



CONTENTS

Tower crane, New York, Freedom Tower



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NOTICE OF ANNUAL GENERAL MEETING

NOTICE IS HEREBY GIVEN THAT the Twenty-Second Annual General Meeting of Favelle Favco Berhad will be held at Concorde Hotel Shah Alam, Concorde II, Level 2, No. 3, Jalan Tengku Ampuan Zabedah C9/C, 40100 Shah Alam, Selangor Darul Ehsan on Thursday, 26 June 2014 at 2.30 p.m. for the following purposes :-

Agenda

As Ordinary Business

1. To receive the Audited Financial Statements for the financial year ended 31 December 2013 and the Reports of the Directors and Auditors thereon. Please refer to Note (a)
2. To approve the declaration of a first and final tax exempt dividend of 20% (10 sen) per ordinary share of RM0.50 each in respect of the financial year ended 31 December 2013. Resolution 1
3. To re-elect Mazlan bin Abdul Hamid who retires pursuant to Article 80 of the Company's Articles of Association. Resolution 2
4. To re-elect Sobri bin Abu who retires pursuant to Article 86 of the Company's Articles of Association. Resolution 3
5. To consider and, if thought fit, to re-appoint the following Directors who retire pursuant to Section 129(2) of the Companies Act, 1965 and in accordance with Section 129(6) of the Companies Act, 1965 be re-appointed to hold office until the conclusion of the next Annual General Meeting :-
 - (i) Lim Teik Hin; Resolution 4
 - (ii) Mac Ngan Boon @ Mac Yin Boon; and Resolution 5
 - (iii) Tan Sri Dato' Seri Ahmad Ramli bin Haji Mohd Nor. Resolution 6
6. To re-appoint Messrs Crowe Horwath as Auditors of the Company for the ensuing year and to authorise the Directors to fix their remuneration. Resolution 7

As Special Business

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

7. **ORDINARY RESOLUTION**
Proposed Renewal of Authority for Share Buy-Back Resolution 8

"THAT subject to the requirements of the Main Market Listing Requirements of Bursa Malaysia Securities Berhad ("Bursa Securities"), Companies Act, 1965 ("the Act"), and the Articles of Association of the Company, the Company be and is hereby authorised to purchase such number of ordinary shares of RM0.50 each in the Company through Bursa Securities ("Proposed Share Buy-Back"), as may be determined by the Directors of the Company from time to time 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 ordinary shares purchased and/or held by the Company as treasury shares shall not exceed ten per cent (10%) of the issued and paid-up ordinary share capital of the Company at any point in time;

- (ii) the funds allocated by the Company for the Proposed Share Buy-Back shall not exceed the aggregate retained profits and share premium accounts of the Company; and
- (iii) the authority conferred by this resolution shall continue to be in force until :-
- (a) the conclusion of the next Annual General Meeting (“AGM”) of the Company following the general meeting at which this resolution was passed, at which time it shall lapse, unless by ordinary resolution passed at that meeting, the authority is renewed, whether unconditionally or subject to conditions; or
 - (b) the expiration of the period within which the next AGM of the Company is required to be held pursuant to Section 143(1) of the Act (but shall not extend to such extension as may be allowed pursuant to Section 143(2) of the Act); or
 - (c) revoked or varied by an ordinary resolution passed by the shareholders of the Company in a general meeting,
- whichever occurs first.

Resolution 8

THAT the Directors of the Company be and are hereby authorised to deal with the shares purchased in the following manner :-

- (a) cancel all the shares so purchased; and/or
- (b) retain the shares so purchased as treasury shares, for distribution as share dividends to the shareholders and/or resell on the market of Bursa Securities; and/or
- (c) retain part thereof as treasury shares and cancel the remainder.

AND THAT the Directors of the Company be and are hereby authorised to give effect to the Proposed Share Buy-Back with full power to assent to any modifications and/or amendments as may be required by the relevant authorities.”

8. ORDINARY RESOLUTION

Proposed Renewal of the Existing Shareholders’ Mandate and Proposed New Shareholders’ Mandate for Recurrent Related Party Transactions of a Revenue or Trading Nature

Resolution 9

“**THAT** subject to the Main Market Listing Requirements of Bursa Securities, approval be and is hereby given for the Renewal of the Existing Shareholders’ Mandate for the Company and/or its subsidiaries to enter into recurrent related party transactions of a revenue or trading nature with the related parties as set out in Section 2.1.2 of the Circular to Shareholders (“Circular”) dated 4 June 2014 provided that such transactions are undertaken in the ordinary course of business, at arm’s length basis and on normal commercial terms which are not more favourable to the related parties than those generally available to the public and are not detrimental to the interests of the minority shareholders of the Company; and

NOTICE OF ANNUAL GENERAL MEETING (CONT'D)

THAT a New Shareholders' Mandate be and is hereby granted for the Company and/or its subsidiaries to enter into additional recurrent related party transactions of a revenue or trading nature with related parties which are necessary for the day-to-day operations and on normal commercial terms not more favourable to the related parties than those generally available to the public and are not to the detriment of the minority shareholders as set out in Section 2.1.2 of the Circular dated 4 June 2014;

Resolution 9

(collectively known as the "Proposed Shareholders' Mandate")

THAT the Proposed Shareholders' Mandate conferred by this resolution shall continue to be in force until:-

- a) the conclusion of the next AGM of the Company at which time it will lapse, unless by a resolution passed at the next AGM, the Proposed Shareholders' Mandate is renewed; or
- b) the expiration of the period within which the next AGM of the Company is required to be held pursuant to Section 143(1) of the Act (but shall not extend to such extension as may be allowed pursuant to Section 143(2) of the Act); or
- c) revoked or varied by a resolution passed by the Company's shareholders in a general meeting,

whichever is the earliest.

AND THAT the Directors of the Company be and are hereby authorised to take all steps and to do all such acts and deeds as they may consider expedient or necessary to give effect to the Proposed Shareholders' Mandate."

9. To transact any other business of which due notice shall have been given.

FURTHER NOTICE IS HEREBY GIVEN THAT for the purpose of determining who shall be entitled to attend this meeting, the Company shall be requesting Bursa Malaysia Depository Sdn Bhd to make available to the Company pursuant to Article 59(d) of the Articles of Association of the Company and Paragraph 7.16(2) of the Main Market Listing Requirements of Bursa Securities, a Record of Depositors as at 18 June 2014 and only a Depositor whose name appears on such Record of Depositors shall be entitled to attend this meeting or appoint proxies to attend and/or vote on his/her behalf.

Notes :-

- (a) The Audited Financial Statements in Agenda 1 is intended for discussion only as the provision of the Section 169(1) of the Act does not require a formal approval of the members and hence is not put for voting.
- (b) A member entitled to attend and vote at this meeting is entitled to appoint a proxy/proxies to attend and vote in his/her stead. A proxy may but need not be a member of the Company. There shall be no restriction as to the qualification of the proxy and the provisions of Section 149(1)(b) of the Act shall not apply to the Company.
- (c) A member shall not be entitled to appoint more than two (2) proxies to attend, speak and vote at the same meeting and where a member appoints two (2) proxies, such appointment shall be invalid unless he/she specifies the proportion of his/her holdings to be represented by each proxy. Each proxy appointed, shall represent a minimum of one hundred (100) shares.



- (d) The instrument appointing a proxy shall be in writing under the hand of the appointor or his/her attorney duly authorised in writing or if the appointor is a corporation, either under its Common Seal or under the hand of an officer or attorney duly authorised.
- (e) The duly completed Form of Proxy must be deposited at the office of the Share Registrar or such other place in Malaysia as is specified for that purpose in the notice convening the meeting, at least forty-eight (48) hours before the time set for holding the meeting or adjourned meeting.

Explanatory notes on Special Business

1. **Resolution 8 on Proposed Renewal of Authority for Share Buy-Back**
For the detailed information on the Proposed Renewal of Authority for Share Buy-Back, shareholders are advised to refer to the Statement to Shareholders dated 4 June 2014 which is circulated together with the Company's Annual Report 2013.
2. **Resolution 9 on Proposed Renewal of the Existing Shareholders' Mandate and Proposed New Shareholders' Mandate for Recurrent Related Party Transactions of a Revenue or Trading Nature**
For further information on the Proposed Renewal of the Existing Shareholders' Mandate and Proposed New Shareholders' Mandate for Recurrent Related Party Transactions of a revenue or trading nature, shareholders are advised to refer to the Circular to Shareholders dated 4 June 2014 which is circulated together with the Company's Annual Report 2013.

NOTICE OF DIVIDEND ENTITLEMENT AND PAYMENT DATE



Offshore crane, Korea, Jack-up Barge

NOTICE IS HEREBY GIVEN THAT a first and final tax exempt dividend of 20% (10 sen) per ordinary share of RM0.50 each in respect of the financial year ended 31 December 2013, if approved by the shareholders at the forthcoming Twenty-Second Annual General Meeting, will be paid on 25 August 2014 to Depositors whose names appear in the Record of Depositors at the close of business on 15 August 2014.

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

- a) Shares transferred into the Depositor's securities account before 4.00 p.m. on 15 August 2014 in respect of ordinary transfers; and
- b) Shares bought on Bursa Malaysia Securities Berhad on a cum entitlement basis according to the Rules of Bursa Malaysia Securities Berhad.

BY ORDER OF THE BOARD

CATHERINE MAH SUIK CHING (LS 01302)

TEW SIEW CHONG (MIA 20729)

LIM SUAK GUAK (MIA 19689)

Company Secretaries

Selangor Darul Ehsan
4 June 2014

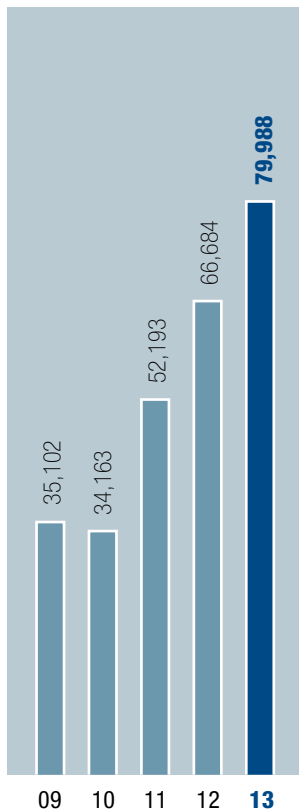
Tower crane (on travel base), Australia, Henderson



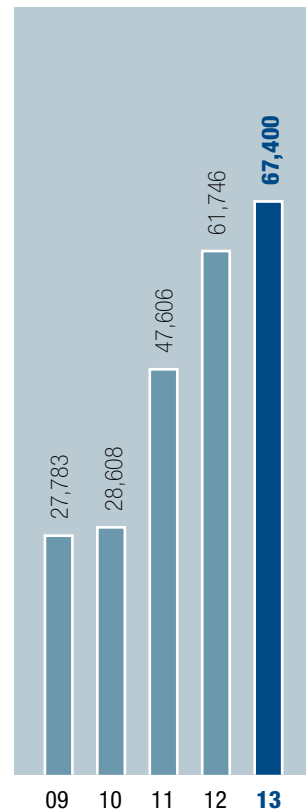
GROUP FINANCIAL HIGHLIGHTS

	2009	2010	2011	2012	2013
Turnover (RM'000)	534,747	385,468	482,353	696,747	764,185
Profit Before Tax (RM'000)	35,102	34,163	52,193	66,684	79,988
Profit After Tax Attributable to Owners of the Company (RM'000)	27,783	28,608	47,606	61,746	67,400
Total Equity Attributable to Owners of the Company (RM'000)	189,879	195,608	236,982	341,687	398,132
Share Capital (RM'000)	86,175	88,568	89,584	106,000	107,606
Basic Earnings Per Ordinary Share (Sen)	16.20	16.36	26.69	33.64	31.61
Net Assets Per Ordinary Share (RM)	1.10	1.10	1.34	1.63	1.87

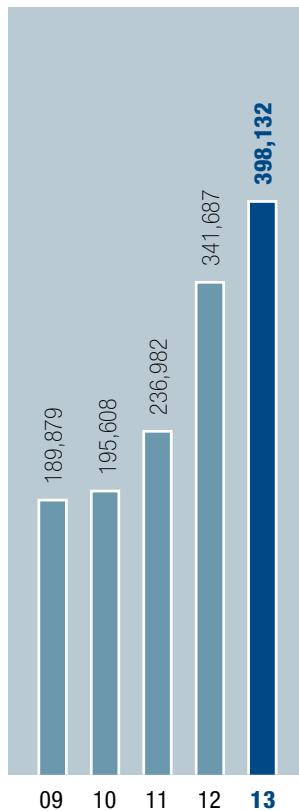
Profit Before Tax
(RM'000)



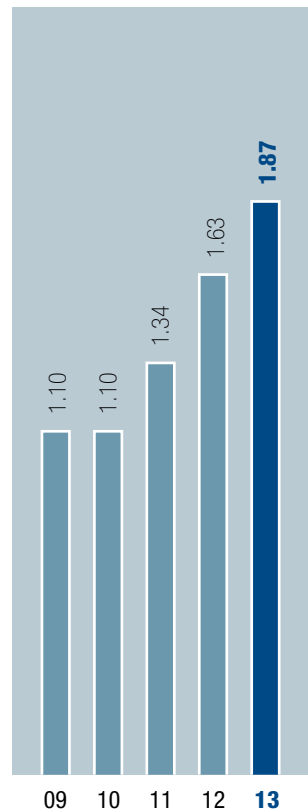
Profit After Tax Attributable to Owners of the Company
(RM'000)



Total Equity Attributable to Owners of the Company
(RM'000)

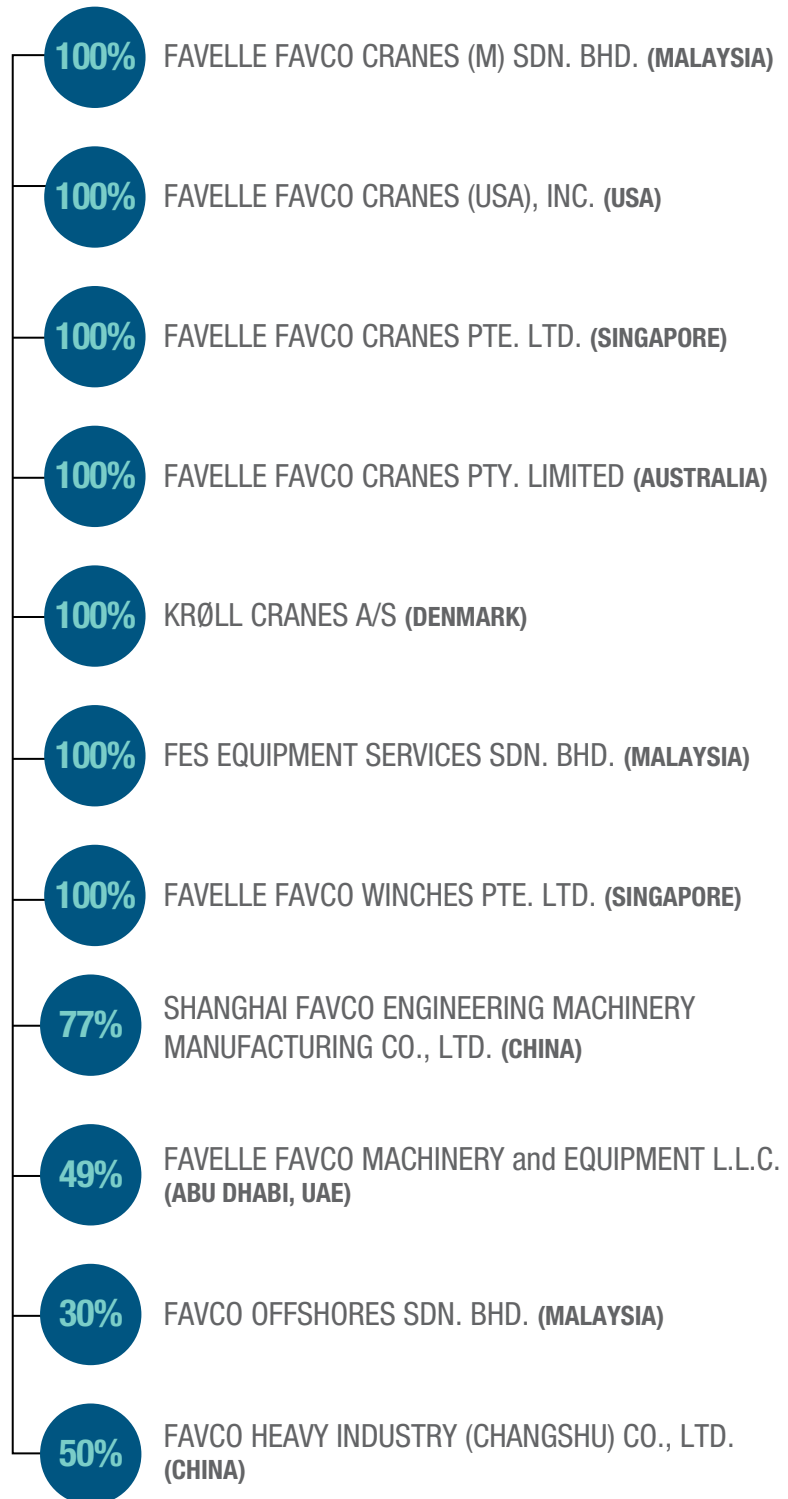


Net Assets Per Ordinary Share
(RM)



GROUP STRUCTURE

AS AT 30 APRIL 2014



* Dormant companies are excluded from the above Group Structure

CHAIRMAN'S STATEMENT



On behalf of the Board of Directors of Favelle Favco Berhad (“FFB”), I am pleased to present the Annual Report and the audited financial statements of FFB and its subsidiary companies (“Favelle Favco Group” or “Group”) for the financial year ended 31 December 2013.

Tan Sri A. Razak bin Ramli
Chairman, Senior Independent Non-Executive Director

Financial Performance

For the financial year under review, the Group posted a total revenue of RM764 million with a profit after taxation of RM65 million. This represents a 10% increase in revenue and a 6% increase in profit after taxation as compared to the previous financial year. The improvement in revenue and profit after taxation is contributed by an increase in sales and also by an improvement in operational efficiencies in the Group’s operations.

Dividend

The Board of Directors is recommending a first and final tax-exempt dividend of 10 sen per share subject to the approval of the shareholders at the forthcoming Annual General Meeting. The total dividend will amount to RM21.5 million.

Industry and Market Review

We managed to see increased revenue in 2013 driven largely from the replacement cycle that is undergoing in the Oil and Gas sector.

The investment in rig building was very strong and constant throughout the whole year of 2013. We worked hard to successfully penetrate into many new shipyards globally and that resulted in the increased revenue we see today.

The global construction market continued to stay neutral at a slow pace. Whilst there has been some increased

construction activity on a global basis, it has not been enough to result in any substantial investment in our segment of cranes. The one area of continued activity was the Chinese market although it remains a very challenging and competitive market. We also felt the effects of the marked slowdown in the mining sector in Australia.

Operations Review

We put in an improved financial result this year despite the headwinds of the expiry of our pioneer tax status. This was really a result of being extremely focused on trying to do more-with-less-resources and doing things right-first-time, supported by investments in software, processes and training of our personnel.

Whilst we continued to face challenging market conditions in our China operations, we have made much headway in our cost structures and management systems. We remain confident that the learning will be able to be cascaded to other segments of our business and will have a largely positive effect on our business.

Our continued push into the crane services sector continued to yield results by posting a record in after-sales revenue this year. We invested heavily in this sector of the company both in terms of people and infrastructure. The results are clear to see: we are satisfying more customers and they are coming back for more.

Outlook

As at 15 May 2014 we have an all-time high outstanding order book of RM1,113 million. As such, we are confident that we should be able to continue performing well in the medium term.

We expect the oil and gas sector to continue investments for the next few years as the rig replacement cycle continues. Whilst there are some signs of supply absorption fluctuations, we are of the opinion that current supply is appropriate for a medium term replacement of the global ageing fleets.

However, we expect the global construction market to remain tepid. There appears to be enough tower crane inventory in the market to deter any investment boom in tower cranes.

Corporate Social Responsibility

We continue to focus on knowledge development within our industry and continued to support apprenticeship programs. We can definitely start to feel the result of these initiatives as we increase both our manufacturing and services activities. Undoubtedly, these programs have increased workshop skills and indirectly makes the work environment a safer place.

Offshore crane, Malaysia, LEKAS



CHAIRMAN'S STATEMENT (CONT'D)

Corporate Governance

In compliance with the principles and best practices as set out in the Code on Corporate Governance, a Statement on Risk Management & Internal Control has been included in this Annual Report in accordance with the Main Market Listing Requirements of Bursa Malaysia Securities Berhad.

The Board is committed to ensuring that a high level of corporate governance is adopted and practised by the Favelle Favco Group.

Acknowledgement And Appreciation

The Board of Directors of Favelle Favco Group would like to thank the valued management team and employees of the Group for their continuous work commitment, perseverance and ongoing dedication and effort, all of which have enabled the Group to achieve a successful year. We will require greater teamwork in the near future and I'm confident the team will rally to this cause.

Our appreciation goes to all our esteemed clients, business associates, suppliers, sub-contractors and the regulatory authorities whose continued support has been important to the Group.

We would also like to express our appreciation to the bankers and shareholders for their unwavering support extended to the Group.

Finally, my special thanks also to my colleagues on the Board of Favelle Favco Group for their invaluable support and guidance.

Tan Sri A. Razak bin Ramli

Chairman
19 May 2014



Tower crane, China, Ping An Finance

PROFILE OF DIRECTORS

Tan Sri A. Razak bin Ramli

Aged 65, Malaysian

(Chairman, Senior Independent Non-Executive Director)

Chairman of the Audit Committee, Remuneration Committee and Nominating Committee

Tan Sri A. Razak bin Ramli was appointed as an Independent Non-Executive Director of FFB on 1 November 2004 and re-designated as Senior Independent Non-Executive Director and appointed as Chairman of Nominating Committee on 18 January 2013. He is a member of the Audit and Remuneration Committees. On 15 May 2014, he was appointed as Senior Independent Non-Executive Chairman and Chairman of Audit Committee and Remuneration Committee. He joined the Malaysian Civil Service in 1972 and has served in the Prime Minister's Department, the Public Services Department and the Economic Planning Unit before being seconded to the private sector for a year in 1984. He joined MITI in 1985 where he rose to the post of Secretary-General on 19 January 2001. Tan Sri A. Razak bin Ramli retired from the Malaysian Civil Service on 24 October 2004. He obtained a Bachelor of Arts (Honours) degree majoring in Public Administration from the University of Tasmania in 1971. He also holds a Diploma (Gestion Publique) from the Institut Internationale d'Administration Publique, Paris (1980). He currently holds various positions in other public-listed companies such as Chairman, Shangri-La Hotels (Malaysia) Berhad, Director of Lafarge Malayan Cement Berhad, Director of Ann Joo Resources Berhad and Director of Hong Leong Bank Berhad.

Tan Sri Dato' Seri Ahmad Ramli bin Haji Mohd Nor

Aged 70, Malaysian

(Independent Non-Executive Director)

Member of the Audit Committee and Nominating Committee

Tan Sri Dato' Seri Ahmad Ramli bin Haji Mohd Nor was appointed as an Independent Non-Executive Director on 5 May 2004 and member of the Audit Committee of FFB on 10 May 2004. He was further appointed as a member of the Nominating Committee of FFB on 18 January 2013. He was also an Independent Non-Executive Director of MEB, a position he assumed since 19 April 2001 until 10 June 2013. He retired as the Chief of the Royal Malaysian Navy in January 1999. During his 35 years of service in the Navy, he received numerous awards, both local and international. He holds a Masters Degree in Public Administration from Harvard University, USA. He is a Director of several private limited companies and is also a Director of Affin Islamic Bank Berhad and Boustead Heavy Industries Corporation Bhd.

Mac Chung Hui

Aged 36, Malaysian

(Managing Director/Chief Executive Officer)

Mac Chung Hui was appointed as the Deputy Managing Director of the FFB Group on 5 May 2004 and re-designated as Managing Director on 26 August 2013. He was also appointed as the Chief Executive Officer of FFB in 2004. He holds a Bachelor of Civil Engineering degree from the University of Nottingham, United Kingdom. He joined FFB as Supervisory Board Member in 1999 and was responsible in assisting the then Managing Director in the execution of operational decisions of the FFB Group. He has also been overseeing the production and operation of Favelle Favco Cranes Pty Limited ("FFA") and Favelle Favco Cranes (M) Sdn Bhd ("FFM") over the past thirteen (13) years.

PROFILE OF DIRECTORS (CONT'D)

Mac Ngan Boon @ Mac Yin Boon

Aged 70, Malaysian
(Executive Director)

Member of the Remuneration Committee

Mac Ngan Boon @ Mac Yin Boon was appointed as the Managing Director of FFB on 23 March 1993 and re-designated as Executive Director on 26 August 2013. He was appointed as member of both the Nominating (up to 18 January 2013) and Remuneration Committees. He is the co-founder of MEB and has been its Managing Director since its inception on 4 September 1972. He obtained a Bachelor of Engineering (Civil) degree from the University of Western Australia in 1967. He is a professional engineer and a member of the Institute of Engineers Malaysia. He has been the Chairman of the Machinery and Equipment Manufacturers Association of Malaysia (MEMA) since 1998. Mac Ngan Boon @ Mac Yin Boon has been playing a leading role in the business expansion and strategic growth of the FFB Group since its acquisition by MEB in 1995. He is also the representative of MEB on the Board of Directors of FFB.

