property, Plant and Equipment and Depreciation (continued)

Freehold land has an unlimited useful life and therefore is not depreciated. Long term leasehold land and buildings are depreciated over their lease periods range from 79 years to 82 years. Depreciation of other property, plant and equipment is provided for on a straight-line basis to write off the cost of each asset to its residual value over the estimated useful life, at the following annual rates:

Buildings	2%
Office equipment	20%
Furniture and fittings	10% - 15%
Renovation	25%
Motor vehicles	20%
Plant and machinery	10%

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 derecognised of the asset is included in the profit or loss in the year the asset is derecognised.

(d) Investment Property

Investment property is held for long-term rental yields or for capital appreciation or both, and are not occupied by the Company.

Investment property is initially measured at cost, including transaction costs. Subsequent to initial recognition, investment property is measured at cost model which is to measure investment property at cost less accumulated amortisation and impairment losses.

Freehold land has an unlimited useful life and therefore is not depreciated. Building carried at cost is depreciated over the estimated economic useful life of 50 years.

Investment property is derecognised when either they have been disposed of or when the investment property is permanently withdrawn from use and no future economic benefit is expected from its disposal. Any gain or loss on the retirement or disposal of an investment property is recognised in profit or loss in the year of retirement or disposal.

Transfers are made to or from investment property only when there is a change in use. For a transfer from investment property to owner-occupied property, the deemed cost for subsequent accounting is the carrying amount at the date of change in use.

(e) Impairment of Non-Financial Assets

The Group and the Company 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 and the Company 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")}.

NOTES TO THE FINANCIAL STATEMENTS (continued)

3. SIGNIFICANT ACCOUNTING POLICIES (continued)

(e) Impairment of Non-Financial Assets (continued)

In assessing value in use, the estimated future cash flows expected to be generated by the assets 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 to reduce the carrying amount of the other assets in the unit or groups of units on a pro-rata basis.

Impairment losses are recognised in profit or loss except for assets that are previously revalued where the revaluation was taken to other comprehensive income. In this case, the impairment is also recognised in other comprehensive income up to the amount of any previous revaluation.

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

(f) Financial Assets

Financial assets are recognised in the statement of financial position when, and only when, the Group and the Company becomes 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 its financial assets at initial recognition, and the categories include loans and receivables.

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

NOTES TO THE FINANCIAL STATEMENTS (continued)

3. SIGNIFICANT ACCOUNTING POLICIES (continued)

(g) 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. For certain categories of financial assets, such as trade receivables, assets that are assessed not to be impaired individually are subsequently assessed for impairment on a collective basis based on similar risk characteristics. Objective evidence of impairment for a portfolio of receivables could include the Group's and the Company's past experience of collecting payments, an increase in the number of delayed payments in the portfolio past the average credit period and observable changes in national or local economic conditions that correlate with default on receivables.

If any such evidence exists, the amount of impairment loss is measured as the difference between the asset's carrying amount and the present value of estimated future cash flows discounted at the financial asset's original effective interest rate. The impairment loss is recognised in profit or loss.

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

If in a subsequent period, the amount of the impairment loss decreases and the decrease can be related objectively to an event occurring after the impairment was recognised, the previously recognised impairment loss is reversed to the extent that the carrying amount of the asset does not exceed its amortised cost at the reversal date. The amount of reversal is recognised in profit or loss.

(h) Inventories

Inventories which comprise raw materials, packaging materials, work-in-progress and finished goods are stated at the lower of cost and net realisable value.

Cost is determined using the weighted average method. The costs of raw materials and packaging materials comprise the original cost of purchase plus the cost of bringing the inventories to their present location. The costs of finished goods and work-in-progress comprise cost of raw materials, direct labour, other direct costs and appropriate production overheads.

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

(i) 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. These also include bank overdrafts that form an integral part of the Group's cash management.

(j) Provisions

Provisions are recognised when the Group and the Company 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.

NOTES TO THE FINANCIAL STATEMENTS (continued)

3. SIGNIFICANT ACCOUNTING POLICIES (continued)

(j) Provisions (continued)

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.

(k) 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.

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

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

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

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.

(l) Borrowing Costs

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 and the Company incurred in connection with the borrowing of funds.

(m) Employee Benefits

(i) Short term benefits

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

(ii) Defined contribution plans

Defined contribution plans are post-employment benefit plans under which the Group pays fixed contributions into separate entities of funds and will have no legal or constructive obligation to pay further contributions if any of the funds do not hold sufficient assets to pay all employee benefits relating to employee services in the current and preceding financial years. The Group makes contributions to the Employees Provident Fund in Malaysia, a defined benefit 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 (continued)

3. SIGNIFICANT ACCOUNTING POLICIES (continued)

(n) Foreign Currencies

(i) Functional and presentation currency

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

(ii) Foreign currency transactions

Transactions in foreign currencies are measured in the respective functional currencies of the Company and its subsidiary companies 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.

Exchange differences arising on the settlement of monetary items or on translating of monetary items at the reporting date are recognised in profit or loss except for exchange differences arising on monetary item 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 gain and losses are recognised directly in equity. Exchange differences arising from such non-monetary items are also recognised directly in equity.

(iii) Foreign operations

The 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.

(o) Operating Leases

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.

NOTES TO THE FINANCIAL STATEMENTS (continued)

3. SIGNIFICANT ACCOUNTING POLICIES (continued)

(p) Revenue Recognition

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

(i) Sale of goods

Revenue relating to sale of goods is recognised net of discounts, if any and upon the transfer of risks and rewards of the ownership to the buyer. Revenue is not recognised to the extent where there are significant uncertainties regarding recovery of the consideration due, associated costs or the possible return of goods.

(ii) Interest income

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

(iii) Rental income

Rental income from investment properties is recognised on a straight-line basis over the term of the lease. The aggregate cost of incentives provided to lessees is recognised as a reduction of rental income over the lease term on a straight-line basis.

(iv) Dividend income

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

(q) Income Taxes

(i) 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.

(ii) Deferred tax

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

Deferred tax liabilities are recognised for all 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 (continued)

3. SIGNIFICANT ACCOUNTING POLICIES (continued)

(q) Income Taxes (continued)

(ii) Deferred tax (continued)

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.

(r) Share Capital and Share Issuance Expenses

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

Ordinary shares are recorded at the proceeds received, net of directly attributable incremental transaction costs. Ordinary shares are classified as equity. Dividends on ordinary shares are recognised in equity in the period in which they are declared.

(s) 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.

(t) Operating Segments

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

(u) Dividends

Interim dividends are accounted for in the shareholders' equity as an appropriation of retained profits in the period. Final dividends are not accounted for until approved at the Annual General Meeting.

NOTES TO THE FINANCIAL STATEMENTS (continued)

4. PROPERTY, PLANT AND EQUIPMENT

The Group 30 June 2013	Freehold land RM	Long term leasehold land RM	Buildings RM	Office equipment RM	Furniture and fittings RM	Renovation RM	Motor vehicles RM	Plant and machinery RM	Total RM
Cost									
At 1 July 2011	2,762,726	3,269,162	8,006,060	751,721	513,306	591,838	2,125,798	11,463,983	29,484,594
Additions	-	-	57,200	62,057	23,232	87,551	453,544	503,915	1,187,499
Disposals	-	-	-	(1,888)	-	-	(126,780)	(50,000)	(178,668)
At 30 June 2012/ 1 July 2012	2,762,726	3,269,162	8,063,260	811,890	536,538	679,389	2,452,562	11,917,898	30,493,425
Additions	-	-	82,000	32,513	-	-	266,540	1,102,277	1,483,330
Disposals	-	-	-	-	-	-	(169,537)	-	(169,537)
Written off	-	-	-	-	-	-	-	(1,026,752)	(1,026,752)
At 30 June 2013	2,762,726	3,269,162	8,145,260	844,403	536,538	679,389	2,549,565	11,993,423	30,780,466
Accumulated depreciation									
At 1 July 2011	-	209,528	598,588	550,113	416,172	453,779	1,221,851	5,941,450	9,391,481
Depreciation charge for the year	-	40,795	112,468	78,646	24,828	76,176	393,226	1,105,844	1,831,983
Disposals	-	-	-	(566)	-	-	(118,578)	(28,750)	(147,894)
At 30 June 2012/ 1 July 2012	-	250,323	711,056	628,193	441,000	529,955	1,496,499	7,018,544	11,075,570
Depreciation charge for the year	-	40,795	113,507	70,793	24,123	64,691	382,897	979,971	1,676,777
Disposals	-	-	-	-	-	-	(163,869)	-	(163,869)
Written off	-	-	-	-	-	-	-	(969,789)	(969,789)
At 30 June 2013	-	291,118	824,563	698,986	465,123	594,646	1,715,527	7,028,726	11,618,689
Net carrying amount									
At 30 June 2013	2,762,726	2,978,044	7,320,697	145,417	71,415	84,743	834,038	4,964,697	19,161,777
At 30 June 2012	2,762,726	3,018,839	7,352,204	183,697	95,538	149,434	956,063	4,899,354	19,417,855
At 1 July 2011	2,762,726	3,059,634	7,407,472	201,608	97,134	138,059	903,947	5,522,533	20,093,113