Shirleen Lee Poh Kwee

Aged 48, Malaysian
(Executive Director)

Shirleen Lee Poh Kwee was appointed to the Board of FFB on 24 January 2003 as Executive Director. She is also an Executive Director of MEB. She is a qualified Chartered Accountant with the Malaysian Institute of Accountants and a Fellow Member of the Association of Chartered Certified Accountants, United Kingdom. She is also a Certified Financial Planner of the Financial Planning Association of Malaysia. Prior to joining MEB as Group Financial Controller in 1993, she was attached to an international accounting firm, KPMG Malaysia, for four (4) years. She was involved in the listing exercise of MEB on the Main Board of the Bursa Securities in 1994.

She is currently the Chief Financial Officer of MEB and Finance Director of major subsidiaries of the MEB Group. She was involved in the acquisition of the business and assets of the FFB Group in 1995, and subsequently, financial planning and management of the FFB Group over the past nineteen (19) years.

Mazlan bin Abdul Hamid

Aged 51, Malaysian
(Executive Director)

Mazlan bin Abdul Hamid was appointed as Executive Director of FFB on 17 May 2004 and heads the Marketing & Business Development of the FFB Group. He is also a Director of FFM, Favco Offshores Sdn Bhd and Muhibbah Marine Engineering Sdn Bhd, a subsidiary of MEB. He is also a Non-Independent Non-Executive Director of MEB. He obtained a Diploma in Engineering from the University of Mara Technology in 1984 and attended an Advanced Metallurgy in the United Kingdom. In the same year, he started his career as a project coordinator in DNT (M) Sdn Bhd. He then joined SCS Petrotechnical (M) Sdn Bhd and was seconded to Sarawak Shell Berhad, and thereafter, Bureau Veritas (M) Sdn Bhd as Surveyor and Marketing Manager. He joined FFM in 1996 as the Sales & Marketing General Manager. He played a key role in penetrating the international cranes manufacturing market.

Lim Teik Hin

Aged 72, Malaysian

(Non-Independent Non-Executive Director)

Member of the Audit Committee

Lim Teik Hin was appointed as a Non-Independent Non-Executive Director and member of the Audit Committee of FFB on 24 November 2008. He is a member of the Malaysian Institute of Certified Public Accountants, a member of CPA Australia and a Chartered Accountant of the Malaysian Institute of Accountants. He graduated with an Accountancy Degree from Perth Technical College in 1966. He started his career with an accounting firm in Australia (L.A. Walker & Sons) and subsequently worked with KPMG in Malaysia. He then joined Federal Aluminium (M) Bhd as Operations Manager. His last held position was Senior Manager in MEB before he was appointed as a Non-Independent Non-Executive Director and member of the Audit Committee of MEB. He retired as a Non-Independent Non-Executive Director and member of the Audit Committee of MEB on 15 May 2014.

Sobri bin Abu

Aged 61, Malaysian

(Independent Non-Executive Director)

Member of the Audit Committee, Remuneration Committee and Nominating Committee.

Sobri bin Abu was appointed as an Independent Non-Executive Director and member of the Audit Committee, Remuneration Committee and Nominating Committee of FFB on 15 May 2014. He is also an Independent Non-Executive Director of MEB.

Sobri bin Abu's career spans more than thirty (30) years in the oil and gas industry. He worked for major international oil companies, including ExxonMobil, PETRONAS as well as major international engineering construction companies such as Babcock King Wilkinson (UK) Ltd of United Kingdom, Stone and Webster Construction, Inc of the United State of America, Petrofac Engineering and Construction of the United Arab Emirates and local engineering companies including Sumatec Engineering Bhd and Ranhill WorleyParsons of Malaysia.

OTHER INFORMATION

Additional Information on Directors

1. Family Relationship with any Director and/or major shareholder of Favelle Favco Berhad

None of the Directors have any relationship with each other and/or major shareholders of Favelle Favco Berhad except for Mac Ngan Boon @ Mac Yin Boon, Mac Chung Hui and Lim Teik Hin. Mac Ngan Boon @ Mac Yin Boon is a major shareholder of Favelle Favco Berhad (indirectly via MEB) and is also the father of Mac Chung Hui, the Managing Director/ Chief Executive Officer of Favelle Favco Berhad. Lim Teik Hin, is the brother-in-law of Mac Ngan Boon @ Mac Yin Boon.

2. Conflict of interest

None of the Directors have any conflict of interest with the Company.

3. Convictions for Offences within the past 10 years, other than traffic offences

None of the Directors have been convicted for offences.

Additional Compliance Information

1. Utilisation of Proceeds from Corporate Proposals

There were no proceeds raised from corporate proposals during the financial year.

2. Share Buy-Backs

The Company did not buy back any ordinary shares of RM0.50 each of its own shares from the open market of Bursa Malaysia Securities Berhad during the financial year ended 31 December 2013.

3. Options, Warrants or Convertible Securities

Details of the exercise of employee share scheme of the Company are disclosed on page 37 and 38 of this Annual Report.

Other than the exercise of employee share scheme as mentioned above, the Company did not issue any warrants or convertible securities during the financial year.

4. Depository Receipt Programme

The Company did not sponsor any depository receipt programme during the financial year.

5. Imposition of Sanctions and/or Penalties

During the financial year under review, there were no sanctions and/or penalties imposed on the Company and its subsidiaries, Directors or Management by any regulatory body.

6. Non-Audit Fees

During the financial year, there were non-audit fees amounting to RM10,000.00 paid to the external auditors.

7. Variation in Results

There were no significant variations between the audited results for the financial year ended 31 December 2013 and the unaudited results previously announced.

8. Profit Estimate, Forecast or Projection

There was no profit estimate, forecast or projection announced by the Company and its subsidiary companies during the financial year ended 31 December 2013.

9. Profit Guarantee

There was no profit guarantee given/ received by the Company during the financial year.

10. Material Contracts

Save for the recurrent related party transactions disclosed below, there were no material contracts entered into by the Company and its subsidiaries involving the interests of Directors and major shareholders, either still subsisting as at 31 December 2013 or entered into since the end of the previous financial year ended 31 December 2012.

11. Recurrent Related Party Transactions

At the Annual General Meeting held on 28 June 2013, the Company had obtained a shareholders' mandate allowing the Group to enter into recurrent related party transactions of a revenue or trading nature as disclosed in the Circular to Shareholders dated 6 June 2013.

In accordance with Section 3.1.5 of Practice Note No. 12/2001 of the Main Market Listing Requirements of Bursa Malaysia Securities Berhad, the details of recurrent related party transactions conducted during the financial year ended 31 December 2013 pursuant to the shareholders' mandate are disclosed as follows :-

Transacting Parties	Related Party	Nature of Transactions	Actual Transactions Value for the Financial Year Ended 31 December 2013 RM'000
FFB Group and MEB Group	MEB, Tuan Haji Mohamed Taib bin Ibrahim, Mac Ngan Boon @ Mac Yin Boon, Mac Chung Hui and Mazlan bin Abdul Hamid	Purchases of cranes and parts and rental of cranes, plant and equipment and barges by FFB Group from MEB Group; and subcontracting work awarded by FFB Group to MEB Group	31,622
		Sales and rental of cranes and parts, and the provision of crane maintenance and services by FFB Group to MEB Group	1,040
		# Rental of factory and office premises located at Lot 9895, Geran #26559, Kg. Jawa, Mukim of Klang, District of Klang, Selangor by MEB Group to FFB Group, measuring 5.0 acres	1,148

OTHER INFORMATION (CONT'D)

Transacting Parties	Related Party	Nature of Transactions	Actual Transactions Value for the Financial Year Ended 31 December 2013 RM'000
FFB Group and MEB Group	MEB, Tuan Haji Mohamed Taib bin Ibrahim, Mac Ngan Boon @ Mac Yin Boon, Mac Chung Hui and Mazlan bin Abdul Hamid	# Rental of open yard located at PN 11185, Lot 104505, Telok Gong, District of Klang, Selangor by MEB Group to FFB Group, measuring 32,753.44 sq. ft.	-
		# Rental of office space under Lot 586, 2nd Mile, Jalan Batu Tiga Lama by MEB Group to FFB Group, measuring 4,500 sq. ft.	106
		# Rental of land held under HS(D) 99546 Lot No. 104625 Telok Gong Mukim & District of Klang, State of Selangor by MEB Group to FFB Group measuring in area approximately 160,000 sq. ft.	2,080
		# Rental of open yard located at Lot 104626 and Lot 129073, Telok Gong, Mukim of Klang, District of Klang, Selangor by MEB Group to FFB Group, measuring 62,500 sq. ft.	150
FFB Group and FO	Mac Ngan Boon @ Mac Yin Boon and Mazlan bin Abdul Hamid	Rental of waterbags for load testing of cranes by FFB Group to FO	254
		Sale of crane parts and provision of crane maintenance and services by FFB Group to FO	
		Rental of barges and its related maintenance cost and sale of spare parts by FFB Group to FO	
		Provision of crane maintenance and services and sale of crane parts by FO to FFB Group	-

Tenancies are for terms not exceeding three (3) years with rentals payable on monthly basis.

Abbreviations

"FFB"	: Favelle Favco Berhad
"MEB"	: Muhibbah Engineering (M) Bhd
"FFB Group"	: FFB, its subsidiaries and associated companies collectively
"MEB Group"	: MEB, its subsidiaries and associated companies collectively
"FO"	: Favco Offshores Sdn Bhd, an associated company of FFB

STATEMENT ON CORPORATE GOVERNANCE

INTRODUCTION

The Board of Directors (“the Board”) is committed towards ensuring that good Corporate Governance is observed throughout the Group. Upholding integrity and professionalism in its management of the affairs of the Group, the Board aims to enhance business prosperity and corporate accountability with the ultimate objective of realising long-term shareholders’ value and safeguarding interests of other stakeholders.

This statement describes how the Group has applied the principles set out in Malaysian Code Corporate Governance 2012 (“MCCG 2012”) and except where stated otherwise, its compliance with the best practices of the MCCG 2012 for the year ended 31 December 2013.

BOARD OF DIRECTORS

Composition and Balance

An experienced Board consisting of members with a wide range business, technical, financial and public service backgrounds lead and control the Group. This brings insightful depth and diversity to the acute leadership and management of an eminent and evolutionary engineering business.

The Board is well balanced with Executive and Non-Executive Directors. Currently, the Board consists of eight (8) members, comprising three (3) Independent Non-Executive Directors, one (1) Non-Independent Non-Executive Director and four (4) Executive Directors. As such, more than one third (1/3) of the Board comprises Independent Non-Executive Directors.

The Board believes that the current composition is appropriate given the nature of business and scale of operations of the Group. Profiles of the Directors are presented on pages 13 to 15 of this Annual Report.

The Executive Directors are generally responsible for making and implementing operational decisions whilst the Non-Executive Directors support the skills and experience of the Executive Directors, contributing to the formulation of policy and decision-making with their knowledge of and experience in other business sectors.

The Senior Independent Non-Executive Chairman leads the Board.

Duties and Responsibilities of the Board

The Board assumes the following principal responsibilities in discharging its fiduciary and leadership functions:

- Oversees the conduct of the businesses and financial performance to determine if the business is being properly managed. Review and adopt financial results of the Company and the Group and adequacy of financial information disclosure;
- Review the conduct and performance of major projects to determine whether they were properly managed;
- Assess and review principal risks;
- Review related party transactions; and
- Decide on corporate strategy, major investment and financing.

The Board has delegated specific responsibilities to Committees to assist the Board in the governance of the Group. The functions and terms of reference of the Committees as well as authority delegated by the Board have been defined by the Board in the Terms of References of the respective Committees. These committees are Audit Committee, Nominating Committee, Remuneration Committee and Option Committee, which administers Employees’ Share Option Scheme. In addition, the Board is also assisted by a Risk Management Committee which comprises members of the Board and Senior Management.

STATEMENT ON CORPORATE GOVERNANCE (CONT'D)

Board Meetings

Board meetings are held at regular intervals with additional meetings taking place when necessary. During the year, the Board met four (4) times to review the Group's operations, review and approve the quarterly and annual financial statements and other matters requiring the Board's approval. The Company Secretary records all the deliberations, particularly the issues discussed, in reaching that decision in the minutes of Board meetings. Details of the attendance of the Directors are as follows:

Names of Directors

Attendance at Meetings in 2013

Tuan Haji Mohamed Taib bin Ibrahim (<i>Retired on 15 May 2014</i>)	3/4
Tan Sri A. Razak bin Ramli*	4/4
Tan Sri Dato' Seri Ahmad Ramli bin Haji Mohd Nor	4/4
Mac Chung Hui	4/4
Mac Ngan Boon @ Mac Yin Boon	4/4
Lee Poh Kwee	4/4
Mazlan bin Abdul Hamid	4/4
Lim Teik Hin	4/4
Sobri bin Abu (<i>Appointed on 15 May 2014</i>)	Not applicable

**Re-designated as Chairman on 15 May 2014*

Access to Information and Advice

Due notice is given to the Directors prior to each Board meeting. Each Director is provided with the agenda and a full set of Board papers providing details on operational, financial, safety and corporate developments and other relevant documents prior to each Board meeting with the aim of enabling the Directors to make well-informed decisions at the Board meetings. It is the primary responsibility of the Chairman of the Board to organise such information necessary for the Board to deal with the agenda and the Board adopts a formal schedule of matters specifically referred to it for decision.

The appointment of the Company Secretary is based on the capability and proficiency determined by the Board. The Company Secretary is available at all times to provide the Directors with the appropriate advice and services and also to ensure that the relevant procedures and all applicable rules and regulations are complied with. The Articles of Association of the Company permits the removal of Company Secretary by the Board of Directors as a whole.

In addition, the Directors have authority to access all information within the Company in furtherance of their duties as well as to the advice and services of the Senior Management of the Company. They are also empowered to seek external independent professional advice in connection with their roles as a Director at the Company's expense, to enable them to make well-informed decisions.

Sustainability

The Board views the commitment to sustainability and environmental, social and governance performance as part of its broader responsibility to clients, shareholders, employees and the communities in which it operates. Every business decision that the Group makes pertaining to growth and profitability is consistent with its social and environmental needs for sustainability. The corporate responsibility initiatives undertaken by the Company for the financial year ended 31 December 2013 are disclosed in the Chairman's Statement.

Board Charter and Code of Ethic

As at the date of this Statement, the Board is in the process of reviewing a Board Charter and Code of Ethics. The Board believes that the existing legislation collectively with the various policies, procedures and practices that have been in place for a long time, the Company's Articles of Association and statutory and regulatory requirements, have effectively encapsulated the essence of the suggested contents of the Board Charter and Code of Ethics.

Board Committees

The following committees have been established to assist the Board to discharge its duties and responsibilities. The Board has delegated certain powers and duties to these committees, which operate within the defined terms of reference. The final decision on all matters, however, lies with the entire Board.

(i) Audit Committee

The principal objective of the Audit Committee is to assist the Board in carrying out its statutory duties and responsibilities relating to accounting and reporting practices of the Group. This includes reviewing the quarterly financial results and yearly financial statements to be disclosed, the scope of works and management letter of the external auditors.

The Audit Committee members consist of all Non-Executive Directors, with a majority being Independent Directors. Tan Sri A. Razak bin Ramli, the Senior Independent Non-Executive Director, is the Chairman of the Audit Committee.

A report detailing the membership, attendance, role and activities of the Audit Committee is presented on pages 26 to 29 of this Annual Report.

(ii) Nominating Committee

The present members of the Nominating Committee are as follows:

Names of Committee Members	Designation
Tan Sri A. Razak bin Ramli	Chairman <i>(Senior Independent Non-Executive Director)</i>
Tuan Haji Mohamed Taib bin Ibrahim	Member <i>(Retired on 15 May 2014)</i> <i>(Independent Non-Executive Director)</i>
Tan Sri Dato' Seri Ahmad Ramli bin Haji Mohd Nor	Member <i>(Independent Non-Executive Director)</i>
Sobri bin Abu	Member <i>(Appointed on 15 May 2014)</i> <i>(Independent Non-Executive Director)</i>

The Nominating Committee met once during the financial year. In accordance with its terms of reference, the Nominating Committee reviewed the Board structure on the designation, roles and responsibilities of the individual Directors of the Company to ensure that the Board has the required mix of skills, experience and other core competencies. The Nominating Committee performed a review of the performance of Independent Directors including the criteria as required under Listing Requirements. All assessments and evaluations carried out by the Nominating Committee are properly documented. The Nominating Committee also reviewed the existing balance, size and composition of the Board of Directors and discussed appointment of new Directors, in particular on diversity in gender to the Board. The Nominating Committee identified and recommended to the Board on the Directors who were due for retirement by rotation and/or subject to re-appointment at the forthcoming Annual General Meeting.

STATEMENT ON CORPORATE GOVERNANCE (CONT'D)

(iii) Remuneration Committee

The present members of the Remuneration Committee are as follows:

Names of Committee Members	Designation
Tuan Haji Mohamed Taib bin Ibrahim	Chairman (<i>Retired on 15 May 2014</i>) (<i>Independent Non-Executive Director</i>)
Tan Sri A. Razak bin Ramli	Chairman (<i>Appointed on 15 May 2014</i>) (<i>Senior Independent Non-Executive Director</i>)
Mac Ngan Boon @ Mac Yin Boon	Member (<i>Executive Director</i>)
Sobri bin Abu	Member (<i>Appointed on 15 May 2014</i>) (<i>Independent Non-Executive Director</i>)

The Remuneration Committee met once during the financial year. In accordance with its terms of reference, the Remuneration Committee reviewed the remuneration packages and benefits of the Executive Directors in accordance with the contribution and level of responsibilities undertaken by the Board to ensure the Company is able to attract high calibre executives to run the Company successfully. Directors do not participate in decisions on their own remuneration. At the same time, the Non-Executive Directors' fees were also reviewed based on their experience and level of responsibilities and recommended for the Board's approval. The individual Non-Executive Directors concerned had abstained from discussion of their own remuneration packages.

Board Evaluation

The Nominating Committee was satisfied with the performance and effectiveness of the Board and Board Committees. The Board evaluation criteria was reviewed and enhanced by the Nominating Committee during the financial year.

The Board evaluation comprises a Board Assessment by Individual Directors, Self-Assessment and an Assessment of Independence of Independent Directors. The evaluation involves individual Directors and Committee members completing separate evaluation questionnaires regarding the processes of the Board and its Committees, their effectiveness and where improvements could be considered. They also undertook a self-review in which they assessed their own performance. The criteria for assessing the independence of an Independent Director include the relationship between the respective Independent Director and the Group and his involvement in any significant transaction with the Group.

Appointments and Re-election

In accordance with the Company's Articles of Association, one third (1/3) of the Directors (including the Managing Director) shall retire from office and be eligible for re-election at each Annual General Meeting and all Directors shall retire from office at least once every three (3) years but shall be eligible for re-election. Directors appointed during the year will be subject to retirement and re-election by shareholders at the Annual General Meeting.

Directors who are over seventy (70) years of age are required to submit themselves for re-appointment and re-election annually in accordance with Section 129(2) and Section 129(6) of the Companies Act, 1965.

The Board is consistently committed to ensuring directors of the Company possess a broad balance of skills, knowledge, experience, independence and diversity, including gender diversity. On 15 May 2014, Tuan Haji Mohamed Taib bin Ibrahim retired as the Chairman, Independent Non-Executive Director and En. Sobri bin Abu was appointed as an Independent Non-Executive Director of the Company.

As part of the succession planning, the Nominating Committee has also recommended the promotion of Mr Mac Chung Hui as Managing Director of the Company, effective 26 August 2013. Mr Mac Chung Hui was promoted from Deputy Managing Director to Managing Director on 26 August 2013.

Reinforce Independence

The Board acknowledges the importance of Independent Non-Executive Directors in bringing objectivity and impartiality in providing unbiased opinion and judgment to ensure that the interests of the Group, shareholders, customers and other stakeholders are taken into account during its decision-making process. The Board consists of three (3) Independent Directors who have neither been involved in the business transactions nor participated in the day-to-day management of the Group. The Independent Directors satisfy the definition set out in the Bursa Securities Main Market Listing Requirements and the Company meets the minimum requirement prescribed by the Bursa Securities Main Market Listing Requirements to have at least one-third of its Board members being Independent Non-Executive Directors.

The Company does not have a policy on the number of years an Independent Director should serve. The Board believes that as long as the Independent Director has the commitment, caliber, experience and is able to exercise independent judgement in the best interests of the Group, the Board should continue to propose for the re-appointment of the Director.

Currently, none of the Board Members have served as Independent Directors for more than nine (9) years.

Division of roles and responsibility between Chairman and Managing Director

The Board subscribes to the principle that clear division of responsibilities between the Board Chairman and the Managing Director is beneficial to facilitate a check and balance mechanism for the effective functioning of the Board. The Chairman of the Board is a Senior Independent Non-Executive Director who is leading the Board in the oversight of Management while the Managing Director focuses on the business and the day-to-day management of the Group. Such separation of positions promotes accountability and ensures that there is a balance of power and authority in the Board's oversight of management.

Directors' Training

The Board is cognizant of the added value that can be brought by the Directors when they are kept up to date with the industry and regulatory development. All the Directors have attended and successfully completed the Mandatory Accreditation Programme (MAP) prescribed by Bursa Securities. During the financial year, the seminars and training programmes attended include topics relating to corporate governance, risk management, corporate strategy, leadership management and new legislations.

An induction briefing will be provided by the Board and senior management to newly appointed Independent Non-Executive Directors.

DIRECTORS' REMUNERATION

The details of the remuneration of the Directors of the Company for the financial year under review are as follows:

	Executive Directors RM	Non-Executive Directors RM	Total RM
Fees	216,000	210,000	426,000
Remuneration	1,329,110	44,295	1,373,405
	1,545,110	254,295	1,799,405

STATEMENT ON CORPORATE GOVERNANCE (CONT'D)

DIRECTORS' REMUNERATION (CONTINUED)

The number of Directors in each remuneration band for the financial year 2013 is as follows:

Range of Remuneration	Executive Directors	Non-Executive Directors	Total
RM50,001 to RM100,000	-	4	4
RM100,001 to RM150,000	1	-	1
RM150,001 to RM200,000	1	-	1
RM600,001 to RM650,000	2	-	2
	4	4	8

ACCOUNTABILITY AND AUDIT

Financial Reporting and Statement of Directors' Responsibility

The Directors are responsible to ensure that the financial statements are drawn up in accordance with the Companies Act, 1965 and applicable Financial Reporting Standards in Malaysia.

The Board is responsible for ensuring that the financial statements for each financial year give a true and fair view of the state of affairs of the Group and the Company as at the end of the financial year and of the results of operations, changes in equity and cash flows of the Group and the Company for the financial year.

In preparation of the financial statements, the Board has ensured that:

- i) Suitable accounting policies have been adopted and applied consistently;
- ii) Judgments and statements made are reasonable and prudent; and
- iii) Financial statements have been prepared on a going concern basis.

The Audit Committee assists the Board by overseeing that financial reporting reflects the substance of the business and transactions apart from being compliant with relevant standards and legislation.

The Board is responsible for ensuring that the Group and the Company keep accounting records which disclose with reasonable accuracy at any time the financial position of the Group and the Company and which enable them to ensure the financial statements comply with the Companies Act, 1965 and applicable Financial Reporting Standards in Malaysia.

Relationship with the Auditors

Through the Audit Committee of the Board, the Group has established a transparent and appropriate relationship with the Group's auditors, both internal and external. Both the internal and external auditors are invited to attend the Audit Committee meetings to facilitate the exchange of views in issues requiring attention. The external auditors are also invited to attend meetings on special matters when necessary. In addition, the Audit Committee also meets the external auditors, without the presence of Executive Board members and management, at least twice a year.

Risk Management Framework and Internal Control

The Group's Statement on Risk Management & Internal Control which provides an overview of the risk management frameworks and state of internal control within the Group is presented from pages 30 to 32 of this Annual Report.

Recurring Related Party Transactions

The Board, through the Audit Committee, reviews all recurring related party transactions.

All recurring related party transactions entered into by the Group were made in the ordinary course of business and in accordance with the approved shareholders' mandate for recurring related party transactions.

TIMELY AND HIGH QUALITY DISCLOSURE**Corporate Disclosure Policy**

The Company is committed to ensuring that all information such as corporate announcements, circular to shareholders and financial results are disseminated to the general public in a timely and accurate manner.

The Company releases all announcements, material and price sensitive information in a timely manner to Bursa Securities as required under the Main Market Listing Requirements of Bursa Securities as well as releases the Company's updates to the market and community through the Company's website, media releases and other appropriate channels.

The Executive Directors evaluate the release of all major communications to investors or Bursa Securities.

SHAREHOLDERS**Investors and Shareholders Relationship**

The Board recognises the importance of maintaining effective communication with its investors and shareholders. An Investor Relations and Shareholder Communication Policy have been adopted by the Board to enable the Group and the Company to communicate effectively with its shareholders, existing and potential investors, other stakeholders and public generally. An Investor Relation function is established to facilitate communication between the Company and existing shareholders and potential investors.

The Investor Relation function communicates with shareholders and investors through investor meeting with fund managers, institutional investors and research analysts. Information such as the Group's performance, strategy and major development are presented and explained during these investor meetings.

Apart from the mandatory announcements of the Group's financial results and corporate developments to Bursa Malaysia Securities Berhad, the Group maintains a website (www.favellefavco.com) that allows all shareholders to gain access to information and business activities and recent developments of the Group and for feedback.

Annual General Meeting

The Annual General Meeting is an important forum and primary channel where communications with shareholders can be effectively conducted. Shareholders are encouraged to attend and participate at the meeting by raising questions on resolutions proposed and to enquire on the Company's progress and performance. The Chairman and Directors are in attendance to respond to shareholders' queries during the meeting.

In accordance with the Articles of Association, voting at general meetings will be conducted by show of hands or by poll if so demanded by the shareholders or Chairman of the meeting. Poll voting will be carried out in resolutions involving related party transactions as required by the listing requirements of Bursa Securities.

COMPLIANCE STATEMENT

The Company has applied the Principles as set out in the Malaysian Code on Corporate Governance 2012 to the extent as set out above.

This Statement on Corporate Governance is made in accordance with the resolution of the Board of Directors dated 19 May 2014.

AUDIT COMMITTEE REPORT

The Board of Directors ("Board") of Favelle Favco Berhad is pleased to present the Audit Committee Report for the financial year ended 2013.

Composition and Attendance

The Audit Committee ("AC") comprises three (3) Independent and one (1) Non-Independent Non-Executive Directors. The Chairman of the AC is an Independent Director while the Non-Independent Director is a member of the Malaysian Institute of Accountants. The AC therefore complied with the paragraphs 15.09 (1) and 15.10 of the Listing Requirements which state that the Audit Committee must be composed of not fewer than three (3) members, all of the members must be non-executive directors with majority of them being independent directors, at least one (1) member is a qualified accountant and the Chairman must be an Independent Director.

The members of the AC and record of their attendance are as follows:

Member	Designation	Attendance at meeting in 2013
Tuan Haji Mohamed Taib bin Ibrahim	Chairman (<i>Retired on 15 May 2014</i>) (<i>Independent Non-Executive Director</i>)	3/4
Tan Sri A. Razak bin Ramli	Chairman (<i>Appointed on 15 May 2014</i>) (<i>Senior Independent Non-Executive Director</i>)	4/4
Tan Sri Dato' Seri Ahmad Ramli bin Haji Mohd Nor	Member (<i>Independent Non-Executive Director</i>)	4/4
Lim Teik Hin	Member (<i>Non-Independent Non-Executive Director</i>)	4/4
Sobri bin Abu	Member (<i>Appointed on 15 May 2014</i>) (<i>Independent Non-Executive Director</i>)	Not applicable

While the AC reported to the Board on principal matters deliberated during the four (4) AC meetings, minutes of the AC meetings had also been circulated to each member of the Board.

The Group's Chief Financial Officer and the Internal Auditors attended all meetings. Other Board members and senior management attended some of the meetings upon invitation by the Chairman of the Audit Committee.

Summary of Activities in 2013

The AC carries out its duties in accordance with its Terms of Reference. The main activities undertaken are as follows:

(i) Financial Reporting & External Audit

- Reviewed the quarterly financial results as well as the year end financial statements of the Group before submission to the Board of Directors for consideration and approval for announcement.
- Reviewed the external auditors' audit plan, scope of work and results of the annual audit for the Group.
- Convened two (2) meetings with the external auditors without the presence of the Group Management and Executive Directors to discuss relevant issues and obtain feedbacks.

Summary of Activities in 2013 (continued)

(ii) Internal Audit

- Reviewed and approved the internal audit plan for the Group proposed by Internal Auditors to ensure adequacy of the scope of coverage.
 - Reviewed the resources requirement of the internal audit function and approve the additional recruitment required
 - Reviewed and approved the revised Internal Audit Charter.
 - Reviewed the audit and follow-up reports presented by the Internal Auditors which include the findings and recommendations. The Audit Committee further deliberated those findings, Management's response and Internal Auditors' recommendations.
- (iii) Reviewed the recurrent related party transactions arose within the Group to ensure that the amount transacted were within the mandate approved by the shareholders.
- (iv) Verified the allocation of the Employees' Share Option Scheme ("ESOS") to ensure that it is in accordance with criteria set out in the ESOS Bye-Laws of the Company.

Internal Audit Function

The Group has an in-house internal audit function namely Group Internal Audit Department ("GIAD"). GIAD is governed by the Internal Audit Charter approved by the AC. GIAD reports directly to the AC and has direct access to the AC members on all the internal control and audit issues. During the financial year, GIAD carried out the following:

- Updated the Internal Audit Charter which was tabled for AC's approval.
- Prepared and presented the audit plan which includes the human resource requirement for AC's review and approval.
- Performed follow-up reviews to determine if Management had implemented the action plans to address the findings highlighted in the previous internal audit reports.
- Prepared audit reports and sought Management's response on the issues highlighted in the internal audit reports.
- Presented the internal audit and follow-up reports to the AC for their deliberations.

The total cost incurred for the internal audit function in respect of the financial year was amounted to approximately RM3,000.

Terms of Reference

Objectives

The principal objective of the Audit Committee is to assist the Board of Directors in carrying out its statutory duties and responsibilities relating to accounting and reporting practices of Favelle Favco Bhd and its subsidiaries.

In addition, the Audit Committee shall:

- evaluate the quality of the audits performed by the internal and external auditors;
- provide assurance that the financial information provided by management is relevant, reliable and timely;
- oversee compliance with laws and regulations and observance of a proper code of conduct; and
- determine the adequacy of the Company's internal control system.

AUDIT COMMITTEE REPORT (CONT'D)

Membership

The Board shall appoint the Audit Committee, comprising at least three (3) Directors; all of whom shall be Non-Executive Directors, with a majority of them being Independent Directors. The Chairman of the Committee, who is an Independent Director, shall be appointed by the members of the Audit Committee. No alternate Director can be a member of the Audit Committee.

At least one (1) member of the Audit Committee must be a member of the Malaysian Institute of Accountants or have similar qualifications as prescribed in Part I or Part II of the First Schedule of the Accountants Act, 1967 or fulfils such other requirements as prescribed or approved by Bursa Malaysia Securities Berhad.

If a member of the Audit Committee ceases to be a member with the result that the number of members is reduced to two (2), the Board of Directors shall within three (3) months of the event, appoint such number of new members as may be required to fill the vacancy.

Attendance at meetings

The Audit Committee shall hold at least four (4) regular meetings per year and such additional meeting as the Chairman shall decide in order to fulfil its duties.

The quorum for each meeting shall be two (2) members where a majority of the members present must be Independent Directors.

The Company Secretary shall act as Secretary of the Audit Committee.

The Audit Committee may invite any person to be in attendance at any particular Audit Committee meeting to assist it in its deliberations.

Authority

The Audit Committee is authorised by the Board:

- to investigate any matter within its terms of reference;
- to have the resources which are required to perform its duties;
- to have full and unrestricted access to any information pertaining to the Company;
- to have direct communication channels with the external auditors and person(s) carrying out the internal audit function or activity;
- to be able to obtain independent professional or other advice; and
- 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, wherever deemed necessary.

Duties and responsibilities

The Audit Committee shall undertake the following duties and responsibilities:

1. To review the following and report the same to the Board of Directors:
 - with the external auditors, the audit plan, their evaluation of the system of internal controls and the audit reports on the financial statements.
 - the assistance given by the employees to the external auditors.
 - the adequacy of the scope, functions, competency and resources of the internal audit functions and that it has the necessary authority to carry out its work.
 - the internal audit programme, processes, the results of the internal audit programme, processes or investigation undertaken and whether or not appropriate action is taken on the recommendations of the internal audit function.
 - the quarterly results and year end financial statements before submission to the Board of Directors for approval, focusing particularly on changes in or implementation of major accounting policy, significant and unusual events and compliance with applicable Financial Reporting Standards and other legal requirements.
 - any related party transactions and conflict of interest situations that may arise within the Group or Company including any transaction, procedure or course of conduct that raises questions of management integrity.
 - the appointment of the external auditors and audit fees, and any questions of resignation or dismissal.

2. To recommend the nomination of a person or persons as external auditors.
3. To ensure that the Audit Committee Report is prepared at the end of each financial year for inclusion in the Annual Report of the Company. The Audit Committee Report shall comprise:
 - the composition of the Audit Committee, including the name, designation (indicating the Chairman) and directorship of the members (indicating whether the Directors are independent or otherwise).
 - the terms and references of the Audit Committee
 - the number of Audit Committee meetings held during the financial year and details of attendance of each Audit Committee member.
 - a summary of the activities of the Audit Committee in the discharge of functions and duties for that financial year of the Company.
 - a summary of the activities of the internal audit function or activity.
4. To verify, on a yearly basis, the allocation of options under a share option scheme for employees to ensure compliance with the allocation criteria determined by the Company's share option committee and in accordance with the bye-laws of the relevant option scheme.
5. To promptly report to Bursa Malaysia Securities Berhad any matters reported by the Audit Committee to the Board of Directors which have not been satisfactorily resolved resulting in a breach of the Main Market Listing Requirements of Bursa Malaysia Securities Berhad.

Proceedings of the Audit Committee

Calling of meetings

The members may meet together for the despatch of business, adjourn and otherwise regulate their meetings. The Secretary shall on the requisition of a member summon a meeting of the Audit Committee.

Notice of meeting

Notice of a meeting of the Audit Committee shall be given to all the members in writing via facsimile, hand delivery or by courier service. Unless otherwise determined by the Audit Committee from time to time, seven (7) days' notice shall be given, except in the case of an emergency where shorter notice may be given.

Voting and proceeding of meeting

The decision of the Audit Committee shall be by a majority of votes and the determination by a majority of the members shall for all purposes be deemed a determination of the Audit Committee. In case of an equality of votes, the Chairman of the meeting shall have a second or casting vote.

Circular Resolutions signed by all the members shall be valid and effective as if it had been passed at a meeting of the Audit Committee.

Keeping of minutes

The members shall cause minutes to be made of all meetings of the Audit Committee. Such minutes shall be signed by the Chairman of the meeting at which the proceedings were held or by the Chairman of the next succeeding meeting.

Custody, production and inspection of minutes

The minutes of meetings of the Audit Committee shall be kept by the Secretary at the registered office of the Company, and shall be opened to the inspection of any member of the Committee or any member of the Board of Directors.

Review of Audit Committee

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

STATEMENT ON RISK MANAGEMENT & INTERNAL CONTROL

Board's Responsibilities

The Board, in discharging its responsibilities, is committed to the maintenance of good risk management practices and sound internal controls as a platform to good corporate governance. The Board affirms its overall responsibility for maintaining a sound system of risk management and internal control so as to safeguard the shareholders' interests and the Group's assets as well as reviewing its adequacy and integrity. The Board has also received the opinion from the Managing Director/Chief Executive Officer and Group Financial Controller that the Group's risk management and internal control system is operating reasonably adequately and effectively, in main material aspects.

Due to inherent limitations in any risk management and internal control system, such system put into place by Management is designed to manage rather than to eliminate the risks of failure to achievement of the Group's business objectives. Accordingly, the risk management and internal control system can only provide reasonable and not absolute assurance against material error, misstatement or loss.

Key Features Of The Group's Risk Management and Internal Control System

Summarized below are the key features of the Group's risk management and internal control system that have been established to facilitate the proper conduct of the Group's businesses:

1. Risk Management

In line with the good practice to closely monitor the Group's risk exposures, a Risk Management Committee ("RMC") with its principal roles and responsibilities stated in the risk management policy and procedure was established at the Group level. The RMC that consists of Executive Directors and members from Senior Management, monitors the Group's risk exposures by meeting on a quarterly basis to review the risk profile. During the meeting, the status of the Group's major risks is deliberated and the reports on the major risks submitted by the respective RMUs are reviewed. The outcome of the RMC meetings is reported to the Board by the RMC Chairman who is also an Executive Director.

The RMC is supported by Risk Management Units ("RMUs") set up at the respective business entities. The RMU within each business entity meets on a quarterly basis to review the status of the risks profile and the results of their reviews are documented in the report that comprises risk matrix and the meeting minutes.

The RMC and RMUs are playing a significant role in the Group's risk management process established with the aim of providing a consistent approach in identifying and assessing risks as well as facilitating the review of the adequacy of the related key internal control procedure in mitigating the risk. Such risk management process had been in place until the date of approval of this Statement.

2. Internal Control

- Organisation Structure & Authorisation Procedures

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

2. Internal Control (continued)

- Authority Limits

The Group has instituted Discretionary Authority Limit that refers to the authority limits for financial and non-financial transactions which have been assigned to certain personnel to approve or carry out transactions in order to enable timely decision making and ensure check and balance on the commitments to be undertaken on behalf of the Group.

- Group Policies and Procedures

Policies, objectives, quality procedures and safety procedures for key business processes are formalised and documented in quality manuals. The QA/QC Department conducts yearly Internal Quality Audits and checks operational processes to ensure that they are in accordance with the ISO 9001 : 2008 Quality Management System, ISO/TS 29001 and API Specification Q1 respectively. ISO/TS 29001 and API Specification Q1 are certifications from American Petroleum Institute.

- Budgetary Review on Profit & Loss

An annual profit and loss budget is prepared by management and tabled to the Board for approval. Quarterly monitoring is carried out to measure the actual performance against budget to identify significant variances and report to the Board.

- Quality Assurance / Quality Control

The QA/QC Departments of various entities focus on Quality Assurance of the manufacturing works of the Group. Quality Control Inspectors have been carrying out quality control activities at manufacturing plants and fabrication yards to ensure that the works performance complied with the quality specifications and safety requirements.

- Safety, Health and Environment

Safety, Health and Environment Department has been embarking on the periodic training and inspection to ensure reasonable levels of awareness and compliance to the required law and standards. Their activities are compiled and reported on a monthly basis.

- Information and Communication

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

- External Audit

If the external auditors detect any internal control weakness during the course of their audit, they will highlight such weakness in the audit review memorandum to the Audit Committee for their attention.

The Group's system of internal control does not apply to Associate Companies where the Group does not have full management control over these entities. However, the Group's interest is served through representations on the board of the respective Associate Companies.

STATEMENT ON RISK MANAGEMENT & INTERNAL CONTROL (CONT'D)

Review of Internal Controls by Independent Function

The Group Internal Audit Department assists the Board and Audit Committee in providing an independent assessment on the adequacy and effectiveness of the Group's internal control system.

For the financial year ended 31 December 2013, internal audits were carried out based on the audit plan approved by the Audit Committee. The findings of the internal audits, including the recommended corrective actions, are presented directly to the Audit Committee.

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

Review of This Statement

The external auditors have reviewed this Statement on Risk Management and Internal Control pursuant to Paragraph 15.23 of the Main Market Listing Requirement of Bursa Malaysia Securities Berhad and in accordance with the scope set out in Recommended Practice Guide ("RPG") 5 issued by the Malaysian Institute of Accountant for inclusion in the Annual Report for the financial year ended 31 December 2013 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 effectiveness of the risk management and internal control system.

Conclusion

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

This statement was approved by the Board of Directors on 19 May 2014.



Offshore crane, China, Vessel

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DIRECTORS' REPORT

FOR THE YEAR ENDED 31 DECEMBER 2013

The Directors have pleasure in submitting their report and the audited financial statements of the Group and of the Company for the financial year ended 31 December 2013.

Principal activities

The Company is principally engaged in investment holding, whilst the principal activities of the subsidiaries and associates are as stated in Notes 6 and 7 respectively to the financial statements. There has been no significant change in the nature of these activities during the financial year.

Results

	Group RM'000	Company RM'000
Profit attributable to:		
Owners of the Company	67,400	25,795
Non-controlling interests	(2,405)	-
Profit for the year	64,995	25,795

Reserves and provisions

There were no material transfers to or from reserves and provisions during the financial year under review except as disclosed in the financial statements.

Dividend

Since the end of the previous financial year, the Company paid a first and final ordinary dividend as below per ordinary share in respect of the financial year ended 31 December 2012 on 29 August 2013.

	%	Sen	RM'000
Taxable dividend, less tax of 25%	2.7	1.35	2,166
Tax exempt dividend	13.3	6.65	14,228
Total	16.0	8.00	16,394

The first and final ordinary tax exempt dividend recommended by the Directors in respect of the financial year ended 31 December 2013 is 20% (10.00 sen) per ordinary share totalling RM21,520,176 and is subject to the approval of the shareholders at the forthcoming Annual General Meeting.

Directors of the Company

Directors who served since the date of the last report are:

Tuan Haji Mohamed Taib bin Ibrahim
Tan Sri A. Razak bin Ramli
Tan Sri Dato' Seri Ahmad Ramli bin Haji Mohd Nor
Mac Ngan Boon @ Mac Yin Boon
Mac Chung Hui
Lee Poh Kwee
Mazlan bin Abdul Hamid
Lim Teik Hin

Directors' interests

The interests and deemed interests in the shares and options of the Company and of its related corporations (other than wholly-owned subsidiaries) of those who were Directors at the end of the financial year end (including the interests of the spouses or children of the Directors who themselves are not Directors of the Company) as recorded in the Register of Directors' Shareholdings are as follows:

	Number of ordinary shares of RM0.50 each			
	At 1.1.2013	Bought	Sold	At 31.12.2013
Interests in the Company				
Tuan Haji Mohamed Taib bin Ibrahim				
- Own	2,845,671	-	(2,400,200)	445,471
- Spouse and Child	106,500	2,209,900	-	2,316,400
Tan Sri A. Razak bin Ramli				
- Own	300,000	-	-	300,000
- Child	800	-	-	800
Tan Sri Dato' Seri Ahmad Ramli bin Haji Mohd Nor	300,000	-	-	300,000
Mac Ngan Boon @ Mac Yin Boon				
- Own	8,192,913	300,000	-	8,492,913
- Spouse and Child	1,908,800	-	(170,000)	1,738,800
Mac Chung Hui	1,712,000	210,000	-	1,922,000
Lee Poh Kwee	1,085,000	210,000	-	1,295,000
Mazlan bin Abdul Hamid	2,064,000	210,000	(241,200)	2,032,800
Lim Teik Hin	100,000	-	(100,000)	-

	Number of ordinary shares of RM0.50 each			
	At 1.1.2013	Alloted	Sold	At 31.12.2013
Indirect interest in the Company				
Mac Ngan Boon @ Mac Yin Boon*	131,241,043	-	-	131,241,043

* Deemed interested pursuant to Section 6A of the Companies Act, 1965 by virtue of his substantial interest in Muhibbah Engineering (M) Bhd.

DIRECTORS' REPORT

FOR THE YEAR ENDED 31 DECEMBER 2013 (CONT'D)

Directors' interests (continued)

	Number of ordinary shares of RM0.50 each			
	At 1.1.2013	Bought	Sold	At 31.12.2013
Interests in the ultimate holding company				
- Muhibbah Engineering (M) Bhd.				
Tuan Haji Mohamed Taib bin Ibrahim				
- Own	7,543,392	-	(6,349,642)	1,193,750
- Spouse and Children	153,750	6,382,642	(15,000)	6,521,392
Mac Ngan Boon @ Mac Yin Boon				
- Own	70,691,416	900,000	-	71,591,416
- Spouse and Children	19,417,500	-	-	19,417,500
Mac Chung Hui	5,405,000	233,000	-	5,638,000
Lee Poh Kwee	4,046,272	-	-	4,046,272
Mazlan bin Abdul Hamid	390,000	-	-	390,000
Lim Teik Hin				
- Spouse	50,000	-	-	50,000

The options granted to eligible Directors over unissued ordinary shares in the Company and the ultimate holding company pursuant to the Company's and the ultimate holding company's Employees' Share Option Schemes ("ESOS") are set out below:

	Number of options over ordinary shares of RM0.50 each			
	At 1.1.2013	Granted	Exercised	At 31.12.2013
Company				
Mac Ngan Boon @ Mac Yin Boon	950,000	-	(300,000)	650,000
Mac Chung Hui	630,000	-	(210,000)	420,000
Lee Poh Kwee	630,000	-	(210,000)	420,000
Mazlan bin Abdul Hamid	630,000	-	(210,000)	420,000

	Number of options over ordinary shares of RM0.50 each			
	At 1.1.2013	Granted	Exercised	At 31.12.2013
Ultimate holding company				
- Muhibbah Engineering (M) Bhd.				
Mac Ngan Boon @ Mac Yin Boon	2,780,000	-	(900,000)	1,880,000
Mac Chung Hui	700,000	-	(233,000)	467,000
Lee Poh Kwee	2,000,000	-	-	2,000,000
Mazlan bin Abdul Hamid	300,000	-	-	300,000

Directors' interests (continued)

Other than the abovementioned Directors, none of the Directors holding office at 31 December 2013 had any interest in the ordinary shares of the Company and of its related corporations during the financial year.

By virtue of his direct and indirect interests in shares of the Company, Mac Ngan Boon @ Mac Yin Boon's shareholding of more than 15% is deemed to have interests in the shares of all the subsidiaries during the financial year to the extent that Favelle Favco Berhad has an interest.

Directors' benefits

Since the end of the previous financial year, no Director of the Company has received nor become entitled to receive any benefit (other than a benefit included in the aggregate amount of emoluments received or due and receivable by Directors as shown in the financial statements or the fixed salary of a full time employee of the Company or of related corporation) 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 any benefits which may be deemed to arise from transaction entered into in the ordinary course of business with companies in which certain directors have substantial financial interest as disclosed in Note 30 to the financial statements.

There were no arrangements during and at the end of the financial year which had the object of enabling Directors of the Company to acquire benefits by means of the acquisition of shares in or debentures of the Company or any other body corporate apart from the options of the Company and the ultimate holding company pursuant to their respective ESOS.

Issue of shares

During the financial year, the Company issued:

- i) 3,133,000 new ordinary shares of RM0.50 each for cash arising from the exercise of employees' share options at the exercise price of RM0.80 per ordinary share; and
- ii) 78,000 new ordinary shares of RM0.50 each for cash arising from the exercise of employees' share options at the exercise price of RM1.57 per ordinary share.

There were no other changes in the authorised, issued and paid-up capital of the Company during the financial year.

Options granted over unissued shares

No options were granted to any person to take up unissued shares of the Company during the financial year apart from the issue of options pursuant to the ESOS.

The Company operates an ESOS that was established and approved by the shareholders of the Company at an extraordinary general meeting ("EGM") held on 28 June 2011.

The main features of the ESOS Scheme, details of share options offered and exercised during the financial year are disclosed in Note 18.

The Company has been granted exemption by the Companies Commission of Malaysia from having to disclose the names of option holders who were granted options to subscribe for less than 10,000 shares during the financial year under the ESOS Scheme. This information has been separately filed with the Companies Commission of Malaysia.

DIRECTORS' REPORT

FOR THE YEAR ENDED 31 DECEMBER 2013 (CONT'D)

Options granted over unissued shares (continued)

The names of option holders granted options to subscribe for 10,000 or more ordinary shares of RM0.50 each during the financial year, other than the Directors of the Company which have been disclosed above, are as follows:-

	Number of options over ordinary shares of RM0.50 each			
	Granted	Exercised	Forfeited	At 31.12.2013
Ahmed Fhatullah bin Ahmad Bohari	10,000	-	-	10,000
Anson Tan Teck Jui	10,000	-	-	10,000
Chee Siaw Foong	10,000	-	-	10,000
Chen Wen Kho	10,000	-	-	10,000
Chia Wen Xiang	10,000	-	-	10,000
Choo Jiun Haur	10,000	-	-	10,000
Christopher Selvam A/L Selvam	10,000	-	-	10,000
Hazlan bin Harun	10,000	-	-	10,000
Izan Shafina binti Hashim	10,000	-	-	10,000
Izat Harith Al Hakiem bin Ab Jabar	10,000	-	-	10,000
Kaleeswaran Ramaiah	10,000	-	-	10,000
Kumarresaan A/L Veerasundram	10,000	-	-	10,000
Lee Kim Yen	10,000	-	-	10,000
Leng Siong Cheng	10,000	-	-	10,000
Loong Shih-Wai	10,000	-	-	10,000
Mangaletchumy A/P Arumugam	10,000	-	-	10,000
Mohamad Nizar bin Azizan	10,000	-	-	10,000
Mohamad Suhaizamri bin Mohd Tayid	10,000	-	-	10,000
Mohamad Zulhilmi bin Ismadi	10,000	-	-	10,000
Mohd Aiful Amir bin Awang Noh	10,000	-	-	10,000
Mohd Haziq bin Ahzahar	10,000	-	-	10,000
Mohd Rahimie bin Shahrudin	10,000	-	-	10,000
Mohd Zul Hatta B Mohamad Rashad	10,000	-	-	10,000
Muhamad Adli bin Zulkifli	10,000	-	-	10,000
Muhammad Syafiq bin Amiruzan	10,000	-	-	10,000
Muhammad Zulfakar B Zakaria	10,000	-	-	10,000
Ng Seng Choo	10,000	-	-	10,000
Noor Azratul Nadiah binti Mohd Dom	10,000	-	-	10,000
Nurul Atiqah binti Abdul Mutallib	10,000	-	-	10,000
Ong Choong Meng	10,000	-	-	10,000
Phan Tat Wai	10,000	-	-	10,000
Seah Kok Chem	10,000	-	-	10,000
Sharulhazrin bin Mohamad Shah	10,000	-	-	10,000
Syed Hafiz Annaafi bin Syed Firdaus	10,000	-	-	10,000
Tan Ru Wen	10,000	-	-	10,000
Tang Soon Sum	10,000	-	-	10,000
Tham Jen Seng	10,000	-	-	10,000
Thamodaram A/L Ramasamy Konndar	10,000	-	-	10,000
Yap Kim Yong	10,000	-	-	10,000

Other statutory information (continued)

Before the financial statements of the Group and of the Company were made out, the Directors took reasonable steps to ascertain that:

- i) there are no known bad debts and adequate allowance had been made for impairment losses on receivables, and
- ii) all current assets have been stated at the lower of cost and net realisable value.