NOTES TO THE FINANCIAL STATEMENTS (continued)

5. INVESTMENT PROPERTY

	Group		
	30.6.2013 RM	**30.6.2012 RM**	**1.7.2011 RM**
Cost			
At 1 July/30 June	183,541	183,541	183,541
Accumulated depreciation			
At 1 July	36,271	33,681	31,090
Depreciation charge for the year	2,590	2,590	2,591
At 30 June	38,861	36,271	33,681
Net carrying amount			
At 30 June	144,680	147,270	149,860

Included in the above are:

	Group		
	30.6.2013 RM	**30.6.2012 RM**	**1.7.2011 RM**
Net carrying amount			
Freehold land	54,000	54,000	54,000
Building	90,680	93,270	95,860
	144,680	147,270	149,860

In year 2013, the fair value on the above investment property stated at cost approximated RM650,000 (30.6.2012: RM630,000; 1.7.2011: RM590,000). This fair value was obtained based on Directors' informal enquiries made with registered valuers.

Investment property comprises freehold land and building. Rental income generated from the investment property during the financial year amounted to RM6,000 (30.6.2012: RM12,400; 1.7.2011: RM22,200). There were no direct operating expenses incurred for the investment property during the financial year.

NOTES TO THE FINANCIAL STATEMENTS (continued)

6. INVESTMENT IN SUBSIDIARY COMPANIES

	Company		
	30.6.2013 RM	30.6.2012 RM	1.7.2011 RM
Unquoted shares – at cost	31,467,619	31,467,619	31,467,619

Details of the subsidiary companies are as follows:

Name of Subsidiary Companies	Country of Incorporation	Effective Ownership Interest 30.6.2013 (%)	30.6.2012 (%)	1.7.2011 (%)	Principal Activities
Direct subsidiary companies of the Company					
Imaspro Resources Sdn. Bhd. ("IRSB") *	Malaysia	100	100	100	Manufacturing of pesticides and plant micronutrients, distribution and agency of pesticides and other agrochemicals, and trading of pesticides and other agrochemicals
Ideal Command Sdn. Bhd.*	Malaysia	100	100	100	Investment holding
Direct subsidiary companies of IRSB					
Imaspro Biotech Sdn. Bhd.*	Malaysia	100	100	100	Manufacturing, distribution, research and development of pesticides and agrochemicals
Imaspro Resources Incorporated *	Labuan, Malaysia	100	100	100	Distribution of pesticides, including herbicides, insecticides, fungicides, plant micronutrients, fertiliser, public health products, pest control products, wood preservative and other related products

* Audited by firm other than HLB Ler Lum

NOTES TO THE FINANCIAL STATEMENTS (continued)

7. INVENTORIES

	Group 30.6.2013 RM	30.6.2012 RM	1.7.2011 RM
At cost:			
Raw materials	23,652,682	18,406,651	11,899,489
Finished goods	3,582,244	3,881,044	3,940,223
Packaging materials	902,278	868,323	920,334
Work-in-progress	512,403	398,205	673,043
	28,649,607	23,554,223	17,433,089

8. TRADE AND OTHER RECEIVABLES

	Group 30.6.2013 RM	30.6.2012 RM	1.7.2011 RM
Trade receivables			
- Third parties	34,492,857	25,305,136	32,648,187
Less : Allowance for impairment			
- Third parties	(768,237)	(622,357)	(1,251,249)
Trade receivables, net	33,724,620	24,682,779	31,396,938
Other receivables			
- Deposits	623,148	616,919	616,884
- Prepayments	683,735	942,541	832,541
- Sundry receivables	46,857	61,730	28,605
	1,353,740	1,621,190	1,478,030
Total trade and other receivables (Note 31)	35,078,360	26,303,969	32,874,968

	Company 30.6.2013 RM	30.6.2012 RM	1.7.2011 RM
Other receivables			
- Prepayments	14,375	2,040	10,500
- Amount due from subsidiary companies	6,000,000	6,000,000	6,500,000
Total other receivables (Note 31)	6,014,375	6,002,040	6,510,500

NOTES TO THE FINANCIAL STATEMENTS (continued)

8. TRADE AND OTHER RECEIVABLES (continued)

(a) Trade receivables

Trade receivables are non-interest bearing and are generally on 30 to 180 days (30.6.2012: 30 to 180 days; 1.7.2011: 30 to 180 days). They are recognised at their original invoice amounts which represent their fair value on initial recognition. Other credit terms are assessed and approved on a case to case basis.

Ageing analysis of trade receivables

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

	Group		
	30.6.2013 RM	30.6.2012 RM	1.7.2011 RM
Neither past due nor impaired	28,085,923	20,704,006	26,684,289
1 to 30 days past due not impaired	2,364,525	753,388	1,237,670
31 to 60 days past due not impaired	1,274,719	2,273,818	2,802,719
61 to 90 days past due not impaired	259	62,841	556,380
More than 91 days past due not impaired	1,367,329	448,168	82,591
	5,006,832	3,538,215	4,679,360
Impaired	1,400,102	1,062,915	1,284,538
	6,406,934	4,601,130	5,963,898
	34,492,857	25,305,136	32,648,187

Receivables that are neither past due nor impaired

Trade receivables that are neither past due nor impaired are creditworthy debtors with good payment records with the Group.

Receivables that are past due but not impaired

The balance of receivable that are past due but not impaired are unsecured in nature. The management is confident that no impairment allowance is necessary in respect of these balance as there has not been a significant change in credit quality and the balances are still considered fully recoverable.

Receivables that are impaired

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

	Group		
	30.6.2013 RM	30.6.2012 RM	1.7.2011 RM
Individual impaired:			
Trade receivables – nominal accounts	1,400,102	1,062,915	1,284,538
Less : Allowance for impairment	(768,237)	(622,357)	(1,251,249)
	631,865	440,558	33,289

NOTES TO THE FINANCIAL STATEMENTS (continued)

8. TRADE AND OTHER RECEIVABLES (continued)

Movement in allowance accounts:

	Group		
	30.6.2013 RM	30.6.2012 RM	1.7.2011 RM
At 1 July	622,357	1,251,249	1,118,079
Charge for the year (Note 19)	247,634	197,499	551,930
Reversal of impairment losses (Note 17)	(101,754)	(826,391)	(418,760)
At 30 June	768,237	622,357	1,251,249

Trade receivables that are individually determined to be impaired at the reporting date relate to debtors that are in significant financial difficulties and have defaulted on payments. These receivables are not secured by any collateral or credit enhancements.

(b) Related party balances

The amounts due from subsidiary companies are unsecured, non-interest bearing and are repayable on demand.

9. CASH AND BANK BALANCES

	Group		
	30.6.2013 RM	30.6.2012 RM	1.7.2011 RM
Cash on hand and at banks	4,070,645	5,190,042	4,110,681
Deposits with licensed banks	1,025,700	1,311,439	2,128,783
	5,096,345	6,501,481	6,239,464
Short term cash investments	22,015,519	29,107,072	24,027,660
Cash and bank balances (Note 31)	27,111,864	35,608,553	30,267,124

	Company		
	30.6.2013 RM	30.6.2012 RM	1.7.2011 RM
Cash on hand and at banks	7,239	14,766	23,748
Short term cash investments	9,250,990	9,116,191	8,447,077
Cash and bank balances (Note 31)	9,258,229	9,130,957	8,470,825

NOTES TO THE FINANCIAL STATEMENTS (continued)

9. CASH AND BANK BALANCES (continued)

(a) One of the deposits with licensed banks in respect of a subsidiary company amounting to RM2,000 (30.6.2012: RM13,780; 1.7.2011: RM13,397) is held under a Director's name on behalf of the Company and pledged to the bank for bank guarantee facility.

(b) The effective interest rate of deposits with licensed banks at the reporting date for the Group were ranging from 2.75% to 3.15% (30.6.2012: 0.53% to 2.78%; 1.7.2011: 0.25% to 2.50%) per annum.

(c) The maturities of deposits with licensed banks as at the end of the financial year for the Group were ranging from 30 to 365 days (30.6.2012: 7 to 365 days; 1.7.2011: 14 to 365 days).

(d) The short term cash investments represent investment in short term fixed income fund which provides a stream of monthly income by investing in money market and fixed income instruments. Interest received from the investments is exempted from tax.

(e) Short term cash investments are highly liquid which have an insignificant risk of changes in value which bore effective interest rates at the financial year end ranged from 2.03% to 2.82% (30.6.2012: 2.05% to 2.95%; 1.7.2011: 1.45% to 2.60%) and 2.40% (30.6.2012: 2.42%; 1.7.2011: 2.60%) for the Group and the Company respectively.

10. SHARE CAPITAL

	Number of Ordinary Shares of RM0.50 Each		
	30.6.2013	**30.6.2012**	**1.7.2011**
Authorised:			
At 1 July/30 June	200,000,000	200,000,000	200,000,000
Issued and fully paid:			
At 1 July/30 June	80,000,000	80,000,000	80,000,000

		Amount	
	30.6.2013	**30.6.2012**	**1.7.2011**
	RM	**RM**	**RM**
Authorised:			
At 1 July/30 June	100,000,000	100,000,000	100,000,000
Issued and fully paid:			
At 1 July/30 June	40,000,000	40,000,000	40,000,000

The holders of ordinary shares are entitled to receive dividends as declared from time to time and are entitled to one vote per share at meetings of the Company. All ordinary shares rank equally with regard to the Company's residual assets.

11. FOREIGN CURRENCY TRANSLATION RESERVE

The foreign currency translation reserve represents 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.

NOTES TO THE FINANCIAL STATEMENTS (continued)

12. RETAINED PROFITS

Effective 1 January 2008, the Company is given the option to make an irrevocable election to move to a single tier system or continue to use its tax credit under Section 108 of the Income Tax Act, 1967 for the purpose of dividend distribution until the tax credit is fully utilised or latest by 31 December 2013.

The Company has made an irrevocable election to move to a single tier system to frank tax exempt dividend up to maximum amount of retained profits.

13. DEFERRED TAX LIABILITIES

	Group		
	30.6.2013 RM	30.6.2012 RM	1.7.2011 RM
At 1 July	1,198,852	985,254	1,006,000
Recognised in profit or loss (Note 22)	95,044	213,598	(20,746)
At 30 June	1,293,896	1,198,852	985,254
Presented after appropriate offsetting as follows:			
Deferred tax assets	(27,831)	(23,051)	(220,881)
Deferred tax liabilities	1,321,727	1,221,903	1,206,135
	1,293,896	1,198,852	985,254

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

Deferred tax assets of the Group	**Property, plant and equipment RM**	**Others RM**	**Total RM**
At 1 July 2012	(5,462)	(17,589)	(23,051)
Recognised in profit or loss	(3,186)	(1,594)	(4,780)
At 30 June 2013	(8,648)	(19,183)	(27,831)
At 1 July 2011	(2,461)	(218,420)	(220,881)
Recognised in profit or loss	(3,001)	200,831	197,830
At 30 June 2012	(5,462)	(17,589)	(23,051)
At 1 July 2010	(11,000)	(111,000)	(122,000)
Recognised in profit or loss	8,539	(107,420)	(98,881)
At 30 June 2011	(2,461)	(218,420)	(220,881)

NOTES TO THE FINANCIAL STATEMENTS (continued)

13. DEFERRED TAX LIABILITIES (continued)

Deferred tax liabilities of the Group	Property, plant and equipment RM	Investment properties RM	Others RM	Total RM
At 1 July 2012	757,156	432,154	32,593	1,221,903
Recognised in profit or loss	11,653	25,793	62,378	99,824
At 30 June 2013	768,809	457,947	94,971	1,321,727
At 1 July 2011	800,352	402,998	2,785	1,206,135
Recognised in profit or loss	(43,196)	29,156	29,808	15,768
At 30 June 2012	757,156	432,154	32,593	1,221,903
At 1 July 2010	771,838	350,162	6,000	1,128,000
Recognised in profit or loss	28,514	52,836	(3,215)	78,135
At 30 June 2011	800,352	402,998	2,785	1,206,135

14. TRADE AND OTHER PAYABLES

		Group	
	30.6.2013 RM	30.6.2012 RM	1.7.2011 RM
Trade payables			
- Third parties	4,548,555	3,637,523	3,649,379
Other payables			
- Deposits received	561,250	561,250	572,150
- Accruals	1,076,150	390,692	482,143
- Sundry payables	63,195	70,022	41,977
	1,700,595	1,021,964	1,096,270
Total trade and other payables (Note 31)	6,249,150	4,659,487	4,745,649

		Company	
	30.6.2013 RM	30.6.2012 RM	1.7.2011 RM
Other payables			
- Accruals	35,000	29,000	26,000
- Sundry payables	1,476	1,449	-
Total other payables (Note 31)	36,476	30,449	26,000

NOTES TO THE FINANCIAL STATEMENTS (continued)

14. TRADE AND OTHER PAYABLES (continued)

(a) Trade payables

Trade payables are non-interest bearing and the normal trade credit terms granted to the Group ranges from 5 to 90 days (30.6.2012: 5 to 90 days; 1.7.2011: 30 to 90 days).

(b) Other payables

Other payables are non-interest bearing. Other payables are normally settled on an average terms of 30 to 60 days (30.6.2012: 30 to 60 days; 1.7.2011: 30 to 60 days).

15. BILLS PAYABLE

		Group	
	30.6.2013 RM	30.6.2012 RM	1.7.2011 RM
Repayable:			
Within one year (Note 31)	-	1,276,205	-

Commission on bills payable drawndown was charged at 0.10% flat, subject to minimum charge of RM50 per bill and bills payable are repayable from 120 to 180 days.

The bills payable are secured by the following:
(i) General Security Agreement Relating to Goods;
(ii) Letter of Pledge; and
(iii) Corporate guarantee by the Company.

16. REVENUE

	Group		Company	
	2013 RM	2012 RM	2013 RM	2012 RM
Sale of goods	105,168,163	76,483,577	-	-
Dividend income	-	-	4,050,000	4,050,000
	105,168,163	76,483,577	4,050,000	4,050,000

NOTES TO THE FINANCIAL STATEMENTS (continued)

17. OTHER OPERATING INCOME

	Group		Company	
	2013 RM	2012 RM	2013 RM	2012 RM
Reversal of allowance for impairment of trade receivables (Note 8)	101,754	826,391	-	-
Interest income	768,703	790,884	193,219	186,412
Rental income	6,000	12,400	-	-
Gain on disposal of property, plant and equipment	12,033	19,526	-	-
Gain on foreign exchange				
- realised	557	120,334	-	-
- unrealised	26,133	93,148	-	-
Insurance claims	3,891	6,300	-	-
	919,071	1,868,983	193,219	186,412

18. FINANCE COST

	Group	
	2013 RM	2012 RM
Interest expenses on:		
Bills payable	35,565	53,469

19. PROFIT BEFORE TAX

The following amounts have been included in arriving at profit before tax:

	Group		Company	
	2013 RM	2012 RM	2013 RM	2012 RM
Employee benefits expense (Note 20)	4,932,475	4,136,112	30,000	15,000
Non-Executive Directors' remuneration (Note 21)	92,726	90,000	92,726	90,000
Auditors' remuneration				
- statutory audit	62,714	51,173	20,000	16,000
- underprovided	4,000	-	2,000	-
Impairment loss on trade receivables (Note 8)	247,634	197,499	-	-
Depreciation of property, plant and equipment (Note 4)	1,676,777	1,831,983	-	-
Depreciation of investment properties (Note 5)	2,590	2,590	-	-
Property, plant and equipment written off	56,963	-	-	-
Rental of premises	7,035	7,407	-	-
Bad debts written off	-	742,744	-	-

NOTES TO THE FINANCIAL STATEMENTS (continued)

20. EMPLOYEE BENEFITS EXPENSE

	Group		Company	
	2013 RM	2012 RM	2013 RM	2012 RM
Wages, salaries, bonuses and allowances	4,399,334	3,664,539	30,000	15,000
Social security contribution	73,272	29,999	-	-
Contributions to defined contribution plan	459,869	441,574	-	-
	4,932,475	4,136,112	30,000	15,000

Included in employee benefits expense of the Group and of the Company are Executive Directors' remuneration amounting to RM1,296,600 (2012: RM1,199,700) and RM30,000 (2012: RM15,000) respectively as further disclosed in Note 21.