At the date of this report, the Directors are not aware of any circumstances:

- i) that would require the writing off of bad debts or render the amount of allowance for impairment losses on receivables in the Group and in the Company inadequate to any substantial extent, or
- ii) that would render the value attributed to the current assets in the financial statements of the Group and of the Company misleading, or
- iii) which have arisen which render adherence to the existing method of valuation of assets or liabilities of the Group and of the Company misleading or inappropriate, or
- iv) not otherwise dealt with in this report or the financial statements, that would render any amount stated in the financial statements of the Group and of the Company misleading.

The contingent liabilities are disclosed in Note 29 to the financial statements. At the date of this report, there does not exist:

- i) any charge on the assets of the Group or of the Company that has arisen since the end of the financial year and which secures the liabilities of any other person, or
- ii) any contingent liability in respect of the Group or of the Company that has arisen since the end of the financial year.

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

In the opinion of the Directors, the financial performance of the Group and of the Company for the financial year ended 31 December 2013 have not been substantially affected by any item, transaction or event of a material and unusual nature nor has any such item, transaction or event occurred in the interval between the end of that financial year and the date of this report.

Auditors

The auditors, Messrs. Crowe Horwath, have indicated their willingness to accept re-appointment.

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

.....
Mac Ngan Boon @ Mac Yin Boon

.....
Mac Chung Hui

Klang,

Date: 18 April 2014

STATEMENTS OF FINANCIAL POSITION

AS AT 31 DECEMBER 2013

	Note	Group		Company	
		31.12.2013 RM'000	31.12.2012 RM'000	31.12.2013 RM'000	31.12.2012 RM'000
Assets					
Property, plant and equipment	3	185,383	175,119	-	-
Intangible assets	4	2,946	4,896	-	-
Investment property	5	-	-	50,417	50,545
Investment in subsidiaries	6	-	-	45,728	46,088
Investment in associates	7	17,539	13,285	19,190	15,025
Deferred tax assets	8	2,368	2,368	-	-
Receivables	9	4,933	-	21,262	15,100
Total non-current assets		213,169	195,668	136,597	126,758
Receivables, deposits and prepayments	9	289,659	289,920	55,616	58,321
Contract work-in progress	10	108,445	124,040	-	-
Inventories	11	188,498	184,566	-	-
Current tax assets		7,341	4,258	-	72
Derivative assets	12	-	1,185	-	-
Cash and cash equivalents	13	147,896	102,867	14,518	7,648
Total current assets		741,839	706,836	70,134	66,041
Total assets		955,008	902,504	206,731	192,799

	Note	Group		Company	
		31.12.2013 RM'000	31.12.2012 RM'000	31.12.2013 RM'000	31.12.2012 RM'000
Equity					
Share capital	14	107,606	106,000	107,606	106,000
Reserves		57,212	53,379	40,430	38,418
Retained earnings		233,314	182,308	42,655	33,254
Total equity attributable to owners of the Company		398,132	341,687	190,691	177,672
Non-controlling interests		3,234	4,501	-	-
Total equity		401,366	346,188	190,691	177,672
Liabilities					
Loans and borrowings	15	1,571	3,683	-	-
Deferred tax liabilities	8	8,291	6,122	-	-
Total non-current liabilities		9,862	9,805	-	-
Provision for warranties	16	36,229	39,111	-	-
Payables and accruals	17	206,675	222,344	6,174	5,940
Amount due to contract customers	10	234,956	206,310	-	-
Loans and borrowings	15	58,414	77,190	9,866	9,187
Current tax liabilities		5,304	1,556	-	-
Derivative liabilities	12	2,202	-	-	-
Total current liabilities		543,780	546,511	16,040	15,127
Total liabilities		553,642	556,316	16,040	15,127
Total equity and liabilities		955,008	902,504	206,731	192,799

The notes set on pages 50 to 105 are an integral part of these financial statements.

STATEMENTS OF PROFIT OR LOSS AND OTHER COMPREHENSIVE INCOME

FOR THE YEAR ENDED 31 DECEMBER 2013

	Note	Group		Company	
		2013 RM'000	2012 RM'000	2013 RM'000	2012 RM'000
Revenue	19	764,185	696,747	29,793	22,046
Cost of sales		(611,348)	(579,515)	-	-
Gross profit		152,837	117,232	29,793	22,046
Other income		817	863	-	-
Distribution costs		(10,313)	(9,878)	-	-
Administrative expenses		(58,612)	(45,111)	(6,039)	(3,980)
Results from operating activities		84,729	63,106	23,754	18,066
Interest income	20	2,837	7,854	2,562	3,140
Finance costs	21	(7,667)	(3,440)	(541)	(5,980)
Operating profit		79,899	67,520	25,775	15,226
Share of profit/(loss) after tax and minority interest of equity accounted associates		89	(836)	-	-
Profit before tax		79,988	66,684	25,775	15,226
Income tax	24	(14,993)	(5,529)	20	(120)
Profit for the year		64,995	61,155	25,795	15,106
Profit attributable to:					
Owners of the Company		67,400	61,746	25,795	15,106
Non-controlling interests		(2,405)	(591)	-	-
Profit for the year		64,995	61,155	25,795	15,106
Earnings per ordinary share (sen)					
- Basic	26	31.61	33.64		
- Diluted	26	31.02	32.85		

	Note	Group		Company	
		2013 RM'000	2012 RM'000	2013 RM'000	2012 RM'000
Profit for the year		64,995	61,155	25,795	15,106
Other comprehensive income for the financial year, net of tax					
Item that will not be reclassified subsequently to profit or loss					
Movement in revaluation of property, plant and equipment, net of tax		-	3,700	-	-
Item that may be reclassified subsequently to profit or loss					
Foreign currency translation differences for foreign operations		2,466	(1,146)	-	-
Other comprehensive income for the year, net of tax		2,466	2,554	-	-
Total comprehensive income for the year		67,461	63,709	25,795	15,106
Total comprehensive income attributable to:					
Owners of the Company		69,221	64,509	25,795	15,106
Non-controlling interests		(1,760)	(800)	-	-
Total comprehensive income for the year		67,461	63,709	25,795	15,106

The notes set on pages 50 to 105 are an integral part of these financial statements.

CONSOLIDATED STATEMENT OF CHANGES IN EQUITY

FOR THE YEAR ENDED 31 DECEMBER 2013

Group	Note	Share capital RM'000	Share premium RM'000	Translation reserve RM'000
At as 31 December 2011/1 January 2012		89,584	3,356	873
Profit for the financial year		-	-	-
Foreign currency translation differences for foreign operations		-	-	(937)
Movement in revaluation of property, plant and equipment, net of tax		-	-	-
Total comprehensive income for the financial year		-	-	(937)
Contribution by and distribution to owners of the Company				
- Acquisition of a subsidiary		-	-	-
- Share options exercised	18	577	347	-
- Transfer to share premium for share options exercised	18	-	485	-
- Share-based payments	18	-	-	-
- Issue of ordinary shares	18	15,839	32,252	-
- Dividend to shareholders	25	-	-	-
At 31 December 2012		106,000	36,440	(64)
At as 31 December 2012/1 January 2013		106,000	36,440	(64)
Profit for the financial year		-	-	-
Foreign currency translation differences for foreign operations		-	-	1,821
Movement in revaluation of property, plant and equipment, net of tax		-	-	-
Total comprehensive income for the financial year		-	-	1,821
Contribution by and distribution to owners of the Company				
- Acquisition of a subsidiary		-	-	-
- Share options exercised	18	1,606	1,023	-
- Transfer to share premium for share options exercised	18	-	1,322	-
- Share-based payments	18	-	-	-
- Dividend to shareholders	25	-	-	-
At 31 December 2013		107,606	38,785	1,757
		Note 14.1	Note 14.2	Note 14.3

<i>Attributable to owners of the Company</i> →						
<i>Non-distribution</i>				→ <i>Distribution</i>		
Revaluation reserve RM'000	Share option reserve RM'000	Treasury reserve RM'000	Retained earnings RM'000	Total RM'000	Non- controlling interests RM'000	Total equity RM'000
11,325	554	(21)	131,311	236,982	3,556	240,538
-	-	-	61,746	61,746	(591)	61,155
-	-	-	-	(937)	(209)	(1,146)
3,700	-	-	-	3,700	-	3,700
3,700	-	-	61,746	64,509	(800)	63,709
-	-	-	-	-	1,745	1,745
-	-	-	-	924	-	924
-	(485)	-	-	-	-	-
-	1,930	-	-	1,930	-	1,930
-	-	-	-	48,091	-	48,091
-	-	-	(10,749)	(10,749)	-	(10,749)
15,025	1,999	(21)	182,308	341,687	4,501	346,188
15,025	1,999	(21)	182,308	341,687	4,501	346,188
-	-	-	67,400	67,400	(2,405)	64,995
-	-	-	-	1,821	645	2,466
-	-	-	-	-	-	-
-	-	-	67,400	69,221	(1,760)	67,461
-	-	-	-	-	493	493
-	-	-	-	2,629	-	2,629
-	(1,322)	-	-	-	-	-
-	989	-	-	989	-	989
-	-	-	(16,394)	(16,394)	-	(16,394)
15,025	1,666	(21)	233,314	398,132	3,234	401,366
Note 14.4	Note 14.5	Note 14.6	Note 14.7			

CONSOLIDATED STATEMENT OF CHANGES IN EQUITY

FOR THE YEAR ENDED 31 DECEMBER 2013 (CONT'D)

Company	Note	← Non-distribution →			→ Distribution		Total equity RM'000
		Share capital RM'000	Share premium RM'000	Share option reserve RM'000	Treasury shares RM'000	Retained earnings RM'000	
At 1 January 2012		89,584	3,356	554	(21)	28,897	122,370
Profit for the financial year/ Total comprehensive income for the financial year		-	-	-	-	15,106	15,106
Contribution by and distribution to owners of the Company :							
- Share options exercised	18	577	347	-	-	-	924
- Transfer to share premium for share options exercised		-	485	(485)	-	-	-
- Share-based payments	18	-	-	1,930	-	-	1,930
- Issue of ordinary shares	18	15,839	32,252	-	-	-	48,091
- Dividend to shareholders	25	-	-	-	-	(10,749)	(10,749)
At 31 December 2012/ 1 January 2013		106,000	36,440	1,999	(21)	33,254	177,672
Profit for the financial year/ Total comprehensive income for the financial year		-	-	-	-	25,795	25,795
Contribution by and distribution to owners of the Company :							
- Share options exercised	18	1,606	1,023	-	-	-	2,629
- Transfer to share premium for share options exercised		-	1,322	(1,322)	-	-	-
- Share-based payments	18	-	-	989	-	-	989
- Dividend to shareholders	25	-	-	-	-	(16,394)	(16,394)
At 31 December 2013		107,606	38,785	1,666	(21)	42,655	190,691
		Note 14.1	Note 14.2	Note 14.5	Note 14.6	Note 14.7	

The notes set on pages 50 to 105 are an integral part of these financial statements.

STATEMENTS OF CASH FLOWS

FOR THE YEAR ENDED 31 DECEMBER 2013

	Note	Group		Company	
		2013 RM'000	2012 RM'000	2013 RM'000	2012 RM'000
Cash flows from operating activities					
Profit before tax		79,988	66,684	25,775	15,226
Adjustments for:					
Amortisation of intangible assets		1,614	2,220	-	-
Allowance for impairment losses on receivables		3,779	2,147	-	-
Allowance for impairment losses on receivables written back					
- third parties		(3,879)	(2,197)	-	-
- associate		-	(633)	-	-
Depreciation expenses					
- investment property		-	-	128	128
- property, plant and equipment		15,341	12,424	-	-
Dividend income from subsidiaries		-	-	(27,563)	(21,754)
Finance costs	21	7,667	3,440	541	5,980
Finance income	20	(2,837)	(7,854)	(2,562)	(3,140)
Gain on disposal of property, plant and equipment		(37)	(367)	-	-
Net unrealised (gain)/loss on foreign exchange		(2,572)	(1,005)	775	64
Property, plant and equipment written off		76	31	-	-
Provision for warranties		8,118	35,852	-	-
Share-based payments		989	1,930	989	1,930
Share of loss of equity accounted associates		(89)	836	-	-
Reversal of provision for warranties		(6,045)	(2,087)	-	-
Writedown of inventories		776	1,514	-	-
Provision for diminution		-	-	360	-
Operating profit/(loss) before changes in working capital		102,889	112,935	(1,557)	(1,566)
Changes in working capital:					
Development costs		-	(806)	-	-
Inventories		(15,591)	(2,230)	-	-
Payables and accruals		(5,195)	83,273	(563)	6,313
Receivables, deposits and prepayments		18,050	(146,020)	26,217	17,534
Interest received		1,387	7,854	252	453
Interest paid		(1,576)	(1,948)	-	-
Provision paid		(5,084)	(1,138)	-	-
Taxes paid		(12,474)	(9,353)	92	(17)
Net cash generated from operating activities		82,406	42,567	24,441	22,717

STATEMENTS OF CASH FLOWS

FOR THE YEAR ENDED 31 DECEMBER 2013 (CONT'D)

	Note	Group		Company	
		31.12.2013 RM'000	31.12.2012 RM'000	31.12.2013 RM'000	31.12.2012 RM'000
Cash flows from investing activities					
Acquisition of property, plant and equipment	(i)	(13,834)	(33,094)	-	(2,582)
Acquisition of subsidiary, net cash inflow	31	493	1,745	-	-
Acquisition of an associate		(4,165)	(8,389)	(4,165)	(8,389)
Increase of investment in subsidiary		-	-	-	(5,334)
Proceeds from disposal of property, plant and equipment		2,147	2,041	-	-
Net cash used in investing activities		(15,359)	(37,697)	(4,165)	(16,305)
Cash flows from financing activities					
Dividend paid to shareholders of the Company	25	(16,394)	(10,749)	(16,394)	(10,749)
Interest paid		(609)	(633)	(320)	(263)
Proceeds from issue of shares under ESOS scheme		2,629	924	2,629	924
Net (repayment of)/proceeds from revolving credit		679	(301)	679	(301)
Payment of finance lease liabilities		(197)	(198)	-	-
Net repayment of term loans		(591)	(1,922)	-	-
Net repayment from bank overdraft		(404)	-	-	-
Net cash used in financing activities		(14,887)	(12,879)	(13,406)	(10,389)
Exchange differences on translation of the financial statements of foreign operations					
		(8,552)	(1,022)	-	-
Net increase/(decrease) in cash and cash equivalents		43,608	(9,031)	6,870	(3,977)
Effect of exchange rate fluctuations on cash held					
Cash and cash equivalents at 1 January	(ii)	100,117	114,896	7,648	11,625
Cash and cash equivalents at 31 December	(ii)	145,550	100,117	14,518	7,648

(i) Cash and cash equivalents

Excludes the purchase of fabrication yard of RM Nil (2012 – RM48,091,000) for the Group and the Company from the ultimate holding company which was financed via issuance of shares.

(ii) Cash and cash equivalents

Cash and cash equivalents included in the statements of cash flows comprise the following statement of financial position amounts:

	Note	Group		Company	
		2013 RM'000	2012 RM'000	2013 RM'000	2012 RM'000
Cash and bank balances	13	94,134	88,072	5,678	3,206
Deposits placed with licensed banks	13	53,762	14,795	8,840	4,442
Bank overdrafts repayable on demand	15	(2,346)	(2,750)	-	-
		145,550	100,117	14,518	7,648

The notes set on pages 50 to 105 are an integral part of these financial statements.

NOTES TO THE FINANCIAL STATEMENTS

Favelle Favco Berhad is a public limited liability company, incorporated and domiciled in Malaysia and listed on the Main Market of Bursa Malaysia Securities Berhad. The address of its registered office and principal place of business are as follows:

Registered office/Principal place of business

Lot 586, 2nd Mile,
Jalan Batu Tiga Lama,
41300 Klang, Selangor Darul Ehsan

The consolidated financial statements of the Company as at and for the financial year ended 31 December 2013 comprise the Company and its subsidiaries (together referred to as the Group) and the Group's interest in associates. The financial statements of the Company as at and for the financial year ended 31 December 2013 do not include other entities.

The Company is principally engaged in investment holding whilst the principal activities of the subsidiaries and associates are stated in Notes 6 and 7 respectively to the financial statements.

The ultimate holding company during the financial year was Muhibbah Engineering (M) Bhd. which was incorporated in Malaysia.

The financial statements were authorised for issue by the Board of Directors on 18 April 2014.

1. Basis of preparation

(a) Statement of compliance

These 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 Companies Act 1965 in Malaysia.

- (a) The following are accounting standards, amendments and interpretations of the MFRS framework that have been issued by the Malaysian Accounting Standards Board ("MASB") have been adopted by the Group and the Company:-

MFRSs and IC Interpretations (Including The Consequential Amendments)

MFRS 10 *Consolidated Financial Statements*
MFRS 11 *Joint Arrangements*
MFRS 12 *Disclosure of Interests in Other Entities*
MFRS 13 *Fair Value Measurement*
MFRS 119 (2011) *Employee Benefits*
MFRS 127 (2011) *Separate Financial Statements*
MFRS 128 (2011) *Investments in Associates and Joint Ventures*
Amendments to MFRS 7: *Disclosures – Offsetting Financial Assets and Financial Liabilities*
Amendments to MFRS 10, MFRS 11 and MFRS 12: *Transition Guidance*
Amendments to MFRS 101: *Presentation of Items of Other Comprehensive Income*
IC Interpretation 20 *Stripping Costs in the Production Phase of a Surface Mine*
Annual Improvements to MFRSs 2009 – 2011 Cycle

The adoption of the above accounting standards and interpretations (including the consequential amendments) did not have any material impact on the Group and the Company's financial statements.

1. Basis of preparation (continued)

(a) Statement of compliance (continued)

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

MFRSs and IC Interpretations (Including the Consequential Amendments)	Effective date
<ul style="list-style-type: none"> • MFRS 9 (2009) Financial Instruments • MFRS 9 (2010) Financial Instruments • MFRS 9 Financial Instruments (Hedge Accounting and Amendments to MFRS 7, MFRS 9 and MFRS 139) • Amendments to MFRS 9 and MFRS 7: Mandatory Effective Date of MFRS 9 and Transition Disclosures • Amendments to MFRS 10, MFRS 12 and MFRS 127 (2011): Investment Entities • Amendments to MFRS 119: Defined Benefit Plans – Employee Contributions • Amendment to MFRS 132: Offsetting Financial Assets and Financial Liabilities • Amendment to MFRS 136: Recoverable Amount Disclosures for Non-Financial Assets • Amendment to MFRS 139: Novation of Derivatives and Continuation of Hedge Accounting • IC Interpretation 21 Levies • Annual Improvements to MFRSs 2010 – 2012 Cycle • Annual Improvements to MFRSs 2011 – 2013 Cycle 	<div style="display: flex; align-items: center;"> <div style="font-size: 3em; margin-right: 10px;">}</div> <div style="text-align: left;"> <p>To be announced by MASB</p> </div> </div> <div style="display: flex; align-items: flex-start;"> <div style="margin-right: 20px;">1 January 2014</div> <div style="margin-right: 20px;">1 July 2014</div> <div style="margin-right: 20px;">1 January 2014</div> <div style="margin-right: 20px;">1 January 2014</div> <div style="margin-right: 20px;">1 January 2014</div> <div style="margin-right: 20px;">1 January 2014</div> <div style="margin-right: 20px;">1 July 2014</div> <div style="margin-right: 20px;">1 July 2014</div> </div>

(b) Basis of measurement

The financial statements have been prepared on the historical cost basis except as disclosed in the notes to the financial statements.

(c) Functional and presentation currencies

These financial statements are presented in Ringgit Malaysia (“RM”), which is the Company’s functional currency. All financial information is presented in RM and has been rounded to the nearest thousand, unless otherwise stated.

(d) Use of estimates and judgements

The preparation of financial statements in conformity with MFRS 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 estimates are revised and in any future periods affected.

NOTES TO THE FINANCIAL STATEMENTS (CONT'D)

1. Basis of preparation (continued)

(d) Use of estimates and judgements (continued)

There are no significant areas of estimation of uncertainty and critical judgements in applying accounting policies that have significant effect on the amounts recognised in the financial statements other than those disclosed in the following notes:

- Note 2 (c) – financial instruments
- Note 2 (d)(iii) – depreciation
- Note 2 (e) – leased assets
- Note 2 (g) – investment property
- Note 2 (q) – interest income
- Note 2 (r) – borrowing costs
- Note 2 (s) – income tax
- Note 2 (u) – segment reporting

2. Significant accounting policies

The accounting policies set out below have been applied consistently to the periods presented in these financial statements and have been applied consistently by Group entities, unless otherwise stated.

(a) Basis of consolidation

(i) Subsidiaries

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

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

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

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

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

2. Significant accounting policies (continued)

(a) Basis of consolidation (continued)

(ii) Business combinations

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

For new acquisitions, the Group measures the cost of goodwill at the acquisition date as:

- the fair value of the consideration transferred; plus the recognised amount of any non-controlling interests in the acquiree; plus
- the recognised amount of any non-controlling interests in the acquiree; plus
- if the business combination is achieved in stages, the fair value of the existing equity interest in the acquiree; less
- the net recognised amount (generally fair value) of the identifiable assets acquired and liabilities assumed.

When the excess is negative, a bargain purchase gain is recognised immediately in profit or loss.

For each business combination, the Group elects whether it measures the non-controlling interests in the acquiree either at fair value or at the proportionate share of the acquiree's identifiable net assets at the acquisition date.

Transaction costs, other than those associated with the issue of debt or equity securities, that the Group incurs in connection with a business combination are expenses as incurred.

(iii) Acquisitions of non-controlling interests

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

(iv) Loss of control

Upon the loss of control of a subsidiary, the Group derecognises the assets and liabilities of the former subsidiary, any non-controlling interests and the other components of equity related to the former subsidiary from the consolidated statement of financial position. Any surplus or deficit arising on the loss of control is recognised in profit or loss. If the Group retains any interest in the former subsidiary, then such interest is measured at fair value at the date that control is lost. Subsequently it is accounted for as an equity accounted investee or as an available-for-sale financial asset depending on the level of the influence retained.

NOTES TO THE FINANCIAL STATEMENTS (CONT'D)

2. Significant accounting policies (continued)

(a) Basis of consolidation (continued)

(v) Associates

Associates are entities, including unincorporated entities, in which the Group has significant influence, but not control, over the financial and operating policies.

Investments in associates are accounted for in the consolidated financial statements using the equity method less any impairment losses, unless it is classified as held for sale or distribution. The cost of the investment includes transaction costs. The consolidated financial statements include the Group's share of the profit or loss and other comprehensive income of the associates, after adjustments, if any, to align the accounting policies with those of the Group, from the date that significant influence commences until the date that significant influence ceases.

When the Group's share of losses exceeds its interest in an associate, the carrying amount of that interest including any long-term investments is reduced to zero, and the recognition of further losses is discontinued except to the extent that the Group has an obligation or has made payments on behalf of the associate.

When the Group ceases to have significant influence over an associate, any retained interest in the former associate at the date when significant influence is lost is measured at fair value and this amount is regarded as the initial carrying amount of a financial asset. The difference between the fair value of any retained interest plus proceeds from the interest disposed of and the carrying amount of the investment at the date when equity method is discontinued is recognised in the profit or loss.

When the Group's interest in an associate decreases but does not result in a loss of significant influence, any retained interest is not re-measured. Any gain or loss arising from the decrease in interest is recognised in profit or loss. Any gains or losses previously recognised in other comprehensive income are also reclassified proportionately to the profit or loss if that gain or loss would be required to be reclassified to profit or loss on the disposal of the related assets or liabilities.

Investments in associates are measured in the Company's statement of financial position at cost less any impairment losses, unless the investment is classified as held for sale or distribution. The cost of investments includes transaction costs.

(vi) Affiliated company

An affiliated company to the Group is a company in which the ultimate holding company holds a long term investment of between 20% to 50% of the equity.

(vii) Non-controlling interests

Non-controlling interests at the end of the reporting period, being the equity in a subsidiary not attributable directly or indirectly to equity holders of the Company, are presented in the consolidated statement of financial position and statement of changes in equity within equity, separately from equity attributable to the owners of the Company. Non-controlling interests in the results of the Group is presented in the consolidated statement of profit or loss and other comprehensive income as an allocation of the profit or loss and the comprehensive income for the year between non-controlling interests and the owners of the Company.

Losses applicable to the non-controlling interests in a subsidiary are allocated to the non-controlling interests even if doing so causes the non-controlling interests to have a deficit balance.

2. Significant accounting policies (continued)

(a) Basis of consolidation (continued)

(viii) *Transactions eliminated on consolidation*

Intra-group balances and transactions, and any unrealised income and expenses arising from intra-group transactions, are eliminated in preparing the consolidated financial statements.

Unrealised gains arising from transaction with equity-accounted associates are eliminated against the investment to the extent of the Group's interest in the associates. Unrealised losses are eliminated in the same way as unrealised gains, but only to the extent that there is no evidence of impairment.

(b) Foreign currency

(i) *Foreign currency transactions*

Transactions in foreign currencies are translated to the respective functional currencies of Group entities at exchange rates at the dates of the transactions.

Monetary assets and liabilities denominated in foreign currencies at the end of the reporting period are retranslated to the functional currency at the exchange rate at that date.