21. DIRECTORS' REMUNERATION

	Group		Company	
	2013 RM	2012 RM	2013 RM	2012 RM
Executive:				
- Salaries and other emoluments	980,000	910,000	-	-
- Fees	150,000	135,000	30,000	15,000
- Contributions to defined contribution plan	166,600	154,700	-	-
	1,296,600	1,199,700	30,000	15,000
Non-Executive:				
- Fees	92,726	90,000	92,726	90,000
	1,389,326	1,289,700	122,726	105,000
Benefits in-kind	23,950	23,950	-	-
	1,413,276	1,313,650	122,726	105,000

22. INCOME TAX EXPENSE

	Group		Company	
	2013 RM	2012 RM	2013 RM	2012 RM
Income tax:				
Malaysian income tax	(1,709,006)	(1,242,086)	(978,000)	(990,000)
Over/(under) provided in prior year	14,116	15,740	(3,241)	(1,826)
	(1,694,890)	(1,226,346)	(981,241)	(991,826)
Deferred tax (Note 13):				
Relating to origination and reversal of temporary differences	(91,807)	(227,151)	-	-
(Under)/overprovided in prior year	(3,237)	13,553	-	-
	(95,044)	(213,598)	-	-
TOTAL	(1,789,934)	(1,439,944)	(981,241)	(991,826)

Domestic current income tax is calculated at the statutory tax rate of 25% (2012: 25%) of the estimated assessable profit for the year.

NOTES TO THE FINANCIAL STATEMENTS (continued)

22. INCOME TAX EXPENSE (continued)

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

	Group		Company	
	2013 RM	**2012 RM**	**2013 RM**	**2012 RM**
Profit before tax	9,292,989	6,534,790	3,948,912	3,959,723
Taxation at Malaysian statutory tax rate of 25%	(2,323,247)	(1,633,698)	(987,228)	(989,931)
Expenses not deductible for tax purposes	(129,649)	(109,848)	(39,077)	(46,672)
Income not subject to tax	449,390	104,771	48,305	46,603
Expenditure qualified for double deduction	12,696	12,115	-	-
Utilisation of reinvestment allowances	170,310	75,587	-	-
Temporary differences in respect of property, plant and equipment not recognised	19,687	18,267	-	-
Effect of utilisation of previously unabsorbed capital allowances	-	63,569	-	-
Over/(under) provision of tax expense in prior year	21,297	15,740	(3,241)	(1,826)
(Under)/overprovision of deferred tax in prior year	(10,418)	13,553	-	-
Tax expense for the year	(1,789,934)	(1,439,944)	(981,241)	(991,826)

23. EARNINGS PER SHARE

(a) Basic

Basic earnings per share is calculated based on the profit after tax attributable to owners of the parent divided by the weighted average number of ordinary shares of RM0.50 each in issue during the financial year held by the Company.

	Group	
	2013	**2012**
Profit after tax attributable to owners of the parent (RM)	7,503,055	5,094,846
Weighted average number of ordinary shares in issue	80,000,000	80,000,000
Basic earnings per share (sen)	9.38	6.37

(b) Diluted

No diluted earnings per share is presented as there are no diluted potential ordinary shares.

NOTES TO THE FINANCIAL STATEMENTS (continued)

24. DIVIDENDS

	Group and Company	
	2013 RM	2012 RM
For financial year ended 30 June 2012:		
- A first and final single tier dividend of 3.5 sen per share paid on 21 January 2013	2,800,000	-
For financial year ended 30 June 2011:		
- A first and final single tier dividend of 3.5 sen per share paid on 18 January 2012	-	2,800,000
	2,800,000	2,800,000

At the forthcoming Annual General Meeting, a first and final single tier dividend of 3.5 sen per share in respect of the financial year ended 30 June 2013 amounting to RM2,800,000 will be proposed for shareholders' approval. The financial statements for the current financial year do not reflect this proposed dividend. Such dividend, if approved by the shareholders, will be accounted for in equity as an appropriation of retained profits in the financial year ending 30 June 2014.

25. RELATED PARTY DISCLOSURES

(a) Related party transactions

The Group and the Company had the following transactions with related parties which took place at terms agreed between the parties during the financial year:

	Group		Company	
	2013 RM	2012 RM	2013 RM	2012 RM
Dividend received from a subsidiary company - Imaspro Resources Sdn. Bhd.	-	-	4,050,000	4,050,000
Sales to Hap Seng Chemicals Sdn. Bhd., a company in which a Director, Tong Chin Hen has equity interest via his shareholding in Imaspro Process Technology Sdn. Bhd.	186,192	92,019	-	-
Salaries and other related expenses paid/payable to persons related to a Director, Tong Chin Hen	147,445	192,264	-	-

The Directors are of the opinion that all the transactions above have been entered into in the normal course of business and have been established on terms and conditions that are not materially different from those obtainable in transactions with unrelated parties.

NOTES TO THE FINANCIAL STATEMENTS (continued)

25. RELATED PARTY DISCLOSURES (continued)

(b) Compensation of key management personnel

The remuneration of Directors and other members of key management during the financial year are as follows:

	Group		Company	
	2013 RM	2012 RM	2013 RM	2012 RM
Short term employee benefits	2,110,148	2,025,068	122,726	105,000
Post-employment benefits:				
- Defined contribution plan	268,040	267,270	-	-
	2,378,188	2,292,338	122,726	105,000

Other members of key management personnel comprise persons other than Directors of the Group, having authority and responsibility of planning, directing and controlling the activities of the Group either directly or indirectly.

Included in the total key management personnel are:

	Group		Company	
	2013 RM	2012 RM	2013 RM	2012 RM
Directors' remuneration (Note 21)	1,389,326	1,289,700	122,726	105,000

26. CONTINGENT LIABILITIES

The Directors are of the opinion that provisions are not required in respect of these matters as it is not probable that future sacrifice of economic benefits will be required or the amount is not capable of reliable measurement.

	Group		Company	
	2013 RM	2012 RM	2013 RM	2012 RM
Secured:				
Bank guarantee issued in favour of Tenaga Nasional Berhad	2,000	2,000	-	-
Unsecured:				
Corporate guarantee given to a licensed bank for credit facilities granted to a subsidiary company	-	-	21,050,000	21,050,000

At the end of the reporting period, it was no probable that the counterparty to the financial guarantee contract will claim under the contract. Consequently, the fair value for the guarantee is NIL.

NOTES TO THE FINANCIAL STATEMENTS (continued)

27. CAPITAL COMMITMENT

	Group 2013 RM	Group 2012 RM
Approved and contracted for:		
- Property, plant and equipment	41,400	202,100

28. OPERATING SEGMENTS

(a) Geographical Segments

In determining the geographical segments of the Group, segment revenue is based on geographical location of customers and these are:

(i) Malaysia
(ii) Indonesia
(iii) Bulgaria
(iv) Belgium
(v) Others: these consist of segments which cover mainly Vietnam, Australia and Russia but which individually fall below the 10% threshold of a reportable segment

Group	Malaysia RM	Indonesia RM	Bulgaria RM	Belgium RM	Others RM	Elimination RM	Total RM
At 30 June 2013							
Segment revenue:							
Sales to external customers	46,561,776	18,114,635	13,462,794	12,514,963	14,513,995	-	105,168,163
Inter-segment sales	2,800,471	-	-	-	-	(2,800,471)	-
	49,362,247	18,114,635	13,462,794	12,514,963	14,513,995	(2,800,471)	105,168,163
Profit before tax							9,292,989
Income tax expense							(1,789,934)
Profit for the year							7,503,055
At 30 June 2012							
Segment revenue:							
Sales to external customers	44,582,462	11,345,111	2,564,925	4,700,189	13,290,890	-	76,483,577
Inter-segment sales	3,026,918	-	-	-	-	(3,026,918)	-
	47,609,380	11,345,111	2,564,925	4,700,189	13,290,890	(3,026,918)	76,483,577
Profit before tax							6,534,790
Income tax expense							(1,439,944)
Profit for the year							5,094,846

There are no segment results, assets and capital expenditure are presented as the Group does not have a legal presence in any other country other than Malaysia.

NOTES TO THE FINANCIAL STATEMENTS (continued)

28. OPERATING SEGMENTS (continued)

(b) Business Segments

No business segment information has been presented as the Group is solely involved in the manufacturing of pesticides and plant micronutrients, distribution and agency of pesticides and other agrochemicals and trading of pesticides and other agrochemicals which are substantially within a single business segment.

29. FINANCIAL RISK MANAGEMENT OBJECTIVES AND POLICIES

The Group's financial risk management policy seeks to ensure that adequate financial resources are available for the development of the Group's businesses whilst managing its interest rate risks, liquidity risk, credit risk and foreign currency risk. The Board review and agrees policies for managing each of these risks and they are summarised below. It is, and has been throughout the year under review, the Group's policy that no trading in derivative financial instruments shall be undertaken.

(a) Interest rate risk

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

The Group's exposure to interest rate risk relates to interest bearing financial assets and financial liabilities. The investments in financial assets are mainly short term in nature and they are not held for speculative purposes. Interest bearing financial assets includes deposits with licensed banks and short term cash investments, placed for better yield returns than cash at banks and to satisfy condition for bank guarantee facilities granted to the Group.