Non-monetary assets and liabilities denominated in foreign currencies are not retranslated at the end of the reporting date except for those that are measured at fair value are retranslated to the functional currency at the exchange rate at the date that the fair value was determined.

Foreign currency differences arising from retranslation are recognised in profit or loss, except for differences arising from the retranslation of available-for-sale equity instruments or a financial instrument designated as a hedge of currency risk, which are recognised in other comprehensive income.

(ii) *Operations denominated in functional currencies other than Ringgit Malaysia*

The assets and liabilities of operations denominated in functional currencies other than RM, including goodwill and fair value adjustments arising on acquisition, are translated to RM at exchange rates at the end of the reporting period, except for goodwill and fair value adjustments arising from business combinations before 1 January 2011 which are treated as assets and liabilities of the Company. The income and expenses of foreign operations in functional currencies other than RM are translated to RM at exchange rates at the dates of the transactions.

Foreign currency differences are recognised in other comprehensive income and accumulated in the foreign currency translation reserve ("FCTR") in equity. However, if the operation is a non-wholly-owned subsidiary, then the relevant proportionate share of the translation difference is allocated to the non-controlling interests. When a foreign operation is disposed of such that control, significant influence or joint control is lost, the accumulative amount in the FCTR related to that foreign operation is reclassified to profit or loss as part of the profit or loss on disposal.

When the Group disposes of only part of its interest in a subsidiary that includes a foreign operation while retaining control, the relevant proportion of the cumulative amount is reattributed to non-controlling interests. When the Group disposes of only part of its investment in an associate or joint venture that includes a foreign operation while retaining significant influence or joint control, the relevant proportion of the cumulative amount is reclassified to profit or loss.

NOTES TO THE FINANCIAL STATEMENTS (CONT'D)

2. Significant accounting policies (continued)

(b) Foreign currency (continued)

(ii) Operations denominated in functional currencies other than Ringgit Malaysia (continued)

In the consolidated financial statements, when settlement of a monetary item receivable from or payable to a foreign operation is neither planned nor likely in the foreseeable future, foreign exchange gains and losses arising from such a monetary item are considered to form part of a net investment in a foreign operation and are recognised in other comprehensive income, and are presented in the FCTR in equity.

(c) Financial instruments

(i) Initial recognition and measurement

A financial asset or financial liability is recognised in the statement of financial position when, and only when, the Group or the Company becomes a party to the contractual provisions of the instrument. A finance instrument is recognised initially, at its fair value plus, in the case of a financial instrument not at fair value through profit or loss, transaction costs that are directly attributable to the acquisition or issue of the financial instrument.

An embedded derivative is recognised separately from the host contract and accounted for as a derivative if, and only if, it is not closely related to the economic characteristics and risks of the host contract and the host contract is not categorised at fair value through profit or loss. The host contract, in the event an embedded derivative is recognised separately, is accounted for in accordance with policy applicable to the nature of the host contract.

(ii) Financial instrument categories and subsequent measurement

The Group and the Company categorises financial instruments as follows:

Financial assets

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

Fair value through profit or loss category comprises financial assets that are held for trading, including derivatives (except for a derivative that is a financial guarantee contract or designated and effective hedging instrument) or financial assets that are specifically designated into this category upon initial recognition.

Derivatives that are linked to and must be settled by delivery of unquoted equity instruments whose fair values cannot be reliably measured are measured at cost.

Other financial assets categorised as fair value through profit or loss are subsequently measured at their fair values with the gain or loss recognised in profit or loss.

(b) Loans and receivables

Loans and receivables category comprises debt instruments that are not quoted in an active market.

Financial assets categorised as loans and receivables are subsequently measured at amortised cost using the effective interest method.

All financial assets, except for those measured at fair value through profit or loss, are subject to review for impairment.

2. Significant accounting policies (continued)

(c) Financial instruments (continued)

(ii) *Financial instrument categories and subsequent measurement (continued)*

(b) *Loans and receivables (continued)*

Financial liabilities

All financial liabilities are subsequently measured at amortised cost other than those categorised as fair value through profit or loss.

Fair value through profit or loss category comprises financial liabilities that are held for trading, derivatives (except for a derivative that is a financial guarantee contract or a designated and effective hedging instrument) or financial liabilities that are specifically designated into this category upon initial recognition.

Derivatives that are linked to and must be settled by delivery of unquoted equity instruments whose fair values cannot be reliably measured are measured at cost.

Other financial liabilities categorised as fair value through profit or loss are subsequently measured at their fair values with the gain or loss recognised in profit or loss.

(iii) *Regular way purchase or sale of financial assets*

A regular way purchase or sale is a purchase or sale of a financial asset under a contract whose terms require delivery of the asset within the time frame established generally by regulation or convention in the marketplace concerned.

A regular way purchase or sale of financial assets is recognised and derecognised, as applicable, using trade date accounting. Trade date accounting refers to:

- (a) the recognition of an asset to be received and the liability to pay for it on the trade date, and
- (b) derecognition of an asset that is sold, recognition of any gain or loss on disposal and the recognition of a receivable from the buyer for payment on the trade date.

(iv) *Derecognition*

A financial asset or part of it is derecognised when, and only when the contractual rights to the cash flows from the financial asset expire or the financial asset is transferred to another party without retaining control or substantially all risks and rewards of the asset. On derecognition of a financial asset, the difference between the carrying amount and the sum of the consideration received (including any new asset obtained less any new liability assumed) and any cumulative gain or loss that had been recognised in equity is recognised in profit or loss.

A financial liability or a part of it is derecognised when, and only when, the obligation specified in the contract is discharged or cancelled or expires. On the derecognition of a financial liability, the difference between the carrying amount of the financial liability extinguished or transferred to another party and the consideration paid, including any non-cash assets transferred or liabilities assumed, is recognised in profit or loss.

NOTES TO THE FINANCIAL STATEMENTS (CONT'D)

2. Significant accounting policies (continued)

(d) Property, plant and equipment

(i) Recognition and measurement

Items of property, plant and equipment are measured at cost/valuation less any accumulated depreciation and any accumulated impairment losses.

The Group and the Company adopted the policy to revalue their freehold land and leasehold land every 5 years or at shorter intervals whenever the fair values of the freehold land and leasehold land are expected to differ materially from their carrying values.

Surpluses arising from the revaluation are recognised in other comprehensive income and accumulated in equity under the revaluation reserve. Deficits arising from the revaluation, to the extent that they are not supported by any previous revaluation surpluses, are recognised in profit or loss.

Cost includes expenditures that are directly attributable to the acquisition of the asset and any other costs directly attributable to bringing the asset to working condition for its intended use, and the cost of dismantling and removing the items and restoring the site on which they are located. The cost of self-constructed assets includes the cost of materials and direct labour. For qualifying assets, borrowing costs are capitalised in accordance with the accounting policy on borrowing costs. Purchased software that is integral to the functionality of the related equipment is capitalised as part of that equipment.

The cost of property, plant and equipment recognised as a result of a business combination is based on fair value at acquisition date. The fair value of property is the estimated amount for which a property could be exchanged between knowledgeable willing parties in an arm's length transaction after proper marketing wherein the parties had each acted knowledgeably, prudently and without compulsion. The fair value of other items of plant and equipment is based on the quoted market prices for similar items when available and replacement cost when appropriate.

When significant parts of an item of property, plant and equipment have different useful lives, they are accounted for as separate items (major components) of property, plant and equipment.

The gain or loss on disposal of an item of property, plant and equipment is determined by comparing the proceeds from disposal with the carrying amount of property, plant and equipment and is recognised net within "other income" or "other expenses" respectively in profit or loss. When revalued assets are sold, the amounts included in the revaluation surplus reserve are transferred to retained earnings.

(ii) Subsequent costs

The cost of replacing a component of an item of property, plant and equipment is recognised in the carrying amount of the item if it is probable that the future economic benefits embodied within the component will flow to the Group or the Company and its cost can be measured reliably. The carrying amount of the replaced component is derecognised to profit or loss. The costs of the day-to-day servicing of property, plant and equipment are recognised in profit or loss as incurred.

2. Significant accounting policies (continued)

(d) Property, plant and equipment

(iii) Depreciation

Depreciation is recognised in profit or loss on a straight-line basis over the estimated useful lives of each component of an item of property, plant and equipment. Leased assets are depreciated over the shorter of the lease term and their useful lives unless it is reasonably certain that the Group will obtain ownership by the end of the lease term. Freehold land is not depreciated. Property, plant and equipment under construction are not depreciated until the assets are ready for their intended use.

The estimated useful lives for the current and comparative periods are as follows:

- | | |
|---------------------------------------|---------------|
| • buildings | 10 - 50 years |
| • cranes | 10 - 15 years |
| • plant, equipment and motor vehicles | 3 - 13 years |

Depreciation methods, useful lives and residual values are reassessed at the end of each reporting period.

(e) Leased assets

(i) Finance lease

Leases in terms of which the Group or the Company assumes substantially all the risks and rewards of ownership are classified as finance leases. Upon initial recognition, the leased asset is measured at an amount equal to the lower of its fair value and the present value of the minimum lease payments. Subsequent to initial recognition, the asset is accounted for in accordance with the accounting policy applicable to that asset.

Minimum lease payments made under finance leases are apportioned between the finance expense and the reduction of the outstanding liability. The finance expense is allocated to each period during the lease term so as to produce a constant periodic rate of interest on the remaining balance of the liability. Contingent lease payments are accounted for by revising the minimum lease payments over the remaining term of the lease when the lease adjustment is confirmed.

Leasehold land which in substance is a finance lease is classified as property, plant and equipment.

(ii) Operating lease

Other leases are operating leases and the leased assets are not recognised in the Group's statement of financial position.

Payments made under operating leases are recognised in profit or loss on a straight-line basis over the term of the lease. Lease incentives received are recognised in profit or loss as an integral part of the total lease expense, over the term of the lease. Contingent rentals are charged to profit or loss in the reporting period in which they are incurred.

NOTES TO THE FINANCIAL STATEMENTS (CONT'D)

2. Significant accounting policies (continued)

(f) Intangible assets

(i) Goodwill

Goodwill arises on business combinations and is measured at cost less any accumulated impairment losses. In respect of equity accounted associates, the carrying amount of goodwill is included in the carrying amount of the investment and an impairment loss on such an investment is not allocated to any asset, including goodwill, that forms part of the carrying amount of the equity accounted associates.

Goodwill with indefinite useful lives are not amortised but are tested for impairment at the end of each reporting period and whenever there is an indication that goodwill may be impaired.

(ii) Research and development

Expenditure on research activities, undertaken with the prospect of gaining new scientific or technical knowledge and understanding, is recognised in profit or loss as incurred.

Expenditure on development activities, whereby the application of research findings are applied to a plan or design for the production of new or substantially improved products and processes is capitalised only if development cost can be measured reliably, the product or process is technically and commercially feasible, future economic benefits are probable and the Group intends to and has sufficient resources to complete development and to use or sell the asset.

The expenditure capitalised includes the cost of materials, direct labour and overhead costs that are directly attributable to preparing the asset for its intended use. For qualifying assets, borrowing costs are capitalised in accordance with the accounting policy on borrowing costs. Other development expenditure is recognised in profit or loss as incurred.

Capitalised development expenditure is measured at cost less any accumulated amortisation and any accumulated impairment losses.

(iii) Intellectual property

Intellectual property consists of rights to trade name, knowhow and industrial property rights and is stated at cost less any accumulated amortisation and any impairment losses.

(iv) Subsequent expenditure

Subsequent expenditure is capitalised only when it increases the future economic benefits embodied in the specific asset to which it relates. All other expenditure, including expenditure on internally generated goodwill and brands, is recognised in profit or loss as incurred.

(v) Amortisation

Intangible assets with indefinite useful lives are not amortised but are tested for impairment annually and whenever there is an indication that they may be impaired. Other intangible assets are amortised from the date that they are available for use. Amortisation of intangible assets is recognised to profit or loss on a straight-line basis over the estimated useful lives of intangible assets of 5 to 10 years.

2. Significant accounting policies (continued)

(g) Investment property

Investment properties carried at cost

Investment properties are properties which are owned or held under a leasehold interest to earn rental income or for capital appreciation or for both, but not for sale in the ordinary course of business, use in the production or supply of goods or services or for administrative purpose.

Investment properties are stated at cost less accumulated depreciation and impairment losses, consistent with the accounting policy for property, plant and equipment as stated in accounting policy Note 2(d).

Where the fair value of the investment property under construction is not reliably determined, the investment property under construction is measured at cost until either its fair value becomes reliably determinable or construction is complete, whichever is earlier.

Transfers between investment property and property, plant and equipment do not change the carrying amount and the cost of the property transferred.

An investment property is derecognised on its disposal, or when it is permanently withdrawn from use and no future economic benefits are expected from its disposal. The difference between the net disposal proceeds and the carrying amount is recognised in profit or loss in the period in which the item is derecognised.

(h) Inventories

Inventories are measured at the lower of cost and net realisable value. Cost of crane components comprises the original purchase price plus incidentals in bringing these inventories to their present location and condition. Cost of work-in-progress and assembled cranes consists of crane components, direct labour and an appropriate proportion of fixed and variable production overheads. Crane components are determined on a first-in, first-out basis. Cost of work-in-progress and assembled cranes is determined on a specific identification basis.

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) Contract work-in-progress/Amount due to contract customers

Contract work-in-progress represents the gross unbilled amount expected to be collected from customers for contract work performed to date. It is measured at cost plus profit recognised to date less progress billing and recognised losses. Cost includes all expenditure related directly to specific projects and an allocation of fixed and variable overheads incurred in the Group's contract activities based on normal operating capacity. For qualifying contracts, borrowing costs are capitalised in accordance with the accounting policy on borrowing costs.

Contract work-in-progress is presented as part of total current assets in the statements of financial position for all contracts in which costs incurred plus recognised profits exceed progress billings. If progress billings exceed costs incurred plus profit recognised, then the difference is presented as amount due to contract customers which is part of the deferred income in the statement of financial position.

NOTES TO THE FINANCIAL STATEMENTS (CONT'D)

2. Significant accounting policies (continued)

(j) Cash and cash equivalents

Cash and cash equivalents consist of cash on hand, balances and deposits with banks and highly liquid investments which have an insignificant risk of changes in fair value. For the purpose of statements of cash flows, cash and cash equivalents are presented net of bank overdrafts.

(k) Impairment

(i) Financial assets

All financial assets (except for financial assets categorised as fair value through profit or loss, investment in subsidiaries and investment in associates) are assessed at each reporting date whether there is any objective evidence of impairment as a result of one or more events having an impact on the estimated future cash flows of the asset. Losses expected as a result of future events, no matter how likely, are not recognised. For an investment in an equity instrument, a significant or prolonged decline in the fair value below its cost is an objective evidence of impairment.

An impairment loss in respect of loans and receivables is recognised in profit or loss and is measured as the difference between the asset's carrying amount and the present value of estimated future cash flows discounted at the asset's original effective interest rate. The carrying amount of the asset is reduced through the use of an allowance account.

An impairment loss in respect of unquoted equity instrument that is carried at cost is recognised in profit or loss and is measured as the difference between the asset's carrying amount and the present value of estimated future cash flows discounted at the current market rate of return for a similar financial asset.

Impairment losses recognised in profit or loss for an investment in an equity instrument classified as available for sale is not reversed through the profit or loss.

If, in a subsequent period, the fair value of a debt instrument increases and the increase can be objectively related to an event occurring after the impairment loss was recognised in profit or loss, the impairment loss is reversed, to the extent that the asset's carrying amount does not exceed what the carrying amount would have been had the impairment not been recognised at the date the impairment is reversed. The amount of the reversal is recognised in the profit or loss.

(ii) Other assets

The carrying amounts of other assets (except for inventories, amount due from contract customers, deferred tax asset, assets arising from employee benefits, investment property measured in fair value and non-current assets classified as held for sale) are reviewed at the end of each reporting period to determine whether there is any indication of impairment. If any such indication exists, then the asset's recoverable amount is estimated. For goodwill, and intangible assets that have indefinite useful lives or that are not yet available for use, the recoverable amount is estimated each period at the same time.

For the purpose of impairment testing, assets are grouped together into the smallest group of assets that generates cash inflows from continuing use that are largely independent of the cash inflows of other assets or cash-generating units. Subject to an operating segment ceiling test, for the purpose of goodwill impairment testing, cash-generating units to which goodwill has been allocated are aggregated so that the level at which impairment testing is performed reflects the lowest level at which goodwill is monitored for internal reporting purposes. The goodwill acquired in a business combination, for the purpose of impairment testing, is allocated to group of cash-generating units that are expected to benefit from the synergies of the combination.

2. Significant accounting policies (continued)

(k) Impairment (continued)

(ii) Other assets (continued)

The recoverable amount of an asset or cash-generating unit is the greater of its value in use and its fair value less costs to sell. In assessing value in use, the estimated future cash flows 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 or cash-generating unit. An impairment loss is recognised if the carrying amount of an asset or its related cash-generating unit exceeds its estimated recoverable amount.

Impairment losses are recognised in the profit or loss. Impairment losses recognised in respect of cash-generating units are allocated first to reduce the carrying amount of any goodwill allocated to the cash-generating unit (group of cash generating units) and then to reduce the carrying amounts of the other assets in the cash-generating unit (groups of cash-generating units) on a pro rata basis.

An impairment loss in respect of goodwill is not reversed. In respect of other assets, impairment losses recognised in prior periods are assessed at the end of each reporting period for any indications that the loss has decreased or no longer exists. An impairment loss is reversed if there has been a change in the estimates used to determine the recoverable amount since the last impairment loss was recognised. An impairment loss is reversed only to the extent that the asset's carrying amount does not exceed the carrying amount that would have been determined, net of depreciation or amortisation, if no impairment loss had been recognised. Reversals of impairment losses are credited to profit or loss in the year in which the reversals are recognised.

(l) Equity instruments

Instruments classified as equity are measured at cost on initial recognition and are not re-measured subsequently.

(i) Issue expenses

Costs directly attributable to issue of instruments classified as equity are recognised as a deduction from equity.

(ii) Ordinary shares

Ordinary shares are classified as equity.

(iii) Repurchase of share capital

When share capital recognised as equity is repurchased, the amount of the consideration paid, including directly attributable costs, net of any tax effects, is recognised as a deduction from equity. Repurchased shares that are not subsequently cancelled are classified as treasury shares in the statement of changes in equity.

When treasury shares are distributed as share dividends, the cost of the treasury shares is applied in the reduction of the share premium account or distributable reserves, or both.

When treasury shares are sold or reissued subsequently, the difference between the sales consideration net of directly attributable costs and the carrying amount of the treasury shares is recognised in equity, and the resulting surplus or deficit on the transaction is presented in share premium.

NOTES TO THE FINANCIAL STATEMENTS (CONT'D)

2. Significant accounting policies (continued)

(m) Loans and borrowings

Loans and borrowings are initially recognised at fair value (net of transaction costs) and subsequently carried at amortised cost. Any difference between the proceeds (net of transaction costs) and redemption value is recognised in the profit or loss over the period of the loans and borrowings using the effective interest method.

(n) Employee benefits

(i) Short-term employee benefits

Short-term employee benefit obligations in respect of salaries, annual bonuses, paid annual leave and sick leave are measured on an undiscounted basis and are expensed as the related service is provided.

A liability is recognised for the amount expected to be paid under short-term cash bonus or profit-sharing plans if the Group has a present legal or constructive obligation to pay this amount as a result of past service provided by the employee and the obligation can be estimated reliably.

The Group's contributions to the Employees Provident Fund are charged to profit or loss in the year to which they relate. Once the contributions have been paid, the Group has no further payment obligations.

(ii) Share-based payment transactions

The grant date fair value of share-based payment granted to employees is recognised as an employee expense, with a corresponding increase in equity, over the period that the employees unconditionally become entitled to the awards. The amount recognised as an expense is adjusted to reflect the number of awards for which the related service and non-market vesting conditions are expected to be met, such that the amount ultimately recognised as an expense is based on the number of awards that meet the related service and non-market performance conditions at the vesting date.

(o) Provisions

A provision is recognised if, as a result of a past event, the Group has a present legal or constructive obligation that can be estimated reliably, and it is probable that an outflow of economic benefits will be required to settle the obligation. Provisions are determined by discounting the expected future cash flows at a pre-tax rate that reflects current market assessments of the time value of money and the risks specific to the liability.

(i) Warranties

A provision for warranties is recognised when the underlying products or services are sold. The provision is based on historical warranty data and a weighting of all possible outcomes against their associated probabilities.

(ii) 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 not recognised in the statements of financial position and 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.

Where the Company enters into financial guarantee contracts to guarantee the indebtedness of other companies within its group, the Company considers these to be insurance arrangements, and accounts for them as such. In this respect, the Company treats the guarantee contract as a contingent liability until such time as it becomes probable that the Company will be required to make a payment under the guarantee.

2. Significant accounting policies (continued)

(p) Revenue recognition

(i) Contracts

Contract revenue includes the initial amount agreed in the contract plus any variations in contract work, claims and incentive payments to the extent that it is probable that they will result in revenue and can be measured reliably. As soon as the outcome of a construction contract can be estimated reliably, contract revenue and contract cost are recognised in profit or loss in proportion to the stage of completion of the contract. Contract expenses are recognised as incurred unless they create an asset related to future contract activity.

The stage of completion is assessed by reference to the proportion that contract costs incurred for work performed to date bear to the estimated total contract costs. When the outcome of a construction contract cannot be estimated reliably, contract revenue is recognised only to the extent of contract costs incurred that are likely to be recoverable. An expected loss on a contract is recognised immediately in profit or loss.

(ii) Goods sold and services rendered

Revenue from the sale of goods, trading of crane inventories and crane components are measured at net fair value of the consideration received or receivable and is recognised in profit or loss. Revenue is recognised when the significant risks and rewards of ownership have been transferred to the buyer, recovery of the consideration is probable and there is no continuing management involvement with the goods.

Revenue from services rendered is recognised in profit or loss in proportion to the stage of completion of the transaction at the end of the reporting period. The stage of completion is assessed by reference to the value of work performed.

(iii) Rental income

Rental income from cranes is recognised in profit or loss as it accrues.

(iv) Dividend income

Dividend income is recognised in profit or loss on the date that the group or the Company's right to receive payment is established.

(q) Interest income

Interest income is recognised as it accrues, using the effective interest method in profit or loss except for interest income arising from temporary investment of borrowings taken specifically for the purpose of obtaining a qualifying asset which is accounted for in accordance with the accounting policy on borrowing costs.

NOTES TO THE FINANCIAL STATEMENTS (CONT'D)

2. Significant accounting policies (continued)

(r) Borrowing costs

Borrowing costs that are not directly attributable to the acquisition, construction or production of a qualifying asset are recognised in profit or loss using the effective interest method.

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

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

Investment income earned on the temporary investment of specific borrowings pending their expenditure on qualifying assets is deducted from the borrowing costs eligible for capitalisation.

(s) Income tax

Income tax expense comprises current and deferred tax. Current tax and deferred tax is recognised in profit or loss except to the extent that it relates to a business combination or items recognised directly in equity or other comprehensive income.

Current tax is the expected tax payable or receivable on the taxable income or loss for the year, using tax rates enacted or substantively enacted by the end of the reporting period, and any adjustment to tax payable in respect of previous years.

Deferred tax is recognised using the liability method, providing for temporary differences between the carrying amounts of assets and liabilities in the statement of financial position and their tax bases. Deferred tax is not recognised for the following temporary differences: the initial recognition of goodwill, the initial recognition of assets or liabilities in a transaction that is not a business combination and that affects neither accounting nor taxable profit or loss. Deferred tax is measured at the tax rates that are expected to be applied to the temporary differences when they reverse, based on the laws that have been enacted or substantively enacted by the end of the reporting period.

Deferred tax assets and liability are offset if there is a legally enforceable right to offset current tax liabilities and assets, and they relate to income taxes levied by the same tax authority on the same taxable entity, or on different tax entities, but they intend to settle current tax liabilities and assets on a net basis or their tax assets and liabilities will be realised simultaneously.

A deferred tax asset is recognised to the extent that it is probable that future taxable profits will be available against which the temporary difference can be utilised. Deferred tax assets are reviewed at the end of each reporting date and are reduced to the extent that it is no longer probable that the related tax benefit will be realised.

Unutilised reinvestment allowance and investment tax allowance, being tax incentive that is not a tax base of an asset, is recognised as a deferred tax asset to the extent that it is probable that future taxable profits will be available against the unutilised tax incentive can be utilised.

2. Significant accounting policies (continued)

(t) Earnings per share

The Group presents basic and diluted earnings per share (“EPS”) data for its ordinary shares.

Basic EPS is calculated by dividing the profit or loss attributable to ordinary shareholders of the Company by the weighted average number of ordinary shares outstanding during the period adjusted for own shares held.

Diluted EPS is determined by adjusting the profit or loss attributable to ordinary shareholders and the weighted average number of ordinary shares outstanding adjusted for own shares held, for the effects of all dilutive potential ordinary shares, which comprise share options granted to employees.

(u) Segment reporting

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

(v) Fair value measurements

Fair value is the price that would be received to sell an asset or paid to transfer a liability in an orderly transaction between market participants at the measurement date, regardless of whether that price is directly observable or estimated using a valuation technique. The measurement assumes that the transaction takes place either in the principal market or in the absence of a principal market, in the most advantageous market. For non-financial asset, the fair value measurement takes into account a market’s participant’s ability to generate economic benefits by using the asset in its highest and best use or by selling it to another market participant that would use the asset in its highest and best use.