The Group's interest bearing financial liabilities mainly comprise bills payable.

The Group actively reviews its debt portfolio, taking into account the investment holding period and nature of its assets.

The information on maturity dates and effective interest rates of financial assets and liabilities are disclosed in their respective notes.

Sensitivity analysis for interest rate risk

An increase or decrease of 100 basis points of the interest rate as at the end of the reporting period would have immaterial impact on the profit after tax and equity. This assumes that all other variables remain constant.

(b) Liquidity risk

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

NOTES TO THE FINANCIAL STATEMENTS (continued)

29. FINANCIAL RISK MANAGEMENT OBJECTIVES AND POLICIES (continued)

(b) Liquidity risk (continued)

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

Group	On demand or within one year RM	Total RM
2013		
Financial liabilities:		
Trade and other payables	6,249,150	6,249,150
Total undiscounted financial liabilities	6,249,150	6,249,150
2012		
Financial liabilities:		
Trade and other payables	4,659,487	4,659,487
Bills payable	1,276,205	1,276,205
Total undiscounted financial liabilities	5,935,692	5,935,692
Company		
2013		
Financial liabilities:		
Other payables	36,476	36,476
Total undiscounted financial liabilities	36,476	36,476
2012		
Financial liabilities:		
Other payables	30,449	30,449
Total undiscounted financial liabilities	30,449	30,449

NOTES TO THE FINANCIAL STATEMENTS (continued)

29. FINANCIAL RISK MANAGEMENT OBJECTIVES AND POLICIES (continued)

(c) Credit risk

Credit risk is the risk of loss that may arise on outstanding financial instruments should a counterparty defaults on its obligations. The Group's exposure to credit risk arises primarily from trade and other receivables. For other financial assets (including cash and bank balances), the Group minimise credit risk by dealing exclusively with high credit rating counterparties.

The Group's objective is to seek continual revenue growth while minimising losses incurred due to increased credit risk exposure. The Group trades only with recognised and creditworthy third parties. It is the Group's policy that all customers who wish to trade on credit terms are subject to credit verification procedures. In addition, receivable balances are monitored on an ongoing basis with the result that the Group's exposure to bad debts is not significant.

Credit risk concentration profile

The Group's major concentration of credit risk relates to the amounts owing by four (4) customers which constituted approximately 33% of its trade receivables as at the end of the reporting period.

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

	2013	2012
By country:	**RM**	**RM**
Malaysia	14,119,434	13,831,498
Indonesia	3,108,099	2,441,103
Vietnam	2,582,344	2,776,126
Bulgaria	7,563,282	1,390,015
Australia	1,907,781	1,024,617
Others	4,443,680	3,219,420
	33,724,620	24,682,779

(d) Foreign Currency Risk

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

The Group is exposed to foreign currency risk primarily through sales and purchases that are denominated in a currency other than the functional currency of the operations which they relate. The currencies giving rise to this risk are primarily United States Dollars (USD), Australian Dollars (AUD) and Euro (EUR). Foreign exchange exposures in transactional currencies other than functional currencies of the operating entities are kept to an acceptable level.

The Group does not consider it necessary to enter into foreign exchange contracts in managing its foreign exchange risk resulting from cash flows from transactions denominated in foreign currency, given the nature of the business for the time being.

NOTES TO THE FINANCIAL STATEMENTS (continued)

29. FINANCIAL RISK MANAGEMENT OBJECTIVES AND POLICIES (continued)

(d) Foreign Currency Risk (continued)

The net unhedged financial assets of the Group that are not denominated in its functional currency are as follows:

GROUP	Net Financial Assets/(Liabilities) Held in Non-Functional Currency USD RM	AUD RM	EUR RM	Total RM
At 30 June 2013				
Cash and bank balances	1,709,969	56,278	19,343	1,785,590
Trade receivables	6,037,270	1,907,781	362,921	8,307,972
Trade payables	(2,673,762)	-	(10,211)	(2,683,973)
	5,073,477	1,964,059	372,053	7,409,589
At 30 June 2012				
Cash and bank balances	1,496,009	1,337,625	35,578	2,869,212
Trade receivables	7,593,112	1,267,392	-	8,860,504
Trade payables	(1,941,674)	-	-	(1,941,674)
Bills payables	(1,276,205)	-	-	(1,276,205)
	5,871,242	2,605,017	35,578	8,511,837

Sensitivity analysis for foreign currency risk

The following table details the sensitivity analysis to a reasonably possible change in the foreign currencies as at the end of the reporting date, with all other variables held constant:

Effect on profit after tax:	2013 Increase/ (Decrease) RM	2012 Increase/ (Decrease) RM
USD		
- Strengthened by 5%	253,674	293,562
- Weakened by 5%	(253,674)	(293,562)
AUD		
- Strengthened by 5%	98,203	130,251
- Weakened by 5%	(98,203)	(130,251)
EUR		
- Strengthened by 5%	18,603	1,779
- Weakened by 5%	(18,603)	(1,779)

NOTES TO THE FINANCIAL STATEMENTS (continued)

29. FINANCIAL RISK MANAGEMENT OBJECTIVES AND POLICIES (continued)

(e) Fair Values

The carrying amounts of financial assets and liabilities such as cash and cash equivalent, receivables, payables and short term borrowings of the Group and of the Company at the financial year end approximated their fair values due to relatively short term nature of these financial instruments or insignificant impact of discounting.

The nominal/notional amounts and net fair values of financial instruments not recognised by the Company as at the end of the financial year are:

		30 June 2013		30 June 2012	
	Note	Nominal/ Notional Amount RM	Net Fair Value RM	Nominal/ Notional Amount RM	Net Fair Value RM
Contingent liabilities	26	21,050,000	-	21,050,000	-

Fair Value Hierarchy

At the end of the reporting period, there were no financial instruments carried at fair value.

30. CAPITAL MANAGEMENT

The primary objective of the Group's capital management is to safeguard the Group's ability to continue as a going concern and to maintain 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 and the risk characteristics of the underlying assets. To maintain or adjust the capital structure, the Group may adjust the dividend payment to shareholders, return capital to shareholders or issue new shares. The Group is not subject to any externally imposed capital requirements. No changes were made in the objectives, policies or process during the years ended 30 June 2012 and 30 June 2013.

The Group monitors capital using a gearing ratio, which is total net debts divided by total equity. Net debt is calculated as external borrowings less cash and cash equivalents. Total equity is calculated as share capital plus reserves. As the Group has no significant external borrowings as at the end of the reporting period, the gearing ratio is not presented.

NOTES TO THE FINANCIAL STATEMENTS (continued)

31. FINANCIAL INSTRUMENTS

The table below provides an analysis of financial instruments categorised as follows:

		Financial Assets Loans and reveivables			
		Group		Company	
	Note	2013 RM	2012 RM	2013 RM	2012 RM
Trade and other receivables	8	35,078,360	26,303,969	6,014,375	6,002,040
Cash and bank balances	9	27,111,864	35,608,553	9,258,229	9,130,957
Total		62,190,224	61,912,522	15,272,604	15,132,997

		Financial Liabilities Other financial liabilities at amortised cost			
		Group		Company	
	Note	2013 RM	2012 RM	2013 RM	2012 RM
Trade and other payables	14	6,249,150	4,659,487	36,476	30,449
Bill payables	15	-	1,276,205	-	-
Total		6,249,150	5,935,692	36,476	30,449

SUPPLEMENTARY INFORMATION
30 JUNE 2013

BREAKDOWN OF RETAINED PROFITS INTO REALISED AND UNREALISED PROFITS OR LOSSES

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

	Group		Company	
	2013 RM	**2012 RM**	**2013 RM**	**2012 RM**
Total retained profits of the Company and its subsidiary companies:				
- Realised	87,838,802	82,976,294	4,158,517	3,990,846
- Unrealised	(990,787)	(1,138,836)	-	-
	86,848,015	81,837,458	4,158,517	3,990,846
Less: Consolidated adjustments	(25,780,313)	(25,472,811)	-	-
Total retained profits	61,067,702	56,364,647	4,158,517	3,990,846

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

ADDITIONAL COMPLIANCE INFORMATION

The following information is provided in compliance with the Main Market Listing Requirements of Bursa Securities for the financial year ended 30 June 2013:

Material Contracts Involving Directors and Substantial Shareholders

Save as otherwise disclosed in Note 25-Related Party Disclosures in the Financial Statements, there are no material contracts including contracts relating to any loan entered into by the Company and its subsidiaries involving Directors and major shareholders' interests.

Sanctions and/or Penalties

There were no sanctions or penalties imposed by any regulatory authorities on the Company and its subsidiaries, Directors or management during the financial year ended 30 June 2013.