For financial reporting purposes, the fair value measurements are analysed into level 1 to level 3 as follows:-

Level 1: Inputs are quoted prices (unadjusted) in active markets for identical assets or liability that the entity can access at the measurement date;

Level 2: Inputs are inputs, other than quoted prices included within level 1, that are observable for the asset or liability, either directly or indirectly; and

Level 3: Inputs are unobservable inputs for the asset or liability.

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

NOTES TO THE FINANCIAL STATEMENTS (CONT'D)

3. Property, plant and equipment

Group	Land RM'000	Buildings RM'000	Cranes RM'000	Plant, equipment and motor vehicles RM'000	Capital work-in- progress RM'000	Total RM'000
Cost/Valuation						
At 1 January 2012	21,931	38,432	70,347	64,567	461	195,738
Additions	44,255	6,929	19,584	10,012	405	81,185
Revaluation	3,700	-	-	-	-	3,700
Reclassification	-	-	-	50	(50)	-
Disposals	-	-	(8,603)	(1,131)	-	(9,734)
Written off	-	-	-	(288)	(12)	(300)
Exchange of movements in exchange rates	(242)	(426)	(811)	(425)	-	(1,904)
At 31 December 2012/ 1 January 2013	69,644	44,935	80,517	72,785	804	268,685
Additions	-	355	2,172	10,194	1,113	13,834
Revaluation	-	-	-	-	-	-
Reclassification	-	434	-	2,526	-	2,960
Transfer	-	-	14,781	-	-	14,781
Disposals	-	-	(4,525)	(1,214)	-	(5,739)
Written off	-	-	-	(491)	-	(491)
Effect of movements in exchange rates	1,290	2,032	4,061	531	-	7,914
At 31 December 2013	70,934	47,756	97,006	84,331	1,917	301,944
Representing items at:						
Cost	54,943	47,756	97,006	84,331	1,917	285,953
Valuation – 2008	12,291	-	-	-	-	12,291
Valuation – 2012	3,700	-	-	-	-	3,700
	70,934	47,756	97,006	84,331	1,917	301,944
Depreciation and impairment loss						
At 1 January 2012	5	16,000	31,098	43,522	-	90,625
Depreciation for the year	5	1,030	5,520	5,869	-	12,424
Disposals	-	-	(6,990)	(1,068)	-	(8,058)
Written off	-	-	-	(269)	-	(269)
Exchange of movements in exchange rates	-	(296)	(546)	(314)	-	(1,156)

3. Property, plant and equipment (continued)

Group	Land RM'000	Buildings RM'000	Cranes RM'000	Plant, equipment and motor vehicles RM'000	Capital work-in- progress RM'000	Total RM'000
At 31 December 2012						
Accumulated depreciation	10	15,240	28,546	46,747	-	90,543
Accumulated impairment losses	-	1,494	536	993	-	3,023
At 31 December 2012/ 1 January 2013	10	16,734	29,082	47,740	-	93,566
Depreciation for the year	4	1,075	6,795	7,467	-	15,341
Reclassification	-	401	-	2,559	-	2,960
Transfer	-	-	3,849	-	-	3,849
Disposals	-	-	(2,735)	(894)	-	(3,629)
Written off	-	-	-	(415)	-	(415)
Effect of movements in exchange rates	-	1,667	2,903	319	-	4,889
Accumulated depreciation	14	19,877	39,894	56,776	-	116,561
Accumulated impairment losses	-	-	-	-	-	-
At 31 December 2013	14	19,877	39,894	56,776	-	116,561
Carrying amounts						
At 1 January 2013	69,634	28,201	51,435	25,045	804	175,119
At 31 December 2013	70,920	27,879	57,112	27,555	1,917	185,383

3.1 Assets under hire purchase arrangements

Included in property, plant and equipment of the Group are motor vehicles acquired under hire purchase arrangements with a net book value of RM Nil (2012 – RM 65,000).

3.2 Security

The freehold land and buildings of the Group with total net book value of RM 46,081,000 (2012 – RM 45,391,000) have been pledged to certain licensed bank as security for bank loan facilities granted to the Group (See Note 15).

3.3 Property, plant and equipment under the revaluation model

The Group's freehold land were revalued by independent professional qualified valuers using an open market value method in financial year ended 2012 and 2008. The cost of a piece of the Group's freehold land was written down by RM662,000 during the financial year ended 31 December 2009 as management was of the view that the fair value had differed materially from its carrying value. Had the freehold land been carried under the cost model, their carrying amounts would have been RM 9,221,000 (2012 – RM 9,221,000).

NOTES TO THE FINANCIAL STATEMENTS (CONT'D)

4. Intangible assets

Group	Development costs RM'000	Intellectual property RM'000	Total RM'000
Cost			
At 1 January 2012	13,802	2,519	16,321
Addition	806	-	806
Written off	(3,479)	(2,519)	(5,998)
Effect of movements in exchange rates	(72)	-	(72)
At 31 December 2012/1 January 2013	11,057	-	11,057
Addition	-	-	-
Written off	-	-	-
Effect of movements in exchange rates	(882)	-	(882)
At 31 December 2013	10,175	-	10,175
Amortisation and impairment loss			
At 1 January 2012			
Accumulated amortisation	7,128	2,490	9,618
Accumulated impairment loss	327	29	356
	7,455	2,519	9,974
Amortisation for the year	2,220	-	2,220
Written off	(3,479)	(2,519)	(5,998)
Effect of movements in exchange rates	(35)	-	(35)
At 31 December 2012/1 January 2013			
Accumulated amortisation	5,834	-	5,834
Accumulated impairment loss	327	-	327
	6,161	-	6,161
Amortisation for the year	1,614	-	1,614
Written off	-	-	-
Effect of movements in exchange rates	(546)	-	(546)
At 31 December 2013			
Accumulated amortisation	6,902	-	6,902
Accumulated impairment loss	327	-	327
	7,229	-	7,229
Carrying amounts			
At 1 January 2013	4,896	-	4,896
At 31 December 2013	2,946	-	2,946

4. Intangible assets (continued)

4.1 Development costs

Development costs represent internally generated development expenditure by subsidiaries on new or substantially improved major crane projects. It is reasonably anticipated that the cost will be recovered through future commercial activity. The remaining amortisation period range from 1 year to 3 years (2012 - 1 year to 4 years).

4.2 Intellectual property

Intellectual property represents the acquisition of know how, rights to industrial property and trade name by subsidiaries on new or substantially improved major crane projects in previous years. It is reasonably anticipated that the intellectual property will be recovered through future commercial activity. The intellectual property was fully amortised during the year of 2009.

4.3 Amortisation and impairment charges

The amortisation and impairment charges are recognised as administrative expenses.

5. Investment property

	Company	
	2013	2012
	RM'000	RM'000
Cost		
At 1 January	50,673	-
Addition	-	50,673
At 31 December	50,673	50,673
Depreciation and impairment loss		
At 1 January		
Accumulated depreciation	128	-
Accumulated impairment loss	-	-
Addition	128	-
At 31 December	256	128
Accumulated depreciation	-	-
Accumulated impairment loss	-	-
	256	128
Carrying amounts		
At 31 December	50,417	50,545

The investment property is a crane fabrication yard comprising freehold industrial land, building and improvements, located at No. 28, Yarrunga Street, Prestone, New South Wales, 2170 Australia, and is occupied by a subsidiary at rental charge. The Directors estimated the fair value of the investment property with involvement of Anderson Group Valuers in Australia.

NOTES TO THE FINANCIAL STATEMENTS (CONT'D)

6. Investments in subsidiaries

	Company	
	2013 RM'000	2012 RM'000
Unquoted shares - at cost	126,231	126,231
Less: Impairment loss	(80,503)	(80,143)
	45,728	46,088

Details of the subsidiaries are as follows:

Name of subsidiaries	Principal activities	Country of incorporation	Effective ownership interest	
			2013 %	2012 %
Favelle Favco Cranes (M) Sdn. Bhd.	Designing, manufacturing, supply, servicing, trading and renting of cranes	Malaysia	100	100
Favelle Favco Cranes Pte. Ltd. #	Supplying, servicing, trading and renting of cranes and sales of spare parts and services	Singapore	100	100
Favelle Favco Cranes (USA), Inc. #	Designing, manufacturing, supplying, servicing, trading and renting of cranes	United States of America	100	100
Favelle Favco Cranes Pty. Limited # and its subsidiaries	Design, manufacture, supply, renting and servicing of industrial cranes	Australia	100	100
FF Management Pty. Limited #	Management services	Australia	100	100
Milperra Blasting and Coating Pty. Limited #	Dormant	Australia	100	100
Kroll Cranes A/S #	Designing, manufacturing, servicing, trading and renting of cranes	Denmark	100	100
Favelle Favco Cranes International Ltd.	Dormant	Malaysia	100	100
FES Equipment Services Sdn. Bhd.	Supply of spare parts for cranes, provision of crane maintenance services and renting of cranes	Malaysia	100	100
Favelle Favco Winches Pte. Ltd. #	Design, fabrication, trading, service and rental of winches, hydraulic system and material handling equipment	Singapore	100	100

6. Investments in subsidiaries (continued)

Name of subsidiaries	Principal activities	Country of incorporation	Effective ownership interest	
			2013 %	2012 %
Favelle Favco Management Services Sdn. Bhd. #	Dormant	Malaysia	100	100
Shanghai Favco Engineering Machinery Manufacturing Co., Ltd. #	Manufacturing of cranes	China	60	60

Not audited by Messrs Crowe Horwath

7. Investments in associates

	Group		Company	
	2013 RM'000	2012 RM'000	2013 RM'000	2012 RM'000
Unquoted shares, at cost	19,424	15,259	19,424	15,259
Share of post-acquisition reserves	(1,885)	(1,974)	-	-
Less: Impairment loss	-	-	(234)	(234)
	17,539	13,285	19,190	15,025

Summarised financial information on associates:

Group	2013 RM'000	2012 RM'000
Total assets (100%)	53,620	34,053
Total liabilities (100%)	19,298	7,999
Revenue (100%)	16,428	13,831
Profit/(Loss) for the year (100%)	696	(1,542)

NOTES TO THE FINANCIAL STATEMENTS (CONT'D)

7. Investments in associates (continued)

Details of the associates are as follows:

Company	Principal activities	Country of incorporation	Effective ownership interest	
			2013 %	2012 %
Favco Offshores Sdn Bhd	Manufacture, supply, servicing and renting of cranes	Malaysia	30	30
Favelle Favco Machinery and Equipment L.L.C	Trading and rental of construction equipment	United Arab Emirates	49	49
Favco Heavy Industry (Changshu) Co., Ltd.	Supply, renting and servicing of lifting equipment and spare parts	China	50	50

The Group has not recognised losses relating to Favelle Favco Machinery and Equipment L.L.C. totalling RM Nil (2012 – RM301,000) as the Group's share of losses had exceeded its interest in the associate and the Group has no obligation in respect of these losses.

8. Deferred tax (assets) and liabilities

Recognised deferred tax (assets) and liabilities

Deferred tax (assets) and liabilities are attributable to the following:

Group	Assets		Liabilities		Net	
	2013 RM'000	2012 RM'000	2013 RM'000	2012 RM'000	2013 RM'000	2012 RM'000
Property, plant and equipment (Deductible)/taxable temporary differences	-	-	9,866	8,804	9,866	8,804
	(5,170)	(6,202)	1,227	1,152	(3,943)	(5,050)
Tax (assets)/liabilities	(5,170)	(6,202)	11,093	9,956	5,923	3,754
Set off	2,802	3,834	(2,802)	(3,834)	-	-
Net tax (assets)/liabilities	(2,368)	(2,368)	8,291	6,122	5,923	3,754

8. Deferred tax (assets) and liabilities (continued)

Unrecognised deferred tax assets

Deferred tax assets have not been recognised in respect of the following items:

	Group		Company	
	2013 RM'000	2012 RM'000	2013 RM'000	2012 RM'000
Property, plant and equipment	(2,992)	(4,826)	-	-
Deductible temporary differences	29,276	35,529	-	-
Tax losses carry-forwards	66,168	69,777	-	-
	92,452	100,480	-	-

The deductible temporary differences do not expire under current tax legislation except for unutilised tax losses carried forward amounting to RM63,337,000 (2012 – RM60,800,000) shown above which can only be carried forward for 20 years from the year the losses were incurred. These tax losses will begin to expire from 2019. Deferred tax assets have not been recognised in respect of these items because it is not probable that future taxable profits will be available against which the Group can utilise the benefits there from.

Movement in temporary differences during the financial year

Group	At	Recognised in	Exchange	At	Recognised in	Exchange	At
	1.1.2012	statement of		31.12.2012	statement of		31.12.2013
	RM'000	in income	differences	RM'000	in income	differences	RM'000
		(Note 24)	RM'000		(Note 24)	RM'000	
		RM'000			RM'000		RM'000
Property, plant and equipment	5,914	2,890	-	8,804	1,062	-	9,866
Other items	(2,870)	(2,152)	(28)	(5,050)	729	378	(3,943)
	3,044	738	(28)	3,754	1,791	378	5,923

NOTES TO THE FINANCIAL STATEMENTS (CONT'D)

9. Receivables, deposits and prepayments

	Note	Group		Company	
		2013 RM'000	2012 RM'000	2013 RM'000	2012 RM'000
Non-current					
Non-trade					
Advances to a subsidiary	9.2	-	-	16,329	15,100
Advances to an associate	9.3	4,933	-	4,933	-
		4,933	-	21,262	15,100
Current					
Trade					
Trade receivables		271,022	269,906	-	-
Less: Allowance for impairment losses		(7,512)	(7,575)	-	-
		263,510	262,331	-	-
Amounts due from ultimate holding company	9.4	642	1,668	-	3
Amounts due from subsidiaries	9.5	-	-	-	605
Amounts due from related companies	9.6	267	522	-	-
Amounts due from associates	9.7	4,085	4,438	-	-
		4,994	6,628	-	608
Non-trade					
Amount due from ultimate holding company	9.4	50	-	-	-
Amounts due from subsidiaries	9.5	-	-	55,484	57,325
Amounts due from related companies	9.6	-	60	-	-
Amounts due from associates	9.7	262	448	-	2
Other receivables	9.8	10,823	14,870	-	373
Deposits		975	483	102	11
Prepayments		9,045	5,100	30	2
		21,155	20,961	55,616	57,713
		289,659	289,920	55,616	58,321

9. Receivables, deposits and prepayments (continued)

9.1 Analysis of foreign currency exposure for significant receivables

Significant trade receivables outstanding at year end that are not in the functional currencies of the Group entities are as follows:

Functional currency	Foreign currency	Group	
		2013 RM'000	2012 RM'000
RM	AUD	10,321	20,657
RM	EURO	32,463	3,734
RM	HKD	-	-
RM	RMB	36,330	33,440
RM	SGD	471	598
RM	USD	37,083	24,270
AUD	RMB	16,123	15,329
AUD	SGD	1,703	4,253
AUD	USD	179	29
SGD	USD	15,751	1,705

9.2 Advances to a subsidiary

The advances to a subsidiary are unsecured, interest-free and are not expected to be repaid within the next twelve months.

9.3 Advances to an associate

The advances to an associate are unsecured, with interest and are not expected to be repaid within the next twelve months.

9.4 Amount due from ultimate holding company

The non-trade receivable due from ultimate holding company is non-trade in nature, unsecured, interest-free and repayable on demand.

9.5 Amounts due from subsidiaries

The trade receivables due from subsidiaries are subject to the normal trade term of 30 days.

The non-trade receivables due from subsidiaries are unsecured, interest-free and repayable on demand.

9.6 Amounts due from related companies

The trade receivables due from related companies are subject to the normal trade term of 30 days.

The non-trade receivables due from related companies are unsecured, interest-free and repayable on demand.

NOTES TO THE FINANCIAL STATEMENTS (CONT'D)

9. Receivables, deposits and prepayments (continued)

9.7 Amounts due from associates

The trade receivables from associates are subject to the normal trade term of 30 days.

Included in the amount due from associates is an allowance for impairment losses amounting to RM57,037 (2012 – RM52,967).

9.8 Other receivables

Other receivables mainly comprise an insurance claim of RM5,231,000 (2012 – RM4,543,000) and an advance to suppliers amounting to RM2,214,601 (2012 – RM4,417,012).

10. Contract work-in-progress/Amount due to contract customers

	2013 RM'000	Group 2012 RM'000
Aggregate costs incurred to date	964,368	983,813
Add: Attributable profits less foreseeable losses	138,018	132,118
	1,102,386	1,115,931
Less: Progress billings	(1,228,897)	(1,198,201)
	(126,511)	(82,270)
Representing:-		
Contract work-in-progress	108,445	124,040
Amount due to contract customers	(234,956)	(206,310)
	(126,511)	(82,270)

11. Inventories

	2013 RM'000	Group 2012 RM'000
At cost:		
Cranes	3	469
Crane components	108,907	101,614
Work-in-progress	63,173	56,812
	172,083	158,895
At net realisable value:		
Cranes	3,984	16,232
Crane components	12,431	9,439
	188,498	184,566

12. Derivative assets/(liabilities)

Group	2013			2012		
	Contract/ Notional amount RM'000	Derivative assets RM'000	Derivative liabilities RM'000	Contract/ Notional amount RM'000	Derivative assets RM'000	Derivative liabilities RM'000
Forward foreign currency contracts	503,052	-	(2,202)	260,674	1,185	-

Forward exchange contracts are used to manage the foreign currency exposure arising from the Group's receivables and payables denominated in currencies other than the functional currency of the Group.

13. Cash and cash equivalents

	Group		Company	
	2013 RM'000	2012 RM'000	2013 RM'000	2012 RM'000
Cash and bank balances	94,134	88,072	5,678	3,206
Deposits placed with licensed banks	53,762	14,795	8,840	4,442
	147,896	102,867	14,518	7,648

14. Share capital and reserves**14.1 Share capital**

	Group and Company			
	Amount 2013 RM'000	Number of shares 2013 '000	Amount 2012 RM'000	Number of shares 2012 '000
Ordinary shares of RM0.50 each				
Authorised	500,000	1,000,000	500,000	1,000,000
Issued and fully paid				
At 1 January	106,000	212,000	89,584	179,167
Issuance of ordinary shares	-	-	15,839	31,678
Issued under ESOS scheme	1,606	3,211	577	1,155
At 31 December	107,606	215,211	106,000	212,000

The Company has also issued share options in accordance with its ESOS Scheme (see Note 18).

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 shares rank equally with regard to the Company's residual assets.

NOTES TO THE FINANCIAL STATEMENTS (CONT'D)

14. Share capital and reserves (continued)

14.2 Share premium

The share premium of the Group and of the Company represents premium arising from the issuance of ordinary shares of the Company at an issue price above par value and the transfer of share option reserve to share premium when the share options are exercised.

The share premium may be applied only for the purposes as specified in the Companies Act, 1965.

14.3 Translation reserve

The translation reserve comprises all foreign currency differences arising from the translation of the financial statements of foreign operations.

14.4 Revaluation reserve

The revaluation reserve relates to the revaluation of freehold land. Deferred tax liabilities arising upon revaluation of freehold land are recognised directly in equity.

14.5 Share option reserve

The share option reserve comprises the cumulative value of employee services received for the issue of share options. When the option is exercised, the amount from the share option reserve is transferred to share premium. When the share options expire, the amount from the share option reserve is transferred to retained earnings.

14.6 Treasury shares

This amount represents the acquisition cost for the repurchase of the Company's ordinary shares, net of the proceeds received on their subsequent sale or issuance of the shares repurchased.

The Company repurchased 10,000 of its issued share capital from the open market in 2007. The total consideration paid was RM20,749 including transaction costs. The repurchase transactions were financed by internally generated funds. The shares repurchased are retained as treasury shares.

14.7 Retained earnings

Under the single tier tax system, tax on the Company's profit is the final tax and accordingly, any dividends to the shareholders are not subject to tax.

15. Loans and borrowings

This note provides information about the contractual terms of the Group's and the Company's interest-bearing loans and borrowings. For more information about the Group and the Company's exposure to interest rate and foreign currency risk, see Note 28.

	Group		Company	
	2013 RM'000	2012 RM'000	2013 RM'000	2012 RM'000
Non-current				
Secured term loan	1,571	3,683	-	-
Finance lease liabilities	-	-	-	-
	<u>1,571</u>	<u>3,683</u>	<u>-</u>	<u>-</u>
Current				
Secured term loan	2,112	2,112	-	-
Bank overdrafts - unsecured	2,346	2,750	-	-
Unsecured revolving credits	9,866	9,187	9,866	9,187
Unsecured insurance premium finance	4,280	2,759	-	-
Bills payable	39,810	60,185	-	-
Finance lease liabilities	-	197	-	-
	<u>58,414</u>	<u>77,190</u>	<u>9,866</u>	<u>9,187</u>
	<u>59,985</u>	<u>80,873</u>	<u>9,866</u>	<u>9,187</u>

15.1 Security

The secured term loan of a subsidiary is charged against its property, plant and equipment (Note 3) and is supported by the corporate guarantee from the Company.

The unsecured bank facilities of the Group are supported by the corporate guarantee from the Company.

NOTES TO THE FINANCIAL STATEMENTS (CONT'D)

15. Loans and borrowings (continued)

15.2 Terms and debt repayment schedule

	Year of maturity	← Carrying amount RM'000	Under 1 year RM'000	2013 1 - 2 years RM'000
Group				
Secured term loan - RM	2015	3,683	2,112	1,571
Unsecured bank overdrafts - SGD	2014	2,346	2,346	-
Unsecured revolving credits - USD	2014	9,866	9,866	-
Unsecured insurance premium finance - AUD	2014	4,280	4,280	-
Bills payable	2014	39,810	39,810	-
Finance lease liabilities - DKK	2014	-	-	-
		59,985	58,414	1,571
Company				
Unsecured revolving credits - USD	2014	9,866	9,866	-

2 - 5 years RM'000	Over 5 years RM'000	Carrying amount RM'000	Under 1 year RM'000	2012 1 - 2 years RM'000	2 - 5 years RM'000	Over 5 years RM'000
-	-	5,795	2,112	2,112	1,571	-
-	-	2,750	2,750	-	-	-
-	-	9,187	9,187	-	-	-
-	-	2,759	2,759	-	-	-
-	-	60,185	60,185	-	-	-
-	-	197	197	-	-	-
-	-	80,873	77,190	2,112	1,571	-
-	-	9,187	9,187	-	-	-

NOTES TO THE FINANCIAL STATEMENTS (CONT'D)

15. Loans and borrowings (continued)

15.3 Finance lease liabilities

Finance lease liabilities are payable as follows:

Group	2013			2012		
	Minimum lease payments RM'000	Interest RM'000	Principal RM'000	Minimum lease payments RM'000	Interest RM'000	Principal RM'000
Less than one year	-	-	-	200	(3)	197
Between one and five years	-	-	-	-	-	-
	-	-	-	200	(3)	197

16. Provision for warranties

	Group	
	2013 RM'000	2012 RM'000
At 1 January	39,111	6,536
Provision made during the year	8,118	35,852
Provision used during the year	(5,084)	(1,138)
Provision reversed during the year	(6,045)	(2,087)
Effect of movements in exchange rates	129	(52)
At 31 December	36,229	39,111

The provision for warranties relates to provision for defect rectification costs for manufactured cranes sold. This provision is made based on historical data at a fixed rate.

17. Payables and accruals

	Note	Group		Company	
		2013 RM'000	2012 RM'000	2013 RM'000	2012 RM'000
Trade					
Trade payables	17.1	127,789	183,124	-	-
Amount due to ultimate holding company	17.2	209	61	-	-
Amounts due to related companies	17.3	354	162	-	-
		128,352	183,347	-	-
Non-trade					
Amount due to ultimate holding company	17.2	185	397	-	-
Amount due to a subsidiary	17.4	-	-	6,095	5,550
Amounts due to related companies	17.3	1,957	637	9	-
Other payables		45,681	19,343	12	4
Accrued expenses		30,500	18,620	58	386
		78,323	38,997	6,174	5,940
		206,675	222,344	6,174	5,940

17.1 Analysis of foreign currency exposure for significant payables

Significant trade payables that are not in the functional currencies of the Group are as follows:

Functional currency	Foreign currency	Group	
		2013 RM'000	2012 RM'000
RM	AUD	1,130	1,502
RM	SGD	811	3,249
RM	EUR	12,230	11,288
RM	USD	13,720	15,335
RM	RMB	3,734	11,942
RM	GBP	202	349
SGD	AUD	-	1,107
SGD	USD	65	2,472
USD	SGD	-	-
AUD	USD	-	717
AUD	EUR	434	414
AUD	RMB	8,481	6,381
AUD	GBP	296	-
AUD	YEN	79	-

NOTES TO THE FINANCIAL STATEMENTS (CONT'D)

17. Payables and accruals (continued)

17.2 Amount due to ultimate holding company

The trade payables due to ultimate holding company are subject to the normal trade term of 30 days.

The non-trade payables due to ultimate holding company are unsecured, interest-free and repayable on demand.

17.3 Amounts due to related companies

The trade payables due to related companies are subject to the normal trade term of 30 days.

The non-trade payables due to related companies are unsecured, interest-free and repayable on demand.

17.4 Amount due to subsidiary

The non-trade payable due to a subsidiary is unsecured, interest-free and repayable on demand.

18. Employee benefits

18.1 Share-based payments

In 2011, an employees' share option scheme ("ESOS Scheme") was established and approved by the shareholders of the Company at an Extraordinary General Meeting ("EGM") held on 28 June 2011 to the eligible employees including Directors of the Company and its subsidiaries.