Share Buy-Backs

The Company did not make any share buy-back during the financial year ended 30 June 2013.

Non-Audit Fees

There were no non-audit fees paid to external auditors during the financial year ended 30 June 2013.

Options or Convertible Securities Exercised

No options or convertible securities were issued during the financial year ended 30 June 2013.

Variation in Results for the Financial Year

There was no deviation of 10% or more between the audited results for the financial year and the unaudited financial results previously announced.

Depository Receipt Programme ("DRP")

The Company did not sponsor any DRP during the financial year ended 30 June 2013.

Profit Estimate, Forecast or Projection

The Company has not provided a profit forecast for the financial year ended 30 June 2013.

Profit Guarantees

There were no profit guarantees given by the Company during the financial year ended 30 June 2013.

Utilisation of Proceeds

The Company did not raise any funds from any corporate proposals during the financial year ended 30 June 2013.

PROPERTIES OF THE GROUP

The details of landed properties of ICB Group are as follows:

Company/ Location	Description/ Existing use	Land Area/Built-up Area (Sq ft)	Tenure	Age of Building (years)	Net Book Value RM'000	Date of Acquisition
Imaspro Resources Sdn. Bhd.						
H.S. (D) 13013 Lot No. P.T. 11539 Mukim of Kapar District of Klang State of Selangor 33, Jalan 5, Kawasan 16 Taman Intan, 41300 Klang Selangor Darul Ehsan	3-storey shophouse/ Rented out	Land area: 1,540 Built-up area: 4,386	Freehold	29	145	1 March 1990
H.S. (D) 13012 Lot No. P.T. 11538 Mukim of Kapar District of Klang State of Selangor 35, Jalan 5, Kawasan 16 Taman Intan, 41300 Klang Selangor Darul Ehsan	3-storey shophouse/ Administrative head office	Land area: 1,540 Built-up area: 4,386	Freehold	29	145	10 April 1990
H.S. (D) 13011 Lot No. P.T. 11537 Mukim of Kapar District of Klang State of Selangor 37, Jalan 5, Kawasan 16 Taman Intan, 41300 Klang Selangor Darul Ehsan	3-storey shophouse/ Administrative head office	Land area: 1,540 Built-up area: 4,386	Freehold	29	607	21 May 2004
H.S. (M) No. 175, 176, 177, 178, 179, 180, 181 and 182 Mukim of RIM, District of Jasin, State of Melaka Lot 1194-1201 Jalan Maahad Tahfiz Kampung Cenderah 77000 Jasin Melaka	Freehold land with agricultural research centre comprising a single storey office block and laboratory/ Research and development centre of ICB Group	Land area: 43 acres Built-up area: 168,653	Freehold	11	1,918	8 November 2004

PROPERTIES OF THE GROUP (continued)

The details of landed properties of ICB Group are as follows:

Company/ Location	Description/ Existing use	Land Area/Built-up Area (Sq ft)	Tenure	Age of Building (years)	Net Book Value RM'000	Date of Acquisition
Ideal Command Sdn. Bhd.						
H.S. (M) 6289, No. P.T. 4258 Mukim of Kapar District of Klang State of Selangor Lot 2, Solok Sultan Hishamuddin 7 Kawasan 20, Selat Klang Utara 42000 Port Klang Selangor Darul Ehsan	Manufacturing plant for agrochemicals/ Housing of manufacturing facilities for the production of agrochemicals	Land area: 73,378 Built-up area: 31,621	Leasehold interest for 99 years expiring on 9 June 2086 leaving an unexpired term of 75 years	25	3,485	15 November 1996
H.S. (M) 6288, No. P.T. 4257 Mukim of Kapar District of Klang State of Selangor Lot 4, Solok Sultan Hishamuddin 7 Kawasan 20, Selat Klang Utara 42000 Port Klang Selangor Darul Ehsan	Manufacturing plant for agrochemicals/ Housing of manufacturing facilities for the production of agrochemicals	Land area: 88,146 Built-up area: 44,000	Leasehold interest for 99 years expiring on 9 June 2086 leaving an unexpired term of 75 years	31	5,509	17 January 2007

PROPERTIES OF THE GROUP (continued)

The details of landed properties of ICB Group are as follows:

Company/ Location	Description/ Existing use	Land Area/Built-up Area (Sq ft)	Tenure	Age of Building (years)	Net Book Value RM'000	Date of Acquisition
Imaspro Biotech Sdn. Bhd.						
H.S. (D) 60122, No. P.T. 60621 Mukim and District of Klang State of Selangor No. 24, Lorong Seri Gambut 1 Off Jalan Kebun, 41100 Klang Selangor Darul Ehsan	Manufacturing plant and research and development centre of pesticides and agrochemicals	Land area: 11,016 Built-up area: 3,290	Freehold	15	825	17 November 2006
H.S. (D) 60123, No. P.T. 60622 Mukim and District of Klang State of Selangor No. 22, Lorong Seri Gambut 1 Off Jalan Kebun, 41100 Klang Selangor Darul Ehsan	Manufacturing plant and research and development centre of pesticides and agrochemicals	Land area: 7,800 Built-up area: 3,290	Freehold	15	573	17 November 2006

SHAREHOLDERS' INFORMATION

ANALYSIS OF SHAREHOLDINGS AS AT 30 SEPTEMBER 2013

Authorised Share Capital	: RM100,000,000
Issued and Paid-Up Capital	: RM40,000,000
Class of Shares	: Ordinary shares of RM0.50 each
Voting Right	: One vote for every ordinary share

DISTRIBUTION OF SHAREHOLDINGS AS AT 30 SEPTEMBER 2013

Size of Holdings	No. of Holders	%	No. of Shares	%
Less than 99	4	0.74	150	0.00
100 – 1,000	295	54.33	92,250	0.12
1,001 – 10,000	167	30.75	794,500	0.99
10,001 – 100,000	50	9.21	1,789,100	2.24
100,001 – 3,999,999 (*)	23	4.23	15,467,332	19.33
4,000,000 and above (**)	4	0.74	61,856,668	77.32
Grand total	**543**	**100.00**	**80,000,000**	**100.00**

* Less than 5% of issued shares
** 5% and above of issued shares

SUBSTANTIAL SHAREHOLDERS AS AT 30 SEPTEMBER 2013

	Direct		Deemed	
Name	**No. of shares held**	**%**	**No. of shares held**	**%**
Swiss Revenue Sdn. Bhd.	33,947,064	42.43	-	-
Sunbina Dunia Sdn. Bhd.	19,118,704	23.90	-	-
Lembaga Tabung Haji	4,570,900	5.71	-	-
Mohd Shafek Bin Isa	150,000	0.19	19,118,704 *	23.90
Tong Chin Hen	150,000	0.19	33,947,064#	42.43

\# Deemed interest through Swiss Revenue Sdn. Bhd.
* Deemed interest through Sunbina Dunia Sdn. Bhd.

DIRECTORS' SHAREHOLDINGS AS AT 30 SEPTEMBER 2013

	Direct		Deemed	
Name	**No. of shares held**	**%**	**No. of shares held**	**%**
Mohd Shafek Bin Isa	150,000	0.19	19,118,704 *	23.90
Tong Chin Hen	150,000	0.19	33,947,064#	42.43
Dr. Leong Wan Leong	50,000	0.06	-	-

\# Deemed interest through Swiss Revenue Sdn. Bhd.
* Deemed interest through Sunbina Dunia Sdn. Bhd.

SHAREHOLDERS' INFORMATION (continued)

LIST OF THIRTY LARGEST REGISTERED SHAREHOLDERS AS AT 30 SEPTEMBER 2013

No.	Name of Shareholders	No. of shares held	%
1.	Swiss Revenue Sdn. Bhd.	33,947,064	42.43
2.	Sunbina Dunia Sdn. Bhd.	19,118,704	23.90
3.	Lembaga Tabung Haji	4,570,900	5.71
4.	Cartaban Nominees (Asing) Sdn Bhd - Standard Chartered Bank Singapore for BMO Singapore Brand Foreign Client	4,220,000	5.28
5.	Tong Sew Teng	3,445,190	4.31
6.	Lee Shee Yin	2,683,700	3.35
7.	Stephen Kuek Hock Eng	1,731,200	2.16
8.	HSBC Nominees (Asing) Sdn Bhd - Exempt AN for UBS AG (Clients Assets)	1,600,000	2.00
9.	M & A Nominee (Asing) Sdn Bhd - Lewey Marketing Aktiengesellschaft	1,010,400	1.26
10.	Agrimart Sdn. Bhd.	940,000	1.18
11.	Ku Kooi Khang	630,838	0.79
12.	Teh Kiat Hock	575,200	0.72
13.	Alliancegroup Nominees (Tempatan) Sdn Bhd - Pledged Securities Account for Wong Yee Hui (8095789)	500,000	0.63
14.	Neo Khoon Seng	350,700	0.44
15.	Stephen Kuek Hock Eng	256,604	0.32
16.	Sabah Development Bank Berhad - As Beneficial Owner	207,000	0.26
17.	Ngo Hea Sing	206,500	0.26
18.	Cimsec Nominees (Tempatan) Sdn Bhd - Pledged Securities Account for Khoo Nee Meng	180,000	0.23
19.	Mohd Shafek Bin Isa	150,000	0.19
20.	Tong Chin Hen	150,000	0.19
21.	Affin Nominees (Tempatan) Sdn Bhd - Pledged Securities Account for Tan Chong Seng (TAN7827M)	144,800	0.18
22.	Amsec Nominees (Tempatan) Sdn Bhd - Pledged Securities Account for Pang Sar	143,500	0.18
23.	Lee Tan Yan	124,000	0.16
24.	Yap Kim Yok	119,000	0.15
25.	Tee Bee Heoh	113,900	0.14
26.	Ong Kong Beng	102,800	0.13
27.	Tan Chai Tin	102,000	0.13
28.	Maybank Nominees (Asing) Sdn Bhd - Exempt AN for DBS Bank Limited (Client A/C)	100,000	0.13
29.	Teh Kiat Hock	100,000	0.13
30.	Gan Kian Sen	95,100	0.12
	Total	**77,619,100**	**97.06**

NOTICE OF NINTH ANNUAL GENERAL MEETING

NOTICE IS HEREBY GIVEN THAT the Ninth Annual General Meeting of IMASPRO CORPORATION BERHAD will be held at Kelab Golf Sultan Abdul Aziz Shah, No. 1, Rumah Kelab, Jalan Kelab Golf 13/6, 40100 Shah Alam, Selangor Darul Ehsan on Tuesday, 19 November 2013 at 10.00 a.m. to transact the following business:

AGENDA

Ordinary Business

1. To receive the Audited Financial Statements for the financial year ended 30 June 2013 and the Reports of the Directors and Auditors thereon. **(Please refer to Note 2)**
2. To approve the payment of a first and final single tier dividend of 3.5 sen per share, in respect of the financial year ended 30 June 2013. **(Resolution 1)**
3. To approve the payment of Directors' fees in respect of the financial year ended 30 June 2013. **(Resolution 2)**
4. To re-elect Mohd Shafek Bin Isa who retires pursuant to Article 75 of the Company's Articles of Association. **(Resolution 3)**
5. To re-elect the following Directors who retire pursuant to Article 80 of the Company's Articles of Association:

   (i) Chen Sung Fang **(Resolution 4)**
   (ii) Lim Kah Poon **(Resolution 5)**
6. To re-appoint Messrs HLB Ler Lum as Auditors of the Company and to authorise the Directors to fix their remuneration. **(Resolution 6)**

Special Business

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

7. **Ordinary Resolution I**
   Authority to Issue Shares Pursuant to Section 132D of the Companies Act, 1965 **(Resolution 7)**

   "THAT pursuant to Section 132D of the Companies Act, 1965, the Directors of the Company be and are hereby empowered to issue shares in the Company at any time and upon such terms and conditions and for such purposes as the Directors may in their absolute discretion deem fit provided that the aggregate number of shares issued pursuant to this resolution does not exceed 10% of the issued share capital of the Company for the time being and that the Directors be and are also empowered to obtain approval for the listing of and quotation for the additional shares so issued on Bursa Malaysia Securities Berhad ("Bursa Securities") and that such authority shall continue to be in force until the conclusion of the next Annual General Meeting of the Company unless revoked or varied by the Company at a general meeting."

8. **Ordinary Resolution II**
   Proposed Renewal of Shareholders' Mandate for the Authority to the Company to Purchase Its Own Shares Up To Ten Per Centum (10%) of its Issued and Paid-Up Share Capital ("Proposed Renewal of Share Buy-Back Mandate") **(Resolution 8)**

   "THAT, subject always to the Companies Act, 1965, the provisions of the Memorandum and Articles of Association of the Company, the Main Market Listing Requirements of Bursa Securities and all other applicable laws, guidelines, rules and regulations, the Company be and is hereby authorised, to the fullest extent permitted by law, to purchase such amount of ordinary shares of RM0.50 each in the Company as may be determined by the Directors of the Company from time to time through Bursa Securities upon such terms and conditions as the Directors may deem fit and expedient in the interest of the Company provided that:

   (i) the aggregate number of shares purchased does not exceed ten per centum (10%) of the total issued and paid-up share capital of the Company as quoted on Bursa Securities as at the point of purchase;

NOTICE OF NINTH ANNUAL GENERAL MEETING
(continued)

(ii) an amount not exceeding the Company's audited retained profits of RM4,158,517 and share premium account of RM2,857,032 for the financial year ended 30 June 2013 at the time of purchase(s) will be allocated by the Company for the purchase of own shares; and

(iii) the Directors of the Company may decide either to retain the shares purchases as treasury shares or cancel the shares or retain part of the shares so purchased as treasury shares and cancel the remainder or to resell the shares or distribute the shares as dividend.

AND THAT the authority conferred by this resolution will commence immediately upon passing of this ordinary resolution until the conclusion of the next Annual General Meeting of the Company (unless earlier revoked or varied by an ordinary resolution of the shareholders of the Company in a general meeting) or until the expiration of the period within which the next Annual General Meeting after that date is required by law to be held.

AND THAT authority be and is hereby given unconditionally and generally to the Directors of the Company to take all such steps as are necessary or expedient (including without limitation, the opening and maintaining of central depository account(s) under Securities Industry (Central Depositories) Act, 1991, and the entering into all other agreements, arrangements and guarantee with any party or parties) to implement, finalise and give full effect to the aforesaid purchase 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 with the fullest power to do all such acts and things thereafter (including without limitation, the cancellation or retention as treasury shares of all or any part of the purchased shares or to resell the shares or distribute the shares as dividends) in accordance with the Companies Act, 1965, the provisions of the Memorandum and Articles of Association of the Company and the requirements and/or guidelines of Bursa Securities for the Main Market and all other relevant governmental and/or regulatory authorities."

9. To consider any other business of which due notice shall be given in accordance with the Companies Act, 1965.

NOTICE OF DIVIDEND ENTITLEMENT AND PAYMENT

NOTICE IS ALSO HEREBY GIVEN THAT, subject to the approval of the shareholders at the Ninth Annual General Meeting of the Company, a first and final single tier dividend of 3.5 sen per share in respect of the financial year ended 30 June 2013 will be paid to the shareholders on 20 January 2014. The entitlement date for the said dividend shall be 10 January 2014.

A Depositor shall qualify for entitlement to the Dividend only in respect of:

a. Shares transferred into the Depositors' Securities Account before 4.00 p.m. on 10 January 2014 in respect of ordinary transfers;

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

BY ORDER OF THE BOARD

WONG WAI FOONG (MAICSA 7001358)
WONG PEIR CHYUN (MAICSA 7018710)
Secretaries

Kuala Lumpur

Date: 25 October 2013

NOTICE OF NINTH ANNUAL GENERAL MEETING
(continued)

NOTES:

1. **Appointment of Proxy**
   (a) A proxy may but need not be a member of the Company and the provisions of Section 149(1)(b) of the Companies Act, 1965 shall not apply to the Company.
   (b) A member shall be entitled to appoint not more than two (2) proxies to attend and vote at the same meeting.
   (c) Where a member appoints more than one (1) proxy, the appointment shall be invalid unless he specifies the proportions of his holdings to be represented by each proxy. Where the appointer is a corporation, the instrument appointing a proxy must be executed under its common seal or under the hand of an officer or attorney duly authorised.
   (d) Where a member of the Company is an authorised nominee as defined under the Securities Industry (Central Depositories) Act, 1991 ("SICDA"), it may appoint not more than two (2) proxies in respect of each securities account it holds in ordinary shares of the Company standing to the credit of the said securities account.
   (e) Where a member of the Company is an exempt authorised nominee as defined under the SICDA which holds ordinary shares in the Company for multiple beneficial owners in one (1) 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.
   (f) Where the authorised nominee appoints two (2) proxies, or where an exempt authorised nominee appoints two (2) or more proxies, the proportion of the shareholdings to be represented by each proxy must be specified in the instrument appointing the proxies.
   (g) To be valid, the duly completed instrument appointing a proxy, must be deposited at the Share Registrar of the Company at Tricor Investor Services Sdn. Bhd. (118401-V), Level 17, The Gardens North Tower, Mid Valley City, Lingkaran Syed Putra, 59200 Kuala Lumpur not less than forty-eight (48) hours before the time for holding the meeting. In the event the member(s) duly executes the form of proxy but does not name any proxy, such member(s) shall be deemed to have appointed the Chairman of the meeting as his/their proxy, provided always that the rest of the proxy form, other than the particulars of the proxy have been duly completed by the member(s).
   (h) Only the members whose names appear on the Record of Depositors as at 11 November 2013 shall be entitled to attend, speak and/or vote at this meeting or appoint proxy(ies) to attend, speak and/or vote on their behalf.