The main features of the ESOS scheme, and details of the share options offered and exercised during the financial year are as follows:

- i) The maximum number of approved unissued new ordinary shares of RM0.50 each available for allotment under the ESOS scheme shall not exceed in aggregate of ten per cent (10%) of the issued and paid-up share capital of the Company at any point in time during the duration of the ESOS scheme;
- ii) Save for Directors, the eligible employees are those confirmed full time employees of the Group and who have served for a continuous period of at least one (1) year;
- iii) A grantee shall be allowed to exercise the options granted subject to the following percentage limits based on entitlement granted:

		← Year option is granted →				
		Year 1	Year 2	Year 3	Year 4	Year 5
Cumulative % of options exercisable during the option period in:	Year 1	-	-	-	-	-
	Year 2	33.33%	-	-	-	-
	Year 3	66.67%	33.33%	-	-	-
	Year 4	100%	66.67%	33.33%	-	-
	Year 5	100%	100%	100%	100%	100%

- iv) The exercise price shall be based on the weighted average market price of the shares of the Company for the five (5) market days immediately preceding the offer date subject to a discount of not more than ten per cent (10%) or at the par value of the shares of the Company, whichever is higher.

18. Employee benefits (continued)

18.1 Share-based payments (continued)

The following options were granted under the ESOS scheme to take up the unissued ordinary shares of RM0.50 each:

Grant date	Exercise price	At	Granted	Exercised	At	Expiry	date
		1.1.2013			Forfeited	31.12.2013	
		'000	'000	'000	'000	'000	
ESOS Scheme							
28.9.2011	RM0.80	8,497	-	(3,133)	(219)	5,145	27.9.2016
28.9.2012	RM1.57	434	-	(78)	(60)	296	27.9.2016
1.10.2013	RM2.50	-	620	-	(9)	611	27.9.2016
		8,931	620	(3,211)	(288)	6,052	

Grant date	Exercise price	At	Granted	Exercised	At	Expiry	date
		1.1.2012			Forfeited	31.12.2012	
		'000	'000	'000	'000	'000	
ESOS Scheme							
28.9.2011	RM0.80	10,015	-	(1,155)	(363)	8,497	27.9.2016
28.9.2012	RM1.57	-	434	-	-	434	27.9.2016
		10,015	434	(1,155)	(363)	8,931	

The options granted in 2013, 2012 and 2011 under the ESOS scheme of the Company, which remain outstanding as at 31 December 2013 have an exercise price of RM2.50, RM1.57 and RM0.80 respectively per ordinary share of RM0.50 each and a remaining contractual life of 2 3/4 years (2012 - 3 3/4 years).

During the financial year, 3,133,000 and 78,000 (2012 - 1,155,000) share options of RM0.80 and RM1.57 each respectively under the ESOS scheme of the Company were exercised. The weighted average share price of the Company for the financial year was RM2.53 (2012 - RM1.53).

Details relating to options exercised during the financial year

	Group and Company	
	2013	2012
	RM'000	RM'000
Ordinary share capital at par	1,606	577
Share premium	1,023	347
Proceeds received on exercise of share options	2,629	924
Fair value of shares issued (based on average exercise price)	2.53	1.53

NOTES TO THE FINANCIAL STATEMENTS (CONT'D)

18. Employee benefits (continued)

18.1 Share-based payments (continued)

Value of employee services received for issue of share options

The value of employee services received for issue of share options is as follows:

	Group and Company	
	2013	2012
	RM'000	RM'000
Share options granted in 2011	769	1,891
Share options granted in 2012	130	39
Share options granted in 2013	90	-
Total expense recognised as share-based payments	989	1,930

Fair value of share options and assumptions

The fair value of services received in return for share options granted is based on the fair value of share options granted, measured using the Black Scholes Model with the following inputs:

	Group and Company	
	2013	2012
Fair value at grant date (RM)		
- Granted in Year 2011	RM0.34 - RM0.42	RM0.34 - RM0.42
- Granted in Year 2012	RM0.49 - RM0.67	RM0.49 - RM0.67
- Granted in Year 2013	RM0.83 - RM1.01	-
Weighted average share price		
- Granted in Year 2011	0.88	0.88
- Granted in Year 2012	1.74	1.74
- Granted in Year 2013	2.75	-
Exercise price		
- Granted in Year 2011	RM0.80	RM0.80
- Granted in Year 2012	RM1.57	RM1.57
- Granted in Year 2013	RM2.50	-
Expected volatility (weighted average volatility)	38.01% - 46.94%	38.01% - 45.20%
Option life	3 years	4 years
Risk-free interest rate (based on Malaysian Government bonds)		
- Granted in Year 2011	3.23% - 3.41%	3.23% - 3.41%
- Granted in Year 2012	3.06% - 3.24%	3.06% - 3.24%
- Granted in Year 2013	3.21% - 3.38%	-
Expected staff turnover	10%	10%

18. Employee benefits (continued)**18.1 Share-based payments (continued)**

Fair value of share options and assumptions (continued)

The expected volatility reflects the assumption that the historical volatility is indicative of future trends and not necessarily be the actual outcome. The expected option life is based on historical data, which may also not necessarily be indicative of exercise patterns that may occur.

19. Revenue

	Group		Company	
	2013 RM'000	2012 RM'000	2013 RM'000	2012 RM'000
Contract revenue	637,001	612,424	-	-
Sales of goods	90,355	53,434	-	-
Services rendered	36,829	30,889	-	-
Dividends	-	-	27,563	21,754
Rental income	-	-	2,230	292
	764,185	696,747	29,793	22,046

20. Finance income

	Group		Company	
	2013 RM'000	2012 RM'000	2013 RM'000	2012 RM'000
Interest income:				
- fixed deposit	1,387	1,584	252	453
Interest income arising on financial assets/ (liabilities) measured under MFRS139	1,450	6,270	2,310	2,687
	2,837	7,854	2,562	3,140

21. Finance costs

	Group		Company	
	2013 RM'000	2012 RM'000	2013 RM'000	2012 RM'000
Interest expenses:				
- Bills payable	1,477	1,737	-	-
- Bank overdrafts	99	137	-	-
- Revolving credits	357	259	320	259
- Term loan	252	374	-	-
- Insurance premium finance	-	74	-	-
- Inter-company	-	-	-	4
Interest expenses arising on financial assets/ (liabilities) measured under MFRS139	5,482	859	221	5,717
	7,667	3,440	541	5,980

NOTES TO THE FINANCIAL STATEMENTS (CONT'D)

22. Operating profit

	Note	Group		Company	
		2013 RM'000	2012 RM'000	2013 RM'000	2012 RM'000
Operating profit is arrived at after crediting:					
Allowance for impairment losses on receivables written back					
- third parties		3,879	2,197	-	-
- associate		-	633	-	-
Dividend income from subsidiaries		-	-	27,563	21,754
Gain on disposal of property, plant and equipment		37	367	-	-
Rental income on:					
- premises		6	432	2,230	292
- cranes		11,334	11,418	-	-
Reversal of provision for warranties	16	6,045	2,087	-	-
Net realised foreign exchange gain		-	4,783	-	252
Net unrealised foreign exchange gain		2,572	1,005	-	-
and after charging:					
Allowance for impairment losses on receivables		3,779	2,147	-	-
Auditors' remuneration:					
- holding company's auditors		111	111	45	45
- other auditors		440	413	-	-
Other services					
- holding company's auditors		10	10	10	10
Amortisation of intangible assets	4	1,614	2,220	-	-
Contract costs		558,297	531,473	-	-
Depreciation expenses:					
- investment property	5	-	-	128	128
- property, plant and equipment	3	15,341	12,424	-	-
Personnel expenses (including key management personnel):					
- Contributions to Employees Provident Fund		7,012	6,329	166	158
- Share-based payments	18	989	1,930	989	1,930
- Wages, salaries and others		74,438	65,550	1,152	1,040
Property, plant and equipment written off	3	76	31	-	-

22. Operating profit (continued)

	Note	Group		Company	
		2013 RM'000	2012 RM'000	2013 RM'000	2012 RM'000
and after charging (continued):					
Provision for warranties	16	8,118	35,852	-	-
Rental expense on:					
- cranes		6,918	7,389	-	-
- premises		4,506	5,799	53	53
- equipment		1,257	1,172	-	-
Writedown of inventories		776	1,514	-	-
Provision for diminution		-	-	360	-
Net realised foreign exchange loss		518	-	-	-
Net unrealised foreign exchange loss		-	-	775	64

23. Key management personnel compensation

The key management personnel compensations are as follows:

	Group		Company	
	2013 RM'000	2012 RM'000	2013 RM'000	2012 RM'000
Directors				
- Fees	426	426	396	396
- Remuneration	1,373	1,255	1,370	1,252
	1,799	1,681	1,766	1,648

The Directors of the Company are the key management personnel for the Group with ultimate authority and responsibility for planning, directing and controlling the activities of the Group either directly or indirectly.

NOTES TO THE FINANCIAL STATEMENTS (CONT'D)

24. Tax expense

Recognised in the comprehensive income

Major components of tax expense include:

	Group		Company	
	2013 RM'000	2012 RM'000	2013 RM'000	2012 RM'000
Current tax expense				
Malaysia - current	10,573	1,868	34	110
- prior year	(541)	366	(54)	10
	10,032	2,234	(20)	120
Overseas - current	3,210	2,728	-	-
- prior year	(40)	(171)	-	-
	3,170	2,557	-	-
Total current tax expense	13,202	4,791	(20)	120
Deferred tax expense (Note 8)				
Origination of temporary differences	1,486	1,018	-	-
Under/(over)provision in prior years	305	(280)	-	-
Total deferred tax	1,791	738	-	-
Total tax expense	14,993	5,529	(20)	120
Reconciliation of tax expense				
Profit for the year	64,995	61,155	25,795	15,106
Total tax expense	14,993	5,529	(20)	120
Profit excluding tax	79,988	66,684	25,775	15,226
Tax at Malaysian tax rate of 25%	19,997	16,671	6,534	3,807
Effect of different tax rates in foreign jurisdictions	926	504	-	-
Non-deductible expense	9,238	6,714	192	2,404
Non-taxable gain	(1,893)	(727)	-	(592)
Double deductions	(234)	-	-	-
Tax exempt income	(112)	(19,653)	(6,746)	(5,509)
Tax incentives	(8,836)	(409)	-	-
Effect of utilisation of deferred tax assets previously not recognised	(4,179)	(5,444)	-	-
Effect of non-recognition of deferred tax benefits	796	7,928	-	-
(Over)/Underprovision in prior years	(276)	2	-	10
Others	(434)	(57)	-	-
Tax expense	14,993	5,529	(20)	120

A subsidiary which is principally engaged in the designing, manufacturing, supply, servicing, trading and renting of cranes was granted tax exemption of 100% on cranes sales under Section 127, Income Tax Act, 1967 for a period of 10 years with effect from 1 June 2002. The tax exemption expired on 31 May 2012 and had not been renewed.

25. Dividends

Dividends recognised in the current year by the Company are:

	Sen per share (net of tax)	Total amount RM'000	Date of payment
2013			
First and final 2012 ordinary	7.66	<u>16,394</u>	29 August 2013
2012			
First and final 2011 ordinary	6.00	<u>10,749</u>	10 August 2012

After the end of the reporting period, the following dividend was proposed by the Directors. This dividend will be recognised in subsequent financial statements upon approval by the shareholders.

	Sen Per Share (tax exempt)	Total amount RM'000
First and final ordinary	<u>10.00</u>	<u>21,520</u>

Dividend per ordinary share

The calculation of dividend per ordinary share is based on the proposed gross final dividend for the financial year ended 31 December 2013 of RM21,520,176 (2012 – RM16,243,792) on the issued and paid-up share capital (excluding treasury shares) of 215,201,763 (2012 – 211,990,763) ordinary shares of RM0.50 each as at the end of the reporting date.

26. Earnings per ordinary share

Basic earnings per ordinary share

The calculation of basic earnings per share for the financial year ended 31 December 2013 was based on the profit attributable to ordinary shareholders and a weighted average number of ordinary shares outstanding calculated as follows:

	Group	
	2013 RM'000	2012 RM'000
Profit for the financial year attributable to owners of the Company	<u>67,400</u>	<u>61,746</u>

Weighted average number of ordinary shares

	Group	
	2013 '000	2012 '000
Number of ordinary shares in issue at 1 January	212,000	179,167
Effect of shares repurchased	(10)	(10)
Effect of ordinary shares issued under ESOS	1,265	4,406
Total weighted average number of ordinary shares in issue (unit)	<u>213,255</u>	<u>183,563</u>

NOTES TO THE FINANCIAL STATEMENTS (CONT'D)

26. Earnings per ordinary share (continued)

	Group	
	2013 Sen	2012 Sen
Basic earnings per ordinary share	31.61	33.64

Diluted earnings per share

The Group has potential diluted ordinary shares from the options granted to eligible employees of the Group.

The calculation of diluted earnings per share for the year ended 31 December 2013 was based on profit attributable to ordinary shareholders and a weighted average number of ordinary shares outstanding on the assumption that all the dilutive potential ordinary shares are fully converted, as follows:

	Group	
	2013 RM'000	2012 RM'000
Profit for the financial year attributable to owners of the Company	67,400	61,746

Weighted average number of ordinary shares (diluted)

	Group	
	2013 RM'000	2012 RM'000
Weighted average number of ordinary shares at 31 December	213,255	183,563
Effect of share options in issue	4,040	4,387
Weighted average number of ordinary shares (diluted) at 31 December	217,295	187,950

The average market value of the Company's shares for the purpose of calculating the dilutive effect of share options was based on quoted market prices for the period that the options were outstanding.

	Group	
	2013 Sen	2012 Sen
Diluted earnings per ordinary share	31.02	32.85

27. Segment reporting

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

The Group operates only in one business segment. Accordingly, information by business segments is not presented.

Segment results, assets and liabilities include items directly attributable to a segment as well as those that can be allocated on a reasonable basis. Unallocated items comprise mainly of loans and borrowings and related expenses, corporate assets (primarily the Company's headquarters) and head office expenses.

27. Segment reporting (continued)

Geographical segments

The Group's business is managed on a worldwide basis with its head office in Malaysia.

In presenting information on the basis of geographical segments, segment revenue is based on the geographical location of customers. Segment assets are also based on the geographical location of assets.

	Inside Malaysia		Outside Malaysia		Eliminations		Consolidated	
	2013 RM'000	2012 RM'000	2013 RM'000	2012 RM'000	2013 RM'000	2012 RM'000	2013 RM'000	2012 RM'000
Geographical segments								
Revenue from								
external customers	407,500	302,561	356,685	394,186	-	-	764,185	696,747
Inter-segment revenue	155,517	256,533	54,310	74,212	(209,827)	(330,745)	-	-
Total revenue	563,017	559,094	410,995	468,398	(209,827)	(330,745)	764,185	696,747
Operating profit							84,729	63,106
Interest income							2,837	7,854
Interest expense							(7,667)	(3,440)
Share of profit/(loss) of associates							89	(836)
Profit before tax							79,988	66,684
Segment assets	833,062	816,370	453,469	395,323	(349,062)	(322,474)	937,469	889,219
Investments in associates	22	22	19,168	15,003	(1,651)	(1,740)	17,539	13,285
Total assets	833,084	816,392	472,637	410,326	(350,713)	(324,214)	955,008	902,504
Segment liabilities	498,840	499,526	326,259	303,377	(271,457)	(246,587)	553,642	556,316
Capital expenditure								
- Property, plant and equipment	9,675	70,756	4,246	10,429	(87)	-	13,834	81,185
Depreciation and amortisation	9,008	7,253	7,947	7,391	-	-	16,955	14,644

NOTES TO THE FINANCIAL STATEMENTS (CONT'D)

28. Financial instruments

Exposure to credit, interest rate, foreign currency and liquidity risks arises in the normal course of the Group and the Company's business. The Board reviews and agrees policies for managing each of these risks and they are summarised below.

Credit risk

Credit risk, or the risk of counterparties defaulting, is controlled by the application of credit approvals, limits and monitoring procedures. Credit risks are minimised and monitored by strictly limiting the Group's association only to business partners with high creditworthiness.

At the end of the reporting period, there were no significant concentrations of credit risk other than trade receivables owing from two (2012 – two) major customers amounting to RM66,073,000 (2012 – RM65,599,000). The maximum exposure to credit risk for the Group and for the Company is represented by the carrying amount of each financial asset in the statements of financial position.

The exposure of credit risk for trade receivables by geographical region is as follows:

	Group	
	2013	2012
	RM'000	RM'000
Asia	160,946	170,955
Europe	54,284	48,846
America	27,791	25,830
Australia	20,489	12,852
Middle East	-	3,848
	263,510	262,331

The ageing of trade receivables as at the end of the reporting period was:

Group	Gross	Impairment	Net
	RM'000	RM'000	RM'000
2013			
Not past due	94,804	-	94,804
Past due 0 – 90 days	49,741	-	49,741
Past due 91 – 180 days	39,463	-	39,463
Past due more than 180 days	87,014	(7,512)	79,502
	271,022	(7,512)	263,510
2012			
Not past due	104,230	-	104,230
Past due 0 – 90 days	56,805	-	56,805
Past due 91 – 180 days	15,131	-	15,131
Past due more than 180 days	93,740	(7,575)	86,165
	269,906	(7,575)	262,331

28. Financial instruments (continued)

Impairment losses

The movements in the allowance for impairment losses of trade receivables during the financial year were:

	Group	
	2013 RM'000	2012 RM'000
At 1 January	7,575	7,678
Impairment loss recognised	3,779	2,147
Impairment loss written back	(3,879)	(2,197)
Effect of movements in exchange rates	37	(53)
At 31 December	7,512	7,575

The Group's trade receivables as at 31 December 2013 which is past due but not impaired amounted to RM168,706,000 (2012 – RM158,101,000). Trade receivables which are past due and impaired as at 31 December 2013 amounted to RM7,512,000 (2012 – RM7,575,000). For those trade receivables which are past due but not impaired, the Group is satisfied that these debtors are recoverable.

Liquidity risk

Prudent liquidity risk management implies maintaining sufficient cash and the availability of funding through an adequate amount of committed credit facilities. The Group and the Company aim at maintaining flexibility in funding by keeping committed credit lines available. In addition, the Group and the Company ensure that the amount of debt maturing in any one year is not beyond the Group's and the Company's means to repay and/or refinance.

The following table sets out the maturity profile of the financial liabilities as at the end of the reporting period based on contractual undiscounted cash flows:

Group	Effective interest rate %	Carrying amount RM'000	Contractual cash flows RM'000	Less than 1 year RM'000	1 - 5 years RM'000	Over 5 years RM'000
2013						
Secured term loan	5.40	3,683	3,696	2,254	1,442	-
Unsecured revolving credits	3.29	9,866	9,895	9,895	-	-
Unsecured bank overdrafts	6.18	2,346	2,447	2,447	-	-
Unsecured insurance premium finance	4.88	4,280	4,308	4,308	-	-
Bills payable	3.35	39,810	39,810	39,810	-	-
Finance lease liabilities	5.00	-	-	-	-	-
Unsecured payables and accruals	-	206,675	206,675	206,675	-	-
		266,660	266,831	265,389	1,442	-

NOTES TO THE FINANCIAL STATEMENTS (CONT'D)

28. Financial instruments (continued)

Liquidity risk(continued)

The following table sets out the maturity profile of the financial liabilities as at the end of the reporting period based on contractual undiscounted cash flows:

Group	Effective interest rate %	Carrying amount RM'000	Contractual cash flows RM'000	Less than 1 year RM'000	1 - 5 years RM'000	Over 5 years RM'000
2012						
Secured term loan	5.56	5,795	6,250	2,372	3,878	-
Unsecured revolving credits	2.72	9,187	9,212	9,212	-	-
Unsecured bank overdrafts	6.18	2,750	2,750	2,750	-	-
Unsecured insurance premium finance	2.95	2,759	2,775	2,775	-	-
Bills payable	3.61	60,185	60,983	60,983	-	-
Finance lease liabilities	5.00	197	200	200	-	-
Unsecured payables and accruals	-	222,344	222,344	222,344	-	-
		303,217	304,514	300,636	3,878	-
Company						
	Effective interest rate %	Carrying amount RM'000	Contractual cash flows RM'000	Less than 1 year RM'000	1 - 5 years RM'000	Over 5 years RM'000
2013						
Unsecured revolving credits	3.29	9,866	9,895	9,895	-	-
Unsecured payables and accruals	-	6,174	6,174	6,174	-	-
		16,040	16,069	16,069	-	-
2012						
Unsecured revolving credits	2.72	9,187	9,210	9,210	-	-
Unsecured payables and accruals	-	5,940	5,940	5,940	-	-
		15,127	15,150	15,150	-	-

Interest rate risk

The Group and the Company's income and operating cash flows are exposed to a risk of change in their fair value due to changes in interest rates. Interest rate exposure arises from the Group and the Company's borrowings and deposits, and is managed through the use of fixed and floating rate debts.

28. Financial instruments (continued)

Effective interest rates and repricing analysis

In respect of interest-earning financial assets and interest bearing financial liabilities, the following table indicates their average effective interest rate at the end of the reporting period and the period in which they mature, or if earlier, reprice.

Group	Effective interest rate %	Total RM'000	Less than 1 year RM'000	1 - 2 years RM'000	2 - 3 years RM'000	3 - 4 years RM'000	4 - 5 years RM'000	Over 5 years RM'000
2013								
Fixed rate instruments								
Deposit placed with licensed banks	4.07 – 5.60	53,762	53,762	-	-	-	-	-
Fixed rate instruments								
Finance lease liabilities - DKK	5.00	-	-	-	-	-	-	-
Unsecured insurance premium finance - AUD	4.88	4,280	4,280	-	-	-	-	-
Floating rate instruments								
Secured term loan	5.40	3,683	2,112	1,571	-	-	-	-
Unsecured revolving credits - USD	3.29	9,866	9,866	-	-	-	-	-
Unsecured bank overdraft - SGD	6.18	2,346	2,346	-	-	-	-	-
Bills payable	3.35	39,810	39,810	-	-	-	-	-
		59,985	58,414	1,571	-	-	-	-
2012								
Fixed rate instruments								
Deposit placed with licensed banks	2.50 – 5.85	14,795	14,795	-	-	-	-	-
Fixed rate instruments								
Finance lease liabilities - DKK	5.00	197	197	-	-	-	-	-
Unsecured insurance premium finance - AUD	2.95	2,759	2,759	-	-	-	-	-
Floating rate instruments								
Secured term loan	5.56	5,795	2,112	2,112	1,571	-	-	-
Unsecured revolving credits - USD	2.72	9,187	9,187	-	-	-	-	-
Secured bank overdraft - SGD	6.18	2,750	2,750	-	-	-	-	-
Bills payable	3.61	60,185	60,185	-	-	-	-	-
		80,873	77,190	2,112	1,571	-	-	-

NOTES TO THE FINANCIAL STATEMENTS (CONT'D)

28. Financial instruments (continued)

Effective interest rates and repricing analysis (continued)

Company	Effective interest rate %	2013		Effective interest rate %	2012	
		Total RM'000	Less than 1 year RM'000		Total RM'000	Less than 1 year RM'000
Fixed rate instruments						
Deposits placed with licensed banks	2.50	8,840	8,840	2.50	4,442	4,442
Floating rate instruments						
Unsecured revolving credits	3.29	9,866	9,866	2.72	9,187	9,187

Interest rate risk sensitivity analysis

If interest rates as at the end of the reporting period increase by 100 basis points (bp) with all other variables being held constant, the Group's profit after taxation would have decreased by RM709,000. A 100 bp decrease would have had an equal but opposite effect on the profit after taxation.

Foreign currency

The Group and the Company are exposed to currency risk as a result of transactions entered into by subsidiaries in currencies other than Ringgit Malaysia.

The Group uses forward exchange contracts to hedge its foreign currency risk although the Group does not have a fixed policy to hedge its sales and purchases in forward contracts. The exposure to foreign currency risk of the Group is monitored by the management from time to time. The Group does not hold forward exchange contracts for trading purposes. Most of the forward exchange contracts have maturities of less than one year after the end of the reporting period. Where necessary, the forward exchange contracts are rolled over at maturity.

The currencies giving rise to this risk are mainly United State Dollar, Euro, Australian Dollar, Singapore Dollar, Norwegian Krone, Hong Kong Dollar, Japanese Yen, Pound Sterling and Chinese Renminbi.

The foreign exchange contracts are used as hedges to manage the operational exposures to foreign currency risks. They are entered into with high credit quality financial institutions and monitoring procedures. The exposure to foreign currency risk of the Group and of the Company is also mitigated by natural hedging via borrowings and payment of operational costs and expenses in the same currency of the major receivables.