2. **Audited Financial Statements for the financial year ended 30 June 2013**
   The Audited Financial Statements in Agenda 1 is meant for discussion only as the provision of Section 169(1) of the Companies Act, 1965 does not require a formal approval of the shareholders for the Audited Financial Statements. Hence, this Agenda is not put forward for voting.

3. **Explanatory Notes on Special Business**
   (i) Resolution No. 7 – Authority to Issue Shares Pursuant to Section 132D of the Companies Act, 1965

   The proposed Resolution No. 7 is proposed for the purpose of granting a renewed general mandate ("General Mandate") and empowering the Directors to issue shares in the Company up to an amount not exceeding in total ten per centum (10%) of the Issued Share Capital of the Company for such purpose as the Directors consider would be in the interest of the Company.

   The authority, unless revoked or varied by the Company at a general meeting, will expire at the next Annual General Meeting.

   The General Mandate is to provide flexibility to the Company to issue new securities without the need to convene separate general meeting to obtain its shareholders' approval so as to avoid incurring additional cost and time. The purpose of this General Mandate is for possible fund raising exercises including but not limited to further placement of shares for purpose of funding current and/or future investment projects, working capital, repayment of bank borrowings, acquisitions and/or for issuance of shares as settlement of purchase consideration.

   As at the date of this notice, the Company did not issue any shares pursuant to the mandate granted to the Directors at the Eighth Annual General Meeting because there were no investment(s), acquisition(s) or working capital that require fund raising activity.

   (ii) Resolution No. 8 – Proposed Renewal of Share Buy-Back Mandate
   The proposed Resolution No. 8, if passed will empower the Directors of the Company to purchase the Company's shares up to ten per centum (10%) of the total issued and paid-up capital of the Company by utilising the funds allocated which shall not exceed the retained profits and/or share premium of the Company. Please refer to the Statement to Shareholders dated 25 October 2013 for further information.

IMASPRO CORPORATION BERHAD
(657527-H)
(Incorporated in Malaysia)

PROXY FORM

CDS account no.	No. of shares held

I/We ______________________________ I.C/Passport/Company No. ______________

of ______________________________ being a member/members of IMASPRO CORPORATION BERHAD,

hereby appoint ______________________________ of

______________________________ or failing him, ______________________________

______________ of ______________________________ or failing him,

the Chairman of the Meeting as my/our proxy to vote for me/us on my/our behalf at the Ninth Annual General Meeting of the Company to be held at **KELAB GOLF SULTAN ABDUL AZIZ SHAH, NO. 1, Rumah Kelab, Jalan Kelab Golf 13/6, 40100 Shah Alam, Selangor Darul Ehsan on Tuesday, 19 November 2013 at 10.00 a.m.** and at any adjournment thereof for/against* the resolution(s) to be proposed thereat.

ITEM	AGENDA	RESOLUTION	FOR	AGAINST
	Ordinary Business			
1.	Receive the Audited Financial Statements for the financial year ended 30 June 2013 together with the Reports of the Directors and Auditors thereon.			
2.	Approval on the payment of a first and final single tier dividend of 3.5 sen per share, in respect of the financial year ended 30 June 2013.	**1**		
3.	Approval on the payment of Directors' fees for the financial year ended 30 June 2013.	**2**		
4.	Re-election of Mohd Shafek Bin Isa as Director of the Company pursuant to Article 75 of the Company's Articles of Association.	**3**		
5 (i).	Re-election of Chen Sung Fang as Director of the Company pursuant to Article 80 of the Company's Articles of Association.	**4**		
5 (ii).	Re-election of Lim Kah Poon as Director of the Company pursuant to Article 80 of the Company's Articles of Association.	**5**		
6.	Re-appointment of Messrs HLB Ler Lum as Auditors and authorise the Directors to fix their remuneration.	**6**		
	Special Business			
7.	Authority to the Directors to Issue Shares pursuant to Section 132D of the Companies Act, 1965.	**7**		
8.	Proposed Renewal of Share Buy-Back Mandate.	**8**		

Please indicate with an "x" in the spaces provided whether you wish your votes to be cast for or against the resolutions. In the absence of specific directions, your proxy will vote or abstain as he thinks fit.

Dated this ______________ day of ______________ 2013

For appointment of two proxies, percentage of shareholdings to be represented by the proxies:

	No. of Shares	Percentage
Proxy 1		%
Proxy 2		%
Total		100%

____
Signature / Common Seal of Shareholder(s)

* Strike out whichever is not desired. (Unless otherwise instructed, the proxy may vote as he thinks fit).

NOTES:

(a) A proxy may but need not be a member of the Company and the provisions of Section 149(1)(b) of the Companies Act, 1965 shall not apply to the Company.

(b) A member shall be entitled to appoint not more than two (2) proxies to attend and vote at the same meeting.

(c) Where a member appoints more than one (1) proxy, the appointment shall be invalid unless he specifies the proportions of his holdings to be represented by each proxy. Where the appointer is a corporation, the instrument appointing a proxy must be executed under its common seal or under the hand of an officer or attorney duly authorised.

(d) Where a member of the Company is an authorised nominee as defined under the Securities Industry (Central Depositories) Act, 1991 ("SICDA"), it may appoint not more than two (2) proxies in respect of each securities account it holds in ordinary shares of the Company standing to the credit of the said securities account.

(e) Where a member of the Company is an exempt authorised nominee as defined under the SICDA which holds ordinary shares in the Company for multiple beneficial owners in one (1) 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.

(f) Where the authorised nominee appoints two (2) proxies, or where an exempt authorised nominee appoints two (2) or more proxies, the proportion of the shareholdings to be represented by each proxy must be specified in the instrument appointing the proxies.

(g) To be valid, the duly completed instrument appointing a proxy, must be deposited at the Share Registrar of the Company at Tricor Investor Services Sdn. Bhd. (118401-V), Level 17, The Gardens North Tower, Mid Valley City, Lingkaran Syed Putra, 59200 Kuala Lumpur not less than forty-eight (48) hours before the time for holding the meeting. In the event the member(s) duly executes the form of proxy but does not name any proxy, such member(s) shall be deemed to have appointed the Chairman of the meeting as his/their proxy, provided always that the rest of the proxy form, other than the particulars of the proxy have been duly completed by the member(s).

(h) Only the members whose names appear on the Record of Depositors as at 11 November 2013 shall be entitled to attend, speak and/or vote at this meeting or appoint proxy(ies) to attend, speak and/or vote on their behalf.

FOLD THIS FLAP FOR SEALING

THEN FOLD HERE

AFFIX
STAMP

IMASPRO CORPORATION BERHAD (COMPANY NO. 657527-H)
(Incorporated in Malaysia)

THE SHARE REGISTRAR
TRICOR INVESTOR SERVICES SDN. BHD.
LEVEL 17, THE GARDENS NORTH TOWER
MID VALLEY CITY, LINGKARAN SYED PUTRA
59200 KUALA LUMPUR

FIRST FOLD HERE

IZO

RACUN KULAT / 殺菌劑

Pilihan Anda !

Kandungan 1 liter

Kandungan Bersih : 1 liter

ATURAN PENGGUNAAN / 用法指示 :

TANAMAN 作物	PENYAKIT 病害	KADAR RACUN 用劑量 10 Liter Air 10公升水	KADAR RACUN 用劑量 Sehektar 每公頃	ISI PADU SEMBURAN SEHEKTAR 每公頃噴液量
Tomato 番茄	Hawar Awal (*Alternaria solani*) 早疫病, Bintik Daun (*Septoria lycopersici*) 斑枯病	10 ml / 毫升	500 ml / 毫升	500 liter / 公升
Timun 黃瓜	Kulapuk Berdebu (*Erysiphe cichoracearum*) 白粉病, Kulapuk Downy (*Pseudoperonospora cubensis*)露菌病	10 ml / 毫升	500 ml / 毫升	
Ros 玫瑰	Bintik Hitam (*Diplocarpon rosae*) 黑斑病	10 ml / 毫升	500 ml / 毫升	
Bunga Kekwa 菊花	Karah Putih (*Puccinia horriana*) 銹病	5 ml / 毫升	250 ml / 毫升	

Didaftarkan oleh :

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