28. Financial instruments (continued)

Foreign currency (continued)

The Group's exposure to major foreign currency is as follows:

Group	USD RM'000	AUD RM'000	SGD RM'000
2013			
Financial assets	126,797	55,283	41,995
Financial liabilities	(49,257)	(58,027)	(5,519)
Net financial assets	77,540	(2,744)	36,476
Less: Net financial (assets)/liabilities denominated in the respective entities' functional currencies	(18,162)	10,997	3,730
Less: Forward foreign currency contracts (contracted notional principal)	(256,922)	(27,122)	(195,629)
Net currency exposure	(197,544)	(18,869)	(155,423)
2012			
Financial assets	84,687	80,648	47,723
Financial liabilities	(49,941)	(65,186)	(16,924)
Net financial assets	34,746	15,462	30,799
Less: Net financial (assets)/liabilities denominated in the respective entities' functional currencies	(33,741)	14,038	(28,674)
Less: Forward foreign currency contracts (contracted notional principal)	(115,010)	(54,978)	(90,134)
Net currency exposure	(114,005)	(25,478)	(88,009)
Sensitivity analysis to a reasonably possible change in the foreign currencies as at the end of the reporting period, with all other variables held constant:			
Effects on profit after taxation			
2013			
- strengthened by 5%	(7,408)	(708)	(5,828)
- weakened by 5%	7,408	708	5,828
2012			
- strengthened by 5%	(4,275)	(955)	(3,300)
- weakened by 5%	4,275	955	3,300

NOTES TO THE FINANCIAL STATEMENTS (CONT'D)

28. Financial instruments (continued)

Fair values

The carrying amounts of cash and cash equivalents, receivables, deposits and prepayments, other payables and accruals, and short term borrowings, approximate fair values due to the relatively short term nature of these financial instruments.

It is not practicable to estimate the fair value of the Company's investments in subsidiaries and associates due to the lack of comparable quoted market prices and the inability to estimate fair value without incurring excessive costs.

The fair values of other financial liabilities, together with the carrying amounts shown in the statements of financial position as at 31 December are as follows:

Group	2013 Carrying amount RM'000	2013 Fair value RM'000	2012 Carrying amount RM'000	2012 Fair value RM'000
Financial liabilities				
Secured term loans	3,683	3,683	5,795	5,795
Finance lease liabilities	-	-	197	197

The fair values of secured term loans with variable interest rates approximate their carrying values as they are on floating rates and reprice to market interest rates for liabilities with similar risk profile.

The Company provides financial guarantees to financial institutions for credit facilities extended to certain subsidiaries. The fair value of such financial guarantees is not expected to be material as the subsidiaries are managed by the management team without an expectation of default on the credit lines.

Fair value hierarchy

The table below analyses financial instruments carried at fair value, by valuation method. The different levels have been defined as follows:

- Level 1: Quoted prices (unadjusted) in active markets for identical assets or liabilities.
- Level 2: Inputs are inputs, other than quoted prices included within Level 1 that are observable for the asset or liability, either directly (i.e. as prices) or indirectly (i.e. derived from prices).
- Level 3: Inputs for the asset or liability that are not based on observable market data (unobservable inputs).

Group	Level 1 RM'000	Level 2 RM'000	Level 3 RM'000	Total RM'000
2013				
Financial asset				
Derivative assets	-	-	-	-
Financial liability				
Derivative liabilities	(2,202)	-	-	(2,202)

28. Financial instruments (continued)**Fair values (continued)**

Group	Level 1 RM'000	Level 2 RM'000	Level 3 RM'000	Total RM'000
2012				
Financial asset				
Derivative assets	1,185	-	-	1,185
Financial liability				
Derivative liabilities	-	-	-	-

29. Contingencies**Contingent liabilities - unsecured**

	Group 2013 RM'000	2012 RM'000
Corporate guarantee for credit facilities granted to subsidiaries	110,267	107,529

In the ordinary course of business, the Group and the Company also issue bank and performance guarantees to customers who awarded contracts to the Group and the Company.

Continuing financial support

The Company has undertaken to provide continuing financial support to certain subsidiaries to enable them to meet their financial obligations as and when they fall due (Note 6).

Contingent liabilities - litigation***Litigation against the Company and Favelle Favco Cranes (USA) Inc. in the Supreme Court of the State of New York***

A composition of personal injury actions, wrongful death actions, property damage actions, subrogation actions and lien actions ("the Suit") related to the collapse of a Favelle Favco crane on 15th March 2008 in the City of New York has been filed against the Company and Favelle Favco Cranes (USA) Inc. ("FFCUSA").

The Suit relates to an incident involving the collapse of a Favelle Favco crane said to be caused by rigging activity carried out by a third party. The U.S. Occupational Safety & Health Administration ("OSHA") found that slings (independent of the crane per se) used during the rigging activity tore open causing the said incident. The Company's and FFCUSA's inclusion in the Suit is purported simply to be by reason that the crane was a Favelle Favco crane.

The Suit remains ongoing and Company's and FFCUSA's management are of the opinion that it is premature to assess the outcome of the actions at this point in time.

NOTES TO THE FINANCIAL STATEMENTS (CONT'D)

29. Contingencies (continued)

Contingent liabilities - litigation (continued)

Litigation against Favelle Favco Cranes (USA) Inc. in the Supreme Court of the State of New York, County of New York

The Company's subsidiary, Favelle Favco Cranes (USA) Inc. ("FFCUSA") has been named as a defendant in connection with a lawsuit placed by Mr. Robert Paranella, who is claiming personal injuries resulting from an accident while descending a ladder on a crane. The plaintiff has alleged claims of general negligence and Labor Law claims. Based on the claim as it is, the management believes FFCUSA cannot be held liable.

The case remains on-going and it is too early to determine whether or not Mr. Paranella's claims have any merit.

30. Related parties

Identity of related parties

For the purposes of these financial statements, parties are considered to be related to the Group if the Group has the ability, directly or indirectly, to control the party or exercise significant influence over the party in making financial and operating decisions, or vice versa, or where the Group and the party are subject to common control or common significant influence. Related parties may be individuals or other entities.

The Group has related party relationships with its ultimate holding company, subsidiaries (see Note 6), related companies, associates (see Note 7) and Directors (see Note 23).

Significant transactions with related parties:

	Group		Company	
	2013 RM'000	2012 RM'000	2013 RM'000	2012 RM'000
Ultimate holding company				
Purchase of property, plant and equipment	112	48,742	-	-
Rental expense payable	908	3,055	-	-
Rental income receivable	-	(11)	-	-
Sale of goods and services	(612)	(2,192)	-	-
Subcontract cost payable	1,336	3,443	-	-
Subsidiaries				
Dividend income receivable	-	-	(27,563)	(21,754)
Interest expense payable	-	-	-	4
Rental income receivable	-	-	(2,230)	(292)
Related companies				
Purchase of property, plant and equipment	300	-	-	-
Sale of goods	(108)	(230)	-	-
Rental income receivable	(320)	(315)	-	-
Rental expense payable	3,334	2,350	106	105
Subcontract cost payable	29,528	6,142	-	-

30. Related parties (continued)**Significant transactions with related parties (continued):**

	Group		Company	
	2013 RM'000	2012 RM'000	2013 RM'000	2012 RM'000
Associates				
Sale of goods and services	(4,663)	(9,297)	-	-
Purchase of goods and services	324	25	-	-

The outstanding net amounts due from/(to) subsidiaries, related companies and associates as at 31 December are disclosed in Note 9 and Note 17 respectively.

These transactions have been entered into in the normal course of business and have been established under negotiated terms.

There are no allowance for impairment losses on receivables as at 31 December 2013 in respect of the above related party balances.

31. Acquisition of subsidiary

During the financial year 2012, the Group subscribed for additional 10,800,000 ordinary shares of RMB 1 each in Shanghai Favco Engineering Machinery Manufacturing Co., Ltd.

The cash inflow on acquisition is as follows:-

	2013 Fair value recognised on acquisition RM'000	2012 Fair value recognised on acquisition RM'000
Purchase consideration satisfied by cash	-	5,234
Cash and cash equivalents of subsidiary acquired	(493)	(6,979)
Net cash inflow of the Group	493	1,745

NOTES TO THE FINANCIAL STATEMENTS (CONT'D)

32. Realised and unrealised profits/(losses)

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

	2013 RM'000	2012 RM'000
Total retained profits of Favelle Favco Berhad and its subsidiaries:		
- Realised	204,768	144,553
- Unrealised	(26,933)	(8,263)
	177,835	136,290
Total retained profits from associated companies:		
- Realised	(2,349)	(1,059)
- Unrealised	-	3
	175,486	135,234
Less: Consolidation adjustments	57,828	47,074
Total Group retained profits	233,314	182,308

STATEMENT BY DIRECTORS

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

In the opinion of the Directors, the financial statements set out on pages 40 to 105 are drawn up in accordance with Malaysian Financial Reporting Standards, International Financial Reporting Standards and the Companies Act, 1965 in Malaysia so as to give a true and fair view of the financial position of the Group and of the Company as at 31 December 2013 and of their financial performance and cash flows for the year then ended.

In opinion of the Directors, the information set out in note 32 on page 106 to the financial statements has been compiled in accordance with the Guidance on Special Matter No.1, Determination of Realised and Unrealised Profits or Losses in the Context of Disclosures Pursuant to Bursa Malaysia Securities Berhad Listing Requirements, issued by the Malaysian Institute of Accountants, and presented based on the format prescribed by Bursa Malaysia Securities Berhad.

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

.....
Mac Ngan Boon @ Mac Yin Boon

.....
Mac Chung Hui

Klang,

Date: 18 April 2014

STATUTORY DECLARATION

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

I, **Lee Poh Kwee**, the Director primarily responsible for the financial management of Favelle Favco Berhad, do solemnly and sincerely declare that the financial statements set out on pages 40 to 105 are, to the best of my knowledge and belief, correct and I make this solemn declaration conscientiously believing the same to be true, and by virtue of the provisions of the Statutory Declarations Act, 1960.

Subscribed and solemnly declared by the above named in Klang on 18 April 2014.

.....
Lee Poh Kwee

Before me:

Azmi bin Ishak
Pesuruhjaya Sumpah Malaysia
(No. B413)

INDEPENDENT AUDITORS' REPORT

TO THE MEMBERS OF FAVELLE FAVCO BERHAD

Report on the Financial Statements

We have audited the financial statements of Favelle Favco Berhad, which comprise statements of financial position as at 31 December 2013 of the Group and of the Company, and statements of profit or loss and other comprehensive income, statements of changes in equity and statements of cash flows of the Group and of the Company for the financial year then ended, and a summary of significant accounting policies and other explanatory information, as set out on pages 40 to 105.

Directors' Responsibility for the Financial Statements

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

Auditors' Responsibility

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

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

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

Opinion

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

Report on Other Legal and Regulatory Requirements

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

- a) In our opinion, the accounting and other records and the registers required by the Act to be kept by the Company and its subsidiaries of which we have acted as auditors have been properly kept in accordance with the provisions of the Act.
- b) We have considered the financial statements and the auditors' reports of all the subsidiaries of which we have not acted as auditors, which are indicated in Note 6 to the financial statements.

INDEPENDENT AUDITORS' REPORT

TO THE MEMBERS OF FAVELLE FAVCO BERHAD (CONT'D)

Report on Other Legal and Regulatory Requirements (continued)

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

- c) We are satisfied that the financial statements of the subsidiaries that have been consolidated with the Company's financial statements are in form and content appropriate and proper for the purposes of the preparation of the financial statements of the Group and we have received satisfactory information and explanations required by us for those purposes.
- d) The audit reports on the financial statements of the subsidiaries did not contain any qualification or any adverse comment made under Section 174(3) of the Act.

Other Reporting Responsibilities

The supplementary information set out on page 106 in Note 32 to the financial statements is disclosed to meet the requirement of Bursa Malaysia Securities Berhad and is not part of the financial statements. The directors are responsible for the preparation of the supplementary information in accordance with Guidance on Special Matter No. 1, Determination of Realised and Unrealised Profits or Losses in the Context of Disclosure Pursuant to Bursa Malaysia Securities Berhad Listing Requirements, as issued by the Malaysian Institute of Accountants ("MIA Guidance") and the directive of Bursa Malaysia Securities Berhad. In our opinion, the supplementary information is prepared, in all material respects, in accordance with the MIA Guidance and the directive of Bursa Malaysia Securities Berhad.

Other Matters

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

Crowe Horwath
Firm Number: AF 1018
Chartered Accountants

18 April 2014

Kuala Lumpur

James Chan Kuan Chee
Approval No: 2271/10/15 (J)
Chartered Accountant

GROUP PROPERTIES

AS AT 31 DECEMBER 2013

No.	Location	Description /Existing Use	Year of Valuation/ Acquisition	Tenure/ Expiry Date	Land Area	Age of Building	Carrying Value RM'000
1.	4 Mile East, FM 106, Port of Harlingen, Harlingen, Texas, 78551-3049 USA.	Office building cum manufacturing plant	1997	Leasehold expiry 2031	17.826 acres	15 years	2,036
2.	Geran # 51011, Lot 31814 & Geran # 51020, Lot 31792, Mukim of Senawang, Seremban, Negeri Sembilan	Factory building with office block	2012#	Freehold	68,846 sq. m	8 years	32,171
3.	7AL, Nordkranvej, 2 3540, Lyngø DK Denmark	Factory building with office block	2012#	Freehold	59,525 sq. m.	43 years	13,909
4.	PN4072 Lot 3683 Mukim of Teluk Kalung, District of Kemaman, Terengganu Darul Iman.	Vacant land	2010	Leasehold expiry 2057	2,185 sq.m.	NA	144
5.	PN4073 Lot 3684 Mukim of Teluk Kalung, District of Kemaman, Terengganu Darul Iman.	Vacant land	2010	Leasehold expiry 2057	1,822 sq.m.	NA	122
6.	28, Yarrunga Street, Preston, NSW 2170, Australia	Office building and factory	2012	Freehold	11.6 acres	1 year	50,417
Total properties							98,799

Note:

Year of Valuation

Analysis Of Shareholdings

As At 30 April 2014

Share Capital

Authorised share capital	:	RM500 million
Issued and fully paid-up capital	:	RM107,691,382
Class of shares	:	Ordinary shares of RM0.50 each
Voting rights	:	One vote per ordinary share

Distribution of shareholdings of ordinary shares

Size of Holdings	No of holders ^{*(1)}	% of holders ^{*(1)}	No. of shares held ^{*(1)}	% of issued capital ^{*(1)}
Less than 100	62	2.774	1,256	0.001
100 to 1,000	687	30.738	550,220	0.255
1,001 to 10,000	1,117	49.978	4,822,699	2.239
10,001 to 100,000	269	12.036	8,528,570	3.960
100,001 to 10,768,637 ^{*(1)}	98	4.385	70,228,975	32.608
10,768,638 ^{*(1)} and above	2	0.089	131,241,043	60.937
TOTAL	2,235	100.000	215,372,763	100.000

Notes:

* 1. Excluding a total of 10,000 shares purchased by the Company and retained as treasury shares as at 30 April 2014.

Directors' shareholdings as per the Register of Directors' Shareholdings

Name of Directors	Direct interests (no. of shares)	% of issued capital ⁽⁸⁾	Deemed interest (no. of shares)	% of issued capital ⁽⁸⁾
1. Tuan Haji Mohamed Taib bin Ibrahim (Retired on 15 May 2014)	445,471	0.207	2,316,400 ⁽¹⁾	1.076
2. Tan Sri A. Razak bin Ramli	300,000	0.139	800 ⁽¹⁾	-. ⁽²⁾
3. Tan Sri Dato' Seri Ahmad Ramli bin Haji Mohd Nor	300,000 ⁽³⁾	0.139	-	-
4. Mac Ngan Boon @ Mac Yin Boon	8,492,913 ⁽⁴⁾	3.943	134,901,843 ⁽⁵⁾	62.636
5. Mac Chung Hui	1,922,000 ⁽⁶⁾	0.892	-	-
6. Lee Poh Kwee	1,295,000 ⁽⁷⁾	0.601	-	-
7. Mazlan bin Abdul Hamid	2,014,000	0.935	-	-
8. Sobri bin Abu (Appointed on 15 May 2014)	-	-	-	-

Notes:

- Deemed interest pursuant to Section 134 of the Companies Act, 1965 ("Act"), held through his spouse and children.
- Less than 0.001%.
- 300,000 shares held through AllianceGroup Nominees (Tempatan) Sdn Bhd.
- 5,264,000 shares held through RHB Capital Nominees (Tempatan) Sdn Bhd.
600,000 shares held through EB Nominees (Tempatan) Sendirian Berhad.
- 131,241,043 deemed interest pursuant to Section 6A of the Act by virtue of his substantial interests in MEB.
3,660,800 deemed interest pursuant to Section 134 of the Act, held through his spouse and children.
- 100,000 shares held through Maybank Securities Nominees (Tempatan) Sdn Bhd.
- 1,015,000 shares held through HLB Nominees (Tempatan) Sdn Bhd.
280,000 shares held through RHB Capital Nominees (Tempatan) Sdn Bhd.
- Excluding a total of 10,000 shares purchased by the Company and retained as treasury shares as at 30 April 2014.

Shares in related corporation

There is no change in the deemed interest of directors in related corporation as disclosed in the Directors' Report for the year ended 31 December 2013 from pages 35 to 37 of this Annual Report.

Options in the Company

There is no change in the employee share options held by the Directors in the Company as disclosed in the Directors' Report for the year ended 31 December 2013 on page 36 and 37 of this Annual Report.

Substantial Shareholdings as per the Register of Substantial Shareholders

Name	Direct interests (no. of shares)	% of issued capital ⁽³⁾	Deemed interest (no. of shares)	% of issued capital ⁽³⁾
1. Muhibbah Engineering (M) Bhd	131,241,043	60.937	-	-
2. Mac Ngan Boon @ Mac Yin Boon	8,492,913 ⁽¹⁾	3.943	131,241,043 ⁽²⁾	60.937

Notes:

- 5,264,000 shares held through RHB Capital Nominees (Tempatan) Sdn Bhd.
600,000 shares held through EB Nominees (Tempatan) Sendirian Berhad.
- 131,241,043 deemed interest pursuant to Section 6A of the Act by virtue of his substantial interests in MEB.
- Excluding a total of 10,000 shares purchased by the Company and retained as treasury shares as at 30 April 2014.

List of thirty (30) largest shareholders

No.	Name of Shareholders	No. of Shares held	% of issued capital*
1	Muhibbah Engineering (M) Bhd	98,000,000	45.503
2	Muhibbah Engineering (M) Bhd	33,241,043	15.434
3	RHB Capital Nominees (Tempatan) Sdn Bhd Pledged Securities Account For Mac Ngan Boon @ Mac Yin Boon	5,264,000	2.444
4	HSBC Nominees (Asing) Sdn Bhd Exempt An For JPMorgan Chase Bank, National Association (Norges BK)	5,053,200	2.346
5	Citigroup Nominees (Tempatan) Sdn Bhd Universal Trustee (Malaysia) Berhad For CIMB Islamic Small Cap Fund	3,169,500	1.472
6	Maybank Nominees (Tempatan) Sdn Bhd Maybank Trustees Berhad For MAAKL - CM Shariah Flexi Fund	3,051,000	1.417
7	Citigroup Nominees (Tempatan) Sdn Bhd Exempt An For AIA Bhd.	2,736,500	1.271
8	Citigroup Nominees (Tempatan) Sdn Bhd Employees Provident Fund Board (F Templeton)	2,534,600	1.177
9	Mac Ngan Boon @ Mac Yin Boon	2,328,913	1.081
10	Aminah binti Mohd Taib	2,209,900	1.026
11	Citigroup Nominees (Tempatan) Sdn Bhd Employees Provident Fund Board (CIMB PRIN)	2,204,200	1.023
12	Maybank Nominees (Tempatan) Sdn Bhd Maybank Trustees Berhad For CIMB - Principal Small Cap Fund	2,081,400	0.966

Analysis Of Shareholdings

As At 30 April 2014 (CONT'D)

List of thirty (30) largest shareholders (cont'd)

No.	Name of Shareholders	No. of Shares held	% of issued capital*
13	Mazlan bin Abdul Hamid	2,000,000	0.929
14	HSBC Nominees (Asing) Sdn Bhd HSBC - FS For Asian Smaller Companies Fund	1,902,600	0.883
15	Mac Chung Hui	1,822,000	0.846
16	Amanahraya Trustees Berhad Public Strategic Smallcap Fund	1,514,000	0.703
17	Citigroup Nominees (Tempatan) Sdn Bhd Employees Provident Fund Board (PHEIM)	1,456,900	0.676
18	CIMB Group Nominees (Tempatan) Sdn Bhd CIMB - Principal Asset Management Berhad For Manulife Insurance (Malaysia) Berhad - (Equity Fund)	1,391,500	0.646
19	CIMB Group Nominees (Tempatan) Sdn Bhd CIMB - Principal Asset Management Berhad For Manulife Insurance (Malaysia) Berhad - (Managed Fund)	1,232,600	0.572
20	Ooi Sen Eng	1,156,000	0.537
21	Citigroup Nominees (Tempatan) Sdn Bhd Kumpulan Wang Persaraan (Diperbadankan) (CIMB Equities)	1,131,300	0.525
22	HSBC Nominees (Tempatan) Sdn Bhd HSBC (M) Trustee Bhd For MAAKL Progress Fund	1,099,200	0.510
23	Citigroup Nominees (Tempatan) Sdn Bhd Bank Negara Malaysia National Trust Fund (CIMB)	1,090,700	0.506
24	HLB Nominees (Tempatan) Sdn Bhd Pledged Securities Account For Lee Poh Kwee	1,015,000	0.471
25	OREC Engineering Holdings Pty Ltd	900,000	0.418
26	Citigroup Nominees (Tempatan) Sdn Bhd Employees Provident Fund Board (Amundi)	898,800	0.417
27	Noriyati binti Hassan	878,423	0.408
28	RHB Capital Nominees (Tempatan) Sdn Bhd Pledged Securities Account For Noriyati binti Hassan	750,000	0.348
29	Maybank Securities Nominees (Tempatan) Sdn Bhd Chew Keng Siew	700,000	0.325
30	Maybank Nominees (Tempatan) Sdn Bhd Malaysian Trustees Berhad For AMB Smallcap Trust Fund	651,500	0.302
		183,464,779	85.182

Note:

* Excluding a total of 10,000 shares purchased by the Company and retained as treasury shares as at 30 April 2014.

Number of Shares Held
CDS Account Number

PROXY FORM

*I/*We _____ (Full Name) NRIC No. (New) _____ (old) _____
of _____ (Address)

being a member/members of **FAVELLE FAVCO BERHAD**, hereby appoint Mr/Ms _____
_____ (Full Name) NRIC No. (New) _____ (old) _____
of _____ (Address)

OR failing whom, Mr/Ms _____ (Full Name) NRIC No. (New) _____ (old) _____
of _____ (Address)

OR failing whom, the Chairman of the Meeting as *my/*our proxy to vote for *me/*us and on *my/*our behalf at the Twenty-Second Annual General Meeting of the Company to be held at Concorde Hotel Shah Alam, Concorde II, Level 2, No. 3, Jalan Tengku Ampuan Zabedah C9/C, 40100 Shah Alam, Selangor Darul Ehsan on Thursday, 26 June 2014 at 2.30 p.m. and at any adjournment thereof.

The Proportion of *my/*our holding to be represented by *my/*our proxies are as follows :

Proxy 1	%
Proxy 2	%
	100%

*My/*Our proxy(ies) is/are to vote as indicated below :-

Resolution No.	Ordinary Business :	For	Against
1.	To approve the declaration of a first and final tax exempt dividend of 20% (10 sen) per ordinary share.		
2.	To re-elect Mazlan bin Abdul Hamid as Director.		
3.	To re-elect Sobri bin Abu as Director.		
4.	To re-appoint Lim Teik Hin as Director.		
5.	To re-appoint Mac Ngan Boon @ Mac Yin Boon as Director.		
6.	To re-appoint Tan Sri Dato' Seri Ahmad Ramli bin Haji Mohd Nor as Director.		
7.	To re-appoint Messrs Crowe Horwath as Auditors of the Company for the ensuing year and to authorise the Directors to fix their remuneration.		
	Special Business :		
8.	To approve the Proposed Renewal of Authority for Share Buy-Back.		
9.	To approve the Proposed Renewal of the Existing Shareholders' Mandate and Proposed New Shareholders' Mandate for Recurrent Related Party Transactions of a Revenue or Trading Nature.		

[* Delete if not applicable]

Please indicate with (X) on how you wish your vote to be cast. If no specific direction as to voting is given, the proxy will vote or abstain at his/her discretion.

Dated this day of 2014
[Signature/Common Seal of Shareholder(s)]

Notes:

- (a) The Audited Financial Statement in Agenda 1 is intended for discussion only as the provision of the Section 169(1) of the Act does not require a formal approval of the members and hence is not put for voting.
- (b) A member entitled to attend and vote at this meeting is entitled to appoint a proxy/proxies to attend and vote in his/her stead. A proxy may but need not be a member of the Company. There shall be no restriction as to the qualification of the proxy and the provisions of Section 149(1)(b) of the Act shall not apply to the Company.
- (c) A member shall not be entitled to appoint more than two (2) proxies to attend, speak and vote at the same meeting and where a member appoints two (2) proxies, such appointment shall be invalid unless he/she specifies the proportion of his/her holdings to be represented by each proxy. Each proxy appointed, shall represent a minimum of one hundred (100) shares.
- (d) The instrument appointing a proxy shall be in writing under the hand of the appointor or his/her attorney duly authorised in writing or if the appointor is a corporation, either under its Common Seal or under the hand of an officer or attorney duly authorised.
- (e) The duly completed Form of Proxy must be deposited at the office of the Share Registrar or such other place in Malaysia as is specified for that purpose in the notice convening the meeting, at least forty-eight (48) hours before the time set for holding the meeting or adjourned meeting.

Affix
Stamp
Here

FAVELLE FAVCO BERHAD (249243-W)

Share Registrar

Tricor Investor Services Sdn Bhd

Level 17, The Gardens North Tower
Mid Valley City, Lingkaran Syed Putra
59200 Kuala Lumpur, Malaysia
